

# NYS Urban Development Corporation Directors' Meeting

Monday, 5/22/2023

9:30 - 11:30 AM ET

## I. Corporate Actions

### A. Approval of the Minutes of the April 20, 2023 Directors' Meeting

*I. A. - 042023 Draft ESD Minutes - Page 5*

### B. Committee Appointments

Appointment of Directors to the Audit and Budget; and Governance Committees

#### Oral Reports

##### A. President's Report

##### B. Spotlight Presentation - Office of Strategic Workforce Development - First Year Accomplishments

## II. World Trade Center Memorial and Cultural Program Land Use Improvement and Civic Project

### A. New York City (New York County) – 5 World Trade Center; World Trade Center Memorial and Cultural Program Land Use Improvement and Civic Project

Affirmation of Amendment to Modified General Project Plan; Override of Local Zoning Regulations; Determination of Responsibility; Authorization to Acquire and Dispose of Real Property; Authorization to Execute Initial Agreement, Lease, Project Documents, and Lease Administration Agreement; and Authorization to Take Related Actions

*II. A. - 5 World Trade Center FINAL - Page 52*

*II. A. - Attachment 1 - WTC Revised Amendment to MGPP (May 2023) - Page 64*

*II. A. - Attachment 2 - Final 5WTC Mixed Use Design Guidelines (May 2023) - Page 82*

## III. Projects

### A. Regional Council Award – Rochester (Finger Lakes Region – Monroe County) – The Strong Museum Portal of Play (POP!): The Gateway to the Neighborhood of Play Capital – Regional Council Capital Fund – (Capital Grant)

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

*III. A. - The Strong Museum Portal of Play FINAL - Page 147*

*III. A. - The Strong Museum of Play Photographs - Page 158*

### B. Regional Council Award – Rochester (Finger Lakes Region – Monroe County) – Discovery Center at EBP Capital – Regional Council Capital Fund (Capital Grant)

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

*III. B. - Discovery Center at EBP Capital FINAL - Page 160*

### C. Regional Council Award – Cortland (Central Region – Cortland County) – Cortland Downtown Partnership DRI Capital – Downtown Revitalization Initiative (Capital Grant)

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

*III. C. - Cortland Downtown Partnership DRI Capital FINAL - Page 170*

*III. C. - Cortland Downtown Partnership DRI Capital Photographs - Page 179*

**D. Regional Council Award –Syracuse (Central New York Region – Onondaga County) – Home Headquarters Capital – Regional Council Capital Fund (Capital Grant)**

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

*III. D. - Home Headquarters Capital FINAL - Page 181*

*III. D. - Home Headquarters Capital Photographs - Page 191*

**E. Syracuse (Central New York Region – Onondaga County) – NUAIR - Advanced Air Mobility Capital & Working Capital – Upstate Revitalization Initiative (Capital and Working Capital Grant)**

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

*III. E. - NUAIR Advanced Air Mobility Capital FINAL - Page 193*

**F. Regional Council Award – Priority Project – Catskill (Capital Region – Greene County) – Sister Properties Waterfront Development Capital – Regional Council Capital Fund (Capital Grant)**

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

*III. F. - Sister Properties Waterfront Development Capital FINAL - Page 206*

*III. F. - Sister Properties Waterfront Development Capital Photographs - Page 215*

**G. Albany (Capital Region – Albany County) – NY CREATES Albany Nanotech Campus Expansion (Capital Grant)**

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

*III. G. - NY CREATES Albany Nanotech Campus Expansion FINAL - Page 216*

**H. Regional Council Award – Kingston (Mid-Hudson Region – Ulster County) – CPW - 25 Dederick Street Capital – Regional Council Capital Fund (Capital Grant)**

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

*III. H. - CPW - 25 Dederick Street Capital FINAL - Page 225*

*III. H. - CPW - 25 Dederick Street Capital Photographs - Page 237*

**I. Regional Council Award – Islip (Long Island Region – Suffolk County) – Ronkonkoma Hub Sewage Treatment Plant – Regional Council Capital Fund (Capital Grant)**

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

*III. I. - Ronkonkoma Sewage Hub Treatment Plant Capital FINAL - Page 239*

**J. Market NY Grant Program - Market New York (Capital and Working Capital Grants)**

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make Grants and to Take Related Actions

**Market New York Program**

**A. Great Jack O'Lantern Blaze Innovation Initiative Tourism Working Capital - Historic Hudson Valley (Westchester County) - \$421,000**

**B. GymRat Basketball Marketing Campaign Working Capital - GymRat Basketball, LLC (Albany County) - \$353,000**

*III. J. - Market New York Grant Program FINAL - Page 250*

#### **IV. At The Direction Of Projects**

##### **A. ATDO (At the Direction Of) Projects**

Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make Grants and to Take Related Actions

##### **Local Assistance (Assembly)**

**A. Centerstate CEO Local Asst (A) Working Capital - CenterState Center for Economic Opportunity (Onondaga County) - \$500,000**

**B. Queens Chamber of Commerce Business Support Working Capital - Chamber of Commerce of the Borough of Queens (Queens County) - \$500,000**

##### **Transformative Investment Program**

**A. LIU College of Veterinary Medicine Capital - Long Island University (Nassau County) - \$12,000,000**

##### **Local Assistance (22-23 Economic Development Community and Community Services Organizations (Senate))**

**A. Brooklyn Chamber of Commerce Local Assistance 22-23 Working Capital - Brooklyn Chamber of Commerce, Inc. (Kings County) - \$25,000**

**B. Brooklyn Chamber of Commerce Local Assistance 22-23 Working Capital - Brooklyn Chamber of Commerce, Inc. (Kings County) - \$75,000**

**C. Brooklyn Chamber of Commerce Local Assistance 22-23 Working Capital - Brooklyn Chamber of Commerce, Inc. (Kings County) - \$25,000**

##### **Local Assistance (Assembly)**

**A. Brooklyn Chamber of Commerce Local Assistance 22-23 Working Capital - Brooklyn Chamber of Commerce, Inc. (Kings County) - \$500,000**

**B. Brooklyn Chamber of Commerce Local Assistance 22-23 Working Capital - Brooklyn Chamber of Commerce, Inc. (Kings County) \$50,000**

*IV. A. - ATDO (At The Direction Of) Projects FINAL - Page 266*

#### **V. Administrative Actions**

##### **A. Livingston County – Disposition of the Livingston County Correctional Facility to the Livingston County Industrial Development Agency**

Authorization to Acquire and Dispose of Real Property; Determination of No Significant Effect on the Environment; and Authorization to Take Related Actions

*V. A. - Livingston CF Transaction FINAL - Page 298*

##### **B. Western New York (AKA “Northland”) Workforce Training Center**

Authorization to Enter into an Amended Contract to Extend Term and Provide Additional Operating Support for the Operation/Administration of the Northland Workforce Training Center; and Authorization to Take Related Actions

*V. B. - Northland Workforce Training Center Amendment FINAL - Page 304*

**C. ConnectALL - Procurement of Services**

Authorization to Enter into a Contract with Tilson Technology Management, Inc.; and Authorization to Take Related Actions

*V. C. - ConnectALL - Procurement of Services FINAL - Page 310*

**D. Land Bank Program**

Approval of Land Bank Application and Authorization to Take All Related Actions

*V. D. - Land Bank Program FINAL - Page 315*

**E. Procurement of Legal Services – New York City (Harlem)**

Authorization to Enter into a Contract to Provide Legal Services in Connection with a Development Site Located at 260-270 West 126th Street, New York, NY, Tax Block 1931, Lot 56; and Take Related Actions

*V. E. - Procurement of Legal Services - Mintzer Mauch PLLC FINAL - Page 318*

**F. Procurement of Legal Services – New York City (Harlem)**

Authorization to Enter into a Contract to Provide Legal Services in Connection with a Development Site Located at 260-270 West 126th Street, New York, NY, Tax Block 1931, Lot 56; and Take Related Actions

*V. F. - Procurement of Legal Services - Phillips Lytle LLP FINAL - Page 323*

**G. New York City (New York County) – Relocation of Office Space from 633 Third Avenue to 655 Third Avenue, New York, NY**

Authorization to Enter into a New Office Lease at 655 Third Avenue; Authorization to Take Related Actions

*V. G. - 633 Third Avenue Office Space Relocation FINAL - Page 328*

**H. North Castle (Westchester County) – IBM Headquarters Project**

Authorization to Extend Lease with International Business Machines Corporation (“IBM”) and to Make Corresponding Modification to the General Project Plan; Authorization to Hold Public Hearing(s) Thereon; and Authorization to Take Related Actions

*V. H. - IBM Headquarters Project FINAL - Page 334*

**I. Procurement of Azure Marketplace Platform**

Authorization to Enter into a Contract for IT Related Procurement on the Azure Marketplace Platform; and Authorization to Take Related Actions

*V. I. - Procurement of Azure Marketplace (Dell Marketing) FINAL - Page 339*

**J. Procurement of Consulting Services**

Authorization to Enter into a Contract for Professional Services Related to On-Premises and Cloud End User Computing Infrastructure Support

*V. J. - Procurement of Consulting Services - Z7 Solutions FINAL - Page 343*



**DRAFT - SUBJECT TO REVIEW AND REVISION**

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION**

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

April 20, 2023

**MINUTES**

**In Attendance  
Directors:**

Kevin S. Law, Chair  
Hope Knight  
Sherry A. Glied  
Benson V. Martin – Designee - Superintendent - NYS Department  
of Financial Services  
Hilda Escher Rosario  
Michael K. Rozen  
John Wang

**Present for ESD:**

Kelly Baquerizo, Director of Tourism Grant Programs  
Patricia Bayley, Vice President – Entertainment and New Media Development  
Matthew Bray, Treasurer  
Joshua Breitbart, Senior Vice President - ConnectALL  
Morgan Clark, Project Manager - Small Business Lending  
Silvia Codony, Assistant Vice President - New York Ventures  
James Fayle, Regional Director - Central New York Region  
Felis Hochheiser, Director of Compliance  
Douglas Janese, Senior Counsel  
Heidi Knoblauch, Interim Director - Division of Science, Technology and  
Innovation  
Ross Levi, Executive Director/Vice President - Tourism  
Elizabeth Lusskin, Executive Vice President - Small Business & Technology  
Development  
Maria Mitchell, Senior Vice President - Life Sciences  
Raymond Orlando, Chief Financial Officer  
Laura Fox O’Sullivan, Regional Director - Finger Lakes Region  
Debbie Royce, Corporate Secretary  
Thomas Scaglione, Regional Director - Mid-Hudson Region  
Arden Sokolow, Executive Vice President - Real Estate Development  
and Planning  
Jennifer Tegan, Managing Director - New York Ventures  
Paul Tronolone, Vice President - Planning and Policy, WNY  
Goldie Weixel, Deputy General Counsel  
Kevin Younis, Chief Operating Officer

**DRAFT - SUBJECT TO REVIEW AND REVISION**

The meeting of the Directors of the New York State Urban Development Corporation (“UDC”) d/b/a Empire State Development (“ESD” or the “Corporation”) was called to order at 9:30 a.m. by Chair Law.

Chair Law noted that the meeting was being webcast and reminded everyone on the telephone to please mute their phones until they are speaking.

Chair Law then noted that the public had been given an opportunity to comment on the Agenda items by submitting their written comments by noon yesterday and that no comments were received.

Chair Law advised that the Directors were given the written materials in advance of today’s meeting and were free to ask questions at any time during the presentations.

Chair Law then asked the Directors whether anyone had any conflicts of interest to note on any of the Agenda items. No conflicts were noted.

The Chair then called for a motion to approve the Minutes of the March 23, 2023 Directors’ Meeting. There being no changes or corrections, upon motion duly made and seconded, the following Resolution was unanimously adopted:

**DRAFT - SUBJECT TO REVIEW AND REVISION**

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE MARCH 23, 2023 MEETING OF THE DIRECTORS OF THE NEW YORK STATE URBAN DEVELOPMENT CORPORATION

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RESOLVED, that the Minutes of the meetings of the Corporation held on March 23, 2023, as presented to this meeting, are hereby approved and all actions taken by the Directors presented at such meetings as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

\* \* \*

Chair Law then called on Hope Knight, ESD's President and CEO, to provide the President's Report on the Corporation's most recent activities.

Chair Law then called on Ross Levi, Executive Director/Vice President of Tourism, to present the first item on the Agenda related to the Market New York Grant Program for the Directors' consideration.

Mr. Levi explained that the Division of Tourism was requesting authorization to finalize and publish updated guidelines for the implementation and administration of the Market New York Grant Program.

Mr. Levi noted that projects approved at previous Directors' meetings related to this program work to strengthen tourism and attract visitors to New York State by promoting destinations and attractions in special events. He stated the program had been successfully awarding grants totaling upwards of \$125 million dollars for the past 12 years as part of the overall Regional Economic Development Council process.

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Mr. Levi further noted that entities that apply for this funding include not-for-profit corporations, municipalities, tourism promoting agencies and public benefit corporations.

Mr. Levi also noted that this program requires a 50 percent match for working capital marketing projects and 80 percent match for capital projects.

Lastly, Mr. Levi noted that for the New York State 2023-2024 Fiscal Year budget, it is anticipated that \$15 million dollars will be included for this program, with \$7 million being directed towards tourism marketing projects and \$8 million for tourism capital.

Following the full presentation, the Chair called for any questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Statewide – Market New York Grant Program – Authorization to Update Guidelines; and  
Authorization to Take Related Actions

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BE IT RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the New York State Urban Development Corporation d/b/a Empire State Development (“the Corporation”), relating to the Market New York Program (the “Program”), the Corporation hereby authorizes staff to update guidelines for the Program, consistent with the materials presented to this meeting and authorizes the President and Chief Executive Officer of the Corporation, or her designee(s), to amend, from time to time, such guidelines (such guidelines, as they may from time to time be amended, the “Guidelines”), as he or she deems necessary or appropriate to effectuate the purposes of the Program; and be it further

**DRAFT - SUBJECT TO REVIEW AND REVISION**

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) is hereby authorized to accept grant applications pursuant to the Program in accordance with the Guidelines and these Materials and to take such other actions as are necessary in order to effectuate the purposes of the Program; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, (2) receipt of all other necessary approvals, and (3) the receipt of adequate funding for such assistance from the State of New York; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions, including without limitation, to make findings and hold public hearings that may be necessary pursuant to applicable law and to act on behalf of the Corporation to affirm, modify or withdraw any contemplated assistance as a result of testimony given at any such hearing, if necessary.

\* \* \*

Next, Chair Law called on Thomas Scaglione, Director of ESD's Mid-Hudson Region, to present the next item on the Agenda related to the Mid-Hudson Momentum Fund for the Directors' consideration.

Mr. Scaglione explained that the Directors were being asked to authorize the implementation and administration of the Mid-Hudson Momentum Fund and adoption of the programs' guidelines.

Mr. Scaglione further explained that the fund includes, \$150 million as part of the appropriation from the 2022-2023 fiscal year New York State budget to support investments in infrastructure, transit-oriented development, and mixed-use housing projects throughout the seven counties that make up the Mid-Hudson region.

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Mr. Scaglione noted that the fund will focus on addressing the strain caused by the population increase due to COVID-19.

Mr. Scaglione further noted that ESD will administer the fund, coordinate the project selection process, manage the application process and oversee the ongoing reporting by awardees. The Mid-Hudson Regional Economic Development Council will perform the initial review of applications and make recommendations to ESD based on each application's alignment with the regional strategy.

Mr. Scaglione noted that the fund will be allocated into two categories: (1) \$75 million to support mixed-use housing and or transit-oriented development ("TOD") projects; and (2) \$75 million to fund infrastructure projects that support housing projects, increase housing density or support TOD projects.

Mr. Scaglione noted that the grant amounts will range from a minimum award of \$2.5 million to a maximum award in the amount of \$10 million. Fifty percent of the total project costs must be sourced from non-State funds.

Mr. Scaglione further noted that eligible applicants will include not-for-profit companies, municipalities and public-benefit corporations. He stated eligible uses of the funds will include construction, expansion, rehabilitation of the facility, equipment and machinery purchases, infrastructure, site development, design and engineering related to the

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construction. He further stated ineligible projects will include residential with no other uses at the project location, casinos or gambling institutions, legal services, medical and nursing services, and retail with no other eligible components and refinancing.

Following the full presentation, the Chair called for any questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Mid-Hudson Region – Mid-Hudson Momentum Fund (Capital Grants) – Authorization to Implement and Administer; Findings and Determinations Pursuant to Section 10(g) of the New York State Urban Development Corporation Act, as Amended (the “Act”); Authorization to Adopt the Guidelines; Authorization to Take Related Actions

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BE IT RESOLVED, that the New York State Urban Development Corporation d/b/a Empire State Development (the “Corporation”) hereby authorizes the implementation and administration of the Mid-Hudson Momentum Fund (the “Program”), substantially as described in the materials presented in this meeting (the “Materials”), a copy of which is ordered filed with the records of the Corporation; and be it further

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

RESOLVED, that the Corporation hereby adopts the guidelines for the Program, a copy of which has been presented to this meeting and is included in the Materials, and authorizes the President and Chief Executive Officer of the Corporation, or her or his designee(s), to amend, from time to time, such guidelines (such guidelines, as they may from time to time be amended, the “Guidelines”) as he or she deems necessary or appropriate to effectuate the purposes of the Program; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her or his designee(s) is hereby authorized to accept grant applications pursuant to the Program in accordance with the Guidelines and these Materials (each such grant for the Program being hereby authorized) and to take such other actions as are necessary in order to effectuate the purposes of the Program; and be it further

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RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, (2) receipt of all other necessary approvals, and (3) the receipt of adequate funding for such assistance from the State of New York; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation, or her 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 action as he or she may in his or her sole discretion consider to be necessary or appropriate to effectuate the foregoing resolutions.

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Next, Chair Law called on Joshua Breitbart, Senior Vice President of ConnectALL, to present the next item on the Agenda for the Directors' consideration.

Mr. Breitbart explained that the Directors were being asked to adopt the guidelines related to the Affordable Housing Connectivity Program and take related actions.

Mr. Breitbart further explained that this program was announced by Governor Hochul on March 29, 2023. The U.S. Treasury Department awarded \$100 million to New York State for the Affordable Housing Connectivity Program from the Coronavirus Capital Projects fund by the American Rescue Plan Act and must be expended before December 31, 2026.

Mr. Breitbart noted that the Affordable Housing Connectivity Program will fund the cost of fiber optic connections to existing buildings only and will include new and upgraded in-building wiring and additional network components and equipment required to deliver upgraded broadband service to residents of affordable housing properties.



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Mr. Breitbart further noted that eligible applicants for this funding include internet service providers, managed service providers, broadband infrastructure owners, broadband infrastructure buildings and affordable housing properties.

Following the full presentation, the Chair called for any questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT – ConnectALL Office – Adoption of Affordable Housing Connectivity Program Guidelines, and Authorization to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the “Materials”), relating to the Affordable Housing Connectivity Program Guidelines (the “Guidelines”), the Guidelines are hereby approved and adopted; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to take such action and execute such agreements and instruments as he or she may consider necessary or desirable or appropriate in connection with the implementation of the Guidelines and to take related actions.

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Chair Law then called on Patricia Bayley, Vice President and Director of Entertainment and New Media Development, to give the spotlight presentation on the Digital Gaming Program.

Next, Chair Law called on Paul Tronolone, Vice President of Policy and Planning from the

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Western New York Regional Office, to present the next two items on the Agenda for the Directors' consideration.

First, Mr. Tronolone noted that these two projects are inter-related as they are both located in the Northland Corridor redevelopment area called the Northland Campus.

The first project Mr. Tronolone presented involved a General Project Plan amendment to provide an additional Buffalo Regional Innovation Cluster Fund grant in the amount of \$1.8 million to a previously awarded grant in the amount of \$200,000 to the Buffalo Urban Development Corporation ("BUDC") to be used for the design, development and operation of the initial components of a solar microgrid and the development of a solar panel training curriculum to be used at the Northland Workforce Training Center located on the campus.

Mr. Tronolone noted that the total \$2 million grant was part of ESD's 2019 East Side Corridor Economic Development Fund and after the completion of the planning study, the remaining \$1.8 million balance was delayed in the wake of COVID-19 restrictions. He stated additional funding was required for all of the planned features of the microgrid system.

The second project Mr. Tronolone presented involved a Regional Economic and Community Assistance Program grant in the amount of \$55 million to the Northland Corridor Redevelopment Phase 3 Capital project to be used for the rehabilitation and redevelopment of the remaining buildings located on 35-acres of the Northland Campus. He explained this

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project will result in 250,000 square-feet of new space and the completion of the full complement of components of the campus microgrid.

Mr. Tronolone noted that under the General Project Plan (“GPP”), a total of seven sub-projects will be undertaken by BUDC over the next five years, with the initial project associated with the BUDC Build Back Better Regional Challenge Project for which \$1.8 million in ESD funds will be used towards the balance of the required non-federal match.

Mr. Tronolone further noted that under the terms of the GPP, ESD funds will be advanced periodically for each sub-project over the next five years as each project progresses through design bidding and construction.

Following the full presentation, the Chair called for any questions or comments from the Directors regarding Item II. A. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Buffalo (Western New York Region – Erie County) – BUDC Solar Microgrid Capital – Buffalo Regional Innovation Cluster (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Amend the General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the BUDC Solar Microgrid Capital - Buffalo Regional Innovation Cluster (Capital Grant) Project (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or

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individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Buffalo Urban Development Corporation a grant for a total amount not to exceed Two Million Dollars (\$2,000,000) from the Buffalo Regional Innovation Cluster, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her 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 her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

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

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The Chair then called for questions or comments from the Directors regarding Item II. B. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

**DRAFT - SUBJECT TO REVIEW AND REVISION**

Buffalo (Western New York Region – Erie County) – Northland Corridor Redevelopment Phase 3 Capital – Regional Economic and Community Assistance Program (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Northland Corridor Redevelopment Phase 3 Capital (Capital Grant) (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Buffalo Urban Development Corporation a grant for a total amount not to exceed Fifty-Five Million Dollars (\$55,000,000) from the Regional Economic and Community Assistance Program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her 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 her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

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

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consider to be necessary or proper to effectuate the foregoing resolutions.

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Chair Law then called on Laura Fox O’Sullivan, Director of ESD’s Finger Lakes Region, to present the next item on the Agenda for the Directors’ consideration.

Ms. O’Sullivan explained that the Directors were being asked to approve a Regional Council Capital Fund grant in the amount of \$400,000 to TOPTICA Capital to be used to support the expansion of the company into a new 20,000 square-foot facility in the Town of Pittsburgh in Monroe County, building renovations and the purchase of machinery and equipment.

Ms. O’Sullivan noted that the project will retain 32 employees and create a total of 22 new full-time jobs, of which seven have already been created.

Following the full presentation, the Chair called for any questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Regional Council Award – Pittsford (Finger Lakes Region – Monroe County) – TOPTICA Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the TOPTICA Capital --

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Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to TOPTICA Photonics, Inc. a grant for a total amount not to exceed Four Hundred Thousand Dollars (\$400,000) from the Regional Council Capital Fund , for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her 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 her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

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Next, Chair Law called on James Fayle, Director of ESD's Central New York Region, to present the next item on the Agenda for the Directors' consideration.

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Mr. Fayle explained that the Directors were being asked to approve a Regional Council Capital Fund grant in the amount of \$400,000 to Armoured One Capital to be used for building renovations, demolition, environmental remediation and the purchase of machinery and equipment and machinery to produce security glass and security training.

Mr. Fayle noted that the project is expected to be completed by the end of the year, has met the criteria to receive its first installment payment and will create 35 new jobs in addition to its current 29 employees.

Following the full presentation, the Chair called for any questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Regional Council Award – Syracuse (Central New York Region – Onondaga County) – Armoured One Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Armoured One Capital -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with



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such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Armoured One LLC a grant for a total amount not to exceed four hundred thousand Dollars (\$400,000) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her 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 her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

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Chair Law then called on Heidi Knoblauch, Interim Director of the Division of Science, Technology and Innovation, to present the next item on the Agenda for the Directors' consideration.

Ms. Knoblauch explained that the Directors were being asked to approve a grant in the amount of \$325,000 to FuzeHub, a Statewide manufacturing extension partnership center, and will be used to provide modernization assistance grants to defense-focused manufacturing

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companies.

Ms. Knoblauch noted that this grant is a disbursement of federal dollars provided by the Department of Defense to NYSTAR.

Ms. Knoblauch further noted that the grant will assist companies in modernizing their operations through new applications of technology and training workforce to leverage new technology and improve supply chain resistance through transition to sustainable or domestically sourced materials.

Lastly, Ms. Knoblauch noted that FuzeHub will match this \$325,000 grant with \$100,000 and has been the beneficiary of ESD assistance in the past through the Innovation Venture Competition Program.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Statewide – FuzeHub DOD Modernization Initiative Capital Project– Federal DOD Initiative (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the FuzeHub DOD

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Modernization Initiative Capital Project -- Federal DOD Initiative (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made,] the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to FuzeHub a grant for a total amount not to exceed Three Hundred and Twenty Five Thousand Dollars (\$325,000) from the Federal DOD Initiative, 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 her 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 her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

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Chair Law then called on Thomas Scaglione again to present the next two items on the Agenda for the Directors' consideration.

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The first project Mr. Scaglione presented involved a Regional Council Capital Fund grant in the amount of \$500,000 to the City of Middletown to be used for the modernization and expansion of water infrastructure from the City Water Treatment Plant to the City of Middletown Community Campus.

Mr. Scaglione noted that the City of Middletown invested \$4,237,000 to renew and expand the existing water infrastructure from the City's water treatment plant over to the City of Middletown's Community Campus, which was the former Middletown Psych Center for Orange County.

The second project Mr. Scaglione presented involved a Regional Council Capital Fund grant in the amount of \$367,100 to Hudson River Fruit CA Warehouse 2021 Capital to be used for a portion of the costs of construction, renovations, and the purchase of machinery and equipment.

Mr. Scaglione noted that the company invested \$1,835,000 to construct a 20,000 square-foot controlled atmosphere full storage facility, which was completed in August of 2022. The facility is located in the Town of Marlboro and has resulted in the creation of 7 new jobs and currently has 60 jobs.

Following the full presentation, Chair Law called for questions or comments from the Directors regarding Item II. F. Hearing none and noting that no comments were received from

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the public regarding this item, upon motion duly made and seconded, the following Resolutions were unanimously adopted:

Regional Council Award – Middletown (Mid-Hudson Region – Orange County) – City of Middletown Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the City of Middletown Capital -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to City of Middletown a grant for a total amount not to exceed FIVE HUNDRED THOUSAND Dollars (\$500,000) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

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RESOLVED, that the President and Chief Executive Officer or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

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Regional Council Award – Middletown (Mid-Hudson Region – Orange County County) –  
City of Middletown Capital – Regional Council Capital Fund (Capital Grant) –  
Determination of No Significant Effect on the Environment

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RESOLVED, that based on the material submitted to the Directors with respect to the City of Middletown Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

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Chair Law then called for questions or comments from the Directors regarding Item II. G.

Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Regional Council Award – Milton (Mid-Hudson Region – Ulster County) – Hudson River Fruit - CA Warehouse 2021 Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Hudson River Fruit - CA Warehouse 2021 Capital -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

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RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Hudson River Fruit Distributors a grant for a total amount not to exceed THREE HUNDRED SIXTY SEVEN THOUSAND AND ONE HUNDRED Dollars (\$367,100) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her 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 her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

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Chair Law then called on Kelly Baquerizo to present the next item on the Agenda related to the Market New York Program for the Directors' consideration.

The first item Ms. Baquerizo presented involved a grant in the amount of \$300,000 to the Greater ROC Campaign Tourism Working Capital – ROC 2025, Inc., an Alliance of Economic Development organizations working to catalyze growth in the greater Rochester region.

Ms. Baquerizo noted that the grant will be used to plan and promote a regionally

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coordinated tourism marketing campaign, promoting the Finger Lakes region.

The second item Ms. Baquerizo presented involved a grant in the amount of \$270,875 to Shakespeare in the Park and will be used to support a portion of the cost to plan and implement a strategic marketing initiative designed to draw tours domestically and internationally to the New York City region for the 2023 season of free Shakespeare in the Park.

Ms. Baquerizo noted that the project is currently underway and is scheduled to be completed no later than December 31, 2024.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Statewide – Market New York Program (Working Capital Grants) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make Grants and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Market New York Program Projects identified below (the “Projects”), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to a make a grant to the party and for the amount listed below from the Market New York program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as



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the President and Chief Executive Officer of the Corporation or her 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 her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) receipt of funds; and be it further

**Market New York Program**

	<b>Project Name</b>	<b>Project #</b>	<b>Grantee</b>	<b>Assistance Up To</b>
	<b>Market New York Program</b>			
A.	Greater ROC Campaign Tourism Working Capital	135,461	ROC2025, Inc.	\$300,000
B.	Free Shakespeare in the Park Marketing Tourism Working Capital	135,443	New York Shakespeare Festival d/b/a The Public Theatre	\$270,875
	<b>TOTAL MARKET NY PROJECTS - 2</b>		<b>TOTAL</b>	<b>\$570,875</b>

RESOLVED, that the President and Chief Executive Officer of the Corporation or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

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Chair Law then called on Morgan Clark, Project Manager of Small Business Lending, to present the next item on the Agenda for the Directors' consideration.

Ms. Clark explained that the Directors were being asked to approve the authorization to make individual grants of up to \$90,000 to 19 Community Development Financial Institutions ("CDFIs") not to exceed \$1,495,000 to provide technical assistance to New York State small

businesses.

Ms. Clark noted that the CDFI assistance program supports the ongoing operations of New York State CDFIs in their efforts to provide capital and technical assistance to small businesses.

Ms. Clark further noted that to date, 52,970 small businesses, including MWBEs, were helped with financial assistance from this program, more than \$369.8 million in loans were dispersed and a total of 36,562 small businesses, including MWBEs, were provided with one-on-one technical assistance.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION - Statewide – Community Development Financial Institutions Assistance Program – Findings and Determinations Pursuant to Section 10(g) of the New York State Urban Development Corporation Act, as Amended (the “Act”); Authorization to Make Grants to Community Development Financial Institutions and Take Related Actions

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RESOLVED, that on the basis of the materials, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Community Development Financial Institutions Assistance Program – Community Development Financial Institutions, the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

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RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized to make grants for a total amount not to exceed One Million Four Hundred Ninety-Five Thousand (\$1,495,000) from the Community Development Financial Institutions for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer or her 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 provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

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

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Next, Chair Law called on Heidi Knoblauch again to present the next two items on the Agenda related to the Community and Regional Partnership Fund for the Directors' consideration.

Ms. Knoblauch explained that she is asking the Directors to approve two allocations as part of the State Small Business Credit Initiative ("SSBCI") Community and Regional Partner Fund Program. She stated this fund is a \$52 million program using Federal SSBCI funding to provide equity investments for high growth New York State companies that participate in select accelerator or incubator programs.

Ms. Knoblauch further explained that the funds being requested will be used to invest in companies that are part of the accelerator program but will not be used for operations or the accelerators themselves and each investment will be matched by private sector funds. For

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these two projects, each applicant will provide a \$5 million match with the funds being deployed over a three-year period.

The first project Ms. Knoblauch presented involved a \$5 million investment to Cornell University, which will allow it to invest in early-stage companies to participate in one of six separate accelerators or incubators across the State.

Ms. Knoblauch explained that Cornell will leverage its extensive network of incubators and accelerators, which include three incubators in Ithaca, two accelerators in New York City and one incubator in Syracuse. Two of the incubators are community incubators, but all six are supported by a university partner.

Ms. Knoblauch noted that Cornell will match ESD's investment of \$5 million with \$5 million in private capital and will be invested in early-stage companies that complete one of the six programs.

The second project Ms. Knoblauch presented involved a \$5 million investment to Lightship Capital to be invested in companies that complete the Lightship Accelerator. Lightship will make investments in early-stage companies that have the potential to scale.

Ms. Knoblauch explained that Lightship Accelerator is a 12-week program driving exclusive acceleration education and opportunity for minority and women tech founders.

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Ms. Knoblauch noted that the Lightship fund is committed to investing up to \$5 million to match the \$5 million committed by ESD and will invest in companies that go through the accelerator based in Harlem, New York.

Chair Law asked if the State would have any participation in these companies if they became successful.

Ms. Knoblauch confirmed that yes, the State would have some participation.

Ms. Tegan noted that ESD will be monitoring the companies over time as part of the requirement.

Following the full presentation, Chair Law called for questions or comments from the Directors regarding item IV. A. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT - New York State Community and Regional Partnership Fund Investment - Authorization of an Investment of Community and Regional Partnership Funds in Cornell University; and Authorization to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the Community and Regional Partnerships Fund, the Corporation is authorized to make an investment, in an amount not to exceed \$5,000,000 in Cornell University ("Cornell"), and to enter into agreements and related documentation with Cornell and the investment entities named in the Materials in order to effect such investment; and be it further

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RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the investment, and each of them hereby is, authorized to take such actions, including modifying the terms of the investment and entering into additional agreements with Cornell and others, as he or she may deem necessary or appropriate in the administration of the Corporation's investments in Cornell; and be it further

RESOLVED, that the provision by the Corporation of financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) the receipt of adequate funding for such assistance from the State of New York and the United States Department of the Treasury; and be it further

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

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Chair Law then called for questions or comments from the Directors regarding item IV.

B. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT - New York State Community and Regional Partnerships Fund - Authorization of an Investment of the Community and Regional Partnership Funds in Lightship Capital; and Authorization to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the Community and Regional Partnerships Fund, the Corporation is authorized to make an investment, in an amount not to exceed \$5,000,000 in Lightship Capital (the "Company"), and to enter into agreements and related documentation with the Company in order to effect such investment; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the investment, and each of them hereby is, authorized to take such actions, including modifying the terms of the investment and entering into additional agreements with the Company and others, as he or she may deem necessary or appropriate in the administration of the Corporation's investments in the Company; and be it further

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RESOLVED, that the provision by the Corporation of financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) the availability of funds and the approval of the State Division of the Budget, if applicable; and be it further

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

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Next, Chair Law called on Maria Mitchell, Senior Vice President of Life Sciences, to present the next two items related to two Academic Biodefense Commercialization fund working capital grants on the Agenda for the Directors' consideration.

The first item Ms. Mitchell presented involved the approval of two biodefense commercialization fund working capital grants totaling up to \$1 million. The first grant is being awarded to the Rensselaer Polytechnic Institute in the amount of \$500,000 and the second grant is being awarded to the Research Foundation for the State University of New York on behalf of SUNY Polytechnic Institute in the amount of \$500,000.

Ms. Mitchell explained that the first grant to Rensselaer Polytech Institute, led by Dr. Jonathan Dordick, will be used to develop nasal formulations for the use against respiratory infections, including COVID-19; and the grant to SUNY Polytechnic Institute, led by Dr. Nathaniel Katie, will be used to develop a rapid antibody-based diagnostic test of diseases, such as Lyme, tickborne and COVID-19.

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Ms. Mitchell noted that both grantees have begun work on these grants, met the required spending thresholds for initial disbursements and have been recommended by their mentors to proceed to the next technical milestone.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Troy (Capital Region – Rensselaer County) – Albany (Capital Region – Albany County) - Biodefense Commercialization Fund Grants – Life Science Initiative Fund (Working Capital Grants) – Authorization to Make Grants and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Biodefense Commercialization Fund Grants – Life Science Initiative Fund (Working Capital Grants) Project (the “Project”), that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make grants to the parties and for the amounts listed above from Biodefense Commercialization Fund Grants, 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 her 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 her designee(s) be, subsequent to the making of the grants, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grants; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s)



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be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

The second item Ms. Mitchell presented involved the approval of two New York First grants of up to \$1 million.

The first grant is being awarded to Columbia University in the amount of \$1 million and will be used to support the recruitment of Dr. Sabrina Diano from Yale University to serve as Director of Columbia's Institute of Human Nutrition.

Ms. Mitchell noted that Dr. Diano has recruited and hired nine new employees to join her team and has raised an additional \$4.7 million in NIH grants.

The second grant is being awarded to the University of Rochester and will be used to recruit Dr. Ruth Serra-Moreno from Texas Tech University to serve as an Associate Professor of Microbiology and Immunology. Dr. Serra-Moreno has recruited four members of her team to accompany her to Rochester and has also raised an additional \$2.2 million in NIH grants.

Following the full presentation, Chair Law called for questions or comments from the Directors. At this time, Director Glied stated that she was recused from this item. Hearing no further comments or questions and noting that no comments were received from the public regarding this item, upon motion duly made and seconded, the following Resolution was

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unanimously adopted:

New York City (New York City Region – New York County) – Rochester (Finger Lakes Region – Monroe County) – New York Fund for Innovation in Research and Scientific Talent (NYFIRST) Project Grants – Life Sciences Initiative Fund (Capital and Working Capital Grants) – Findings and Determinations Pursuant to Section 16-aa of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make Grants and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the New York Fund for Innovation in Research and Scientific Talent (NYFIRST) Project Grants – Life Science Initiative Fund (Capital and Working Capital Grants) Project (the “Project”), the Corporation hereby determines pursuant to Section 16-aa of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that no families or individuals are to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, are hereby ordered filed with the records of the Corporation; and be it further

**NYFIRST Project Summary Table**

	<b>Grantees</b>	<b>Project Name</b>	<b>Project #</b>	<b>Grant</b>	<b>Total Investment</b>	<b>County</b>
A.	The Trustees of Columbia University in the City of New York	Capital and Working Capital support in conjunction with the recruitment of Dr. Sabrina Diano	134,349	\$1,000,000	\$3,012,727	New York
B.	University of Rochester	Capital and Working Capital support in conjunction with the recruitment of Dr. Ruth Serra-Moreno	134,351	\$1,000,000	\$3,099,820	Monroe
	<b>Total NYFIRST Projects – 2</b>	<b>TOTAL</b>		<b>\$2,000,000</b>	<b>\$6,112,547</b>	

RESOLVED, that upon written findings of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearings held on the Plan, such Plan shall be effective at the conclusion of

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such hearing, and that upon such written findings being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to the parties and for the amounts listed above from NYFIRST 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 her 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 her designee(s) be, subsequent to the making of the grants, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grants; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

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

\* \* \*

Next, Chair Law called on Silvia Codony, Assistant Vice President of New York Ventures, to present the first of two items related to this program for the Directors' consideration.

The first project Ms. Codony presented involved a follow-on investment of up to \$175,000 in Envisagenics, Inc., which was previously awarded \$1.35 million from the New York State Innovation Ventures Capital Fund bringing the new total investment to \$1.525 million.

Ms. Codony explained that Envisagenics is a tech-bio company using artificial intelligence in expertise in RNA for the discovery of novel targets that allow for the development of novel therapeutics in oncology, metabolic diseases and neuro-degenerative

diseases.

Ms. Codony further explained that Envisagenics is a revenue generating company that has secured a first multi-year research and development contract with Bristol Myers Squibb, a major pharmaceutical company.

Ms. Codony noted that as part of the due diligence process, New York Ventures staff and an external investment advisory committee have evaluated the company's business plan and growth prospects and agree that the market opportunity and growth potential warrants investment in this company.

Following the full presentation, Chair Law called for questions or comments from the Directors. Hearing none and noting that no comments were received from the public regarding this item and, upon motion duly made and seconded, the following Resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT - New York State Innovation Venture Capital Fund ("NYSIVCF") - Authorization of an Investment of NYSIVCF Funds in Envisagenics, Inc.

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the New York State Innovation Venture Capital Fund, the Corporation is authorized to make an investment, in an amount not to exceed \$175,000 in Envisagenics, Inc. (the "Company") and to enter into agreements and related documentation with the Company and the investment entities named in the Materials in order to effect such investment; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the investment, and each of them hereby is, authorized to

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take such actions, including modifying the terms of the investment and entering into additional agreements with the Company and others, as he or she may deem necessary or appropriate in the administration of the Corporation's investments in the Company; and be it further

RESOLVED, that the provision by the Corporation of financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) the availability of funds and the approval of the State Division of the Budget, if applicable; and be it further

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

\* \* \*

The second project Ms. Codony presented involved an investment of up to \$1 million to Yuvo, Inc., into a Series A Preferred Stock. Yuvo previously received an investment of \$950,000 from the New York State Innovation Venture Capital Fund.

Ms. Codony noted that Yuvo, a minority and women-led company, provides software and software-enabled services to help federally qualified health centers transition to value waste care.

Ms. Codony noted that this investment round will be led by Mastry Ventures and the proceeds will be used for expanding their capability and working capital. As with the previous investment, the same due diligence process and result is being recommended.

Following the full presentation, Chair Law called for any further questions or comments from the Directors. Hearing none and noting that no comments were received from the public

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regarding this item, upon motion duly made and seconded, the following Resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT - New York State Innovation Venture Capital Fund ("NYSIVCF") - Authorization of an Investment of NYSIVCF Funds in Yuvo, Inc.

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the New York State Innovation Venture Capital Fund (the "Fund"), the Corporation is authorized to make an investment, in an amount not to exceed \$1,000,000 in Yuvo, Inc. (the "Company") and to enter into agreements and related documentation with the Company and the investment entities named in the Materials in order to effect such investment; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, subsequent to the making of the investment, and each of them hereby is, authorized to take such actions, including modifying the terms of the investment and entering into additional agreements with the Company and others, as he or she may deem necessary or appropriate in the administration of the Corporation's investments in the Company; and be it further

RESOLVED, that the provision by the Corporation of financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) the availability of funds and the approval of the State Division of the Budget, if applicable; and be it further

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

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Chair Law then called on Doug Janese to present the ten Administrative Action items on the Agenda for the Directors' consideration.

The first item Mr. Janese presented involved the new lease for office space located in Old San Juan, Puerto Rico for the New York State Office of Trade and Tourism. The request is to

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enter into a three-year lease with a two-year option to renew. The current lease expires this month and the total contract amount for the three-year lease is \$278,000, which includes rents and improvements.

The second item Mr. Janese presented involved a lease extension for office space located at 633 Third Avenue in New York City. The request is to enter into a lease extension with ESD's current landlord, which will expire no earlier than March 31, 2024, but no later than June 30, 2024. The current lease expires on June 30, 2023, and will remain the same.

The third item Mr. Janese presented involved a contract extension in the amount of \$1,025,000 for management of application processes and mentoring services for the \$40 million New York State Biodefense Fund. The 42-month contract extension with Columbia Technology Ventures will be for the continued management of the New York State Biodefense Commercialization Fund.

Mr. Janese noted that an additional contract was approved in May of 2021 for 18 months and a six-month extension was approved in February of 2023.

The fourth item Mr. Janese presented involved a contract amendment with Foit-Albert Associates, Architecture, Engineering and Surveying, PC to provide architecture and engineering services in connection with the Hutchinson Chapel Project in Buffalo.

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Mr. Janese noted that Foit Albert will provide construction oversight services regarding repairs to the Hutchinson Chapel, which is owned by ESD. The contract terms are being extended one-year in an amount not to exceed \$109,757.

Mr. Janese noted that the next two items are related to the Global NY Consulting Service Contract to increase trades between New York and other regions. Both of these items were originally approved for \$31,500 for a period of 10-months and are seeking an additional \$40,000 each, for a 12-month extension to increase trade between New York and India and New York and the Caribbean, respectively.

The seventh item Mr. Janese presented involved to a contract amendment with The Martin Group for public relations and social media services in an amount not to exceed \$90,000. The Martin Group will execute a public relations campaign to help NYSTAR identify, activate and capitalize on Statewide, regional and trade media opportunities, while also building on the work they completed over the last year of the current contract.

The next two items Mr. Janese presented involved entering into a Memorandum of Understanding (“MOU”) with the New York State Office of Parks, Recreation and Historic Preservation and the New York State Department of Environmental Conservation to make U.S. Economic Development Administration, Travel, Tourism and Outdoor Recreation grant sub-awards.



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Mr. Janese explained that the sub-award is in the amount of \$4 million and will be used to harness the expertise of both agencies to supplement “I Love New York’s Activities” to help promote the many diverse activities New York State has to offer.

The final item on the Agenda involved a contract amendment with Hoguet Newman Regal & Kenney, LLP for legal services related to the Freedom of Information Law (“FOIL”) work in connection with the Pennsylvania Station Area Civic and Land Use Improvement Project.

Mr. Janese explained that the Directors were being asked to authorize an increase in the term and contract amount under ESD’s existing legal services contract. The original contract was for a term ending on August 31, 2023, in the amount of \$249,000. The new request is to increase the contract amount an additional \$101,000 for a new total amount of \$350,000 and extended to August 31, 2024, with an option to extend an additional year through August 2025.

Mr. Janese noted that the requested contract amendments are required to enable ESD to continuously retain Hoguet Newman without interruption in the ongoing litigation and related FOIL claims.

Following the full presentation of the projects, the Chair called for questions or comments. Hearing none and noting that no comments were received from the public, upon motion duly made and seconded, the following Resolutions were unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Office Lease for the New York State Office of Trade and Tourism for

**DRAFT - SUBJECT TO REVIEW AND REVISION**

Office Space in Old San Juan, Puerto Rico – Authorization to Enter into a Lease Contract for Office Space in Old San Juan, Puerto Rico for the New York State Office of Trade and Tourism; and Authorization to Take Related Actions

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

RESOLVED, that the Corporation is hereby authorized to enter into a new lease with William Alicea Guzmán, as Landlord, in an amount not to exceed Two Hundred Seventy-Eight Thousand and 00/100 Cents (\$278,000) for the premises located at 260 Calle San Francisco, Unit LC-3-1, Old San Juan, Puerto Rico substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her 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.

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New York City (New York County) – Office Space at 633 Third Avenue, New York, New York – Authorization to Enter into a Lease Extension for Office Space at 633 Third Avenue, New York, New York; Authorization to Take Related Actions

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BE IT RESOLVED, that based on the materials presented at this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation approves the essential terms of the lease extension for Floors 33-37 and SC4 located at 633 Third Avenue, New York (the “Premises”) and hereby finds 633 Third 33 Equities LLC to be responsible; and be it further

RESOLVED, that in accordance with the Materials, the Corporation is hereby authorized to enter into a lease extension for the Premises with 633 Third 33 Equities LLC substantially in accordance with the essential terms, as set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation, or other Officer of the Corporation, or his or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing Resolutions.

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NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE

**DRAFT - SUBJECT TO REVIEW AND REVISION**

DEVELOPMENT – Life Sciences Initiative – Procurement of Services Related to the Management of the Application Process and Related Activities for the \$40M New York State Biodefense Commercialization Fund (“The Fund”) - Authorization to Enter into a Contract Extension for Management of Application Processes and Mentoring Services and to Take Related Actions

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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 The Trustees of Columbia University in the City of New York to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract extension with The Trustees of Columbia University in the City of New York in an amount not to exceed One Million Twenty-five Thousand Dollars (\$1,025,000) for a total new contract amount not to exceed Two Million (\$2,000,000) 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 and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

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NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Procurement of Consulting Services - Authorization to Enter into an Amended Contract to Provide Architecture/Engineering in Connection with the Hutchison Chapel and Take Related Actions

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RESOLVED, that in accordance with the materials presented at this meeting and ordered filed with the records of the Corporation (the “Materials”), the Corporation hereby Foit-Albert Associates, Architecture, Engineering and Surveying, PC (the “Contractor) to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into an amended contract for a two-year term with the option for the Corporation to extend the Contract for an additional one year term, with the Contactor for a base contract amount of NINETY FIVE THOUSAND AND FOUR HUNDRED FORTY-ONE DOLLARS (\$95,441), plus a contingency in the amount of FOURTEEN THOUSAND AND THREE HUNDRED SIXTEEN DOLLARS (\$14,316) for a total contract amount not to exceed ONE HUNDRED AND NINE THOUSAND AND SEVEN HUNDRED FIFTY-SEVEN DOLLARS (\$109,757) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

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RESOLVED, that the President and Chief Executive Officer and her 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 all such actions as may be necessary or appropriate to effectuate the foregoing.

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NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT - Procurement of Consulting Services - Authorization to Contract for Consulting Services in Connection with Trade Between New York and India; and Authorization to Take Related Actions

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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 New York State Urban Development Corporation, d/b/a Empire State Development (the "Corporation"), the Corporation hereby finds Tractus Asia Ltd to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to contract with Tractus Asia Ltd, for an amount not to exceed seventy-one thousand and five hundred dollars, and substantially on the terms and conditions, set forth in the materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her 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 all such actions as may be necessary or appropriate to effectuate the foregoing.

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NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT - Procurement of Consulting Services - Authorization to Contract for Consulting Services in Connection with Trade Between New York and The Caribbean; and Authorization to Take Related Actions

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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 New York State Urban Development Corporation, d/b/a Empire State Development (the "Corporation"), the Corporation hereby finds Great Lakes St. Lawrence Governors & Premiers to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to contract with Great Lakes St. Lawrence Governors & Premiers, for an amount not to exceed seventy-one thousand and five hundred

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dollars, and substantially on the terms and conditions, set forth in the materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her 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 all such actions as may be necessary or appropriate to effectuate the foregoing.

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NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT CORPORATION – Procurement of Public Relations and Social Media Services Engagement - Authorization to Amend a Contract with The Martin Group for Public Relations and Social Media Services and to Take Related Actions

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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 New York State Urban Development Corporation, d/b/a Empire State Development (the “Corporation”), the Corporation hereby finds The Martin Group to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to amend the contract with The Martin Group for an additional amount not to exceed Ninety Thousand DOLLARS (\$90,000) for a total new contract amount not to exceed One Hundred Thirty-Five Thousand DOLLARS (\$135,000) 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 and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

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NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – U.S. Economic Development Administration Travel, Tourism & Outdoor Recreation Grant Subaward to the New York State Office of Parks, Recreation and Historic Preservation - Authorization to Enter into a Memorandum of Understanding with New York State Office of Parks, Recreation and Historic Preservation; and Authorization to Take Related Actions

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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 is hereby authorized to enter into a Memorandum of Understanding with OPRHP,

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in an amount not to exceed FOUR MILLION DOLLARS (\$4,000,000) 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 and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

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NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – U.S. Economic Development Administration Travel, Tourism & Outdoor Recreation Grant Subaward to the New York State Department of Environmental Conservation - Authorization to Enter into a Memorandum of Understanding (“MOU”) with New York State Department of Environmental Conservation; and Authorization to Take Related Actions

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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 is hereby authorized to enter into a Memorandum of Understanding with DEC, in an amount not to exceed FOUR MILLION DOLLARS (\$4,000,000) 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 and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

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NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – New York City (New York County) – Contract Amendment for Freedom of Information Law Counsel Retained for the Pennsylvania Station Area Civic and Land Use Improvement Project - Authorization to Increase the Contract Amount and the Contract Term of the Existing Legal Service Contract with Hoguet Newman Regal & Kenney, LLP and Authorization to Take Related Actions

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RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation (the “Materials”), the Corporation hereby finds Hoguet Newman Regal & Kenney, LLP (the “Firm”) to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to amend the current contract with the

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Firm for the purposes and services, 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 her designee(s) may deem appropriate; and be it further

RESOLVED, that the President and Chief Executive Officer and her 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 all such actions as may be necessary or appropriate to effectuate the foregoing.

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Following the presentation and noting there was no further business, the meeting was adjourned at 10:50 a.m.

Respectfully submitted,

Debbie Royce  
Corporate Secretary

FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: New York City (New York County) – 5 World Trade Center;  
World Trade Center Memorial and Cultural Program  
Land Use Improvement and Civic Project

REQUEST FOR: Affirmation of Amendment to Modified General Project Plan; Override of  
Local Zoning Regulations; Determination of Responsibility; Authorization  
to Acquire and Dispose of Real Property; Authorization to Execute Initial  
Agreement, Lease, Project Documents, and Lease Administration  
Agreement; and Authorization to Take Related Actions.

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I. PROJECT SUMMARY

Property Location: 5 World Trade Center, southern portion of the former 130 Liberty Street, MN Block 54 Lot 1 (the “**Development Site**” or “**Site 5**”).

The Development Site, approximately 33,000 square feet in area fronting on Greenwich Street to the east, Washington Street to the west, and Albany Street to the south, is a portion of a larger site (the “**Project Site**”) south of Liberty Street consisting of approximately 92,800 square feet that also includes the World Trade Center vehicular entrance and security center (the “**VSC**”), the open space above the VSC known as “**Liberty Park**”, both of which are owned by The Port Authority of New York and New Jersey (“**PANYNJ**”), and the Saint Nicholas Greek Orthodox Church and National Shrine (the “**St. Nicholas Church**”) in the northeast corner of Liberty Park north of the Development Site. The Development Site and the Project Site are within the larger World Trade Center Site (“**WTC Site**”).

Property Owner: Lower Manhattan Development Corporation (“**LMDC**”),  
a subsidiary of ESD.

Conditionally Designated Developer: 5WTC LLC (“**Developer**”)  
225 Liberty Street, 43rd Floor, New York, New York 10281



Development Partners: Brookfield Properties (“**Brookfield**”)  
Silverstein Properties, LLC (“**SPI**”)  
Omni New York LLC (“**Omni**”)  
Dabar Development Partners (“**Dabar**”)  
(collectively “**Development Partners**”)

Developer Contact: 5 WTC LLC  
c/o Brookfield Properties  
225 Liberty Street, 43rd Floor  
New York, New York 10281  
Attention: Maria Masi  
Phone: 212-417-2434  
Email: maria.masi@brookfieldproperties.com

c/o Silverstein Properties, LLC  
7 World Trade Center  
250 Greenwich Street  
New York, New York 10007  
Attention: Brian Collins  
Phone: 212-551-7392  
Email: bcollins@colgatedev.com

c/o Omni New York LLC  
909 Third Avenue, 21st Floor  
New York, New York 10022  
Attention: Eugene Schneur  
Phone: 646-502-7188  
Email: ESchneur@onyllc.com

c/o Dabar Development Partners  
315 Madison Avenue, 3rd Floor  
New York, New York 10017  
Attention: Dawanna Williams  
Phone: 212-653-8878  
Email: dwilliams@dabardevelopment.com

Modified General  
Project Plan:

As described in the World Trade Center Memorial and Cultural Program General Project Plan dated June 2, 2004, as amended through April 21, 2022 (the “**MGPP**”), the objectives of the redevelopment of the WTC Site are to honor the victims of the attacks of September 11, 2001 and February 26, 1993 and to revitalize Lower Manhattan. The MGPP provides for a memorial and museum (the “**Memorial Uses**”) and other cultural uses, as well as a commercial redevelopment program (the “**Redevelopment Program**”). The Redevelopment Program is carried out by PANYNJ,

and includes commercial and retail development, open space, and infrastructure improvements at the WTC Site. Most of the redevelopment anticipated by the MGPP has been completed, with Site 5 remaining as one of the last undeveloped parcels. The MGPP allows commercial or mixed-used development, including residential use, on the Development Site.

Proposed Project: The proposed project (the “**Proposed Project**”) is the development and operation of an approximately 1.345 million square-foot mixed-use building (“**Tower 5**” or the “**Building**”) with office, retail, community facility, and residential uses, including affordable housing, as described in more detail below.

Proposed Amendment to MGPP: On July 21, 2022, the Directors adopted, for purposes of a public hearing, an amendment to the MGPP to override certain provisions of local zoning in connection with the Proposed Project (the “**Proposed Amendment**”). The Proposed Project would be subject to Mixed-Use Design Guidelines described in Section VI.B below.

Revised Amendment to MGPP: It is proposed that the Proposed Amendment be affirmed, with the modifications described below.

Proposed Property Transfers: On July 21, 2022, the Directors adopted, for purposes of a public hearing, essential terms for the following property transfers (the “**Proposed Property Transfers**”):

- LMDC will grant a permanent easement to PANYNJ for certain encroachments and installations on the Development Site that support the VSC and Liberty Park (the “**VSC Easement**”);
- LMDC will transfer fee title to the Development Site to ESD, subject to PANYNJ’s rights in the Proposed Project (the “**Deed**”);
- ESD will enter into a 99 year triple net ground lease (the “**Lease**”) with Developer for construction and operation of the Proposed Project;
- in consideration for PANYNJ’s provision of property it owns to LMDC or its designee for the Memorial Uses, including entering into a 99-year ground lease and purchase option for nominal consideration with LMDC’s designee for the development and operation of the Memorial Uses (the “**Memorial Lease**”), PANYNJ will receive rent under the Lease equivalent to the commercial value of the Development Site (except for certain potential future shared revenue) and receive fee title at the end of the Lease term.

LMDC/ESD Costs: The Lease, and the Initial Agreement and Lease Administration Agreement described in Section V.A. below, would include cost

reimbursement provisions for ESD and LMDC costs associated with the Proposed Project.

Project Team:

Real Estate: Arden Sokolow, Tobi Jaiyesimi, Terence Cho

Legal: Matthew Acocella

Contractor &  
Supplier Diversity: Danielle Adams

Environmental: Eram Qadri

## II. PROJECT DESCRIPTION

### A. Background

The WTC Site was expanded in 2004 to accommodate the inclusion of the memorial and cultural uses (the “**Memorial Program**”) and open space, reducing density in the redevelopment of the World Trade Center. LMDC acquired property in the expanded southern portion of the WTC Site for transfer to PANYNJ for the Redevelopment Program. In exchange, PANYNJ agreed to provide LMDC or its designee with property owned by PANYNJ for the Memorial Program for nominal consideration. In furtherance of this exchange, LMDC used funds from a U.S. Department of Housing and Urban Development (“**HUD**”) Community Development Block Grant (the “**HUD Grant**”) to acquire property at 130 and 140 Liberty Street, and to clear 130 Liberty Street (the former Deutsche Bank building; 140 Liberty Street was a parking lot), for transfer to PANYNJ.

The exchange is nearly complete. In 2017, LMDC transferred property to PANYNJ for open space and infrastructure elements of the Redevelopment Program (the VSC and Liberty Park), as well as a site for the St. Nicholas Church, which allowed PANYNJ to acquire the former church site for the Redevelopment Program. PANYNJ then entered into a 99-year ground lease and nominal purchase option (the “**PAC Lease**”) with LMDC’s designee for development and operation of the planned performing arts center, The World Trade Center Performing Arts Center, Inc. d/b/a The Performing Arts Center at the World Trade Center. PANYNJ has also negotiated the Memorial Lease with LMDC’s designee for development and operation of the memorial and memorial museum, National September 11 Memorial and Museum at the World Trade Center (“**NS11MM**”), which will be in effect before LMDC transfers the Development Site to ESD. The remaining parcel in the exchange – the Development Site – is the subject of the recommended ESD Board actions today.

In 2019, ESD, LMDC and PANYNJ agreed to jointly issue an RFP for Site 5 that would allow for as-of-right commercial development or mixed-use development, including a requirement for an affordable housing component. The selection criteria for the RFP weighed the financial viability of the proposals, the project program, design, and proposed community benefits, as well as the Developer’s experience, and diversity practices.

In February 2021, after a competitive process, a mixed-use development, proposed by a team comprising SPI, Brookfield, Dabar, and Omni, was conditionally designated by the LMDC Directors. In April 2022, following a public hearing and comment period, and the environmental review described below in Section VI.C, ESD and LMDC affirmed the modification to the MGPP permitting a mixed-use building, including residential use with affordable housing, on the Development Site.

In July 2022, the Directors adopted, for purposes of a public hearing, the Proposed Amendment to the MGPP to override certain provisions of local zoning in connection with the Proposed Project. As discussed further in Section III below, a duly noticed public hearing was held on September 15, 2022, to receive oral and written comments from the public on the Proposed Amendment and/or the Proposed Property Transfers.

On May 16, 2023, the LMDC Directors unanimously voted to: (1) affirm the Revised Amendment to the MGPP, (2) override local zoning regulations, as described in these materials; (3) authorize the disposition of the Project Site to ESD, as well as (4) authorize executing the Initial Agreement, VSC Easement, Deed, and other project documents to facilitate the Proposed Project.

It is contemplated that, upon receipt of all approvals, LMDC would transfer the Development Site to ESD, and ESD would enter into the Lease with Developer. In exchange for providing the Memorial Lease and PAC Lease to LMDC's respective designees for nominal consideration, PANYNJ would receive the commercial value of the Development Site in the form of rent paid under the Lease and would receive fee title at the end of the Lease term. If the rental income under the Lease exceeds the value of the originally planned commercial use of Tower 5, PANYNJ will share the excess ("**Shared Revenue**"), with 75% going to the City (as successor to LMDC's HUD Grant program income) and 25% going to PANYNJ. If the Proposed Project and the Proposed Property Transfers are approved by the Directors after consideration of public comments, the detailed terms of the Shared Revenue arrangement would be negotiated by senior staff.].

## B. Proposed Project

The Proposed Project is a mixed-use building with the following program elements (the "**Program Elements**"): residential rental apartments (the "**Residential Component**"), including the Affordable Component described below; Class "A" commercial office and/or retail uses; a not-for-profit community center (the "**Community Facility**"); and access to Liberty Park, north of the Development Site (the "**Bridge**").

The mix of uses will support Lower Manhattan's revitalization and the transition from a predominantly office district to a mixed-use neighborhood, consistent with new residential development in the area and the many residential conversions that have occurred in nearby older office buildings. The requirement that a portion of the residential units be permanently affordable is in keeping with federal, state, and city policies promoting development of affordable housing, as well as expressed community priorities.

### C. Proposed Amendment to MGPP

The Proposed Amendment provided for the override of certain provisions of the New York City Zoning Resolution including the Special Lower Manhattan District regulations, as needed to allow sufficient density on the Development Site in accordance with the revised Mixed-Use Design Guidelines (described in Section VI.B below) to support the goals and public elements of the Proposed Project.

### **III. PUBLIC HEARING AND WRITTEN COMMENTS RECEIVED**

Pursuant to authorization granted by the Directors on July 21, 2022, ESD and LMDC held a duly noticed virtual public hearing on September 15, 2022, at which oral and written comments were received from the public. The purpose of the hearing was to (1) inform the public about the Proposed Amendment and Proposed Property Transfers, and (2) give all interested persons an opportunity to provide oral or written statements and to submit other documents concerning the Proposed Amendment and/or the Proposed Property Transfers, pursuant to Sections 6 and 16 of the New York State Urban Development Corporation Act. Written comments on the Proposed Amendment and the Proposed Property Transfers were accepted through October 17, 2022. A transcript of the hearing and copies of all written comments received are available on ESD's website at <https://esd.ny.gov/wtc-site5-public-meetings>.

A total of 27 commenters provided testimony during the September 15 virtual public hearing.

There were 19 commenters, including the offices of local elected officials and the Coalition for 100% WTC Site 5, who proposed an increase in the amount of affordable housing on site of up to 100% of all units; proposing eligibility for affordable units, including income levels, local residency, and first responder status. Commenters proposed sustainability requirements for the Project, and specific retail and community facility programming options. Others expressed concern about the public review process and community engagement by the Project Team.

There were 8 supportive comments highlighting the opportunity to create thousands of construction jobs and develop a mixed-use tower with hundreds of affordable units without direct public cash subsidy.

A total of 18 written comments were submitted by the October 17 deadline; 14 comments urged for increased affordability and three comments provided general support for the Proposed Project. In addition, the New York City Planning Commission expressed overarching support of the WTC GPP and the amendments related to the Proposed Project subject to consideration of comments on the proposed through-site connection, pedestrian circulation space, and the second-floor passageway and connection to Liberty Park.

### **IV. INCREASED AFFORDABLE HOUSING REQUIREMENTS**

The Residential Component will be approximately 1,200 units of rental housing, including affordable units, operated by an affiliate of Developer.

Except as provided for in footnote 1, a minimum of 30% of the residential units (such residential units, collectively, the “**Affordable Component**”) will be leased to households earning an income at or below an average of 85% area median income (“**AMI**”), provided that (x) at least 10% of the residential units within the Project shall be leased to households earning an income at or below 60% AMI, and (y) at least an additional 10% of the residential units within the Project shall be leased to households earning an income at or below 85% AMI, and (z) none of the units comprising the Affordable Component shall be leased to households earning an income above 110% AMI (collectively, the “**Affordability Requirements**”).<sup>1</sup> Subject to the availability of public funding by April 15, 2024, the Project may deliver additional affordable housing units.

The Affordable Component will be regulated by the New York State Division of Housing and Community Renewal (“**HCR**”) and Developer will be required to enter into a regulatory agreement (the “**Affordable Housing Regulatory Agreement**”) with the New York State Housing Finance Agency. Once the Residential Component is built, the Affordability Requirements will be permanent.

## V. **ACQUISITION AND DISPOSITION OF PROPERTY**

### A. **Transaction Structure and Timeline**

Subject to requisite public approvals, the Project Sponsors and Developer would sign an Initial Agreement Regarding Lease Escrow (the “**Initial Agreement**”), placing the authorized form of the Lease in escrow and establishing the timing for the Lease closing and delivery of possession of the Development Site to Developer (the “**Turn-Over Date**”). The Initial Agreement also would include agreed forms of the VSC Easement, the Affordable Housing Regulatory Agreement, an agreement with the City for payments-in-lieu-of-real-estate-taxes, and a declaration of restrictions and agreement requiring Developer to develop the Residential Component (including the Affordable Component), the Community Facility, and the Bridge (collectively, the “**Project Documents**”), to be held in escrow pursuant to the Initial Agreement and to be signed and released from escrow on or before the Turn-Over Date. Separately, ESD and PANYNJ will enter into an agreement (the “**Lease Administration Agreement**”) addressing lease administration, rent, costs and indemnity matters during the term of the Lease.

The Turn-Over Date is currently expected to occur up to 21 months from final approvals. During the period between necessary approvals and the Turn-Over Date, PANYNJ will complete the relocation of the World Trade Center Command Center off the Development Site and Developer

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<sup>1</sup> At the written request, received by June 15, 2023, of the New York State Senator and Assembly Member representing the district(s) in which the Proposed Project is located, the Affordability Requirements may revert to the terms adopted by the Directors at the July 21, 2022 meeting, such that 25% of the residential units (such residential units, collectively, the “**Original Affordable Component**”) would be leased to households earning an income at or below an average of 50% AMI, provided that (x) at least 10% of the residential units within the Proposed Project would be leased to households earning an income at or below 40% AMI, (y) at least an additional 10% of the residential units within the Proposed Project would be leased to households earning an income at or below 60% AMI, and (z) none of the units comprising the Original Affordable Component would be permitted to be leased to households earning an income above 80% AMI.

will obtain equity and financing commitments, prepare construction documents, and begin the permit process with the City Department of Buildings. Developer will be required to commence construction within 6 months after the Turn-Over Date and to achieve Substantial Completion with 60 months after the Turn-Over Date.

Staff recommends that the Directors approve the Proposed Property Transfers and execution of the Initial Agreement, Lease, Project Documents and Lease Administration Agreement, as described herein, to facilitate the Proposed Project.

B. Proposed Grant of VSC Easement from LMDC to PANYNJ

Subject to requisite public approvals, LMDC would grant a permanent easement to PANYNJ for the encroachment of a portion of the VSC foundation wall and a concrete barrier, and for the location of certain VSC flood protection measures, on the Development Site.

C. Proposed Transfer of Development Site from LMDC to ESD

Subject to requisite public approvals, LMDC would convey fee title to the Development Site pursuant to the Deed to ESD, subject to PANYNJ's rights in the Proposed Project as set forth in these materials.

D. Proposed Transfer of Museum/Memorial Site

Before LMDC transfers the Development Site to ESD, PANYNJ will provide NS11MM with the Memorial Lease for the Memorial Uses.

E. Proposed ESD Lease to Developer

Subject to requisite public approvals, ESD would enter into the Lease with Developer on the terms adopted by the Directors at the July 21, 2022 meeting, with the following modifications:

- the increased Affordable Component and Affordability Requirements would be part of the Project Requirements, unless otherwise requested by the New York State Senator and Assembly Member representing the district(s) in which the Proposed Project is located.

F. Public Authorities Law

Section 51(1) of the PAL requires the approval of the Public Authorities Control Board (the "**PACB**") prior to the acquisition, financing or construction of any project proposed by ESD or any subsidiary. Therefore, if the Proposed Project and the Proposed Property Transfers are approved by LMDC and ESD Directors after consideration of public comments, the terms of the proposed acquisition will be presented to the PACB for review and approval.

## VI. AMENDMENT TO MGPP AND MIXED-USE DESIGN GUIDELINES

### A. Revised Amendment to MGPP

A revised amendment to the MGPP is attached hereto as Exhibit A (the “**Revised Amendment**”), providing for the override of certain provisions of the New York City Zoning Resolution, including the Special Lower Manhattan District regulations, with one modification to those set forth in the Proposed Amendment, overriding the minimum length of loading berths.

Staff recommends that the Directors affirm the Revised Amendment and override certain local zoning regulations as set forth in the Revised Amendment to allow development in accordance with the Mixed-Use Design Guidelines. ESD previously adopted Land Use Improvement Project Findings and Civic Project Findings in connection with the MGPP, and found that it was and remains infeasible and impracticable for the Proposed Project to comply with all local zoning regulations. The zoning overrides would permit a taller building with a greater overall floor area ratio, among other variances, than what the underlying zoning for the site allows, to facilitate sufficient density on the Development Site to support the goals and public elements of the Proposed Project.

### B. Mixed-Use Design Guidelines

A draft set of mixed-use design guidelines for the Development Site (the “**Mixed-Use Design Guidelines**”) was made available to the public in connection with the Proposed Amendment. After consideration of the oral and written comments received, the Mixed-Use Design Guidelines have been revised to enhance the guidelines for the Community Facility and for vertical circulation to the Community Facility, as set forth in the version attached hereto as Exhibit B. The Mixed-Use Design Guidelines incorporate the provisions of the PANYNJ’s WTC commercial design guidelines governing retail and signage.

### C. Environmental Review

In June 2004, LMDC, serving as Lead Agency for environmental review pursuant to the National Environmental Policy Act and the New York State Environmental Quality Review Act, prepared and adopted a Final Generic Environmental Impact Statement (“**FGEIS**”) for the GPP, as reflected in the Record of Decision and Findings Statement adopted June 2, 2004. ESD consented to LMDC’s role as lead agency in 2003 and as an involved agency in the environmental review process. After 2004, design and engineering changes led to adjustments and refinements that were analyzed by LMDC in an Environmental Assessment dated April 2005, a Technical Memo dated September 2005, an Environmental Assessment dated September 2006, a Technical Memorandum in 2007, and an Environmental Assessment dated November 17, 2021 (the “**2021 EA**”). After review of the FGEIS and subsequent environmental review documents, LMDC, as the Lead Agency, determined that no new or substantially different significant adverse environmental impacts could result from the proposed development of a mixed-use building on the Development Site and related actions and adopted a Finding of No Significant Impact and a Determination of Non-Significance (the “**Lead Agency Findings**”). At the April 21, 2022 meeting, the ESD Directors



concluded with LMDC's Lead Agency Findings. The Revised Amendment to MGPP, the Mixed-Use Design Guidelines, and the Proposed Property Transfers are all within the scope of the 2021 EA and therefore no further environmental review is required in connection with the requested authorizations.

Environmental commitments and requirements with respect to the Proposed Project described in the 2021 EA will be set forth in a memorandum attached to the Lease and will constitute one of the Project Requirements (the "**Memo of Environmental Commitments**").

**VII. RESPONSIBLE PARTY**

Pursuant to State Finance Law Section 163 and the Corporation's policy related thereto, staff has: (a) considered the Developer's and the Development Partners' ability to undertake the Proposed Project, including but not limited to their financial and organizational capacities, legal authority to do business in New York, integrity of principals, and past performance on similar development projects; and (b) consulted the list of offerors determined to be non-responsible bidders and debarred offerors maintained by the New York State Office of General Services, among other sources. Based on the foregoing, staff considers Developer and the Development Partners to be responsible.

**VIII. REQUESTED ACTIONS**

The Directors are requested to: 1) affirm the Revised Amendment to the MGPP; 2) override local zoning regulations as set forth in these materials; 3) make a determination of responsibility with respect to the Developer and the Development Partners; 4) authorize acquisition and disposition of real property in accordance with and contingent on receiving all approvals under Public Authorities Law; 5) authorize execution of Initial Agreement, Lease, Project Documents and Lease Administration Agreement; and 6) authorize the taking of actions related to the foregoing.

**IX. RECOMMENDATION**

Based on the foregoing, staff recommends approval of the requested actions.

**X. ATTACHMENTS**

Resolutions

Exhibit A: Revised Amendment to MGPP

Exhibit B: Revised Mixed-Use Design Guidelines, including Retail and Signage Provisions of Commercial Design Guidelines

May 22, 2023

New York City (New York County) – 5 World Trade Center; World Trade Center Memorial and Cultural Program Land Use Improvement and Civic Project – Affirmation of Amendment to Modified General Project Plan; Override of Local Zoning Regulations; Determination of Responsibility; Authorization to Acquire and Dispose of Real Property; Authorization to Execute Initial Agreement, Lease, Project Documents and Lease Administration Agreement; and Authorization to Take Related Actions

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RESOLVED, that, on the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation relating to the World Trade Center Memorial and Cultural Program Land Use Improvement and Civic Project (the “MGPP”), and pursuant to Section 16 of the New York State Urban Development Corporation Act (the “UDC Act”), after due consideration of (i) all oral and written comments received at the September 15, 2022 Public Hearing and during the public comment period thereafter (“Public Comment”), (ii) the UDC Act findings made at the November 18, 2021 and July 21, 2022 meetings, and (iii) applicable law, the Corporation does hereby affirm the Revised Amendment to the MGPP as presented to this meeting, a copy of which Revised Amendment is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that, on the basis of the Materials, the Corporation hereby finds, pursuant to Section 16(3) of the Act, that it is not feasible or practicable for the Proposed Project described in the Materials to comply with all local zoning regulations and, accordingly, the Corporation hereby overrides the local zoning regulations as and to the extent described in the Revised Amendment for the specified purposes of the Proposed Project; and be it further

RESOLVED, that, on the basis of the Materials, the Corporation hereby finds Silverstein Properties, LLC and its Project-specific affiliate 5WTC LLC, as well as the development partners Brookfield Properties, Silverstein Properties, LLC, Omni New York LLC, and Dabar Development Partners, to be responsible; and be it further

RESOLVED, that, on the basis of the Materials, the Corporation hereby finds it is necessary and convenient for the Corporation to acquire the Development Site from LMDC, for its immediate or future use in furtherance of its corporate purposes in connection with the Proposed Project, subject to the rights of The Port Authority of New York and New Jersey as described in the Materials; and be it further

RESOLVED, that based on the Materials and Public Comment, the Corporation hereby authorizes execution of the Initial Agreement, Lease, Project Documents, and Lease Administration Agreement, as described in the Materials, together with such changes therein as any officer of the Corporation may deem appropriate, in such officer’s sole discretion, and hereby finds that the same are in conformity with the MGPP, as amended; and be it further

RESOLVED, that completion of the actions contemplated hereby remain expressly contingent upon: (1) approval of the Public Authorities Control Board, as applicable; (2) execution and delivery of the Memorial Lease by PANYNJ to LMDC's designee; and (3) receipt of all other necessary approvals; and be it further

RESOLVED, that the officers of the Corporation or any such officer's designee, acting singly, be, and each of them hereby is, authorized and directed in the name and on behalf of the Corporation to negotiate, execute and deliver any and all documents and to take any and all actions necessary or proper, in their respective sole discretion, as may be necessary or appropriate to effectuate the Proposed Project and the foregoing resolutions.

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**Amendment to  
World Trade Center Memorial and Cultural Program  
General Project Plan  
May 16-22, 2023**

The World Trade Center Memorial and Cultural Program General Project Plan as amended through April 21, 2022 (the “MGPP”), a copy of which is attached hereto, is being modified by Lower Manhattan Development Corporation (“LMDC”) and the New York State Urban Development Corporation, doing business as Empire State Development (“ESD”), in connection with the proposed development of the Redevelopment Site labeled “Tower 5” (known as “Site 5”) on the World Trade Center Memorial and Redevelopment Plan, Proposed Site Plan as of April 2022, attached to the MGPP. The modifications to the MGPP described in this amendment relate only to Site 5. Capitalized terms used but not defined herein have the meanings set forth in the MGPP.

1. The MGPP allows development of Site 5 as a commercial-only building, in accordance with certain commercial design guidelines administered by an agreement between PANYNJ and the City, or as a mixed-use building with residential, fitness and community facility uses, in addition to commercial office space and retail uses, in accordance with mixed-use design guidelines to be adopted by ESD. The mixed-use design guidelines provide that only provisions of the commercial design guidelines governing retail and signage apply to any mixed-use building on Site 5.

2. To the extent that the development plan described above would otherwise be subject to the New York City Zoning Resolution, it would not be feasible or practicable to comply with such law, to the extent set forth below, in connection with implementation of a mixed-use development. Therefore, development of a mixed-use building on Site 5 would be exempted from certain provisions of the Zoning Resolution pursuant to the UDC Act. Such override would permit a mixed-use development more reflective of, and consistent with, federal, state and city goals for the revitalization of Lower Manhattan. The design guidelines would constitute a significant component of the land use plan and controls for mixed-use development on Site 5, while remaining flexible enough to accommodate design innovation and the need for adjustment and modification in response to changing conditions.

3. The development of any mixed-use building on Site 5 would be subject to and conform with the applicable provisions of the New York City Zoning Resolution (the “ZR”) and New York City Building Code, except as provisions of the New York City Zoning Resolution are overridden by ESD and LMDC pursuant to the New York State Urban Development Corporation Act as proposed below:

- (i) Override the definition of “zoning lot” (ZR Section 12-10) to allow for creation of a zoning lot comprising the “project site” as set forth in the mixed-use design guidelines;
- (ii) Override the maximum floor area ratio (“FAR”) of 15.0 permitted pursuant to ZR Sections 91-21 & 91-22 to allow a maximum FAR of 15.0 for the mixed-use building on Site 5 without regard to any additional floor area attributable to improvements on other portions of the project site;

- (iii) Override the maximum residential FAR of 10.0 (ZR Section 91-21 & 91-22) to allow an overall residential base FAR on the project site of 12.0 without provision of recreational space or utilization of floor area increase regulations (ZR Section 91-23);
- (iv) Override height and setback controls of ZR Section 91-30 *et seq.*, including the regulations pertaining to street walls and maximum base heights (ZR Section 91-31), setbacks (ZR Section 91-32), and the maximum horizontal dimension for tall buildings (ZR Section 91-34);
- (v) Override (a) the Special Lower Manhattan District curb cut regulations (ZR Section 91-52) to allow curb cuts on Greenwich Street without authorization from the City Planning Commission or Commissioner of Buildings, and (b) the underlying zoning regulations related to the location of curb cuts for loading berths (ZR Section 36-682) and the minimum length of loading berths (ZR Section 13-31);
- (vi) Override the Mandatory District Plan Elements of the Special Lower Manhattan District regulations (ZR Section 91-40 *et seq.*), including regulations related to: (a) pedestrian circulation space (ZR Section 91-42), (b) the amount of lobby frontage permitted on Greenwich Street (ZR Section 91-411), (c) access and glazing of retail space (ZR Section 91-412), and (d) special urban design regulations (ZR Section 37-50 *et seq.*);
- (vii) Override residential building signage regulations (ZR Sections 22-32, 22-34 & 32-68); and
- (viii) Override any other provision of the Zoning Resolution not listed above to construct the mixed-use building in compliance with the mixed-use design guidelines.

Such override is conditioned upon compliance with the substance and procedures of the mixed-use design guidelines, including those provisions of the commercial design guidelines made applicable to mixed-use development on Site 5.

**Amendment to  
Lower Manhattan Development Corporation  
World Trade Center Memorial and Cultural Program  
General Project Plan  
April 20, 2022  
and  
Adoption by Empire State Development  
April 21, 2022**

The World Trade Center Memorial and Cultural Program General Project Plan (the “GPP”), a copy of which is attached hereto, is being modified by Lower Manhattan Development Corporation (“LMDC”) and adopted as modified by the New York State Urban Development Corporation, doing business as Empire State Development (“ESD”), to allow mixed-use development on the Southern Site. Also attached is an updated version of the World Trade Center Memorial and Redevelopment Plan, Proposed Site Plan as of April 2022. The modifications to the GPP described in this amendment relate only to the Redevelopment Site labeled “Tower 5” on such Proposed Site Plan (known as “Site 5”). Capitalized terms used but not defined herein have the meanings set forth in the GPP.

In view of Lower Manhattan’s transition from a predominantly office district to a mixed-use neighborhood, the GPP would be amended as follows to permit a building to be developed on Site 5 with residential, fitness and community facility uses, in addition to commercial office space and retail uses:

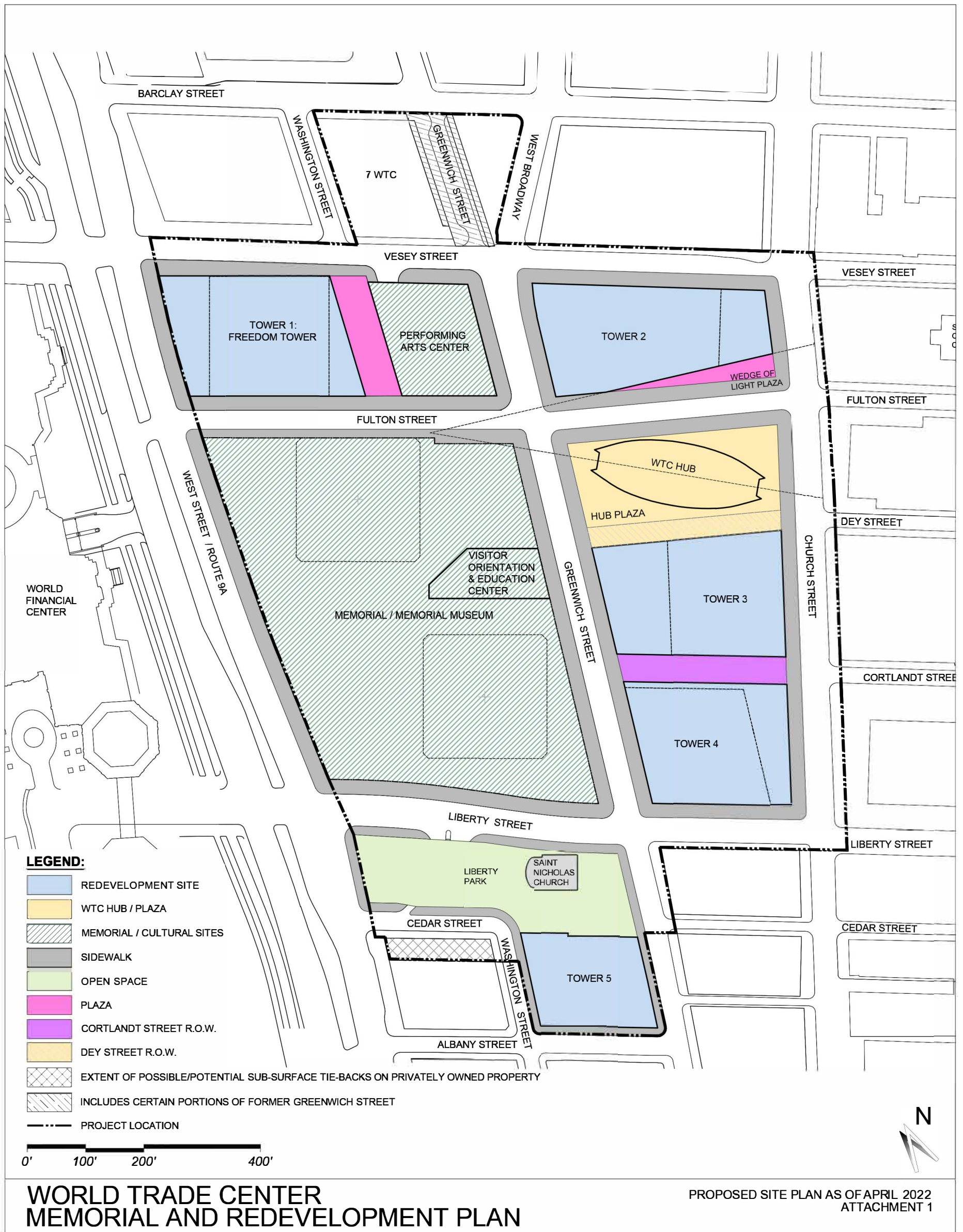
1. A mixed-use building on Site 5 could be up to approximately 1.345 million square feet, inclusive of commercial and retail uses, with an up to approximately 1.1 million square-foot residential component, of which a minimum of 25 percent of the units would be permanently affordable housing units; a connection to Liberty Park; and a minimum of approximately 10,000 square feet of community facility space if any residential component is included.
2. LMDC, ESD and the Port Authority would cooperate in developing and implementing the plan for any mixed-use building to be located on Site 5, which could be completed by 2028. If a mixed-use building is to be constructed on Site 5, it is expected that ESD would own Site 5.
3. A set of mixed-use design guidelines would be adopted by ESD in connection with any proposal for a mixed-use building on Site 5. The mixed-use design guidelines would guide future development of any such mixed-use building in a manner consistent with this amendment to the GPP and the goals for any mixed-use commercial, residential, retail and community facility development on Site 5. Following their adoption by ESD, ESD would administer the mixed-use design guidelines.
4. LMDC, acting as lead agency under both NEPA and SEQRA, has prepared an Environmental Assessment (“2021 EA”), made available to the public on November 17, 2021. The 2021 EA concluded that this amendment to the GPP and the possible development of a mixed-use building on Site 5 are not expected to have any significant adverse environmental impacts not previously disclosed in the 2004 Final GEIS. Based on the 2021 EA, LMDC determined that a supplemental environmental impact statement is not required under NEPA or SEQRA and issued

a Finding of No Significant Impact and Determination of Non-Significance, made available to the public on November 17, 2021.

5. The Southern Site is zoned for commercial, residential and community facility uses under the New York City Zoning Resolution (zoning classification C6-9). Development of a mixed-use building on Site 5 would be exempted from some or all provisions of the Zoning Resolution pursuant to the UDC Act. Any such override of the Zoning Resolution would be determined in connection with the proposal for a mixed-use building on Site 5. Any mixed-use building would be developed in substantial conformance with mixed-use design guidelines that would be consistent with the 2021 EA as it may be supplemented from time to time and would form part of the land use plan and controls for Site 5.

6. The GPP would continue to allow potential future commercial-only development on Site 5. However, with respect to the potential mixed-used development described above, this amendment supersedes any contrary provisions of the GPP. Certain factual conditions in the GPP reflect factual conditions as of the adoption of the 2007 GPP and have not been updated.







Attachment 2

World Trade Center Memorial and Cultural Program General Project Plan  
June 2, 2004, As Amended February 14, 2007

[see attached]

**Lower Manhattan Development Corporation  
World Trade Center Memorial and Cultural Program  
General Project Plan  
June 2, 2004, As Amended February 14, 2007**

**1. Introduction**

The Lower Manhattan Development Corporation (“LMDC”) is charged with assisting New York City in recovering from the terrorist attacks on the World Trade Center and ensuring that Lower Manhattan emerges as a strong and vibrant 21<sup>st</sup> century central business district. The centerpieces of LMDC’s efforts are the creation of a permanent memorial remembering and honoring the thousands of innocent men, women, and children lost in the terrorist attacks (the “Memorial”) and cooperation with other public and private entities in the revitalization and redevelopment of the World Trade Center site (as described specifically in Section 4 below, the “WTC Site”) and adjacent areas to the south of the WTC Site (as described specifically in Section 4 below, the “Southern Site”) and to the north of the WTC Site (as described specifically in Section 4 below, the “Northern Site”) in the Borough of Manhattan in New York City. The WTC Site and the Southern Site, but not the Northern Site, will be referred to collectively as the “Site.”

LMDC, a subsidiary of the Empire State Development Corporation (“ESDC,” a political subdivision and public benefit corporation of the State of New York), is proposing to undertake, pursuant to the New York State Urban Development Corporation Act (“UDC Act”) and in cooperation with the United States Department of Housing and Urban Development (“HUD”) and The Port Authority of New York and New Jersey (“Port Authority”), the World Trade Center Memorial and Cultural Program (the “Memorial Program”). The Memorial Program, for which construction began in 2006, includes the planning, selection, coordination and construction of a Memorial and Memorial Museum, and the planning and possible construction of memorial-related improvements and cultural uses at the Site to complement the redevelopment of commercial office space, retail space, conference center and hotel facilities, open space areas, a reconstructed church and certain infrastructure improvements at the Site (the “Redevelopment Program”). LMDC and Port Authority will plan these Programs together to constitute a land use improvement and civic project for the redevelopment of the Site (the “WTC Memorial and Redevelopment Plan” or the “Plan”), extending to the Northern Site solely for the purposes described below. The planning process will also include other appropriate public and private entities.

**2. LMDC and Port Authority Roles**

LMDC will be responsible for implementation of the memorial and cultural uses that comprise the Memorial Program, while the Port Authority will be responsible for the commercial, retail, conference center and hotel facilities, open space areas, and infrastructure components of the Redevelopment Program to be located at the WTC Site. LMDC and the Port Authority will cooperate in developing a plan for implementation of the components of the Redevelopment Program and other activities to be located at the Southern Site. The WTC Memorial and Redevelopment Plan may also require or involve consents, approvals or other supporting actions by other local, state or federal agencies in connection with its approval and implementation. As described in Section 10 below, LMDC has conducted a coordinated environmental review of the combined WTC Memorial and Redevelopment Plan.

In carrying out the Memorial Program, LMDC conducted an international competition that in January 2004 resulted in the selection of a winning Memorial design, “Reflecting Absence,” by Michael Arad and Peter Walker. An interpretive museum will be developed, known as the Memorial Museum, that will tell the story of the events of September 11, 2001 and February 26, 1993. LMDC will provide initial funding for the design, development, and construction of the Memorial and Memorial Museum, will plan for memorial-related improvements and cultural facilities and uses, and will oversee the overall implementation of the Memorial, Memorial Museum and cultural programming and, possibly, elements of the Redevelopment Program, including all required coordination with the Port Authority, HUD, the State of New York, The City of New York (the “City”), and other public and private entities. LMDC will also continue to coordinate the Memorial Program with the plans and implementation schedule for the Redevelopment Program.

### **3. Project Objectives**

The rebuilding of the Site as a mixed-use center of commerce, public spaces, and culture, with a Memorial at its heart, will advance the goals of the UDC Act, the objectives developed by LMDC and the goals articulated by the Governor of the State of New York and the Mayor of the City of New York—to remember and honor the victims of the terrorist attacks while revitalizing Lower Manhattan.

#### **a. Remembering the Victims of the Terrorist Attacks**

The Memorial will ensure that future generations never forget the thousands of people who died on September 11, 2001 in New York, in Shanksville, Pennsylvania and at the Pentagon in Virginia, as well as those who died in the terrorist bombing at the World Trade Center on February 26, 1993. The Memorial will be set in a context that bustles with the activity of Lower Manhattan yet provides a quiet and respectful setting for remembrance and contemplation. Visitors from around the world will come to the Site to learn about the events of September 11, 2001 and February 26, 1993 and to remember those who were lost. The proposed plan described below and graphically depicted on Attachment 1 (World Trade Center Memorial and Redevelopment Plan, Proposed Site Plan as of November 2006) provides appropriate access, circulation, structural support, utilities and other necessary services to the Memorial and Memorial Museum.

#### **b. Revitalizing Lower Manhattan**

The current conditions of the Site are “substandard and insanitary” under the UDC Act and impair the sound growth and development of Lower Manhattan. In addition, there is a need for the development of cultural, recreational, community and other civic facilities in Lower Manhattan.

Restoring the Site as a functioning part of Lower Manhattan is a priority objective for this project. This project is intended to re-establish the Site as a locus of commerce, civic space and amenities, including appropriate commercial and retail uses, as well as supporting facilities, utilities and infrastructure, for the downtown area. While Lower Manhattan is a center of world finance and a major economic engine for the entire region, downtown has also become the fastest growing residential neighborhood in New York City and a major destination for regional, national

and international travelers. The loss of commercial office space on September 11, 2001 has impaired Lower Manhattan's ability to grow as a world-class 21<sup>st</sup> century central business district. Restoration of this commercial space is critical to Lower Manhattan's future. To serve the resulting mix of workers, residents and visitors, revitalization of Lower Manhattan should include cultural and other amenities that help make the area a lively environment all day, every day.

The long-term presence of an essentially empty, excavated space in the heart of New York's financial district would also be a blight that makes the area less attractive for businesses, residents and visitors. It is important to New York City's economy that, as business leases in Lower Manhattan come up for renewal, businesses will have confidence that the Site will be redeveloped as quickly as possible to reduce its blighting effect on the immediate area. In addition, Lower Manhattan's status as the nation's third largest central business district will be threatened without the redevelopment of the Site.

#### **4. Project Location**

The Site is located in Lower Manhattan on two sites, as shown on Attachment 1:

(i) the WTC Site, bounded as follows:

Beginning at the intersection of the eastern right of way line of Route 9A/West Street and the northern curb line of Vesey Street,

East along the northern curb line of Vesey Street to the western right of way line of West Broadway,

North along the western curb line of West Broadway to the northern right of way line of Vesey Street,

East along the northern right of way line of Vesey Street to the eastern right of way line of Church Street,

South along the eastern right of way line of Church Street to the southern right of way line of Liberty Street,

West along the southern right of way line of Liberty Street to the intersection with the eastern right of way line of Route 9A/West Street,

North along the eastern right of way line of Route 9A/West Street to the point of beginning;

and

(ii) the adjacent Southern Site immediately to the south of the WTC Site, bounded as follows:

Beginning at the intersection of the eastern right of way line of Route 9A/West Street and the southern right of way line of Liberty Street,

East along the southern right of way line of Liberty Street to the eastern right of way line of Greenwich Street,

South along the eastern right of way line of Greenwich Street to the southern right of way line of Cedar Street,

West along the southern right of way line of Cedar Street to the western curb line of Greenwich Street,

South along the western curb line of Greenwich Street to the northern curb line of Albany Street,

West along the northern curb line of Albany Street to the eastern curb line of Washington Street,

North along the eastern curb line of Washington Street to the southern right of way line of Cedar Street,

West along the southern right of way line of Cedar Street to the intersection with the eastern right of way line of Route 9A/West Street (and including subsurface property below a depth of approximately 32'10" from the top of the existing grade and extending up to 50'5" south from the southern right of way line of Cedar Street), and

North along the eastern right of way line of Route 9A/West Street to the point of beginning.

The Southern Site includes those properties commonly known as 130 Liberty Street, 140 Liberty Street and 155 Cedar Street.

The Northern Site, located in Lower Manhattan immediately to the north of the WTC Site as shown on Attachment 1, is bounded as follows:

Beginning at the intersection of the northern curb line of Vesey Street and the eastern right of way line of Washington Street,

North along the eastern right of way line of Washington Street to the southern curb line of Barclay Street,

East along the southern curb line of Barclay Street to the western curb line of West Broadway,

South along the western curb line of West Broadway to the northern curb line of Vesey Street,

West along the northern curb line of Vesey Street to the point of beginning.

The original 7 World Trade Center occupied a superblock site, blocking the continuation of former Greenwich Street through the Northern Site. Consistent with LMDC's early planning principles, 7 World Trade Center was redesigned and constructed to preserve the possibility of reintroducing the Greenwich Street corridor as a public street for pedestrian and/or vehicular access through the Northern Site ("Greenwich North"), extending north of the new Greenwich Street on the WTC Site under the Plan. The Northern Site is included in this general project plan to facilitate that possibility and to facilitate the transfers of certain property interests within the Northern Site among the involved governmental entities and possibly the net lessee of 7 World Trade Center, as described in Section 7 below, and not to subject the Northern Site to any other requirements or procedures for any other purpose.

## **5. Project Setting**

The Site is located in Lower Manhattan, the historic “downtown” core of New York City. Today, downtown is characterized by narrow, winding canyons of first-generation skyscrapers standing beside modern office towers located on open plazas and along the district’s principal streets. Rich in history and historic architecture of every era and style, Lower Manhattan is a global center of finance, the center of New York City’s government, the home of several major educational institutions, and the site of many new and established museums, historical and cultural institutions.

The Site is surrounded by several distinct neighborhoods, each with different characters and uses. Tribeca, to the north of the Site, has evolved since the construction of the original World Trade Center into one of Manhattan’s premiere residential neighborhoods through the conversion of mid-rise office and warehouse buildings into loft apartments. Immediately to the south of the Site is the Greenwich South district, characterized by Class B and C office buildings, some of which are being converted to residential use by private developers. East of the Site lies the Fulton corridor, a commercial area in which aging building stock is slowly being converted to residential use. Wall Street and the historic financial core are located southeast of the Site. Immediately to the west of the Site is Route 9A/West Street, a state highway that formerly lined the Hudson River and formed the western edge of the island. Across West Street from the Site, Battery Park City has been developed over land fill as a mixed-use neighborhood, including a substantial residential community, the World Financial Center and other office towers, retail stores, riverfront parks, and open space.

One of the densest concentrations of mass transit in the United States is situated in and around the Site, serving a downtown with one of the highest percentages of transit riders of any business district in the country. Fourteen subway lines run within one-quarter mile of each other, spanning from the Port Authority Trans-Hudson (“PATH”) terminal in the middle of the Site to an MTA New York City Transit facility that runs along Fulton and Dey Streets east to William Street. Numerous city and private bus lines also serve the area.

On September 11, 2001, terrorist attacks destroyed every structure on the WTC Site: the World Trade Center office towers, commercial and government low-rise buildings, the hotel, and the underground concourse, PATH terminal and subway stations. The properties constituting the Southern Site, adjacent to the WTC Site, were also destroyed or damaged and blighted by the events of September 11, 2001: the Deutsche Bank office tower at 130 Liberty Street was severely damaged, remains uninhabitable, and will be deconstructed; the small St. Nicholas Church at 155 Cedar Street was destroyed; and the property at 140 Liberty Street was and remains blighted by dust, debris and the condition of the surrounding properties. Several other buildings surrounding the Site were also severely damaged, including one that housed two electrical substations, with some remaining unoccupied today. Some streets remain closed or occupied by safety installations and construction equipment. Many businesses and residents in the area surrounding the WTC Site were at least temporarily displaced—others have still not returned, including the activities formerly conducted at the Southern Site. While most of the WTC Site remains closed to the public, a wide sidewalk and viewing area with a commemorative viewing wall has been created along the east side of the site on Church Street. The portion of Liberty Street between the WTC Site and the Southern Site also contains a commemorative viewing wall and is open to pedestrians from Church Street to the temporary bridge over West Street to Battery Park City. On the Northern Site,

construction on the new 7 World Trade Center has been completed. The reopening of the Con Edison electrical substations at the base of 7 World Trade Center took place in May 2004.

Construction began on a temporary PATH station in the summer of 2002 and was completed in November 2003. This station restores service to the WTC Site until the WTC Hub (formerly referred to as the Permanent WTC PATH Terminal) can be constructed. The WTC Hub would be constructed within the Site but is not part of the WTC Memorial and Redevelopment Plan. The WTC Hub is expected to include an architecturally prominent station building, underground concourses, and expansion of the capacity of PATH trains with additional platforms and longer platform lengths.

The MTA New York City Transit is planning a redevelopment of the Fulton and Dey Street transit facility into a large, central transit center to be located at Broadway between Fulton and John Streets. This project, which is not part of the WTC Memorial and Redevelopment Plan, will rehabilitate, reconfigure, and enhance the multilevel complex and subway stations serving nine different lines.

## **6. The Memorial Program**

### **a. General**

The Memorial Program, when combined with the Redevelopment Program, will create a new mixed-use development with a significantly different configuration than existed on the Site before September 11, 2001. New cultural facilities will make the site a destination for visitors throughout the region and bring new activity to the neighborhood after business hours and on the weekends. Most significantly, a Memorial, Memorial Museum, and Visitor Orientation and Education Center (“VOEC”) will sit at the heart of the Site, drawing visitors from around the world to learn about what happened on September 11, 2001 and on February 26, 1993, to remember those who died, and to provide a continually evolving context for these historic events.

### **b. Uses**

#### **i. Memorial**

Almost immediately after the tragic events of September 11, 2001, a broad public consensus emerged that a fitting Memorial be created at the WTC Site, and that it be the defining element of the rebuilding process. The design of the Memorial is based on the concept “Reflecting Absence” by Michael Arad and Peter Walker, selected in January 2004 by an independent jury after an international competition. The winning design concept includes an approximately 3-acre at-grade landscaped plaza surrounding two pools of water recessed approximately 30 feet below grade. Names of victims will be inscribed around each of the pools. In addition, an approximately 1-acre at-grade public plaza extends north of the VOEC to the intersection of Greenwich and Fulton Streets.

The Memorial Museum will be located beneath the landscaped plaza. It will house artifacts that tell the story of the attacks on the World Trade Center and will provide access to a portion of the western slurry wall to the lowest level of the structural bathtub. Access to remaining box beam column base remnants will also be provided at the lowest level of the north and south tower

footprints, approximately 70 feet below grade. The VOEC will serve as the single-entry point to the Memorial Museum, in addition to having visitor amenities and its own exhibition and program spaces. Visitors would descend from the VOEC to the Museum, where views to the North and South pools and waterfalls would be available from windowed vestibules.

The Memorial is expected to attract millions of visitors each year. In addition to the challenge of creating a dignified and respectful setting within a thriving downtown, the Memorial setting, and these additional visitors must be accommodated in a manner that considers and complements the other uses on and around the Site.

## **ii. Cultural Buildings and Programming**

Throughout the extensive public participation process organized by LMDC, numerous comments called for the development of cultural facilities and programming at the Site. A new cultural core in Lower Manhattan would celebrate life and diversify and revitalize the surrounding area. In addition to the Memorial Museum and VOEC described above, the site plan includes new cultural facilities in a performing arts center with 1,000-1,800 seats at the northwest corner of Fulton and Greenwich Streets. To enhance the architectural prominence of this venue and promote its identity as a major new cultural institution, the performing arts venue will be separated at grade from Tower 1 (“Freedom Tower”) by 60 feet.

## **7. The Redevelopment Program**

The Memorial Program will be compatible with and complement the Redevelopment Program. The Redevelopment Program includes redevelopment of certain uses that existed on the Site prior to September 11, 2001, but reflects and respects the Memorial Program uses new to the WTC Site. Infrastructure and utilities will be located to allow for better integration with the Memorial Program and Redevelopment Program elements. Public open space will also be provided. The current configuration of the program elements described below is depicted in Attachment 1.

### **a. Commercial Office Space**

The Site contained approximately 12.7 million square feet of above-grade office and governmental space: (1) the WTC Site contained approximately 10.9 million square feet of office space and associated unspecified amounts of below-grade areas in addition to approximately 700,000 square feet of space at the U.S. Customs House; and (2) the Southern Site contained approximately 1.3 million square feet of office space. The Redevelopment Program provides for the development of approximately 10 million square feet of Class A commercial office space, of which approximately 8.8 million square feet will be located in four buildings on the WTC Site, and up to approximately 1.3 million square feet will be located on the Southern Site in one building.

### **b. Retail**

The World Trade Center contained highly diverse retail stores that served visitors and downtown workers as well as neighborhood residents. The new retail program at the Site will



provide for approximately 500,000 to 600,000 square feet of retail. Retail uses at or above grade will be maximized while providing spaces for other at-grade uses.

**c. Hotel and Conference Center**

The Marriott Hotel at the WTC Site was a 22-story hotel with 820 rooms, with meeting and support space. Most of its customers were business travelers. Lower Manhattan needs to replace this hotel space to serve existing and expected new businesses and residents, as well as the visitors to new cultural and Memorial uses.

Downtown lacks a large venue for conferences. Conference facilities and hotel are desirable on the Site because of its central location and excellent access to the regional transportation network. The Redevelopment Program could include a hotel with up to 800 rooms and up to 150,000 square feet of conference space. The location and conceptual design of any hotel is still being studied and will be determined by the City and the Port Authority at a later date.

**d. Streets and Public Open Spaces**

Prior to September 11, 2001, the World Trade Center occupied a superblock site, blocking the continuation of adjacent streets through the site. The WTC Memorial and Redevelopment Plan reintroduces Fulton and Greenwich Streets through the WTC Site, aligned as shown on Attachment 1. These streets will connect adjacent neighborhoods and support the active street life that is characteristic of New York City. Cortlandt Street will also be reintroduced between Church and Greenwich Streets as a pedestrian street, aligned as shown on Attachment 1. The area of the former Dey Street between Church and Greenwich Streets will be built as an open pedestrian way, incorporated into and designed as part of the adjacent “HUB Plaza” described below, as shown on Attachment 1. The Cortlandt and Dey Street rights of way within the WTC Site will be subject to recorded use restrictions developed by the City and the Port Authority which will be consistent with and, among other things, will effectuate the foregoing.

The existing mapped streets comprising the perimeter of the former superblock – Vesey, Church and Liberty Streets – will be realigned as shown on Attachment 1.

Within the Southern Site, Washington Street between Liberty and Cedar Streets will be closed and incorporated into Liberty Park. The portion of Cedar Street within the Southern Site will be realigned as shown on Attachment 1.

Within the Northern Site, it is anticipated that the Port Authority will own the portions of former Greenwich Street that are located within the footprint of the new 7 World Trade Center, as well as most of the subsurface portion of the remainder of former Greenwich Street, and that the City will continue to own the remainder of former Greenwich Street and will own additional parcels along the eastern and southern boundaries of former Greenwich Street. However, the future dimensions and use of Greenwich North are still being studied and may be the subject of easement agreements among the involved governmental entities and/or the net lessee of 7 World Trade Center.

In order to optimize the pedestrian experience, minimum sidewalk widths of 25 feet will be implemented throughout the Site, except that: (1) sidewalks along the northern edge of the

Memorial site along Fulton Street west of Greenwich Street shall be 15 feet; (2) no sidewalks shall be required along Cortlandt Street in view of the anticipated use of that street as a pedestrian street and gateway to the Memorial; and (3) the widths of sidewalks on the Southern Site will be subject to future discussion between the Port Authority and the City, but will be a minimum of 15 feet.

The re-introduction and realignment of streets within the Site will require the acquisition of property adjoining the former streets, to be incorporated into the newly aligned streets, and the disposition of portions of the former streets that will not be part of the newly aligned streets. The closing of portions of streets and incorporation of those streets and other City-owned property into the Plan also will require the acquisition of property, as discussed below.

In addition, subsurface portions of Church, Liberty, Washington and Cedar Streets, and subsurface areas below the new Fulton and Greenwich Streets, will be acquired and incorporated into the below-grade infrastructure at the Site. Also, easements for rock anchor tie-backs will be acquired within subsurface portions of Vesey, Church, Liberty, Greenwich and Cedar Streets.

Streets through the Site and the Northern Site\* will be designed and built to meet or exceed New York City Department of Transportation (NYCDOT) standards and will have the following directions and lane capacity, except as may be agreed to by NYCDOT:

<u>Street</u>	<u>Direction</u>	<u>Lane Number</u>
Church	Northbound	4
Greenwich North*	Southbound*	2*
Greenwich (south of Vesey Street)	Southbound	4
Vesey	Eastbound	3
Fulton	Westbound	3
Liberty	Eastbound/Westbound	4

\* Northern Site is still being studied.

The WTC Site contained a public plaza raised above street level. The plaza contained a sculpture and was the setting for occasional public events such as concerts and dance performances. The Redevelopment Program calls for a series of public open spaces to be located throughout the Site including the “Wedge of Light” plaza at Fulton and Church Streets, the “HUB Plaza” at Greenwich Street south of the proposed WTC Hub entrance, and Liberty Park south of Liberty Street between Route 9A and Greenwich Street. A public plaza will also be located in front of the performing arts venue on Fulton Street, unless otherwise required by the program of the cultural institution selected for the site. These parks and plazas will accommodate a range of different active and passive recreational uses.

**e. St. Nicholas Greek Orthodox Church**

The WTC Memorial and Redevelopment Plan provides for reconstruction of the St. Nicholas Greek Orthodox Church, which was located on the southwestern portion of the Southern

Site and was destroyed on September 11, 2001. The church will be rebuilt within the new park area to the south of Liberty Street.

**f. Infrastructure and Utilities**

Infrastructure and service areas for the components of the WTC Memorial and Redevelopment Plan will be primarily located below-grade and accessed via the Liberty Street vehicular ramp at Liberty Park. These below-grade uses may require the acquisition of subsurface property, including portions of adjacent streets as described above. The majority of uses at the Site, including the Memorial, cultural, commercial office, retail and hotel, will share this below-grade servicing infrastructure.

The WTC Memorial and Redevelopment Plan will accommodate visitors to the Memorial Program in a dignified and respectful manner that considers and complements the Memorial setting. Visitor services and amenities will be provided at the Site. These will include a below-grade bus parking facility.

Mechanical equipment areas, utility zones, storage areas, and other building service areas and connections will also be located primarily below grade at the Site. Rock anchor tie-backs will be installed below certain streets and may be installed in certain private properties adjacent to the Site to support below-grade retaining walls. This may require the acquisition of subsurface easements from the City and certain private property owners.

**8. Design Guidelines**

The redevelopment of the Site will be carried out in phases over an anticipated period of approximately 12 years. In order to assure that the open spaces, buildings and other features designed and built throughout the entire development period reintegrate the site with the rest of Lower Manhattan, exemplify excellence in design, are consistent with the vision for the site, and are compatible with the intent of the WTC Memorial and Redevelopment Plan, a set of commercial design guidelines will be adopted by the Port Authority, which is responsible for implementation of the Redevelopment Program. The commercial design guidelines will guide future development for the Redevelopment Program in a manner consistent with this general project plan and the environmental review described below. LMDC, the City, the Port Authority and the Port Authority's net lessees have worked together in a cooperative manner with respect to the formulation of the commercial design guidelines. Following their adoption by the Port Authority, in a form acceptable to the City, administration of the commercial design guidelines will be governed by agreement between the Port Authority and the City.

In addition to specifying the uses described above, the commercial design guidelines will outline general building envelopes for each identified commercial development parcel, including height, bulk, massing, setbacks, streetwalls, and maximum buildable tower area. The commercial design guidelines will also establish parameters for (1) lobby locations and access points, including vehicular and service access; (2) retail location and orientation, minimum frontage, and other key features; (3) streetscape, sidewalk and public open space framework; (4) signage; and (5) sustainability.

The commercial design guidelines will constitute a significant component of the land use plan and controls for the Site, while remaining flexible enough to accommodate design innovation and the need for adjustment and modification in response to changing conditions.

The designs of the Memorial, Memorial Museum and VOEC, as described above, have progressed to a point at which design guidelines are no longer necessary. LMDC will continue to be responsible for determining consistency with this general project plan and the environmental review described below of the commercial design guidelines (including variances and amendments) and of the design of the performing arts venue.

## **9. Relocation**

All above and below grade structures at the Site were destroyed or severely damaged on September 11, 2001. Structures that remain are unoccupied. Even before September 11, 2001, there were no residential occupants on the Site. No relocation will be caused by the proposed WTC Memorial and Redevelopment Plan.

## **10. Environmental Review**

LMDC, acting as lead agency under both the National Environmental Policy Act (“NEPA”) and the New York State Environmental Quality Review Act (“SEQRA”), conducted a coordinated environmental review of the WTC Memorial and Redevelopment Plan. LMDC prepared a Generic Environmental Impact Statement (“GEIS”) as part of that review. The GEIS process included extensive opportunities for the public to comment on the environmental impacts of the proposed project prior to final approval by LMDC. Such review resulted in a Final GEIS released in April 2004, a Record of Decision and Findings Statement dated June 2, 2004. Supplemental reviews by LMDC have since resulted in an Environmental Assessment, Finding of No Significant Impact and Determination of Non-Significance dated May 19, 2005, and an Environmental Assessment, Finding of No Significant Impact and Determination of Non-Significance dated October 12, 2006.

## **11. Funding and Operation of the WTC Memorial and Redevelopment Plan**

The Memorial Program will be administered and operated by public or not-for-profit entities. LMDC proposes to use existing HUD Community Development Block Grant funds and other public and private contributions for the Memorial Program.

The Port Authority will be responsible for the components of the Redevelopment Program to be located at the WTC Site.

LMDC and the Port Authority, working with the City, will cooperate in developing a plan for implementation of the components of the Redevelopment Program to be located at the Southern Site, which will be funded by a combination of public and private sources.

Redevelopment of the Site and any transfers associated with Greenwich North will require acquisition or disposition of property and/or lease or development agreements. In such case, LMDC, ESDC, the Port Authority, the City, or other governmental entities may acquire and/or transfer title to property, including subsurface and other easements. Property may be acquired by negotiated purchase, where possible, or by condemnation. Generally, it is anticipated that the Port

Authority will own the Site and hold the easements described above, except for the portions of the Site allocated for the Memorial Program, in which LMDC, The World Trade Center Memorial Foundation, Inc. or another designee of LMDC will hold an appropriate real property interest, and certain streets or interests in streets, which will be owned by the City.

## **12. Zoning; City Map**

The WTC Site is zoned for commercial uses under the New York City Zoning Resolution (zoning classifications C6-4, C5-3). However, the WTC Site is exempt from zoning requirements because property at the Site owned, controlled or operated by the Port Authority is not subject to the jurisdiction of the city or state of New York.

The Southern Site is zoned for commercial uses under the New York City Zoning Resolution (zoning classification C6-9). Redevelopment of the Southern Site will be exempted from these zoning requirements pursuant to the UDC Act and/or as a result of having been incorporated into the World Trade Center site.

Instead, the Site will be developed in substantial conformance with the commercial design guidelines that will form part of the land use plan and controls for the Site. The proposed WTC Memorial and Redevelopment Plan is nonetheless consistent with local land use plans and nearby zoning classifications. Consistent with the program described in Section 7 above, the WTC Memorial and Redevelopment Plan currently includes open space, a church, and an approximate 57-story, up to approximately 1.3 million square foot commercial office tower on the Southern Site.

To the extent the Plan realigns or eliminates portions of mapped streets (including for purposes of easements as described above), it is inconsistent with the City Map. It will be infeasible and impracticable to comply with the official map and other local laws related thereto, including Sections 197-d, 198 and 199 of the New York City Charter due to the time constraints imposed by the construction schedule for the entire WTC Memorial and Redevelopment Plan. Given the substantial opportunity afforded the public to comment on the Plan, no additional public purpose would be served by the delay that would be associated with an amendment of the City Map.

As stated above, implementation of the WTC Memorial and Redevelopment Plan will involve acquisition or disposition of property interests by one or more governmental entities. To the extent that any such transaction would otherwise be subject to the New York City Uniform Land Use Review Procedure or other local law, it will not be feasible or practicable to comply with such law in connection with Plan implementation. Such compliance would not permit the public entities responsible for Plan implementation to meet construction schedules and, given the substantial opportunity afforded the public to comment on the Plan, no concomitant public purpose would be served by such delay.

**Site 5 World Trade Center**  
Mixed-Use Design Guidelines  
May 2023

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Attachment 1. Retail Guidelines (Section 7 of Commercial Design Guidelines)	
Attachment 2. Signage Guidelines (Section 9 of Commercial Design Guidelines)	

## **1. Introduction**

### **a. Project Description**

The project is the development and operation of Tower 5 at the World Trade Center pursuant to the World Trade Center Memorial and Redevelopment Plan described in the World Trade Center Memorial and Cultural Program General Project Plan dated June 2, 2004, as amended through May 22, 2023 (as may be further amended from time to time, the “WTC MGPP”). The project is envisioned to become a world class mixed-use residential and commercial building on a site (“Site 5” or the “Development Site” as defined below) at the southern edge of the World Trade Center.

### **b. Purpose of the Mixed-Use Design Guidelines**

These guidelines (the “Design Guidelines”) establish a framework for the development of a mixed-use residential, community facility and commercial building for Site 5. As set forth in the WTC MGPP, for purposes of mixed-use development on the Southern Site, the Design Guidelines supersede those portions of the World Trade Center Commercial Design Guidelines (as may be amended from time to time, the “WTC CDGs”) which relate to Site 5, except that the Design Guidelines do not supersede Section 7 (Retail Guidelines) and Section 9 (Signage and Graphics Guidelines) of the WTC CDGs, attached hereto, which are part of the Design Guidelines for Site 5 and will apply to any mixed-use building on Site 5 (in addition to the provisions of the Design Guidelines herein), but will be administered by The Port Authority of New York and New Jersey.

Further, the Design Guidelines do not supersede the Commercial Sustainable Design Guidelines annexed as Appendix D to the 2004 Record of Decision (“ROD”), as amended by the ROD addendum dated February 16, 2007 (the “Sustainable Design Guidelines”).

The New York State Urban Development Corporation, doing business as Empire State Development (“ESD”), will administer the Design Guidelines. The Port Authority of New York and New Jersey will administer the sections of the WTC CDGs referenced above.

### **c. Applicable Law and Zoning Overrides**

In accordance with the New York State Urban Development Corporation Act, the WTC MGPP overrides certain provisions of the New York City Zoning Resolution (the “Zoning Resolution”) with respect to the Development Site, as set forth below.

Development on Site 5 will be subject to and conform with the applicable provisions of the Zoning Resolution, the New York City Building Code, the New



York City Energy Conservation Code and any other applicable laws, except as provisions of the Zoning Resolution are overridden by the WTC MGPP as follows:

- (i) Override the definition of “zoning lot” to allow for creation of a zoning lot comprising the “project site” as set forth in the Design Guidelines;
- (ii) Override the maximum floor area ratio (“FAR”) of 15.0 to allow a maximum FAR of 15.0 for the mixed-use building on Site 5 without regard to any additional floor area attributable to improvements on other portions of the project site;
- (iii) Override the maximum residential FAR of 10.0 to allow an overall residential base FAR on the project site of 12.0 without provision of recreational space or utilization of floor area increase regulations;
- (iv) Override height and setback controls, including the regulations pertaining to street walls and maximum base heights, setbacks, and the maximum horizontal dimension for tall buildings;
- (v) Override (a) the Special Lower Manhattan District curb cut regulations to allow curb cuts on Greenwich Street without authorization from the City Planning Commission or Commissioner of Buildings, and (b) the underlying zoning regulations related to the location of curb cuts for loading berths and the minimum length of loading berths;
- (vi) Override the Mandatory District Plan Elements of the Special Lower Manhattan District regulations, including regulations related to: (a) pedestrian circulation space, (b) the amount of lobby frontage permitted on Greenwich Street, (c) access and glazing of retail space, and (d) special urban design regulations;
- (vii) Override residential building signage regulations; and
- (viii) Override any other provision of the Zoning Resolution not listed above to construct the mixed-use building in compliance with the mixed-use design guidelines.

In those instances where the WTC MGPP overrides the Zoning Resolution, the Design Guidelines shall control in lieu of the Zoning Resolution and ESD’s review of development plans for the Development Site with respect to compliance with the WTC MGPP and the Design Guidelines will replace zoning compliance review by the New York City Department of Buildings (the “DOB”). In those instances where the Zoning Resolution is not overridden, compliance with the Zoning Resolution and any other applicable laws will continue to be reviewed by the DOB.

#### **d. Goals and Objectives of the Design Guidelines**

The Design Guidelines define the design direction of the new development at Site 5 in order to facilitate an appropriate mix of uses, activation of the streetscape, and a building form that will enhance the entirety of the World Trade Center Memorial and Redevelopment Plan, and will provide a state of the art mixed-use project that is responsive to market demands and fulfills urban design objectives.

Proposed uses, tower massing, and ground floor programming are described herein to create a dynamic mix of programs and world class design.

#### **e. General Provisions**

The Design Guidelines contain text as well as site plans and diagrams (the “Design Control Diagrams”). The Design Control Diagrams are hereby incorporated and made part of these Design Guidelines and are equally binding as if fully described in the text.

All measurements of height shall be measured from the “*Design Flood Elevation*” as defined by the New York City Building Code. Pursuant to New York City Local Law 43 of 2021, the anticipated Design Flood Elevation is two feet above the base flood elevation, which would correlate to 311.48 feet NYNJPA datum.

Certain terms and concepts used in these Design Guidelines are also contained in the Zoning Resolution. Unless otherwise stated, such terms shall have the meanings as set forth in the Zoning Resolution.

The word “shall” is always mandatory and not discretionary. The word “may” is permissive.

#### **f. Sustainability**

The new development shall be designed and constructed to meet LEED Gold standards for building performance, or an equivalent standard that may exist at the time detailed design work begins for a development. In addition, the new development shall comply with NYC Local Law 97 of 2019 and with the Sustainable Design Guidelines that are applicable to a mixed-use building.

#### **g. Definitions**

***All Electric Building.*** An All Electric Building is a building utilizing all electrical heating and cooling.

**Development Site.** The Development Site, identified in Figure 1, is the location of the proposed building at Block 54, p/o Lot 1.<sup>1</sup> The lot area of the Development Site is 33,008 square feet.

**Fitness and Social Center.** Fitness and Social Center shall mean a commercial or non-commercial establishment, which is equipped and arranged to provide instruction, services, or activities which improve or affect a person's well-being by physical exercise, massage or therapeutic or relaxation services.

**Gross Square Feet or gsf.** Gross Square Feet shall mean the area of floor space measured within the outer surface of building walls except for areas open to the sky above. The permitted gsf for the mixed-use building is different than the square footage for the mixed-use building set forth in the WTC MGPP due to differences in measurement, not differences in the building. The applicable square footage limitation on the building provided in the WTC MGPP, which is not modified by the Design Guidelines, is based on the zoning floor area.

**Landscape Buffer.** A Landscape Buffer is a planting bed defined by a raised curb.

**Laws.** References to laws means laws, rules, orders, ordinances, regulations, statutes, requirements, permits, consents, certificates, approvals, codes and executive orders.

**Loading Area.** A Loading Area is an area used for the movement of commercial goods, tenant moving, refuse collection and removal, located off Washington Street.

**Pedestrian Zone.** The Pedestrian Zone shall be provided to increase the capacity of the sidewalks as well as to provide for access to entrances and uses at the ground floor and shall include those areas of increased sidewalk width within the Development Site that provide increased pedestrian circulation space.

**Podium Façade.** The Podium Façade is any portion of the building façade located below the maximum base height and directly below a Tower Setback. Portions of the building façade that are not located directly below Tower Setbacks are not considered Podium Façade and are not subject to Podium Façade requirements.

**Project Site.** The Project Site is the zoning lot for the project, identified in Figure 1, and includes the property located at Block 54, p/o Lots 1, 30, and 40, Block 56, p/o Lots 15, 20, and 21, and p/o Washington Street and p/o Liberty Street

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<sup>1</sup> Tax lot numbers to be updated upon reapportionment.

previously acquired from the City of New York.<sup>2</sup> The lot area of the Project Site is 92,759 square feet.

**Required Setback Area.** A Required Setback Area is an area above the maximum base height where application of the maximum tower coverage results in a setback from the base.

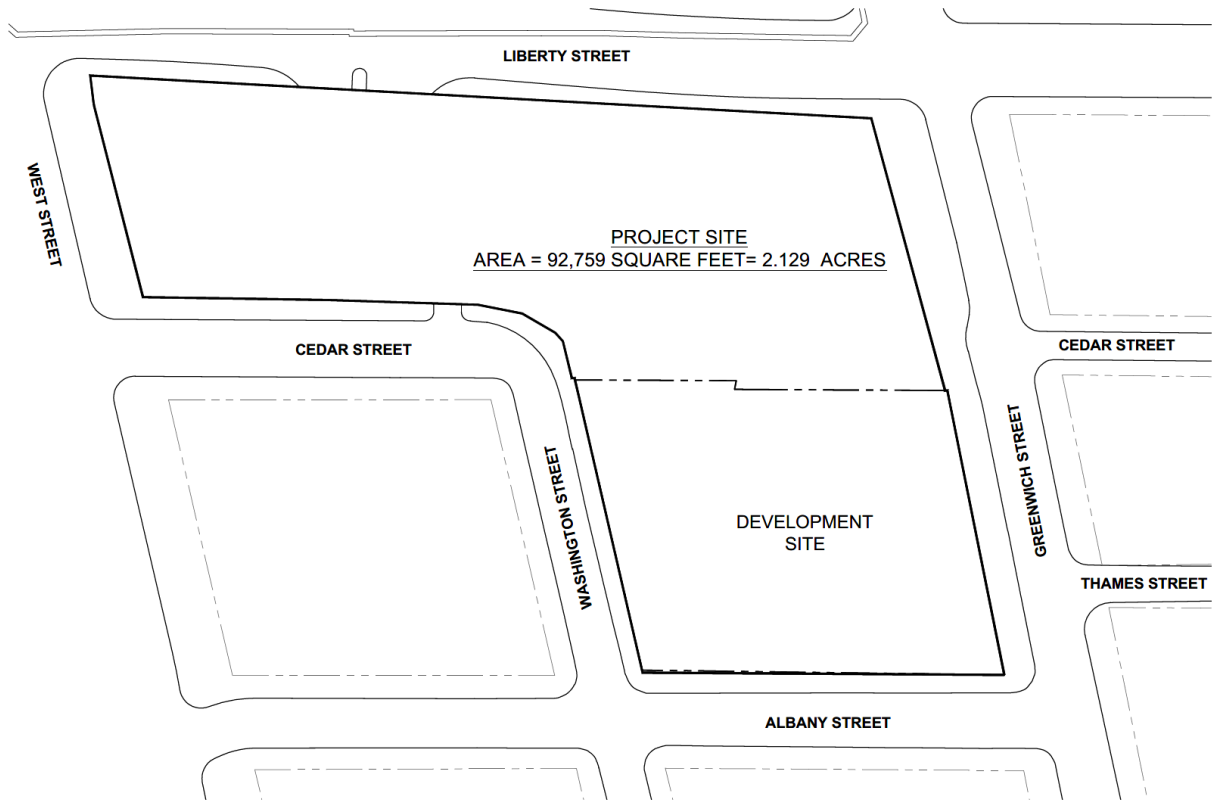
**Through-Site Connection.** The Through-Site Connection is a space connecting Washington Street and Greenwich Street at the north of the Development Site that contains a pedestrian path with a minimum width of five feet and a vehicular access lane.

**Tower Façade.** The Tower Façade is any portion of the building façade located above the Tower Setbacks, and also includes any portion of the building façade that is below the maximum base height and not located directly below a Tower Setback.

**Tower Setback(s).** A setback or setbacks provided at or below the maximum base height in compliance with the maximum tower coverage requirement of Section 3(b)(ii).

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<sup>2</sup> Tax lot numbers to be updated upon reapportionment.



**Figure 1 - Project Site**

## 2. Project Program

### a. Uses

Permitted uses at the Development Site shall include:

- Residential
- Office
- Fitness and Social Center
- Community Facility without sleeping accommodations
- Retail
- Accessory Uses

### b. Density

**Table 1**  
**Potential Programs Analyzed\*\***

	<b>A</b> <b>Maximum Residential</b> <b>(1,270 Units)</b>	<b>B</b> <b>Reduced Residential</b> <b>(1,193 Units)</b>
Residential	1,386,898 gsf*	1,126,563 gsf*
Commercial	180,000 gsf	374,361 gsf
Fitness and Social Center	36,000 gsf	80,645 gsf
Community Facility	13,000 gsf	21,329 gsf
Retail	12,000 gsf	25,000 gsf
<b>Total</b>	<b>1,627,898 gsf**</b>	<b>1,627,898 gsf**</b>
<p><b>Note:</b>            * An additional 50,000 gsf of residential mechanical space is permitted for an all-electric building under either program.             ** Each use in the mixed-use building may be provided up to the maximum gsf set forth in either column A or column B, subject to ESD's confirmation of consistency with the WTC MGPP and the related environmental and other reviews undertaken by ESD and LMDC, and further provided that the building does not include more than 1,386,898 residential gsf or less than 1,050,000 residential gsf, or more than 1,627,898 gsf in the aggregate.</p>		

### 3. Building Bulk, Massing, and Exterior Design

#### a. Ground Plane

Pedestrian Zones shall be provided at ground level adjacent to the public sidewalks along Greenwich and Albany Streets where shown on Figure 2. The surface of the Pedestrian Zones shall be consistent and seamless with the adjacent sidewalk material, with no obstructions.

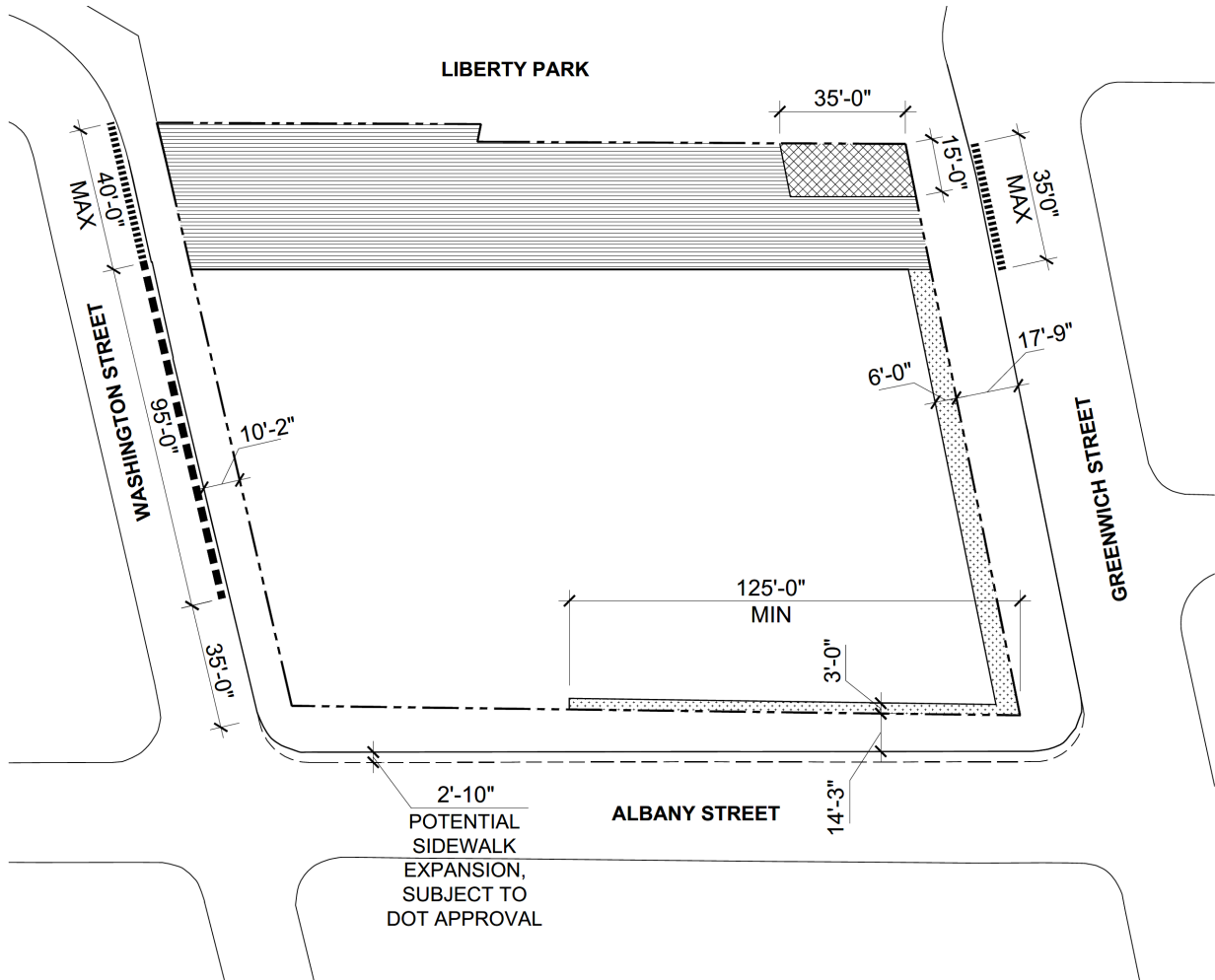
The building may project above a Pedestrian Zone to the Development Site property line at an average height of at least 20 feet.

Vehicular circulation shall be provided by a Through-Site Connection along the north of the Development Site connecting Washington Street to Greenwich Street in the location shown on Figure 2.

The Through-Site Connection is required to be open to the public and to have an average height of at least 20 feet. The vehicular drive may be differentiated from pedestrian areas by means of distinct paving or curbs, bollards, or a combination.

A Landscaped Buffer of at least 300 square feet shall be provided within the "*Landscape Buffer Zone*" shown in Figure 2.

Curb cuts are permitted within the "*Loading Curb Cut*" and "*Drive Lane Curb Cut*" zones shown in Figure 2. The maximum width for each Drive Lane Curb Cut is 12 feet per curb cut. The maximum width for each Loading Curb Cut is 30 feet per curb cut.



**FIGURE 2**

- |       |                     |        |                              |
|-------|---------------------|--------|------------------------------|
| ----- | PROPERTY LINE       | .....  | PEDESTRIAN ZONE              |
| ----- | LOADING CURB CUT    | =====  | THROUGH SITE CONNECTION ZONE |
| ..... | DRIVE LANE CURB CUT | XXXXXX | LANDSCAPE BUFFER ZONE        |

**Figure 2- Ground Plane Diagram**



## **b. Building Envelope**

### **i. Maximum Base Height**

A maximum base height of 190 feet is permitted.

### **ii. Maximum Tower Coverage (Tower Setback)**

Beginning at or below maximum base height, the tower shall set back so that the gsf of each floor above the maximum base height shall not exceed 75 percent of the area of the Development Site. See Figure 3.

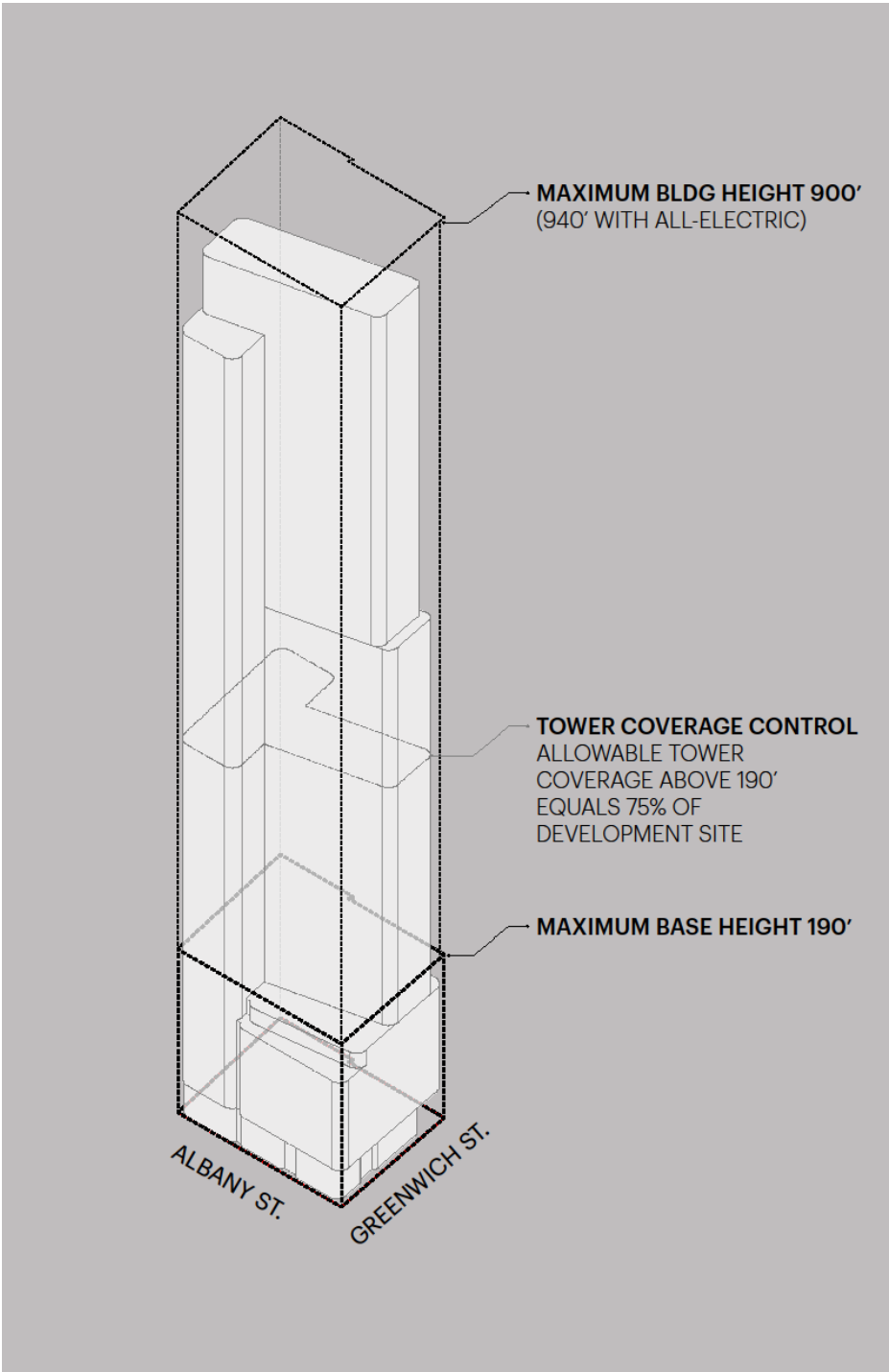
### **iii. Permitted Obstructions Above Maximum Base Height**

The following obstructions may be permitted in the Required Setback Area:

- awnings
- balconies and railings
- decks
- solar energy systems
- vegetated roofs
- window washing equipment
- wind energy systems
- wind mitigation elements such as, but not limited to, a six foot high glass partition at the parapet
- outdoor kitchens and barbeques
- exercise equipment
- privacy partitions and trellises
- pergolas

### **iv. Maximum Building Height**

A maximum building height of 900 feet is permitted, except that the maximum building height of an All Electric Building shall be 940 feet. Rooftop water tanks, cooling towers, and mechanical equipment shall be screened on all sides. Elevator or stair bulkheads, flagpoles, roof water tanks, cooling towers or other mechanical equipment shall not be permitted above the maximum building height. The maximum building height may only be exceeded by spires, masts, aerials, and buildings maintenance systems. Exposed masts and aerials shall not exceed 10 percent of the roof area nor shall their height exceed the heights of the masts or aerials on 4 World Trade Center.



**Figure 3 - Base Height and Tower Coverage**

## **c. Exterior Building Design**

### **i. Podium Façade**

The Podium Façade shall have a three part composition comprised of a base, a middle and a top:

- Base - The lower (street) portion of the Podium Façade shall range in height from one to two stories above the ground with a minimum height of 20 feet. The façade of the base shall primarily be glass storefront. At the ground floor, the storefront shall meet the transparency requirements described in Section 4.
- Middle - The middle portion of the Podium Façade shall be located between the base portion and top portion and shall be characterized by a primary grid of masonry, or similar materials (e.g., brick, stone, precast concrete, GFRC, UHPC, terracotta, fiber cement, FRC, ceramic or porcelain). The area within the grid shall be comprised of vision glazing, spandrel glazing and masonry, or similar materials. Louvers, as required by building mechanical services, may be used in lieu of glazing. The combined vision glazing, spandrel glazing and louver area shall not exceed 75 percent of the total surface area of the middle portion of the Podium Façade.
- Top - The top portion of the Podium Façade shall include the top 1 or 2 full stories below the Tower Setbacks and shall be characterized by a primary grid of masonry, or similar materials (e.g., brick, stone, precast concrete, GFRC, UHPC, terracotta, fiber cement, FRC, ceramic or porcelain), similar to the middle portion of the Podium Façade. The area within the grid shall be comprised of vision glazing, spandrel glazing and masonry, or similar materials. Louvers, as required by building mechanical services, may be used in lieu of glazing. The combined vision glazing, spandrel glazing and louver area shall not exceed 75 percent of the total surface area of the top portion of the Podium Façade. The area within the primary grid shall be differentiated from the area with the primary grid of the middle of the Podium Façade by such techniques as changes of material or color, plane shifts, articulations or recesses.

The Podium Façade shall have rounded (radiused) corners. The requirements of this Section shall not apply to any portion of the Tower Façade, including portions of the Tower Façade located below the maximum base height.

### **ii. Tower**

The Tower Façade shall have a glassy character and may include architectural elements that break down the scale of the building. The Tower Façade shall have rounded (radiused) corners. The Tower Façade requirements of this Section shall

apply to all portions of the Tower Façade, including portions of the Tower Façade located below the maximum base height.

### **iii. Connection to Liberty Park and Community Facility**

#### ***Pedestrian Connection***

A pedestrian connection shall be provided from the upper level of Liberty Park located to the north of the Development Site to the second floor lobby.

The portion of the pedestrian connection that is located on Liberty Park will be approved and permitted by the Port Authority.

The portion of the connection on the Development Site shall be located to provide a connection through the “*Bridge Connection Zone*” identified on Figure 4, and shall have a clear path with a minimum width of 10 feet and a minimum clear height of 10 feet from the surface of the pathway. The design character of the on-site connection shall be compatible with Liberty Park.

#### ***Community Facility***

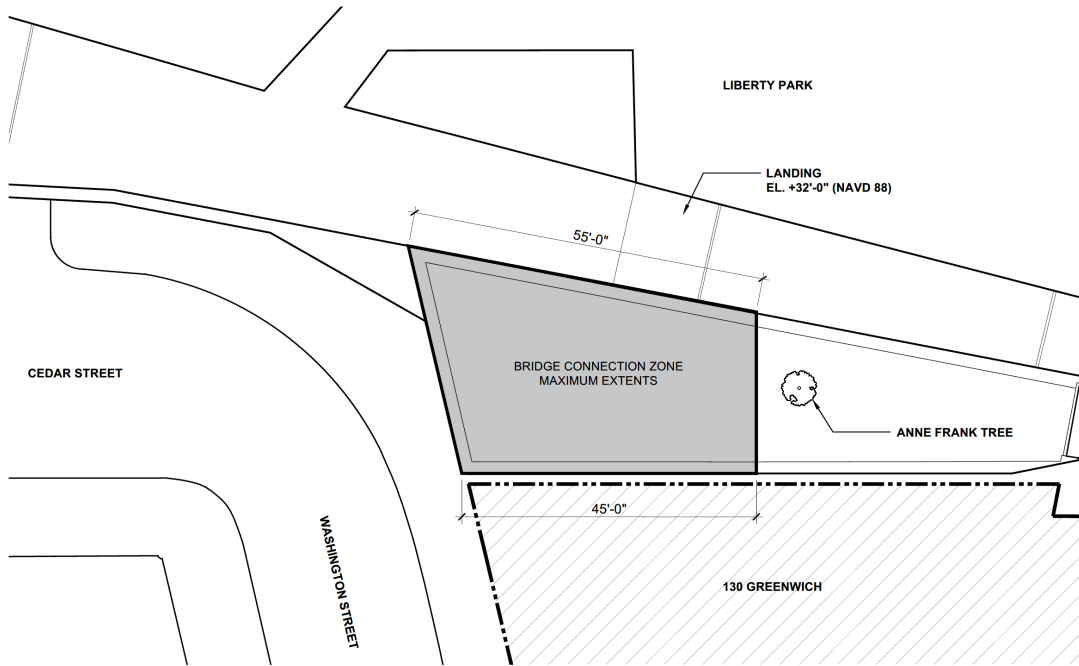
The “*Required Community Facility*” is anticipated to be located on the 3rd floor and will contain at least 10,000 SF. The Developer shall build out the Required Community Facility and deliver the space in a condition that allows for timely commencement of the operation of the facility.

#### ***Vertical Circulation to the Community Facility***

Vertical circulation to the Required Community Facility will consist of:

-ADA elevator access: A three-stop elevator will provide access from the ground floor and second floor lobbies to the Required Community Facility floor. (If the Required Community Facility is located on the 2<sup>nd</sup> floor, then a two-stop elevator will be provided.)

-Communicating stair: If the Required Community Facility is located immediately above the second-floor lobby, then (i) an at least six-foot wide, visually open communicating stair will be provided from the second-floor lobby to the Required Community Facility; and (ii) the communicating stair and elevator access will be located adjacent to each other so as to provide coordinated vertical access to the Required Community Facility.



**Figure 4 - Connection to Liberty Park**

#### **4. Ground Floor Frontage**

##### **a. Lobby Entry Zone**

The lobby frontage on Greenwich Street shall be located within the “*Lobby Entry Zone*” shown on Figure 5 and shall not exceed 75 feet in length.

##### **b. Retail Frontage**

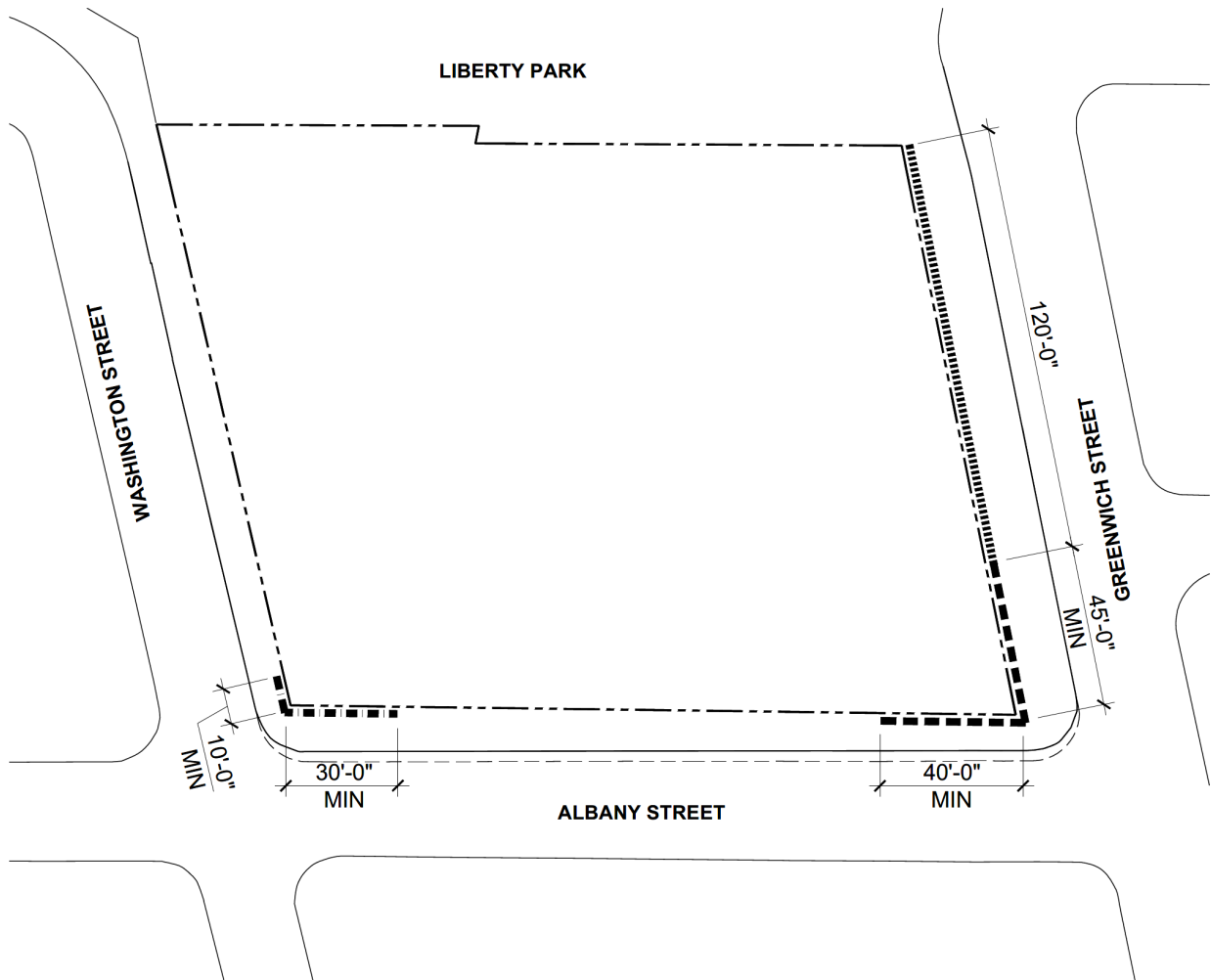
Retail frontage is required in the location indicated on Figure 5. In the “*Retail Frontage*” area, transparent materials shall occupy at least 50 percent of the surface area of the ground floor level street wall between a height of two feet and 12 feet, or the height of the ground floor ceiling, whichever is higher, as measured from the adjoining sidewalk. Transparent materials provided to satisfy such 50 percent requirement shall not begin higher than two feet, six inches above the level of the adjoining sidewalk or the Design Flood Elevation, whichever is higher.

Emergency exits and service entrances should be located to minimize disruption of retail frontages.

##### **c. Non-Residential Frontage**

Non-residential frontage shall be located as shown on Figure 5. Only community facility or retail frontage is permitted at this location.

In the “*Non-Residential Frontage*” area, transparent materials shall occupy at least 50 percent of the surface area of the ground floor level street wall between a height of two feet and 12 feet, or the height of the ground floor ceiling, whichever is higher, as measured from the adjoining sidewalk.



**FIGURE 5**

- ..... LOBBY ENTRY ZONE
- RETAIL FRONTAGE
- . - . - . NON-RESIDENTIAL FRONTAGE

**Figure 5 - Ground Floor Uses**

## **5. Parking and Loading**

### **a. Accessory Parking**

Accessory parking is not permitted.

### **b. Off-Street Loading**

Curb cuts providing access to off-street Loading Areas shall be located within the Loading Curb Cut zone shown on Figure 2. A minimum of two loading berths, each a minimum of 12 feet wide, 33 feet long, and 14 feet high, shall be provided.

Area will be provided within the building for off-street refuse storage and pickup.

A dedicated entry will be provided for off-street bicycle, pedestrian, or messenger deliveries.

## **6. Signage**

### **a. Permitted Signs**

All signs must be accessory to uses located within the building. Advertising signs are not permitted. Signage may not be located at a height more than 40 feet above curb level. Other than signage on canopies, awnings or marquees, no sign shall extend more than 12 inches beyond the street line.

### **b. Surface Area and Illumination**

On each frontage, the area of all signs combined, inclusive of building identification signage, shall not exceed five times the length of the street frontage upon which such signs are located, but in no event more than 500 square feet on each frontage. Non-illuminated or illuminated non-flashing signs will be permitted.

### **c. North Facing Signage**

Signage facing Liberty Park shall be limited to building identification or wayfinding signage and shall not be internally illuminated.

Where the northern Podium Façade facing the Through Site Connection is at least 20 feet from the northern boundary of the Development Site, the following commercial accessory signage shall be permitted to face the park on the northern Podium Façade:

- one 20 square foot internally illuminated, non-flashing cabinet sign, hung behind the façade, or



- two 10 square foot internally illuminated, non-flashing cabinet signs, hung behind the façade.

The top of such commercial accessory signs shall be no higher than 12 feet above the sidewalk.

**Attachments: Sections 7 & 9 of World Trade Center Commercial Design Guidelines**

Retail spaces are critical to the World Trade Center’s success as a lively, urban environment. At the same time, their character and locations must be balanced with sensitivity to the Memorial as well as the identity of other institutions and commercial considerations. This section establishes guidelines for retail spaces on the site, with particular attention paid to the relationship among retail, public concourses and streetscapes.

Confidential Draft

- Introduction** **7.1**
- Types and Character of Retail** **7.2**
- Storefront Guidelines** **7.3**
  - Above Grade Storefronts 7.3.1
- Storefront Entries and Identity Zone** **7.4**
- Exterior Accessory Structures** **7.5**
- Food Service Establishments** **7.6**

## 7.1 Introduction

Retail spaces at the World Trade Center site are critical to creating a lively urban experience. Street level retail will create an identity for the site at-grade and will provide for an engaging pedestrian experience, similar to Fifth or Madison Avenues. At-grade street entrances to shops are encouraged.

The retail spaces will also activate the system of underground concourses that connect through the site and will offer convenience to transit customers. The success and public image of the World Trade Center will depend on the quality and vitality of its retail spaces and its ability to enliven the streetscape.

Retail spaces must be carefully integrated into the overall World Trade Center development. They must assert their own character, while respecting the stature of adjacent uses. They must add energy to the site, and complement the contemplative and respectful nature of the Memorial. They must be allowed to develop their own image, and still fit within the larger identity of the site as a whole. Retail hours of operation should be maximized to enhance the quality of life for Lower Manhattan residents, workers and visitors.

Shopping in New York is defined by the energy and diversity of its retail. At-grade retail within the development is to embrace and reflect this spirit. However, care must be taken to maintain a high degree of consistency and quality in the expression of the retail in order to reflect the world-class nature of this development.

Storefronts, signs and brands need to be presented in a manner that respects tenant standards and has a coherent identity as part of the overall World Trade Center. Retail and office areas also serve as part of the transportation network as well as the base for office structures. The synergy that results from this mix of uses, and the prominence of public transit on the site, create the ultimate value to the retailer.

Servicing shall not be permitted from the curb, except in cases of a tenant that is isolated from service.

**FEBRUARY 07**

## Types and Character of Retail **7.2**

While the guidelines presented here do not set out permitted or prohibited uses, it is important to communicate the desired character of retail space on the site, so the nature of these establishments has a consistency and quality that strengthens the overall concept. The presence of retail will serve as the connective tissue between the various addresses of the development. It is important that the expression and character of the retail be of high quality.

First, development on this site must be of world-class quality. The international attention focused on this site, the number of visitors who will come to the site from around the world, and the prominence of the site in New York, all require that a high standard of excellence be achieved. Each tenant should move beyond the customary standards of their particular operation and strive for a design that reaches a greater level of refinement.

Second, it is important to consider the role of retail use on the World Trade Center site as it relates to the rest of Lower Manhattan. Other than the South Street Seaport at the opposite end of Fulton Street, no large concentration of retailers exists in Lower Manhattan. Retail at the World Trade Center will establish a high level of service, choice and convenience. Retail on this site should complement retail throughout Lower Manhattan and local retailers should be encouraged.

Third, the office lobby entrances, grouped along the Greenwich Street corridor, form a transitional element between the Memorial experience to the west of Greenwich and the retail commercial environment to the east along the Church Street corridor. To respect the Memorial, retail frontage and retail signage should be directed to the Church Street Corridor and cross street areas. Retail Signage should not be directed toward the Memorial.

As retail on the World Trade Center site is distributed among at-, below-, and above-grade locations, the emphasis in designing such spaces should be on maintaining a strong connection to the street. Ensuring access to light and views should be a key priority in the configuration of above-grade retail. Multi-level retail spaces are encouraged, providing a connection from the street to both above and below-grade retail spaces.

Finally, the diversity of people who will frequent the retail areas will suggest the range of commercial uses for the site. Nearby residents, commuters, workers, and tourists will all be retail customers. Each of the groups has different needs and interests and the mix of retail should take this diversity into account. Each of them is likely to travel along somewhat different paths. Each group's needs can be accommodated in appropriate locations on the site and will be determined by the Port Authority and their lessee in accordance with an appropriate merchandising plan approved by the Port Authority.

### **7.3 Storefront Guidelines**

The storefront articulates the transition between public areas and the commercial realm of the retailer. At the World Trade Center the storefront has a dual purpose: to allow the retailer to establish its image and also to create a consistency of design that connects each store to the larger context. This larger context suggests a common vocabulary of architectural expression for the storefront wall, specific to the base building that surrounds it.

See section 9, Signage Guidelines, for retail signage requirements.

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**FEBRUARY 07**

One of the most significant and visible parts of the World Trade Center site will be the street-level frontage of the various commercial buildings. The frontage will create a significant part of the experience for the pedestrians using any of the streets within or surrounding the WTC site.

In order to create an active, lively and vibrant public realm, ground floor plans, on Church Street, Fulton Street, Vesey Street, Liberty Street, Dey and Cortlandt, will be designed to "maximize" retail street frontage. The design must be consistent with first class building aesthetics and will include entrances for Class A Office tenants where circulation and security must be considered.

The final determination of the retail street frontage should include the following goals:

- Provide for the maximum amount of vitality and life along the street
- Provide sufficient amount of first class street-level retail to support that street life

Storefronts for above-grade areas should be integrated with the design of the individual buildings in which they are located. Therefore, there can be some variation from building to building, as long as several design principles are observed:

Storefront glazing should be clear glass, with at least two-thirds of the frontage transparent. Designers of structures should carefully consider the location of emergency exits and messenger entries so that openings do not conflict with retail frontage.

Mullion spacing materials, and proportions will be the result of decisions about the architecture of the structure above. There should be consistency between proportions, materials and details. Thus, the use of a uniform module is encouraged, but not required. All-glass or butt-glazed systems are preferred for storefronts. Introduction of opaque areas, such as stone or metal panels, is allowed, in patterns that relate to the building architecture.

Retail storefronts should be designed to be compatible with the unique architectural design features of the individual buildings within the World Trade Center site.

The following chart indicates the minimum retail frontages for Church and Fulton Streets. These percentages are based on the frontages of Towers 2, 3 and 4 only. The intent of these percentages is to maximize retail.

Minimum Retail Frontages along:

Church St (Between Vesey & Liberty St)	70%
Fulton St (Between Greenwich & Church St)	14%

## **7.4 Storefront Entries and Identity Zone**

Entrances into the storefronts can be accommodated in several ways. First, standard openings, accommodating a pair of glass doors (and optional sidelight), should be used by tenants with frontages 30 ft. or less. Doors that swing into concourses or sidewalks shall be recessed. Tenants whose frontage is wider than 30 ft. may use horizontally sliding sections of glass and metal door panels. The appearance of the entry when the retail space is closed must be given as much consideration as when the space is open. Security grills, if required, must be inside the glazing line and should be fully behind the storefront display zone. Fully opaque grills are prohibited. Door hardware shall be of high quality and shall be consistent with commercial building standards.

The first few feet behind the storefront is the critical zone for establishing the identity of the retailer. In this space, displays that establish a refined merchandising image are encouraged. The interior architecture of this zone can be tailored to meet the identity of the store. The use of color, varied materials, and creatively displayed merchandise are generally left to the discretion of the tenant. This area can be left open to allow views deep into the store, or can serve as a screen limiting views. Merchandise-intense outlets such as drug stores, book stores, newsstands, card shops, gift shops, food markets and the like should screen store interiors through well-designed displays facing the storefront. All materials used in the identity zone should be of the highest quality.

## **7.5 Exterior Accessory Structures**

In permitted areas, retail uses may extend beyond the limits of the storefront wall. This can occur in kiosks and temporary structures. Kiosks are semi-permanent retail structures where inventory and equipment can be secured over night. Temporary structures may include easily demountable tents or exhibit structures. They should be designed with a consistent look.

Kiosks and temporary structures may be permitted in areas where they can serve to enliven the location and that do not conflict with circulation routes or other programmed uses on the site. Temporary structures may be erected in Liberty Park, the WTC Hub Plaza, the Wedge of Light Plaza or other open spaces subject to approval. Special events in the Wedge of Light Plaza north of Fulton are limited to 12 days per year and if it is more than this would need the consent of the Tower 2 office net lessee and WTC Retail owner. All special events should be in keeping with the retail and office building entry environment.

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Temporary structures are permitted on Cortlandt and Dey only during “Special Events”, which shall be limited to no more than twelve (12) times per year. Such “Special Events” shall consist of arts, cultural or similar events held on weekends only and open to the general public, but may also include weekday or weekend commemorations or other events of public significance with respect to the World Trade Center site. A “Special Event” may continue for no more than a twenty-four (24) hour period, which will include pre- set-up and post-cleanup activity. The Port Authority or Net Lessee will inform City Planning at least two (2) weeks prior to such an event and shall provide City Planning with a list and description of all such events held during each calendar year by January 31st of the succeeding calendar year.

## Food Service Establishments **7.6**

Restaurants, cafes, food courts and other food service establishments represent unique challenges and benefits. These uses can activate and enliven spaces, but also can impact their surroundings if noise, odor and trash is not carefully managed. Therefore their locations and design need to be considered carefully. The location and design of outdoor dining areas should be temporary in nature with no permanent outdoor features and should not interfere with pedestrian flows and public access to walkways and public open spaces. Outdoor shades should be uniform in shape and color with consistent graphics.

Street level food service establishments must conform to the requirements of other retail spaces. Outdoor dining areas are encouraged.

Food service establishments are especially encouraged on second and third-floor levels. Seating areas should be located at the perimeter, adding visible life to the street. Service areas should be held back from the building perimeter.

All food service exhaust shall be coordinated with the commercial building mechanical system requirements.

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# Signage Guidelines

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## 9.1 Introduction

Environmental graphics and signage for the World Trade Center site require a visionary approach. From the use of names and nomenclature to the selection of typefaces and colors, each and every design decision must be carefully considered and thoughtfully reached in the context of the site as a whole.

The Signage Guidelines offer a framework for this decision making. They are intended to result in a harmonious and inspiring experience from the point of view of the user, whether it be the business commuter of today or the international tourist of tomorrow. Primarily as a user benefit, the signage is intended to provide information that simplifies, clarifies and enhances the user's visit to the World Trade Center site.

Through sound analysis, good planning and appropriate levels of consistency, the signage design at the World Trade Center site can create unified sense of place and leverage economies of scale in production and fabrication. A uniform signage program will give the World Trade Center site a unique identity and, in doing so, will knit together the many different program elements found on the site.

The end result should be a smart, attractive program that contributes to the WTC user and visitor experience and sets the standard for signage in the twenty-first century.

To achieve design integrity, these signage guidelines suggest the development of a "kit-of-parts" that contains a range of flexible, functional and complementary communication tools, and reasonable standards for their size, materials, placement, and other specifications.

The scale and complexity of the site's public spaces call for signage systems that include both dynamic and static components; accommodate both public information and promotional messages; and provide guest service and branding functions on an appropriate level. As such, signage will be an important link between the architectural environment and human behavior, helping people orient themselves, get where they want to go, and learn what they need to know, when they need to know it.

Fixed identification signs, directional signs, and safety and security messages will need to be visible, distinctive and durable, yet work in tandem with temporary information such as service and schedule notices. These graphics

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must also be distinguishable from PATH, MTA and commercial tenants' branding and serve their function within a potentially cluttered visual environment. The use of symbols, electronic displays and other media may be considered to complement the fixed, text-based communications, and to help overcome language and other physical and perceptual barriers.

### **OVERALL SIGNAGE GOALS**

There are several key goals that should inform the development of the WTC signage.

- Create spaces and places linked by a common signage thread that assimilate into a series of memorable experiences.
- Clearly identify the WTC as a single location/place and establish a common set of standards for the benefit of all stakeholders and tenants.
- Create a modern, elegant and sophisticated atmosphere that clearly conveys the individual identities of the stakeholders and tenants by employing simple, strong and legible design elements.
- Display and contribute to the perception of the WTC as a vibrant yet respectful place to visit.
- Present clear, concise information where and when users need it by using consistent messaging, logical naming, meaningful symbols, icons and logos.
- Design signs that are architecturally enhancing and compatible with their environment.
- Use cutting-edge, state of the art technology.
- Design a system that links adjacent destinations.
- Do not create distracting images, such as flashing signs or moving images.

## 9.2 Goals and Recommendations

### 9.2.1 Overview

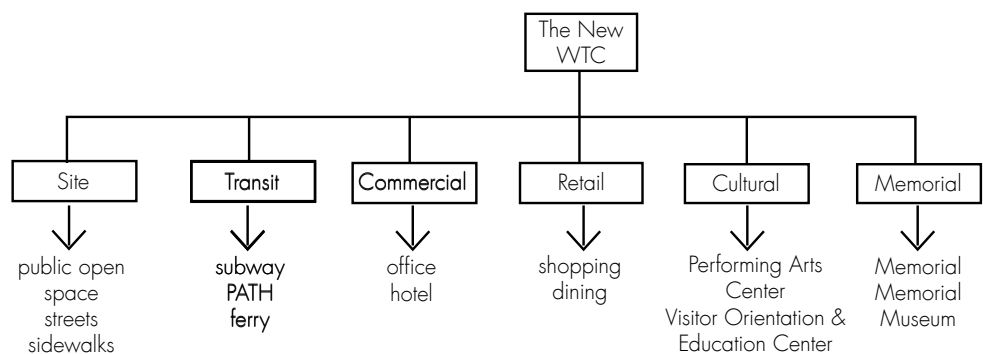
#### USERS

The new WTC site will be characterized by its many different amenities and populated by a wide variety of users. The people coming through this site will be there for any number of reasons, and possibly engage in more than one activity, for example:

- Memorial Visitor – shop – eat – visit memorial
- Transit Rider – transit – shop – eat
- Office Worker – transit – eat – shop – work
- Resident – recreation – transit – shop
- Cultural Visitor – culture – eat – shop
- Hotel Guest – eat – visit memorial – shop – transit – work
- Tourist – shop – eat

#### WAYFINDING EXPERIENCE

Signs play a major part in securing a user-friendly and cohesive experience for each of these user groups. The new WTC site will be physically integrated into the fabric of Lower Manhattan, therefore, identification signs need to help mark the transition between WTC and non-WTC buildings and public areas. As users enter the site, signs need to inform them about the different functions of the site and direct them from one to the other. Signs should consistently present and make a distinction between the different functions of the complex (transit, commercial, retail, memorial and cultural) and establish “paths” for the different users.



Following are further recommendations and guidelines per sign type. With the help of these recommendations, a meaningful and useful wayfinding and information signage system will be developed at the new World Trade Center.

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## COMPONENTS

Wayfinding and information systems provide the threads that carry people from all backgrounds, languages, and with varying destinations through a particular space. The system's success is based on its ability to communicate with the broadest audience and offer them a seamless wayfinding experience.

These are the functional elements that make up such a system:

*Placemaking*

*Identification*

*Orientation*

*Direction*

*Information*

*Interpretation*

*Retail*

Listed below are terms that will be used throughout this chapter:

**SIGN:** Any writing (including letter, word, or numeral), pictorial representation (including illustrations or decoration), emblem (including device, symbol or trademark), flag (including banner or pennant) or any other figure of similar character that is permanently affixed and used to advertise or identify a business via name or logo, the face of which shall not project more than 8" from the mounted surface.

**SECONDARY SIGNAGE:** Signage located at pedestrian level at or below eye site. They may occur in the lower 1/2 of the store façade. They should be 2-dimensional, applied directly to the glass or flush with the glass. It shall not be illuminated. These signs shall be the store name and/or logo only.

**ILLUMINATED SIGN:** A sign lighted by or exposed to artificial lighting either by lights on or in the sign or directed toward the sign.

**HALO EFFECT:** Backlit sign that incorporates internal illumination to create a glow effect against the back wall surface.

**FLASHING SIGN:** Any directly or indirectly illuminated, whether stationary, revolving or rotating, that exhibits changing artificial light or color effects by any means whatsoever.

**DYNAMIC SIGN or ELECTRONIC SIGN:** A general term used for signs that can be changed manually or electronically by an electronic device. Some of these require manual programming.

**LED (Light Emitting Diode):** Series of light panels that incorporate a 4-color system to create an image. They are programmed via computer systems with manual input. This results in a pixilated image.

**LCD (Liquid Crystal Display) TELEVISION MONITOR:** Receives

signals via computer or cable. Image is clear and continuous.  
PLASMA DISPLAYS: Similar to LCD technology, can be projected on a flat screen.  
FIBER OPTICS: A strand of light transmitting fibers used to illuminate from the back, side or front of signs.

## **9.2.2 Placemaking**

The act of placemaking requires clearly defining the WTC's role within Lower Manhattan. Environmental graphics play a crucial role in building the character and sense of place. The foundation of this character is established by the architecture, and complemented by landscape/streetscape design, interior design, and lighting.

The WTC site will serve as a major access point to transportation systems and destinations in Lower Manhattan. Its function as a major transportation, cultural and commercial destination for the City of New York is equivalent to that of Penn Station or Grand Central Station, therefore branding this site must take into consideration all the various user functions and constituencies.

### **Placemaking Goals**

- Design a family of wayfinding and environmental signs to unify the WTC Site under one identity and style, define its boundaries, and tie together the separate buildings and spaces.
- Create an identity that embraces the Memorial, commercial, cultural and transportation functions of the site.
- Create sub-identities that are compatible with the overall framework for WTC site signage but allow leaseholders to develop a clear identity.
- Create a strong graphic identity (logo) for the WTC that can be used in a variety of media (print, signs, video, etc.)
- Equip the graphic identity system with simple and bold colors palette, 3D forms, typefaces, lighting and materials that reinforce the character of the architecture.
- Use environmental graphics to welcome visitors to the Site and allow them to experience a sense of security and confidence in their navigation of the space.

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Identification signs are visual markers that indicate the name and function of a place or space. They appear at the beginning and end of routes, including entrances and exits to destinations within larger destinations and clearly mark the transition from one kind of space or function to another. The development of a distinctive design vernacular for identification signs can contribute to a cohesive identity to a place. Legibility, visibility and consistency of identification signs and their components need to be maintained throughout the system.

### Identification Goals

- Design a family of wayfinding and environmental signs and directories to unify the site under one identity and style, define its boundaries, and tie together the separate buildings and spaces.
- Establish consistent locations for identification signs throughout the site and ensure that the architecture has allowances for these elements.
- Develop a comprehensive and changeable map graphic that can be easily updated.
- Create a cohesive and consistent naming system for the parts of the site: buildings, building entrances, transit facilities, retail sectors, and public areas (open spaces, Memorial), that helps unify the place and respects the needs of tenants of particular buildings.
- Select a main identification material or colors for WTC signage that provides the right balance of contrast and harmony in the architectural setting.
- Select materials and forms that reiterate the significance of the site.
- Create identity elements strong and bold enough to stand out among the crowded and fast-paced environment, yet express the respectful and solemn character of the site.
- Use standard English, and international symbols wherever possible to address the cultural diversity of WTC visitors.

Applications of identification signs are usually in the form of illuminated or non-illuminated dimensional letters, logos or sign plaques that are mounted to wall surfaces. At the WTC site, these should be located at:

- Building entrances and lobbies
- Entrances to the PATH and MTA systems
- Retail entrances
- Public facility entrances

#### 9.2.4

#### Direction

Directional signs are the main thread of any wayfinding system as they provide immediate information for users to navigate public places. This type of sign routes pedestrian traffic between main entrances, key decision points, destinations and exit points by using type, symbols and arrows. Directional signs should harmonize with the architecture yet be distinguishable enough to be recognized by the user. The information should be simple and visually categorized for easy navigation throughout the facilities. Connections to the office buildings should be clearly linked and visible to visitors and tenants alike.

A comprehensive wayfinding directional system needs to be created to guide users around the WTC site and to nearby destinations. Exterior directional signs need to direct users to destinations within and adjacent to the site (i.e., WFC, Battery Park, A/C/E subway station, Wall Street, etc.). These signs could be freestanding structures, outside the PATH Terminal, located on sidewalks, plazas and parks when necessary, where they clearly direct visitors to the various destinations, but should be integrated into the architecture/building so as not to distract pedestrian pathways or views.

The use of symbols and terminology on directionals must be consistent in tone and graphic style, with simple English messages being the primary language. This will ensure a universal understanding of sign messages among the cultural and linguistic diversity of WTC visitors.

Investigations should be made into designing and integrating the wayfinding, retail, office, transportation and cultural signage into an electronic broadcast signal downloadable to pdas, phones and other electronic devices using new technologies (WiFi/R.F. and GPS).

## Direction- continued

### Direction Goals

- Use clear and easy-to-remember messages, symbols and forms for directional signs.
- Use standard English, and recognizable symbols wherever possible to address the linguistic and cultural diversity of WTC visitors.
- Locate directional signs at key decision points in visible locations, minimizing the blocking of views.
- Select a typeface, colors, layouts, materials and forms that lend themselves to simple and clear signs.
- Categorize directional sign messages by function: Cultural, Memorial, Transit, Commercial Office and Retail.
- Direct visitors from the periphery of the site to adjacent Lower Manhattan destinations (Statue of Liberty, World Financial Center, Battery Park City, Financial District, South Street Seaport, etc) using the Alliance for Downtown New York (ADNY) standards.

## 9.2.5

### Orientation

Orientation signs help situate users within their surroundings by showing an abstracted overview of their environment. Spatial orientation is typically achieved through a comprehensive site map at intensive decision-making points where overall orientation is needed and feasible. Orientation signs should be supported by the system of directional and identification signs that assists visitors in making decisions about vertical and horizontal circulation into other levels. If located in outdoor areas, orientation maps should offer an understanding of the entire site within its vicinity. If located inside, they should offer an understanding of both horizontal and vertical circulation marking important access and exit points.

Orientation signs should show the exact location of the user, "You Are Here," within his/her surroundings. Each level should display plans (axometric or flat) of all other levels along with directory listings. These listings can be in alphabetical order or any other method of categorization that facilitates and expedites wayfinding. Due to the changing nature of this information, changeable technology and electronic maps should be considered.

Orientation signs are typically freestanding units to allow visibility to a large number of users simultaneously. If space does not allow, they can be wall-mounted. These signs need to be located in appropriate locations where they do not obstruct the circulation of the visitors, especially in areas of high pedestrian traffic or views to important destinations.

These units should be made out of strong and durable materials that can withstand the everyday use of visitors. Although natural and artificial light will be present in some parts of the below-grade concourses, interior or indirect illumination of these signs is recommended to attract visitors.

## Orientation - continued

### Orientation Goals

- Make the user/visitor experience clear.
- Create a comprehensive directory system with maps and keys that has both fixed and changeable elements.
- Have both indoor and outdoor versions of the directories at appropriate scales for the setting and context.
- Create an orientation map for the whole site showing all levels and access points (consider both flat graphic and axonometric views) and keys to important tenants and services.
- Display all maps in the same orientation (North-South).
- Research the best available technologies for fixed and changeable displays.
- Orient visitors from the periphery of the site to adjacent Lower Manhattan destinations (Statue of Liberty, World Financial Center, Battery Park City, Financial District, South Street Seaport, etc.) using ADNY standards.

## 9.2.6

### Information

Information signs display constantly changing information such as time, temperature, stocks and headline news. In a transportation environment, these signs convey the most important information to the commuter: ticket fare, route maps, and schedules. Because information is never static, dynamic electronic display cases (such as LED or LCD) are often employed.

It is important to determine essential information from non-essential information within each space. A time display is important in a waiting area. Sometimes information displays can become important site-specific or civic landmarks. The clock in the center of Grand Central Station is such a civic landmark.

Adequate provisions for information intensive facilities must be in place prior to construction as the accuracy and quality of these displays will effect the use and perception of the Site as a whole. State-of-the-art technology will provide users with important to-the-second information.

The size, color and quality of the image should be clear, with sufficient resolution for the desired viewing distance. For crucial transit-related information such as emergencies, delays and changes in schedule, the unit should be able to display special message signals and provide clear instructions to the public. Given the evolution of technology, it is worth exploring interactivity between users and information displays through web applications and wireless technologies.

## Information- continued

### INFORMATION GOALS

- Identify areas where digital, electronic or mechanically animated signs are appropriate and develop a comprehensive technology signage program (transit, schedule, on-site events, local/national/global news, other relevant data: stocks, weather, etc.).
- Do not create distracting images, such as flashing signs or moving images. Flashing words or overlapping moving photo images and text are not permitted.
- Encourage the remote interactivity between visitors and personal information technology (web, kiosks, PDA's etc...).
- Explore technologies and display systems that will enable the accessing of information in a variety of languages.
- For exterior areas, the design of any information stanchions or boards should be considered and coordinated with the information, location and sign cases designed by ADNY.
- Informational signage shall not be used for private or promotional goals.

## 9.2.7

### Interpretation

Interpretive signs form the educational and cultural component of a sign system. They offer, among other things, relevant historical, cultural, architectural or scientific information for the viewer to gain a deeper understanding of his or her surroundings. They can also serve as inspirational objects that allow people to interact and feel part of the space.

Interpretive signs can take the form of installations (interior or exterior), public art (sculptural) or more traditional exhibit signs with text and image. Locations for interpretive signs should be identified and assessed in relationship to wayfinding components. Therefore scale, location, materials and safety should be carefully considered.

There will be opportunities to place interpretive signs at different locations in the new WTC complex. At ground level, various architectural features such as Wedge of Light Plaza, Sept. 11th Place and the Memorial itself will offer interpretive opportunities to the general public.

#### Interpretation Goals

- Educate the general public about the past, present and future of the WTC Site.
- Create an environment of solemnity for September 11th victims and their families.
- Ensure that the Memorial is the most prominent interpretive element on the site and that other gestures don't compete with it.
- Collaborate with artists to create interpretive public art.
- Explore media and technology for interpretive and public art pieces throughout the WTC site.



**Advertising Goals**

- No commercial outdoor, exterior advertising such as sign boards visible from any public street or open space is permitted.
- Special event signage/advertising can be permitted (e.g. three sheets, cultural event signage, etc.).

## 9.2.9

### Retail

Retail space will be a significant component of the WTC Site. The new development will feature significant retail areas both at and above street level (exterior) and at below grade concourses. Both areas will require specific signage guidelines to support the intended character of the various interior and exterior spaces, and shall be compatible with the unique architectural design features of the individual buildings. The design criteria shall be subject to the approval of the office building architect and the Net Lessees.

#### Retail Goals

- Encourage the use of simple and clear graphic treatments for retail signage.
- Find the right balance of harmony and diversity within the various retail signage areas.
- Respect the constraints and opportunities of different kinds of environments on site in creating signage standards: interior site streets vs. exterior site streets, ground floor lobbies vs. underground concourses.
- Acknowledge the need for retailers to express their brand identities and make their identity visible from more than one point of view.
- Create detailed guidelines for location, scale, material and construction of retail signage that will fit comfortably within the architectural settings and acknowledge retail presences.

Three types of signs will be needed:

- Identification signs for individual stores.
- Interior orientation directories to describe the locations of the stores and retail areas.
- Directional signs guiding people to major areas of the retail complex.

A basic style for the overall retail complex within the WTC site will need to be created with guidelines for signage, pageantry and event information. If this retail center will be managed and named as a single retail destination, a compelling graphic identity will be required to market it as such.

Preliminary interior retail guidelines have been established in chapter seven of this report. More specific exterior retail guidelines will be found in section 9.4 of this chapter. Once the architectural design is finalized, it will be possible to develop more specific (architecturally related) retail guidelines.

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# 9.3

## Sign Types and Locations

### 9.3.1

### Sign Type Diagram

#### LOCATIONS PER CATEGORY

Site	Transit	Commercial	Retail	Memorial	Cultural
Wedge of Light	PATH terminal	Towers	Above-grade	Memorial	Perf. Arts Center
HUB Plaza	MTA stations	Hotel	Street level	Mem. Museum	Visitor Orientation & Education Center
Liberty Park		Lobbies	Below-grade		St. Nicholas Church
Sept. 11 Place		Ob. Deck			
Washington Place					
Sidewalks					
Streets					
Parking					
Delivery/Service					

#### SIGN TYPES PER CATEGORY

Site	Transit	Commercial	Retail	Memorial	Cultural
<b>Exterior:</b>	<b>Exterior:</b>	<b>Exterior:</b>	<b>Exterior:</b>	<b>Exterior:</b>	<b>Exterior:</b>
Site ID's	Bldg Entrance ID's	Tower ID's	Retail Area ID	Memorial ID	Building ID's
Area ID's	Street Access ID's	Hotel ID's	Store ID's	Orientation	Entrance ID's
Site Maps	(PATH/MTA)	Lobby ID'S	Ped. Dir.	Ped. Dir.	Directionals
Site Info	Ped. Directional	Orientation	Regulatory	Orientation	Pedestrian Directional
Interpretive				ADA	Regulatory
Vehicular Directional					
Pedestrian Directional					
Interpretive					
Pageantry					
Site Regulatory					
Site Informational					
Parking Entrance ID's					
Parking Regulatory					
Parking Directional					
Public Art					
<b>Interior:</b>	<b>Interior:</b>	<b>Interior:</b>	<b>Interior:</b>		
Delivery ID's	Platform ID's	Lobby ID's	Store ID's		
Site Regulatory	Orientation	Elevator ID's	Orientation		
Parking Regulatory	Regulatory	Directories	Directional		
Parking Directional	Information	Fire Code	Regulatory		
ADA	Advertising	Advertising			
Site Maps	Concourse ID's	Information			
Site Info	Zone ID's	Stair ID's			
	Elevator ID's				

**SIGN TYPES PER FUNCTION**

**Placemaking Sign Types**

**Exterior**

- Site Monument
- Building Monument
- Transit Marker
- Public Art Installation

**Interior**

- Wayfinding/Information Marker
- Public Art Installations

**Directional Sign Types**

**Exterior**

- Directional
- Freestanding
- Building Mounted

**Interior**

- Directional
- Overhead
- Freestanding
- Wall Mounted

**Orientation Sign Types**

**Exterior/Interior**

- Directory
- map
- listings

**Identification Sign Types**

**Exterior**

- WTC Identification
- Building Identification
- Building Entrance Identification
- Underground Parking Identification
- Service Entrance Identification
- Parks and Open Space Identification
- Transit Access Marker

**Interior**

- Lobby/Commercial Tenant Identification
- Elevator Bank Identification
- Exit Identification

**Information Sign Types**

**Exterior / Interior**

- time
- weather
- traffic
- community events
- memorial events
- stocks
- news

**Advertising Sign Types**

**Interior Only**

- Freestanding displays
- Wall-mounted displays

**Interpretation Sign Types**

**Exterior / Interior**

- Interpretive text/graphic panels
- Installations
- Murals
- Public Art

**Retail Sign Types**

**Exterior /Interior**

- Retail Store Identification
- Area or Zone Identification
- Directional
- Directory

This section will provide more specific guidelines for the following components of the signage system.

- Site Signage Guidelines
- Illumination Guidelines
- Exterior Site Signage Guidelines
- Ground Level Exterior Retail Guidelines
- Above Ground Level Exterior Retail Guidelines
- Anchor Tenants Exterior Retail Guidelines
- Commercial Signage Guidelines

Interior retail signage guidelines will be provided by the PANYNJ. Memorial and cultural signage guidelines will be established once the programs and/or design for these areas are more fixed.

#### 9.4.2 Site Signage Guidelines

1. Comprehensive WTC signage design standards shall be developed for the site and will address directional and wayfinding signage. A strategy for consistency among signs will be developed.
2. The WTC signage design standards shall define a design vocabulary for directional, wayfinding and public open space signage identifying the primary materials, signage location zones, typefaces and standards for consistent fabrication and installation.
3. Signage materials will be compatible with the architectural palette of the building.
4. The graphic design for signage should be simple and clear. Names, and their supporting logotypes are to be the primary identifiers for stakeholders and their tenants.
5. Sign materials should be fade and vandalism resistant to ensure durability, and should be appropriate to the dignity and significance of the WTC setting.
6. All identification signs within the WTC site shall follow these design guideline standards with the following exceptions below. However, the agencies below, while exceptions to the rule, will be encouraged to follow the design standards to reinforce design vocabulary for all sign types:
  - i. Transit signage will conform to the appropriate agency standards, i.e. PATH or MTA.
  - ii. Memorial and cultural signs may have separate and unique identities.
  - iii. Street name signs within the WTC site shall follow the ADNY standards for street name signs.
  - iv. All traffic signage shall conform to DOT traffic signage standards.
7. All exterior signage shall be accessory to uses on site, however consideration should be given to certain signage for off-site destinations in Lower Manhattan including the ADNY signage standards.
8. No commercial outdoor, exterior advertising such as sign boards visible from any public street or open space is permitted. Public event/special event signage/advertising is permitted (e.g. three sheets, cultural events, etc). International and/or site specific symbols should be used wherever possible to encourage communications with international visitors.
9. Freestanding signs shall be limited to transportation, cultural (within the cultural parcels), memorial, public event, special event and wayfinding uses and be of an appropriate height to ensure visibility but yet not overwhelm the WTC setting. The placement of such signs shall not impede pedestrian flow. and should be limited to cultural and open space parcels excluding the north side of the wedge of light.

10. The number of regulatory signs should be minimized by integrating the messages into other sign type components and so as not to encourage the proliferation of signage on site.
11. Orientation (i.e. site maps and directories) and event information signs shall be placed in appropriate locations, key places on buildings and/or specially designed cases. Movable freestanding units of this sign type are prohibited.
12. There will be no signage above the highest level of publicly accessible retail.
13. Transit signage on the buildings will be located in the Architecturally Designated Sign Zone defined below.

#### **Exterior Site Signage Illumination Guidelines** 9.4.3

It is the intent of the design guidelines to develop standards for signage lighting that create a distinctive appearance across the WTC site, reinforcing the project as a whole but still allowing for creative diversity to be expressed. These guidelines cover exterior site, retail and commercial signage.

1. A sign's primary lighting shall be consistent.
2. Internal illumination of letters with translucent through returns is permitted.
3. Exposed neon is not permitted.
4. Signage with translucent, lighted faces or backgrounds visible from any WTC public open spaces are not permitted; however, translucent, lighted returns, halo lighting and indirect illumination by a remote source are permitted. Additional standards for the various uses that address lighting will be created in the future.
5. Flat screen digital or other dynamic signs are not permitted.
6. No flashing signs are permitted. No internal illuminated boxes or box letters with translucent front faces are permitted.
7. Projected images on sidewalks or other public spaces are not permitted.

#### 9.4.4 Ground Level Exterior Retail Guidelines

These guidelines apply to ground level retail identification signs.

1. One Primary Store Identification Sign is permitted per storefront entry. This Primary Sign will be located in the Architecturally Designated Sign Zone (as defined below). In cases of more than one level above-grade occupied by a single tenant, additional primary signs shall be permitted, following the guidelines for those façade locations (see "above ground level exterior retail guidelines" below).
2. The Architecturally Designated Sign Zone shall be as defined by the office building architect and the retail developer in collaboration with the Port Authority and New York Department of City Planning to be compatible with the unique architectural design features of the individual commercial office buildings within the World Trade Center district.
3. Each store may have one Primary Sign per level, per side of the building on which it fronts but will not face the Memorial directly.
4. No sign shall be larger than 65 SF. The maximum size of a sign for a major anchor (with a program over 40,000 SF) will be subject to review by the Design Guidelines Committee.
5. Two Secondary Signs are permitted per storefront entry no larger than 4 SF each.
6. No attached canopies or awnings shall be used for signage purposes.
7. No permanent freestanding store identification signs or other freestanding sign types are permitted in front of the retail façade.
8. Paper and temporary signs may not be affixed to the storefronts.
9. Any signage, additional to the Primary and Secondary signage, installed more than 3' behind the glass shall not be counted as part of the signage allotment.
10. Retail signage should not be permitted to face the Memorial directly or into the commercial office building lobbies that are located on Greenwich Street and therefore visible from the Memorial.



## Above Ground Level Exterior Retail Guidelines 9.4.5

These guidelines apply to above ground level retail identification signs.

1. One Primary Store Identification Sign is permitted per level, per exterior facing storefront. This Primary Sign will be located in the Architecturally Designated Sign Zone (as defined below).
2. No sign shall be larger than 65 SF. The maximum size of a sign for a major anchor (with a program over 40,000 SF) will be subject to review by the Design Guidelines Committee.
3. The Architecturally Designated Sign Zone shall be as defined by the office building architect and the retail developer in collaboration with the Port Authority and New York Department of City Planning to be compatible with the unique architectural design features of the individual commercial office buildings within the World Trade Center district.
4. Interior Primary Signage above ground level is defined as any signage installed inside the façade, within 3' of the glass, in the Architecturally Designated Sign Zone.
5. Secondary external signage is not permitted above grade level.
6. Paper and temporary signs may not be affixed to the storefronts.
7. Any signage, additional to the Primary and Secondary signage, installed more than 3' behind the glass shall not be counted as part of the signage allotment.

## Commercial Office Signage Guidelines 9.4.6

The following guidelines give parameters for the identification of the major towers, the entry points and the key commercial tenants of the WTC complex.

1. Each of the five towers of the WTC should be identified by name and/or address with a building mounted sign. Tower lobby entrance signs should provide building major tenant ID in the Architecturally Designated Sign Zone.
2. Each office tower shall be permitted one primary sign per lobby entry.
3. Two Secondary signs per entry no larger than 4 square feet each are permitted for major office tenants occupying more than 20% of the total rentable square footage of the building and must be located in the Architecturally Designated Sign Zone.
4. Exterior entrance ID signs shall be static signs, with no dynamic digital or LED/LCD or other video components.
5. The maximum size of a sign is 100 SF.

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## **9.5 Design Considerations**

### **9.5.1 Overview**

Designing a signage system for a mixed-use development such as the new WTC site requires an awareness and understanding of multiple and interdependent design elements, all of which play an important role in meeting the needs of the system and its users. The following section outlines these elements.

These are the primary design considerations:

*Placement and Architectural Context*

*Visual Character*

*Languages*

*Symbols*

*Naming*

*Lighting*

*Existing Identities*

*Technology and Media*

*Sustainability*

**FEBRUARY 07**

A signage system that is well integrated with the architectural environment provides visitors with a seamless and effortless wayfinding experience. To achieve this, the sign system should have its own identity yet be visually integrated within the architectural environment; be simple and strong enough to complement the variety of architectural styles that will coexist at this site; be bold enough to stand out in an information intensive environment, saturated with images and media, with varying material surfaces; and have a clear and consistent relationship with the architectural forms within the space.

Each building will be designed in phases and by different architects with varying functions and components within each structure. Therefore, signage will play a key role in visually unifying the site. Though signs naturally weave their way through architectural forms, they need to hold a place for themselves and have a distinguished presence.

**Public Art and Sculpture**

Public art and sculpture can be important wayfinding tools and markers, helping the user to orient oneself as well as create a memorable sense of place. Important provisions and considerations should be given for the placement of and for works that can assist in the wayfinding experience.

Color is a powerful tool for wayfinding and orientation graphics at transportation facilities. It has three primary functions: to create identity, to code information, and to create a sense of place.

It is necessary to select 2-3 colors of appropriate contrast and value as a basic starting palette before applying color to the different sign components. This palette should then be finalized once the designer is familiar with the exact selection of architectural materials, lighting elements and other formal components of the space. The WTC site has ample space to display signs, overhead or freestanding, with large and legible messages and bold colors. The degree to which this is implemented, depends on more in-depth color studies.

The current architectural guidelines recommend the use of metal and glass in many parts of the commercial development. The sign designer should consider fabrication materials for overheads, kiosks, display cases, etc. that complement and enhance the color scheme and structural quality of these architectural materials.

## Visual Character: Color

### Color for Identity

A consistent color palette creates a WTC complex identity and gives a unified character to the entire site, including its exterior paths and open areas, commercial towers, interior underground concourses, and transit areas.

### Color Coding

Color coding is used to categorize information and give it a hierarchy. If used with clarity and consistency, color can be an identification tool that helps group destinations, or areas and orient users to them. At the WTC site color should be used to help distinguish the functions of the different destinations: memorial, transit, cultural, office, retail and public open space.

### Color for Placemaking

Color can also be used to give a sense of place in an environment. This use of color encourages visitors to enjoy their journey from point to point, and also functions as a landmarking device. At the WTC site this use of color can happen on architectural features, public art (monuments, sculptures and installations), interpretive signage and exhibits.

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Typography is a basic design tool to help define the character of a graphic system and to create a sense of place and identity for any given space. It is also a critical component in determining the legibility of an information system. A distinctive typeface shall be developed.

An appropriate typeface should be created or selected based on the following criteria:

- Legibility and clarity
- Style
- Variety of weight and styles available
- How well the typefaces complement and coexist with existing identities and environments

Type size and stroke weight play key roles in the delivery of wayfinding information. To succeed at it, the designer should first identify optimum viewing distances for each sign type. Then, by combining various type sizes and weights, the designer should establish a hierarchy of information based on the needs of the users and the space.

All signs should follow the minimum Americans with Disabilities Act (ADA) requirements for cap heights and raised lettering. For example, a 3" minimum cap-height is required on overhead signs while 5/8" minimum cap-height is required on public wall-mounted signs.

### **9.5.5 Visual Character: Scale**

Wayfinding elements should relate to their environment, being bold or modest when appropriate, without becoming a physical obstruction or distraction. Scale controls the legibility and visibility of sign messages while also determining the impact of signs as objects.

At the new WTC site, there will be opportunities for both large and small scale signs within the system. Choosing the right scale will depend on spatial, operational and aesthetic factors. For exterior identification, free-standing signs are possible in plazas or near building entrances with actual building entrance identification signs directly on the entrance portal. In open areas, freestanding signs should be located within a clearance radius of 3' to 5' to allow for up close reading of small text. The placement of such signs shall not impede pedestrian flow

The strength and durability of signs should be evident to the users, inspiring trust in them as objects and as reliable sources of information. The materials and applications chosen should be innovative, to reflect the significance and visionary spirit of the site, but within the limitation of cost, maintenance and sustainability. Signs should be made of durable materials that are well fabricated, assembled and installed.

In addition, the selection of materials should support the design choices of the system in the following categories:

- Color palette and color stability
- Visual impact
- Character
- Visibility and clarity
- Sustainability

New signage materials and applications (such as titanium, resins, LED, LCD and fiber optics) are constantly being developed for construction. The choice of materials for signage should reflect the contemporary and progressive spirit of the WTC development.

### **9.5.7 Languages**

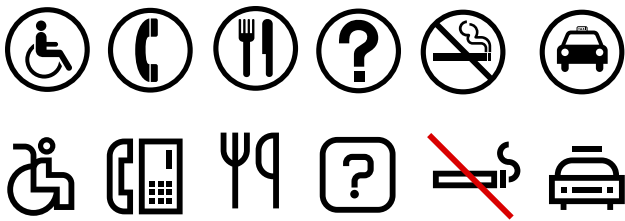
As the international language of business and science and the standard language used at transit facilities in New York City and around the USA, English should be the primary language used on signs at the WTC site. In terms of scale and legibility, it would be counterproductive to include multi-lingual messages on all wayfinding signage when the use of symbols can relay the information effectively. Other languages could be featured on interpretive and information signs, but should be decided on a customized basis.

#### **Americans With Disabilities Act (ADA)**

ADA requires Braille and raised lettering on wall mounted interior signs which is achieved through various fabrication technologies. In addition, other communication methods such as sound, color codes and visual displays address the special needs of visitors with different disabilities.



Symbols are the universal language that convey information quickly and efficiently. At an international destination like the WTC site, symbols can be the best method for international visual communication. A symbol family should be made to complement typographic styles, weights, colors and forms and to ensure consistency and clarity. Guidelines should be created for the application of symbols on each of the sign family's types.



### **9.5.9 Naming**

Well considered naming can make the difference between a user-friendly and welcoming place, or a confusing maze with indistinguishable destinations. The opportunity exists to get the naming and nomenclature right, from the beginning, and for all of the pieces to fit together into the larger whole.

#### **Naming Components**

Some names have been well considered: September 11th Place, Wedge of Light Plaza, Liberty Park. Other place names designating levels, entrances, retail and commercial towers should be considered within the place as a whole and contribute to its cultural and historic significance as well as its context within the city, and may change.

These names will ultimately appear on signage and ideally should support a developed wayfinding logic of locating destinations within the site, both horizontally and vertically in space. Careful thought should be given to the naming process rather than simply adopting a working name from the design and planning documents.

Both artificial and natural light will play a powerful role in wayfinding and landmarking at the WTC site. By specifically illuminating architectural elements or consequently not illuminating them, lighting can literally tell the public where to look. In addition to giving us the ability to see, lighting can also play a theatrical role and create a mood. Although it may seem subtle, lighting is a dynamic medium for finding, understanding and creating meaningful spaces.

### **Lighting as Wayfinding**

Lighting can become an instinctual landmarking and wayfinding tool because of the human tendency to gravitate towards light. When traveling vertically from underground, visitors can follow daylight to street level exits. Ample light can create a sense of security and therefore, pull people away from traveling through darker, non-public areas.

Consistent sign visibility is important throughout the WTC site. The amount of ambient natural or artificial light in a particular location will determine if signs need exclusive illumination. This can be achieved through internal illumination where the light source is housed within the sign, or a nearby focal light source incorporated into the architecture. Fluorescent, incandescent, fiber optic, LED, and shielded neon are all potential options for lighting signage. Their application depends on many other design and material decisions. In addition to its visual impact, maintenance, longevity, durability, cost and energy consumption must be considered when exploring various lighting options

9.5.11

Existing Identities

Logos and brands are abundant in and around the WTC site. It is their primary function to identify existing services and vendors, allowing quick recognition as transportation, business, retail and cultural amenities.

The examples below illustrate and compare the wide variety of existing services and organizations and their respective logotypes at the WTC site, and around Lower Manhattan. Because they contain multiple colors and complex shapes, these logos should be used minimally on overhead directional signage where legibility is of utmost importance. They can be used on orientation directories and identification signs where appropriate. Specific logo and branding guidelines should be established with the signage design.

Port Authority



MTA



Battery Park City



New York Waterways



Other Area Logos



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Signage should take advantage of the ever evolving technology and information delivery systems. Today, with new technologies, signs can be informative and constantly updated for delivering a variety of messages and information as needed by users. The particular media (or content) for these kinds of signs includes advertising, news and transit information.

Dynamic signs can be changed manually or electronically by a timed device, or a triggered reaction to an event- such as the arrival of a train. With new display technologies (such as LCD and plasma) becoming more integral to sign systems, bulky CRT tubes or projected images are no longer relied upon. Thinner, more colorful and flexible materials are being developed to change the shape and information contained in signage. It is not unusual for new technologies to have less than a 10 year life span before they become outdated or even obsolete. Therefore, constant update and exploration of new technologies is a must.

There are various standardized systems that deliver up to the minute travel, transportation and weather information from various sources.

#### **Types of Technologies in Signage**

- Wireless devices, WiFi (wireless fidelity) networks, GPS, PDA and other infrared devices
- Integrated information systems, that synchronize and share data amongst networks such as transportation, weather and travel information
- New technologies for changeable graphics, LCD, plasma displays
- New and rediscovered or repurposed materials: metals, resins, LED, fiber optics, flexible displays

**9.5.13****A Sustainable Signage Program (Maintenance, Changeability, Etc.)**

The sign system at the WTC site will need to be flexible for future expansion since the implementation of the sign system may happen over the course of several years. Durable materials and fabrication of the sign system will ensure easy long-term maintenance and reduce the possibility of damage and vandalism in exposed locations. When designing the sign system, the following issues should be considered:

- A modular or kit-of-parts design which is efficient in production and flexible for future expansion and updating
- Locations in places that minimize maintenance and replacement
- Vandal and tamper resistant
- Affordable materials and repairs

FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Regional Council Award – Rochester (Finger Lakes Region – Monroe County) – The Strong Museum Portal of Play (POP!): The Gateway to the Neighborhood of Play Capital – Regional Council Capital Fund – (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

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ESD Directors' Summary

The Strong National Museum of Play (“The Strong” or the “Museum”) is a highly interactive, collections-based museum devoted to the history and exploration of play. It is a tourist destination and a major attraction for children of all ages to the City of Rochester. The construction of a 29,000-square-foot Welcome Atrium and 5,000-square-foot Portal of Play will create an architectural focal point in the nearby Neighborhood of Play transforming the city landscape and driving tourists and economic activity to the Museum and surrounding area.

The Strong received a \$20,000,000 URI award for the Museum expansion in 2017, but due to pandemic delays, overall project costs increased creating barriers for them to accomplish their vision for the museum expansion. Therefore, the Strong applied for funding through Round 11 of the Finger Lakes Regional Economic Development Council’s (“FLREDC”) Consolidated Funding Application process to build the Portal of Play and Welcome Atrium. Based on the FLREDC recommendation, Empire State Development (“ESD”) staff signed an Incentive Proposal with the Grantee in April 2022 agreeing to pay a portion of the costs to build the Portal of Play and the Welcome Atrium with a grant award in the amount of \$2,000,000. The Strong will contribute \$1,505,000, or 10% of its own equity, into the project. The total project cost is \$15,050,000.

The Grantee has completed the project as outlined in the incentive proposal, and ESD is now recommending that the Board authorize the release of project funds.

## General Project Plan

### I. Project Summary

Grantee: The Strong National Museum of Play (“The Strong” or the “Museum”)

ESD\* Investment: A grant of up to \$2,000,000 to be used for a portion of the cost of construction, renovations, architectural design and other soft costs

\* The New York State Urban Development Corporation doing business as Empire State Development “ESD” or the “Corporation”)

Project Location: One Manhattan Square, City of Rochester, Monroe County

Proposed Project: Construction of the Strong National Museum Welcome Atrium and Portal of Play (“POP”) gateway building

Project Type: Expansion of existing facility

Regional Council: The project is consistent with the Finger Lakes Regional Economic Development Council Plan to advance arts and culture, revitalize downtown and spark tourism.

### II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Construction/Renovation	\$12,040,000
Soft Costs (Architectural Design)	<u>3,010,000</u>
Total Project Costs	<u>\$15,050,000</u>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>	<u>Rate/Term/Lien</u>
ESD-Grant # 134,990	\$2,000,000	13%	
Bank Financing	11,545,000	77%	2.81% /15 yrs/ 30 yr amort
Company Equity	<u>1,505,000</u>	10%	
Total Project Financing	<u>\$15,050,000</u>	<u>100%</u>	



### III. Project Description

#### A. Company

- Industry: Museum and Cultural Institution
- Grantee History: Chartered in 1968, Margaret Woodbury Strong Museum opened in 1982 and has expanded twice, nearly doubling its physical footprint to 285,000 square-feet and making it one of the nation’s largest history museums. During this time, The Strong has become the world’s only collections-based museum devoted to studying the critical role of play in human development and has amassed the most comprehensive collection of play-related artifacts anywhere. The Museum has acquired the National Toy Hall of Fame and established the World Video Game Hall of Fame, International Center for the History of Electronic Games, Brian Sutton-Smith Library and Archives of Play, Woodbury School, and the *American Journal of Play*. In addition, The Strong has grown its annual attendance from 69,000 to more than 550,000 for the past 10 years and has established multiple national and international partnerships with universities, other museums, and play-related organizations.
- Ownership: The Strong is a privately owned 501(c)3 organization
- Size: The Strong is housed in a 285,000 square-foot building located in downtown Rochester, and currently has 183.5 full-time employees.
- Market: The Strong primarily serves children and families, but the Museum also welcomes diverse audiences of adults, students, teachers, scholars, collectors, and others who study play. The Strong has no significant competition in the region and has been recognized by Family Fun Magazine readers as the number one favorite family vacation destination in the nation.
- ESD Involvement: This project is an opportunity for The Strong to build on their 2017 URI award for the Museum expansion and creation of the Neighborhood of Play, which includes a new entertainment venue at the Museum, a family-oriented 125-room hotel, 200 residential units, 20,000 square-feet of retail and restaurant space, and an easily accessible parking garage to serve the Museum and hotel guests. The Museum expansion project suffered significant delays due to the pandemic, and they had a variety of supply chain issues as well. This led to a significant increase in overall project costs resulting in the inability of the Museum to achieve the original scope for the project. The construction of the Welcome Atrium and Portal of Play gateway building, consequently, became outside the scope of the budget for the URI award. As a result, The Strong faced a \$15M funding delta and had to consider eliminating the POP and

reducing the scale of the Atrium if additional funding was not secured which would have had negative impacts on the larger Neighborhood of Play’s effectiveness as a driver for sustainable tourism and economic growth.

In November 2021, The Strong applied under the Finger Lakes Regional Economic Development Council’s Consolidated Funding Application to close the funding gap to construct the 29,000 square foot Welcome Atrium and the 5,000 square foot Portal of Play to complete the Strong Museum expansion project the way it was originally conceived. The museum was offered an Incentive Proposal in March 2022 for \$2,000,000 from the Regional Council Capital Fund – RC11 and the grantee accepted the offer in May 2022. The project would not have been financially feasible without ESD assistance.

Competition: N/A

Past ESD Support: Funding for the past five years to the Grantee, totaling \$20,225,000 is summarized in the following chart:

Program	Project #	Amount	Date Start (ESD Directors’ Approval Date)	Date End (Project Completion: Contract Expiration)	Purpose
Upstate Revitalization Initiative	131,373	\$20,000,000	1/16/2020	12/31/25	Capital-Museum Expansion, infrastructure investment in new parking garage and funding of hotel and mixed-use residential facility
Market NY-RC11	134,837	225,000	6/30/2022	8/16/2022	Working Capital-Play Rochester is a collaborative tourism marketing project to drive tourism to a variety of regional cultural attractions in Rochester.

B. The Project

Completion: June 2023

Activity: The Strong Museum has constructed a 5,000-square-foot Portal of Play and 29,000-square-foot Welcome Atrium in Rochester to be used as a gateway to the Museum offering a highly memorable point of entry for visiting museum guests through original design elements that include 36 foot high ceilings with a canopy of custom designed LED butterflies illuminating the upper reaches of the space, playful and colorful wayfinding, floor to ceiling windows that flood the atrium with light, state-of-the-art and efficient check-in services, security stations and other amenities providing visitors an unforgettable way to begin their journey into the museum. It also serves as a connector to the outdoor plaza leading tourists to businesses in the Neighborhood of Play and surrounding area.

Results: The new Welcome Atrium and Portal of Play gateway building will serve as an architectural focal point and tourism driver for the nearby Neighborhood of Play transforming the once fragmented city landscape attracting tourists from across the nation to downtown Rochester thereby increasing economic activity and repeat visitation to the Museum, surrounding Neighborhood of Play, hotel, restaurants and broader downtown Rochester. Additionally, due to the continued Museum expansion employment has grown from 138 full time employees to 183.5 full time employees.

Economic Growth

Investment Project: No Benefit-Cost Analysis (“BCA”) is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

Grantee Contact: Steve M. Dubnik, President and CEO  
1 Manhattan Square  
Rochester, NY 14607  
Phone: 585-410-6334  
E-mail: sdubnik@museumofplay.org

ESD Project No.: 134,990

Project Team:	Origination	Steve Golding
	Project Management	Sharon Gray
	Contractor & Supplier Diversity	Kelly Forsey
	Finance	Tim Anderson
	Environmental	Nicole Francis

### C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Grantee shall pay a commitment fee of 1% of the \$2,000,000 capital grant (\$20,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Grantee will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. The Grantee will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Grantee's acceptance of ESD's offer. Equity is defined as cash injected into the project by the Grantee or by investors, and should be auditable through Grantee financial statements or Grantee accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.
4. Up to \$2,000,000 will be disbursed to Grantee upon documentation of project costs including construction, renovation, architectural design and other soft costs totaling \$15,050,000, upon completion of the project substantially as described in these materials, as evidenced by a certificate of occupancy or other suitable documentation that demonstrates Code Compliance and acceptance from the local Code Enforcement Agency, and compliance with the Design & Construction requirements, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after March 16, 2022 to be considered eligible project costs. All disbursements must be requested by April 1, 2024.
6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$2,000,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

### IV. Statutory Basis – Regional Council Capital Fund

The funding was authorized in the 2021-2022 New York State budget and reappropriated in the 2022-2023, and 2023-2024 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

### V. Design and Construction

Submission of Payment Requisitions to ESD will be made according to the design and construction disbursement terms which will be outlined in the Grant Disbursement Agreement. ESD reserves the right to inspect the project site to ensure compliance of these terms, monitor project progress, insure work appropriate progress payments are made for work performed, and insure that contractors are paid for work performed.

VI. Environmental Review

The City of Rochester Zoning Board of Appeals, as lead agency, has completed an environmental review of the 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 found the project to be a Type I, which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on August 15, 2017. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

VII. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprises (MWBEs) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD's funding.

VIII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

IX. Additional Submissions to Directors

Resolutions  
New York State Map  
Project Finance Memorandum  
Project Photographs

Regional Council Award – Rochester (Finger Lakes Region – Monroe County) – The Strong Museum Portal of Play (POP!): The Gateway to the Neighborhood of Play Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the The Strong Museum Portal of Play (POP!): The Gateway to the Neighborhood of Play Capital -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to The Strong National Museum of Play a grant for a total amount not to exceed Two Million Dollars (\$2,000,000) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

May 22, 2023

Regional Council Award – Rochester (Finger Lakes Region – Monroe County) – The Strong Museum Portal of Play (POP!): The Gateway to the Neighborhood of Play Capital – Regional Council Capital Fund (Capital Grant) – Determination of No Significant Effect on the Environment

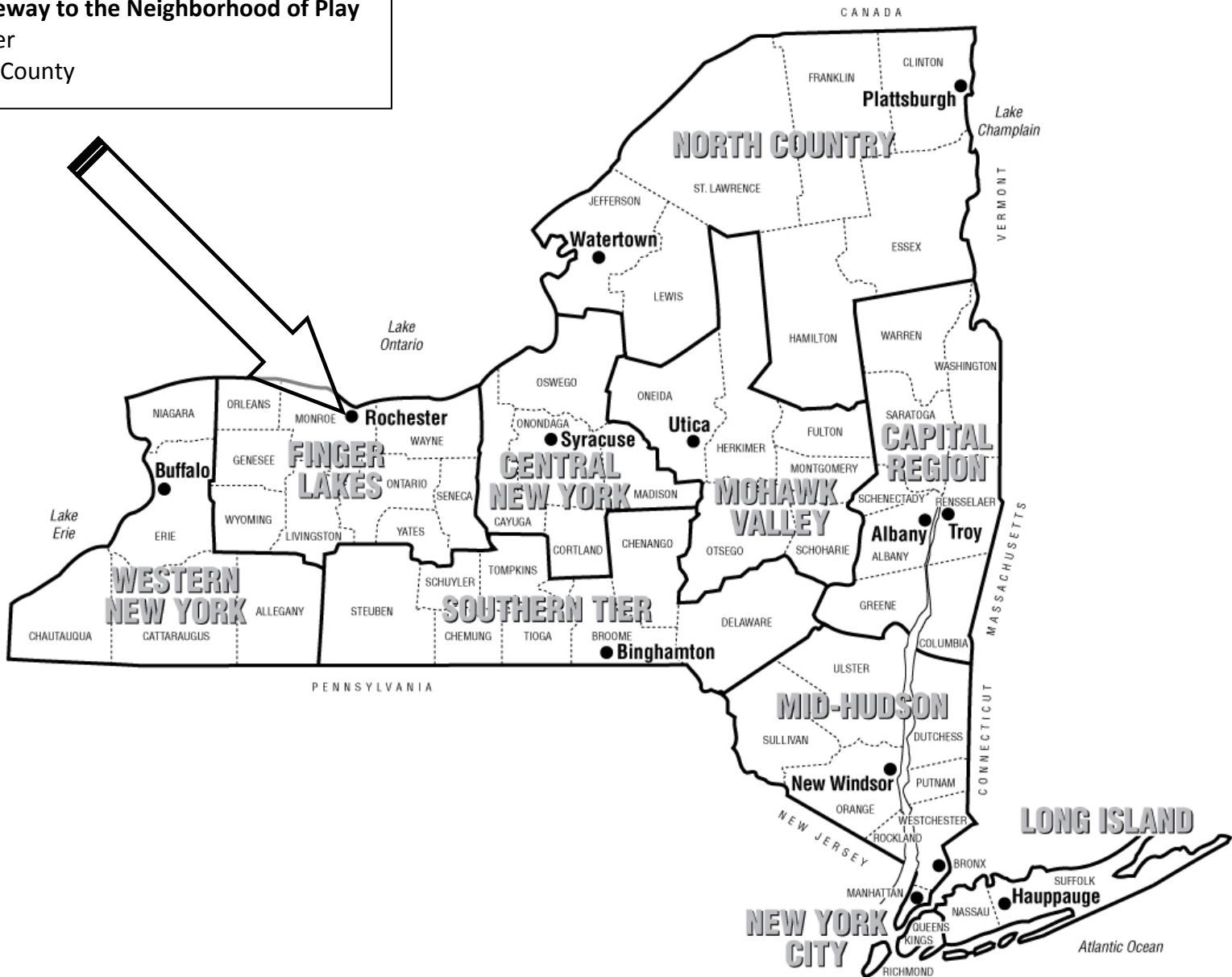
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RESOLVED, that based on the material submitted to the Directors with respect to the The Strong Museum Portal of Play (POP!): The Gateway to the Neighborhood of Play Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

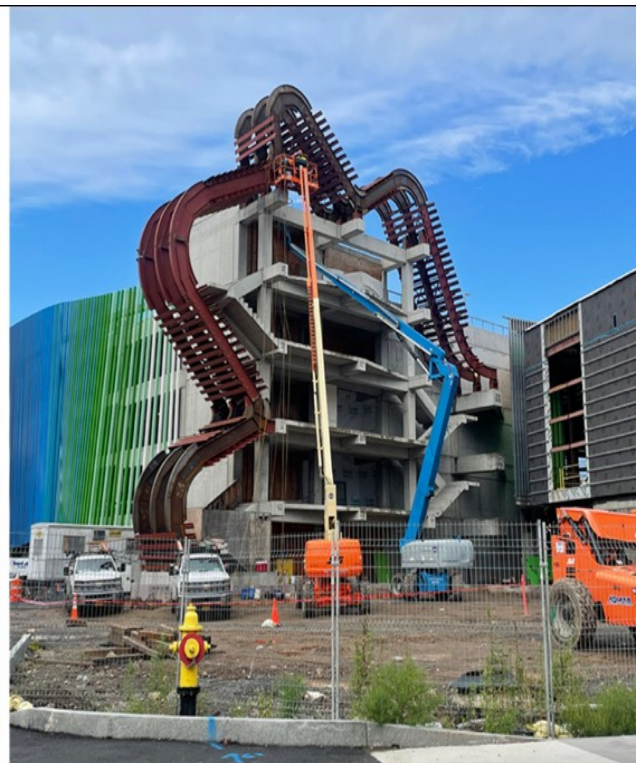
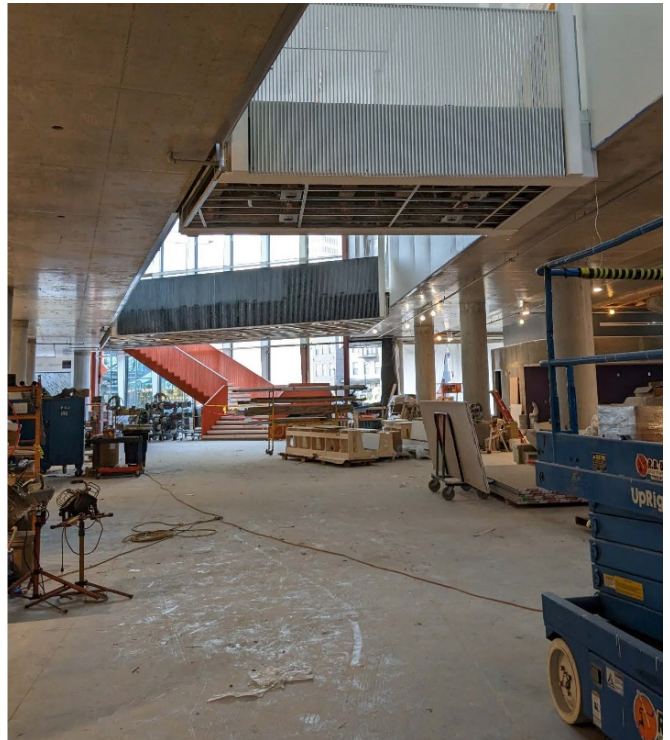
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**The Strong Museum Portal of Play (POP!):  
The Gateway to the Neighborhood of Play**  
Rochester  
Monroe County



# The Strong Museum Portal of Play (POP!): The Gateway to the Neighborhood of Play





**The Strong Museum Portal of Play (POP!): The Gateway to the Neighborhood of Play**



FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Regional Council Award – Rochester (Finger Lakes Region – Monroe County) – Discovery Center at EBP Capital – Regional Council Capital Fund (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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ESD Directors' Summary

Junior Achievement of Central Upstate New York, Inc. (“JA” or the “Organization”) is a well-established non-profit operating for almost 100 years nationally and 50 years locally in Rochester, NY. In July 2017, JA applied for funding through Round 7 of the Finger Lakes Regional Economic Development Council’s (“REDC”) Consolidated Funding Application to assist with financing the Paychex JA Discovery Center, a 19,000-square-foot learning center for middle and high school students. Based on the REDC’s regional goal to align workforce development efforts with sector needs by strengthening and developing education and training programs, the REDC recommends funding for the project.

In May 2018, ESD signed an incentive proposal agreeing to pay \$620,000 towards the \$4,078,125 total project cost. At that time, JA had expected to begin construction on the old firehouse in Eastman Business Park within a year and be open for operations in academic year 2019/20. JA approached ESD with a change in location, from the Firehouse to Building 28, which reduced the total project costs to \$2,926,931 and led a reduction in the grant amount from \$620,000 to \$562,340. In exchange for the funding, the Organization agreed to invest \$2,364,591 in its own equity.

The Organization began construction in December 2022 with an anticipated opening in September 2023. Because the project is set to be completed in September 2023, ESD is now recommending that the Board authorize the release of funds for this project.

General Project Plan

I. Project Summary

Grantee: Junior Achievement of Central Upstate New York, Inc. ( "JA" or the "Organization")

ESD\* Investment: A grant of up to \$562,340 to be used for a portion of the cost of construction, renovations and the purchase of furniture, fixtures, and equipment

\* The New York State Urban Development Corporation doing business as Empire State Development ("ESD" or the "Corporation")

Project Location: 200 West Ridge Road, Building 28, 3rd Floor, Rochester, Monroe County

Proposed Project: Renovation of Building 28 in Eastman Business Park ("EBP") to house the Paychex JA Discovery Center, a 19,000-square-foot learning center that will focus on highlighting the careers, products, and services of the unique business that make up the local economy

Project Type: Workforce Development

Regional Council: The project is consistent with the Finger Lakes Regional Economic Development Council Plan to align workforce development efforts with sector needs by strengthening and developing education and training programs.

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>	
Construction/Renovation	\$2,269,186	
Technology	168,600	
Soft Costs	<u>224,145</u>	
Total Project Costs	<u>\$2,926,931</u>	
<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD-Grant	\$562,340	19%
Organization Equity	<u>2,364,591</u>	<u>81%</u>
Total Project Financing	<u>\$2,926,931</u>	<u>100%</u>

### III. Project Description

#### A. Organization

Industry: Youth Services

#### Organization

History: JA is a well-established non-profit operating for almost 100 years nationally and 50 years locally. Its mission is to help students, in kindergarten through 12th grade, develop the skillset and mindset to build thriving communities. It focuses on programming that builds three pillars of success: financial literacy, career awareness and workforce readiness, and entrepreneurial thinking. All its K-12 programs, including the programs that will run out of the Paychex JA Discovery Center, are developed by experts throughout the world in education and industry and are internally and externally evaluated for increases in skills and knowledge as well as changes in students' attitudes and behaviors.

Ownership: The Organization is a 501(c)3 governed by a 30-member local Board of Directors and an Advisory Board of Directors.

Size: All facilities are located in Rochester, NY.

ESD Involvement: In May 2018, ESD signed an incentive proposal agreeing to pay \$620,000 towards the \$4,078,125 total project cost. A change in location and fluctuating project costs ultimately led to an adjusted grant amount of \$562,340 with a budget of \$2,900,000. In exchange for the funding, the Organization agreed to invest \$2,364,591 in personal equity.

The Organization finalized plans during 2021 and began construction in December 2022 with an anticipated opening in September 2023. Because the project is set to be completed in the Summer of 2023, ESD is now recommending that the Board authorize the release of funds for this project.

Competition: N/A

Past ESD Support: This is the Organization's first project with ESD.

#### B. The Project

Completion: September 2023

Activity: The JA Discovery Center will be a 19,000-square-foot authentic learning lab for thousands of middle and high school students in the community

located in Building 28 of the EBP. It will be built based on a proven national JA model operating in over 30 cities, and will be designed to showcase the careers, products, and services of 15-20 organizations that contribute to the health and future of the local economy. The project will be supported by a \$1.25 million investment from Eastman Kodak, and will be outfitted by JA and other sponsors, to resemble a mini-Finger Lakes community both on the inside and out. The student experience at the Center will be supported by 13 hours of curriculum in the classroom per semester, and once on-site, the students will experience the branding, jobs, and products/services that are authentic to the organizations that make up the Finger Lakes regional economy.

**Results:**

The project will support JA's economic empowerment curriculum to build up their student population to 12,000 low-to-moderate income students annually at full capacity in the City of Rochester and surrounding areas, including the development of financial literacy skills, exposure to careers in the high-demand industries in the Region as well as workforce soft-skills, and provide an experience of starting and running their own businesses. The first semester of operations from January to June 2024 is expected to support 4,000 students. The program will encompass multiple lessons on these topics in the classroom, in both middle school and again in high school, and both will culminate with a visit to a 360-degree, hands-on learning lab (the JA Discovery Center) where students will leave behind their role as students and become adult citizens, interacting with the employers and organizations that make up the regional economy.

The JA Discovery Center will provide youth at a formative age with the opportunity to explore careers and jobs available in the region and the skills needed to be successful in these jobs and provide a direct link between what they are learning in the classroom to earning within the local economy, positively changing the perceptions about the importance of staying in school and financial self-sufficiency. The Discovery Center will promote more collaboration between employers and education, by tying education to work and career outcomes, helping to reduce future disparity between people looking for jobs and jobs looking for people. It will also promote an entrepreneurial mindset in the local youth, providing the next generation with the skills and inspiration to create their own businesses in the Finger Lakes region.

**Economic Growth**

**Investment Project:** No Benefit-Cost Analysis ("BCA") is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

Grantee Contact: Patricia Leva, President and CEO  
200 West Ridge Road Box 1  
Rochester, NY 14615  
Phone: (585) 820-8849  
E-mail: Patricia.Leva@ja.org

ESD Project No.: AC930

Project Team:	Origination	Stephen Golding
	Project Management	Maksymilian Bogusz
	Contractor & Supplier Diversity	Kelly Forsey
	Finance	Tim Anderson
	Environmental	Eram Qadri

### C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Organization shall pay a commitment fee of 1% of the \$562,340 capital grant (\$5,623) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Organization will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. The Organization will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed. Equity is defined as cash injected into the project by the Organization or by investors and should be auditable through Organization financial statements or Organization accounts, if so, requested by ESD. Equity cannot be borrowed money secured by the assets in the project.
4. Up to \$562,340, not to exceed 19% of total project costs, will be disbursed to the Grantee no more frequently than quarterly, and in proportion to ESD's funding share, upon documentation of construction, furniture, fixtures, and equipment, technology, and soft project costs, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. The final ten percent (10%) of the Grant shall not be disbursed by ESD until the project has been completed, as evidenced by a Certificate of Occupancy. Expenses must be incurred on or after December 13, 2017, to be considered eligible project costs. All disbursements must be requested by April 1, 2025.
5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$562,340, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.



6. Grant funds will be subject to pro rata recapture if the property at the Project Location is sold within five years of disbursement of funds. The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and when the transfer occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:
- (i) 100% of the disbursed amount if the transfer occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
  - (ii) 80% of the disbursed amount if the transfer occurred in the second full calendar year after the disbursement was made;
  - (iii) 60% of the disbursed amount if the transfer occurred in the third full calendar year after the disbursement was made;
  - (iv) 40% of the disbursed amount if the transfer occurred in the fourth full calendar year after the disbursement was made;
  - (v) 20% of the disbursed amount if the transfer occurred in the fifth full calendar year after the disbursement was made.

#### IV. Statutory Basis – Regional Council Capital Fund

The funding was authorized in the 2017-2018 New York State budget and reappropriated in the 2018-2019, 2019-2020, 2020-2021, 2021-2022, 2022-2023, and 2023-2024 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

#### V. Environmental Review

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

#### VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprises (MWBEs) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% (\$168,702) related to the total value of ESD's funding.

VII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since the project will not directly create or retain jobs.

VIII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

IX. Additional Submissions to Directors

Resolutions

New York State Map

Project Finance Memorandum

Regional Council Award – Rochester (Finger Lakes Region – Monroe County) – Discovery Center at EBP Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Discovery Center at EBP Capital -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Junior Achievement of Central Upstate New York, Inc. a grant for a total amount not to exceed Five Hundred and Sixty Two Thousand Three Hundred and Forty Dollars (\$562,340) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her 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 her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

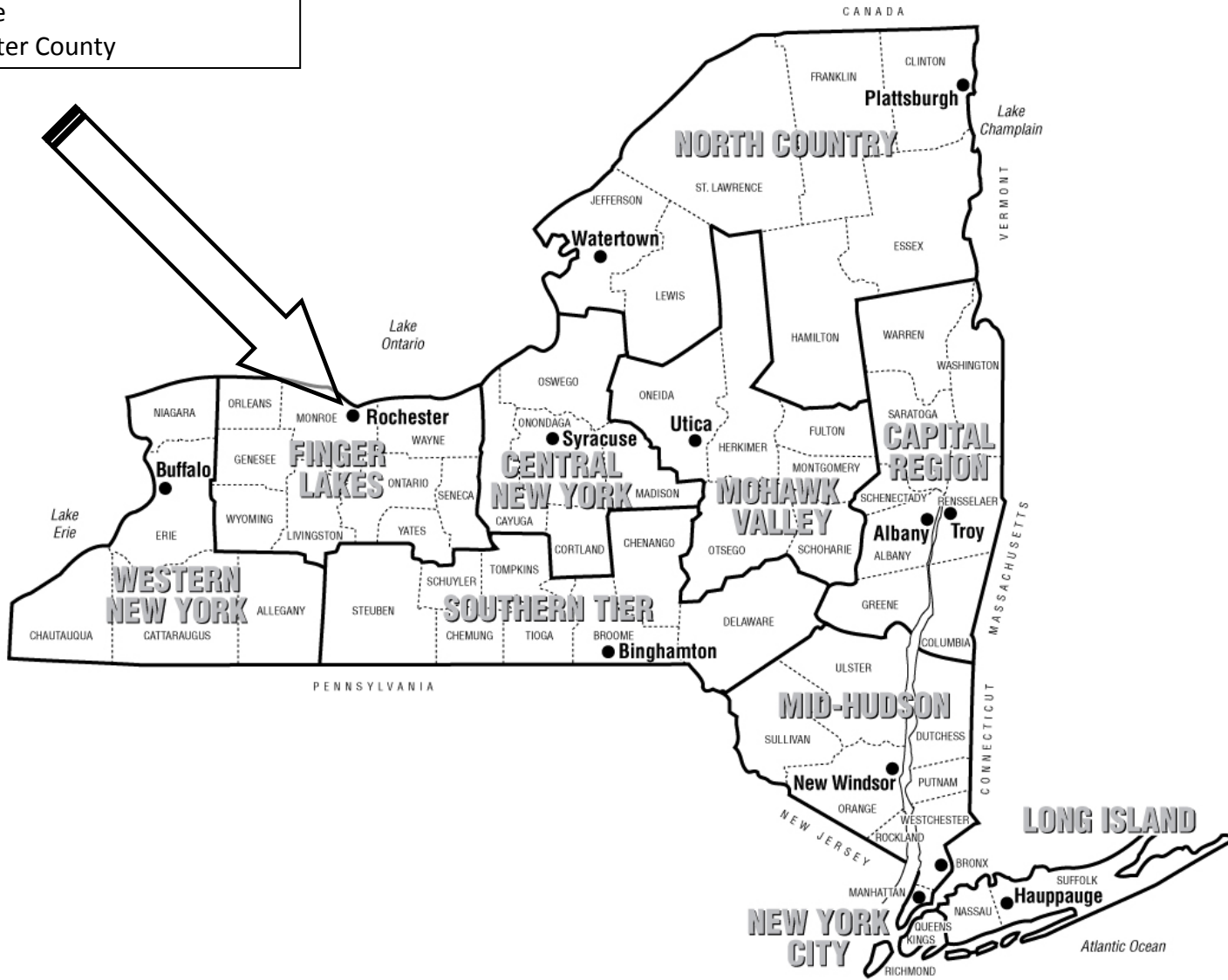
RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

**Discovery Center at EBP Capital**  
Monroe  
Rochester County



FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Regional Council Award – Cortland (Central New York Region – Cortland County) – Cortland Downtown Partnership DRI Capital – Downtown Revitalization Initiative (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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ESD Directors' Summary

Cortland Downtown Partnership (“CDP,” or the “Organization”), a not-for-profit organization that aims to preserve downtown Cortland’s architectural heritage while developing commerce and culture, applied for the first round of Downstate Revitalization Initiative (“DRI”) funds in 2018 to help it bridge a funding gap in its renovation project. The Project was designated a priority project for the downtown area in the City of Cortland’s 2016 “Positively Cortland” local revitalization/urban development plan (the “Plan”). The Plan focused on revitalizing downtown through providing creative mixed uses for the buildings in the area, which align with the City of Cortland’s effort to enhance cultural and entertainment offerings that benefit tourism and quality of life for all residents.

In November 2018, ESD staff signed an Incentive Proposal with the Organization, agreeing to make a grant of up to \$484,000 to pay a portion of the renovation expenditures. Total project costs were \$1,260,629. The Organization also received a \$500,000 Restore NY grant for this project, which was approved by ESD’s Board in March 2018. Because the Project has been completed, ESD is now recommending that the Board authorize the release of funds for this project.

General Project Plan

I. Project Summary

Grantee: Cortland Downtown Partnership (“CDP” or the “Organization”)

ESD\* Investment: A grant of up to \$484,000 to be used for a portion of the cost of renovation expenditures

\* The New York State Urban Development Corporation doing business as Empire State Development “ESD” or the “Corporation”)

Project Location: 40-42 Main Street, Cortland, Cortland County

Proposed Project: Renovation of a formerly vacant 4,920-square-foot building, located in downtown Cortland, to include include a market-rate two-bedroom apartment on the third floor, as well as a business incubator comprised of shared office facilities on the second floor and office and classroom space on the first floor

Project Type: Capital

Regional Council: The Central NY Regional Economic Development Council has been made aware of this item. The project is consistent with the Central NY Regional Economic Development Council Plan to focus on creating more vibrant downtowns.

## II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Renovation	\$1,166,413
Soft Costs	<u>94,216</u>

Total Project Costs \$1,260,629

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>	<u>Rate/Term/Lien</u>
ESD-Grant (#132,200)	\$484,000	44%	
ESD-Grant (#AB743)*	500,000	46%	
NBT Bank Loan	<u>276,629</u>	<u>12%</u>	6.5%**/20 yrs/1 <sup>st</sup> lien on RE
Total Project Financing	<u>\$1,260,629</u>	<u>100%</u>	

\* Approved by ESD’s Board on March 29, 2018

\*\* Interest rate subject to change based on rates at time of closing date

## III. Project Description

### A. Company

Industry: Economic development

**Organization History:** Cortland Downtown Partnership is a membership driven organization that was incorporated in January 2006. The success of the Organization’s activities depends heavily on securing community-wide support for the preservation of Cortland’s downtown commercial area. The Cortland Downtown Partnership has established a strong network amongst the local and regional constituents including the business community, and economic organizations. Following the National Trust for Historic Preservation’s Main Street approach to downtown revitalization, Cortland Downtown Partnership has assumed responsibility for preserving downtown’s architectural heritage while developing commerce and culture in historic downtown Cortland, including historic preservation, economic restructuring, planning, and promotion.

**Ownership:** Cortland Downtown Partnership is a not-for-profit organization.

**Size:** All facilities are located in Cortland, NY.

**ESD Involvement:** Cortland Downtown Partnership applied for the first round of Downstate Revitalization Initiative (“DRI”) funds in 2018 to help it bridge a funding gap in its renovation project. Prior to the renovation, the Building was vacant. The Project was designated a priority project for the downtown area in the City of Cortland’s 2016 “Positively Cortland” local revitalization/urban development plan (the “Plan”). The Plan focused on revitalizing downtown through providing creative mixed uses for the buildings in the area, which align with the City’s effort to enhance cultural and entertainment offerings that benefit tourism and quality of life for all residents. The City sought to redefine the historically and architecturally significant resources as regional destinations for tourists, businesses, young professionals and families. An offer of financial assistance from ESD was made in November 2018 and accepted by the Organization in the same month.

**Past ESD Support:** This is the Organization’s first project with ESD in the past 5 years.

## B. The Project

**Completion:** December 2020

**Activity:** The Organization has renovated and equipped a 4,920-square-foot building in downtown Cortland. The Building includes a market-rate two-bedroom apartment on the third floor, as well as a business incubator comprised of shared office facilities on the second floor and office and classroom space on the first floor. Additionally, a new facade was installed.



Results: The project location is of particular significance to the community, as the rehabilitated project building will serve as a model for mixed-use development for the entire district. In addition, a new tower was constructed at the rear of 40-42 Main Street to accommodate the elevator and shaft. The elevator has a double door opening, which makes it accessible to 38 Main Street, thereby incentivizing eventual build out of that structure. Completion of the project has brought a highly visible and chronically vacant property back online as a contributing building both in form and function. The project will allow expansion of the incubator programming to assist in repopulating downtown’s vacant and underutilized spaces.

No Benefit-Cost Analysis (“BCA”) is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

Grantee Contact: Evan Geible, President, Cortland Downtown Partnership Board of Directors  
40-42 Main St.  
Cortland, NY, 13045  
Phone: 607-423-4098  
E-mail: egeibel@cortlandstandard.com

ESD Project No.: 132,200

Project Team:	Origination	Zachary Becker
	Project Management	Jay Vido
	Contractor & Supplier Diversity	Jordan Kaplan
	Finance	Tim Anderson
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Organization shall reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Organization will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. Up to \$484,000 will be disbursed to Grantee upon completion of the project substantially as described in these materials as evidenced by a Certificate of Occupancy and/or other documentation verifying project completion as ESD may require, and documentation of renovation and soft project costs totaling \$1,095,827, assuming that all project approvals have been completed and funds are available. Payment will be

made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after July 18, 2018, to be considered eligible project costs. All disbursements must be requested by April 1, 2024.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$484,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.
5. Grant funds will be subject to pro rata recapture if the property at the Project Location is sold within five years of disbursement of funds. The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and when the transfer occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:
  - (i) 100% of the disbursed amount if the transfer occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
  - (ii) 80% of the disbursed amount if the transfer occurred in the second full calendar year after the disbursement was made;
  - (iii) 60% of the disbursed amount if the transfer occurred in the third full calendar year after the disbursement was made;
  - (iv) 40% of the disbursed amount if the transfer occurred in the fourth full calendar year after the disbursement was made;
  - (v) 20% of the disbursed amount if the transfer occurred in the fifth full calendar year after the disbursement was made.

In the event that ownership of the property at the Project Location is transferred to the Cortland County IDA, the Grant will not be subject to the recapture described above unless the Cortland County IDA makes a subsequent transfer of the property at the Project Location.

#### IV. Statutory Basis – Downtown Revitalization Initiative

The funding was authorized in the 2017-2018 New York State budget and reappropriated in the 2018-2019, 2019-2020, 2020-2021, 2021-2022, 2022-2023, and 2023-2024 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

#### V. Environmental Review

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required

in connection with the project.

Due to the building's status as a contributing resource within Tompkins Street/Main Street Historic District, which is listed in the New York State and National Registers of Historic Places, ESD has confirmed that the project sponsor consulted with the New York State Office of Parks, Recreation and Historic Preservation pursuant to the requirements of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law. No further consultation is required.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Organization shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprises (MWBES) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD's funding.

VII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since the project will not directly create or retain jobs.

VIII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

IX. Additional Submissions to Directors

Resolutions  
New York State Map  
Project Finance Memorandum  
Project Photographs

Regional Council Award – Cortland (Central New York Region – Cortland County) – Cortland Downtown Partnership DRI – Downtown Revitalization Initiative (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Cortland Downtown Partnership DRI -- Downtown Revitalization Initiative (Capital Grant) Project (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Cortland Downtown Partnership a grant for a total amount not to exceed FOUR HUNDRED EIGHTY FOUR THOUSAND Dollars (\$484,000) from the Downtown Revitalization Initiative, 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 her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any

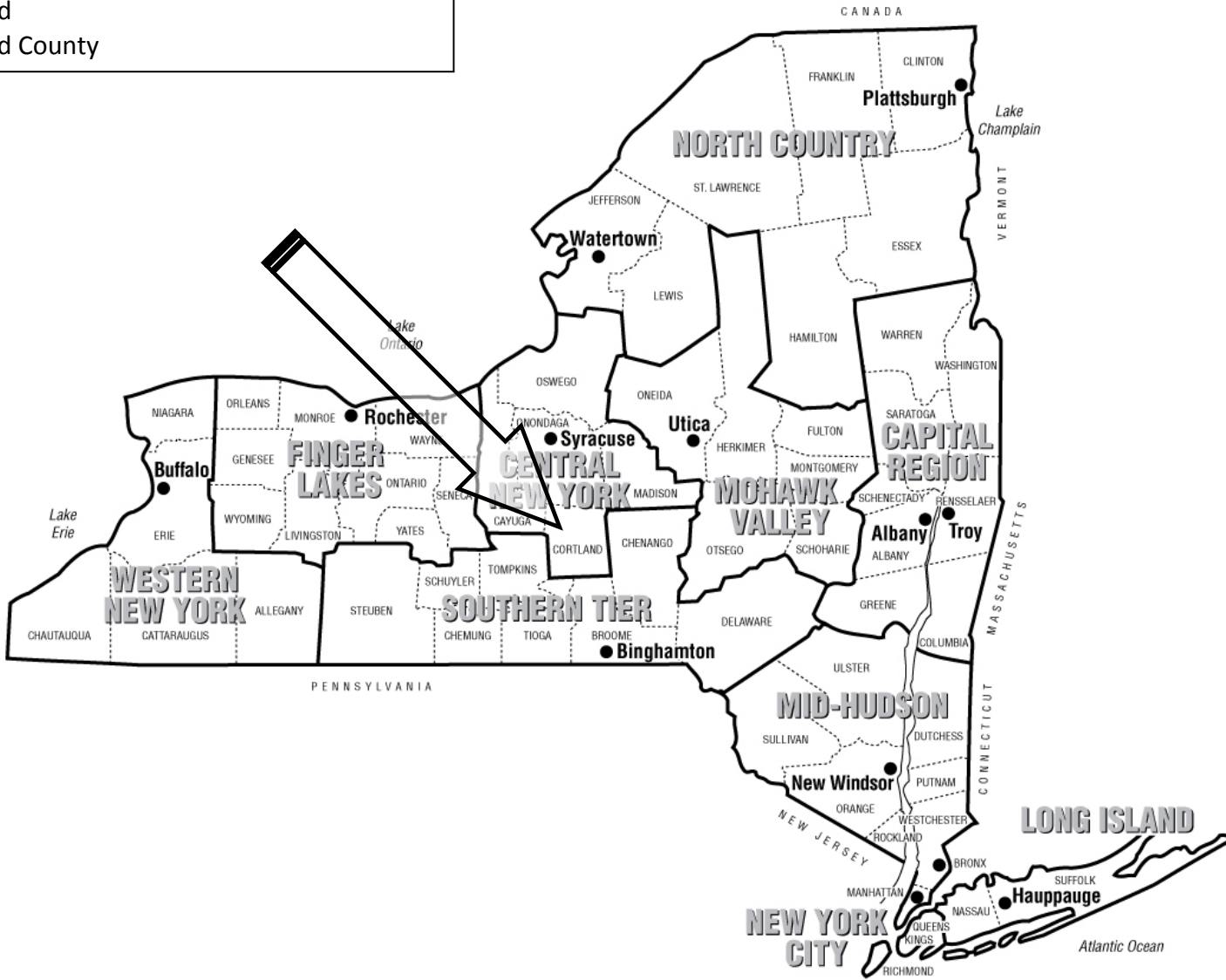
and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

**Cortland Downtown Partnership DRI Capital**

Cortland

Cortland County



## Cortland Downtown Partnership DRI Capital





# Cortland Downtown Partnership DRI Capital





FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Regional Council Award – Syracuse (Central New York Region – Onondaga County) – Home HeadQuarters Capital – Regional Council Capital Fund (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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ESD Directors' Summary

Home HeadQuarters (“HHQ” or the “Organization”) is a non-profit housing and community development organization located in Syracuse, NY. In July 2017, HHQ applied for funding through Round 7 of the Central New York’s Regional Council Capital Fund Consolidated Funding Application (“CFA”) to rehabilitate under-utilized buildings in Syracuse. Based on the Central New York’s Regional Economic Development Council’s Plan to revitalize the region’s neighborhoods and urban cores, ESD recommended funding for the project. In March 2018, ESD staff signed an Incentive Proposal with HHQ, awarding a \$314,000 grant to pay for a portion of the costs of building acquisition and renovations. HHQ has invested \$314,000 of its own equity into the project with a total project cost of \$3,140,000.

To account for cash flow, HHQ requested to modify the disbursement terms to include two disbursements of 50%. ESD approved this modification in May 2022. HHQ has completed the first disbursement requirement of the completion of three redevelopment sites and incurring at least \$1.57M in eligible project expenditures. The balance of funds will be disbursed upon completion of the final two redevelopments and at least \$3.14 million of cumulative project cost for all five properties. Because HHQ has satisfied the requirements for the first disbursement, ESD is now recommending that the Board authorize the release of funds for this project.

## General Project Plan

### I. Project Summary

Grantee: Home Headquarters, Inc. (“HHQ” or the “Organization”)

ESD\* Investment: A grant of up to \$314,000 to be used for a portion of the cost of building acquisition and renovations

\* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Locations: 1022 West Fayette Street, Syracuse, Onondaga County  
429 Ulster Avenue, Syracuse, Onondaga County  
310 South Avenue, Syracuse, Onondaga County  
664-66 Burnet Avenue, Syracuse, Onondaga County  
1555 South Salina Street, Syracuse, Onondaga County

Proposed Project: Rehabilitate under-utilized properties to revitalize several distressed urban neighborhoods in Syracuse.

Project Type: Building redevelopment

Regional Council: The project is consistent with the Central New York Regional Economic Development Council Plan to revitalize the region’s urban cores, main streets, and neighborhoods.

### II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Building Purchase	\$965,000
Building Renovation	<u>2,175,000</u>

Total Project Costs \$3,140,000

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD-Grant	\$314,000	10%
Grantee Equity	314,000	10%
Syracuse DRI Grant	300,000	10%
Onondaga County Grant	475,000	15%
RESTORE NY Grant	948,100	30%
Allyn Family Foundation Grant	<u>788,900</u>	<u>25%</u>
Total Project Financing	<u>\$3,140,000</u>	<u>100%</u>

### III. Project Description

#### A. Organization

Industry: Real Estate Development

Organization History: Home HeadQuarters was founded in 1996 to address the declining owner-occupancy rate and overall disinvestment in all City of Syracuse neighborhoods. HHQ initially focused on implementing a Home Improvement Lending Program to combat decreasing investment in City homes and neighborhoods. Through this program, homeowners receive financing to make critical repairs and improvements to their homes. HHQ also focused on helping to create new City homeowners through the provision of homeownership education and down payment and closing cost assistance. In 1999, HHQ became part of the national NeighborWorks Network, which allowed it to access additional resources to establish itself as NeighborWorks Home Ownership Center, or a one-stop-shop for all homeownership needs from pre-to post-purchase. Now, 25 years after its inception, HHQ continues to serve Central and Upstate NY through four main lines of business: community-based lending, real estate development, affordable rental development and management, and homeownership promotion.

Ownership: HHQ is a private, non-profit organization

Size: HHQ has a staff of fifty-two across four offices in the cities of Syracuse, Auburn, and Buffalo.

ESD Involvement: The City of Syracuse faced two challenges: the abundance of vacant spaces and concentration of poverty. In July 2017, HHQ applied under Round 7 of the Consolidated Funding Application seeking funds to revitalize vacant spaces into living and business spaces, which in turn will provide employment opportunities to the community. Without support from ESD, HHQ would not have been able to offer lower than market rate rents for the commercial tenants. An Incentive Proposal was offered by ESD to HHQ on February 13, 2018, and accepted by HHQ on March 16, 2018.

Competition: N/A

Past ESD Support: This is the grantee's first project with ESD in the past five years

#### B. The Project

Completion: December 2025

Activity: HHQ has completed renovations to two of the properties and are nearing completion on the third. Among the completed redevelopments is 429 Ulster Avenue, where three of the four commercial units are now occupied by Recess Coffee, BeeKind Candle Store and Skin Healing at Birchlight. At 1022 West Fayette Street, two residential units are occupied by low-income tenants and the first-floor restaurant space is occupied by Ponchito’s Taqueria, a locally owned Mexican restaurant. At 664-66 Burnet Ave., a green parking lot and façade renovations have been completed and the first-floor commercial space has been leased to CNY Uniforms. The second-floor space is being marketed to potential tenants.

The remaining two redevelopments are in pre-development and are expected to be completed by December 2025. At 1555 South Salina Street, HHQ will renovate and build out the vacant 1,154 square-foot commercial space to accommodate a coffee/sandwich shop in the neighborhood. At 310 South Ave., architectural drawings have been completed and submitted for zoning board approval. Seafood Haven has been identified as the ground floor commercial tenant.

Results: As a result of the redevelopment renovations, new commercial spaces have been completed totaling 20,000 square feet, with three more units soon to be complete or under development. Many of the commercial tenants of the project are local businesses, new business enterprises, or expanding into the Syracuse market for the first time.

The completion of 1022 West Fayette joins the Gear Factory and the Rockwest Center as the anchors for the western portion of the SALT District, an innovation district encompassing Syracuse’s Near Westside. The completion of 429 Ulster Street has added 4 commercial units to a formerly vacant building and has become an anchor property for Syracuse’s Tipp Hill Neighborhood and has helped to stabilize the surrounding area. The completion of 310 South Avenue will create 2 new residential units and a commercial unit. The completion of 664 Burnet Avenue and the anticipated renovation of 1555 South Salina Street will provide benefits to the surrounding neighborhood.

Infrastructure  
Investment  
Project:

No Benefit-Cost Analysis (“BCA”) is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

Grantee Contact: Kerry Quaglia, Executive Director  
538 Erie Blvd., West  
Syracuse, NY 13204  
Phone: 315-474-1939  
E-mail: KerryQ@homehq. org

ESD Project No.: AC526

Project Team:	Origination	Daniel Kolinski
	Project Management	Lauren Barrett
	Contractor & Supplier Diversity	Jordan Kaplan
	Finance	Vanusa DeBrito
	Environmental	Soo Kang

### C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Organization shall pay a commitment fee of 1% of the \$314,000 capital grant (\$3,140) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Organization will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. The Organization will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Organization's acceptance of ESD's offer. Equity is defined as cash injected into the project by the Organization or by investors, and should be auditable through Organization financial statements or Organization accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.
4. Up to \$314,000 will be disbursed to the Grantee in two installments as follows:
  - a) an Initial Disbursement of an amount equal to 50% of the grant (\$157,000) upon completion of three redevelopment sites as described in these materials, as evidenced by a certificate of occupancy, and documentation of building purchase and renovation project costs totaling \$1,570,000, assuming that all project approvals have been completed and funds are available;
  - b) a Second Disbursement of an amount equal to 50% of the grant (\$157,000) will be disbursed upon completion of two additional redevelopment sites (five cumulative sites) as described in these materials, as evidenced by a certificate of occupancy, and documentation of additional building purchase and renovation project costs totaling \$1,570,000 (\$3,140,000 in cumulative project costs), provided Grantee is otherwise in compliance with program requirements.

Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after

March 16, 2018, to be considered eligible project costs. All disbursements must be requested by April 1, 2026.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$314,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.
6. Grant funds will be subject to pro rata recapture if the property at the Project Location is sold within five years of disbursement of funds. The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and when the transfer occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:
  - (i) 100% of the disbursed amount if the transfer occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
  - (ii) 80% of the disbursed amount if the transfer occurred in the second full calendar year after the disbursement was made;
  - (iii) 60% of the disbursed amount if the transfer occurred in the third full calendar year after the disbursement was made;
  - (iv) 40% of the disbursed amount if the transfer occurred in the fourth full calendar year after the disbursement was made;
  - (v) 20% of the disbursed amount if the transfer occurred in the fifth full calendar year after the disbursement was made.

#### IV. Statutory Basis – Regional Council Capital Fund

The funding was authorized in the 2017-2018 New York State budget and reappropriated in the 2018-19, 2019-20, 2020-21, 2021-22, 2022-23, and 2023-2024 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

#### V. Environmental Review

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

Due to the listing of 1555 South Salina Street as a contributing building within the South Salina Street Historic District, which is listed in the New York State and National Registers of Historic Places, ESD has confirmed that the project sponsor consulted with the New York State Office of Parks, Recreation and Historic Preservation pursuant to the requirements of Section 14.09 of

the New York State Parks, Recreation and Historic Preservation Law. No further consultation is required.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Organization shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprises (MWBES) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD's funding.

VII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since the project will not directly create or retain jobs.

VIII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

IX. Additional Submissions to Directors

Resolutions  
New York State Map  
Project Finance Memorandum  
Project Photographs

Regional Council Award – Syracuse (Central New York Region – Onondaga County) – Home HeadQuarters Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Home HeadQuarters Capital -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Home HeadQuarters, Inc. a grant for a total amount not to exceed THREE HUNDRED AND FOURTEEN THOUSAND Dollars (\$314,000) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her 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 her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any



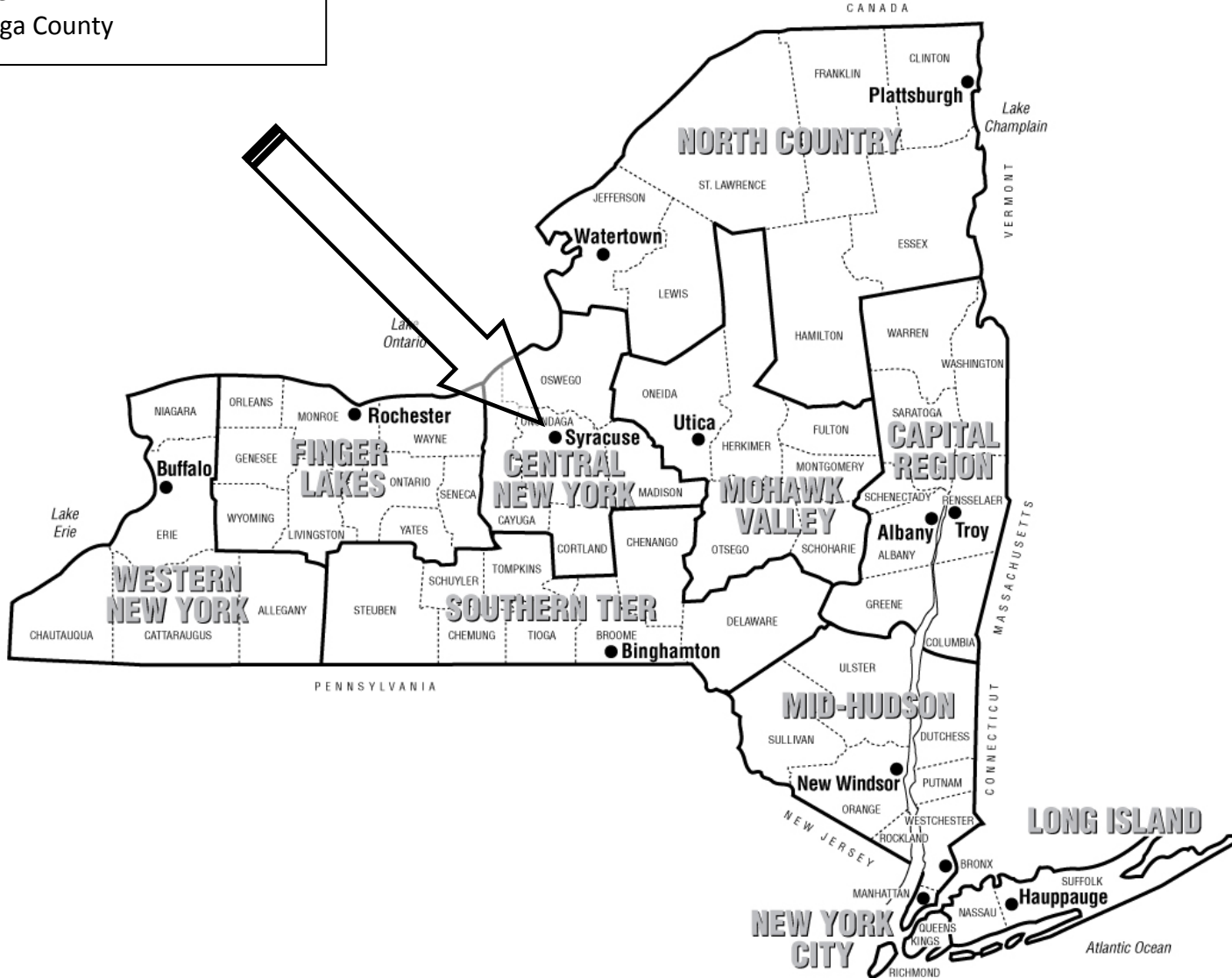
and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

**Home HeadQuarters Capital**

Syracuse

Onondaga County



# Home HeadQuarters Capital

## 1022 Fayette Before



## 1022 Fayette After



## 429 Ulster Before



## 429 Ulster After





# Home Headquarters Capital

## 664 Burnet Before



## 664 Burnet After



## 310 South Avenue Before



## 310 South Avenue After Rendering



## 1555 S Salina Street



FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Syracuse (Central New York Region – Onondaga County) – NUAIR - Advanced Air Mobility Capital & Working Capital – Upstate Revitalization Initiative (Capital and Working Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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ESD Directors' Summary

Northeast UAS Airspace Integration Research Alliance, Inc. (“NUAIR”, the “Organization”, or the “Grantee”) is a regional alliance of private industry, academic institutions and military assets and operations, working together to establish a Federal Aviation Administration (“FAA”)-designated test site (“Test Site”) for unmanned aerial systems (“UAS”) in the Northeast. NUAIR is headquartered in Syracuse with operational facilities located in Rome, NY. In 2017, the Organization received an Upstate Revitalization Initiative grant that allowed it to design, procure, and manage a radar/sensor test corridor for an unmanned aircraft system connecting Griffiss International Airport in Rome with Hancock International Airport in Syracuse. These additional funds will allow for critical infrastructure to be tested and deployed, and will enable advanced UAS applications, state agency adoption of UAS, and associated workforce development. Technologies to be deployed as part of this project will leverage existing towers and infrastructure assets, minimizing permitting needs for both public and private partners.

Based on the Central New York Regional Economic Development Council’s recommendation, ESD staff signed an Incentive Proposal with the Organization in April 2023, agreeing to pay a portion of the eligible capital and working capital costs to design the concept of operations, acquiring and testing UAS platforms and associated elements, technology integration, workforce development and certification, and policy development in partnership with New York State, the FAA, and industry leaders. In exchange for the funding, the Organization agreed to invest \$4,747,000 of its own equity into the project with a total cost of \$25,747,000, retain its 11 existing employees in New York, and hire an additional 5 employees. Because the Organization has satisfied its obligations under the Incentive Proposal for the advance of grant funds into an Imprest Account, ESD is now recommending that the Board authorize the release of funds for this project.

General Project Plan

I. Project Summary

Grantee: Northeast UAS Airspace Integration Research Alliance, Inc. (“NUAIR”, the “Organization” or the “Grantee”)

ESD\* Investment: A grant of up to \$21,000,000 to be used for a portion of operational costs and design, procurement, installation for a radar/sensor test corridor for unmanned aircraft systems

\* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Locations: 250 Harrison Street, Syracuse, Central New York\*  
Hancock International Airport, Syracuse, Central New York\*\*  
Griffiss International Airport, Rome, Mohawk Valley\*\*

\*Job retention site

\*\* Project activity site

Proposed Project: Operational costs and purchase of machinery and equipment to support a world-leading Unmanned Systems industry hub along the 50-mile UAS corridor in Central New York and the Mohawk Valley

Project Type: Facility and program expansion involving job retention and creation

Regional Council: The project is consistent with the Central New York Regional Economic Development Council’s Plan to encourage entrepreneurship, attract new businesses and increase jobs.

Employment:	Initial employment at time of ESD Incentive Proposal:	11
	Current employment level:	12
	Minimum employment on January 1, 2028:	16

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Personnel	\$13,600,000
Marketing	162,000
Software/Cyber Infrastructure	215,000
Regulatory Legal Support	970,000
Furniture, Fixtures and Equipment	5,000,000
System/Program Operations	<u>5,800,000</u>
Total Project Costs	<u>\$25,747,000</u>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD-Grant	\$21,000,000	82%
Grantee Equity	<u>4,747,000</u>	<u>18%</u>
Total Project Financing	<u>\$25,747,000</u>	<u>100%</u>

### III. Project Description

#### A. Grantee

Industry: Aircraft Systems Manufacturing

Grantee History: Formed in Syracuse in April 2012, NUAIR is a regional alliance of private industry, academic institutions and military assets and operations, working together to establish a Federal Aviation Administration (“FAA”)-designated test site (“Test Site”) for unmanned aerial systems (“UAS”) in the Northeast. NUAIR consists of a coalition of more than seventy private and public entities and academic institutions in New York, Michigan and Massachusetts, and is teamed with Griffiss International Airport in Rome, NY. Military infrastructure in New York and Massachusetts includes the 174<sup>th</sup> Air National Guard Attack Wing in Syracuse, Ft. Drum in Watertown, the Air Force Research Lab facility at Stockbridge in Oneida County, and the Joint Base Cape Cod in Massachusetts, which all provide NUAIR with airspace and technical expertise. NUAIR will manage operations of the Test Site at Griffiss International Airport (“Airport”). NUAIR serves the FAA with its safe integration of UAS to the national airspace system and is facilitating the growth of the UAS sector in the national and global markets.

Ownership: NUAIR is a not-for-profit corporation.

Size: NUAIR’s headquarters are located in Syracuse, NY; Operational facilities are located in Rome, NY.

Market: NUAIR collaborates with CenterState CEO, Mass Development and Mohawk Valley EDGE to support the UAS and sensor industry in the region. Organizations partnering with the Griffiss Airport and NUAIR include Saab Sensis, SRC, Raytheon and Lockheed Martin. Colleges and universities partners include Rochester Institute of Technology, Massachusetts Institute of Technology, University of Massachusetts, Syracuse University, Clarkson University and Northeastern University, among others.

ESD Involvement: In 2017, NUAIR received an Upstate Revitalization Initiative grant that allowed it to design, procure, and manage a radar/sensor test corridor for an unmanned aircraft system connecting Griffiss International Airport in Rome with Hancock International Airport in Syracuse. The Organization continues to

work on the advancement of New York’s 50-mile UAS Corridor between Rome and Syracuse. These additional funds will allow for critical infrastructure to be tested and deployed to enable advanced UAS applications, state agency adoption of UAS, and associated workforce development.

In April 2023, and at the recommendation of the Central New York Regional Economic Development Council, ESD staff signed an Incentive Proposal with the Organization committing a \$21 million grant from the Upstate Revitalization Fund to support the project. Without funding from ESD, this project would not be feasible.

Competition: N/A

Past ESD Support: Funding for the past five years to the Grantee is summarized in the following chart:

<b>Program</b>	<b>Project #</b>	<b>Amount</b>	<b>Date Start (ESD Directors’ Approval Date)</b>	<b>Date End (Project Completion: Contract Expiration)</b>	<b>Purpose</b>
Upstate Revitalization Initiative	AB925	\$30,000,000	8/17/2017	December 2023	Working Capital  Operations of NUAIR and Job Fund

B. The Project

Completion: No sooner than June 2028

Activity: NUAIR will manage a radar/sensor test corridor for an unmanned aircraft system connecting Griffiss International Airport in Rome with Hancock International Airport in Syracuse. Specifically, the project will allow for critical infrastructure to be tested and deployed to enable advanced UAS applications, state agency adoption of UAS, and associated workforce development. Technologies to be deployed as part of this project will leverage existing towers and infrastructure assets, minimizing permitting needs for both public and private partners. The project includes designing the concept of operations, acquiring and testing UAS platforms and associated elements, technology integration, workforce development and certification, and policy development in partnership with New York State, the FAA, and industry leaders.



Results: Retain 11 existing jobs and create at least 5 new jobs by January 1, 2028.

Business Investment  
Project:

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the estimated benefits typically reflect only construction-related activity.

Evaluated over a seven-year period, the following are anticipated project impacts (dollar values are present value):

- Fiscal benefits to NYS government from the project are estimated at \$1,635,717;
- Fiscal cost to NYS government is estimated at \$21,000,000;
- Project cost to NYS government per direct job is \$2,063,158;
- Project cost to NYS government per job (direct plus indirect) is estimated at \$1,038,055;
- Ratio of project fiscal benefits to costs to NYS government is 0.08:1;
- Fiscal benefits to all governments (state and local) are estimated at \$2,894,343;
- Fiscal cost to all governments is \$21,000,000;
- All government cost per direct job is \$2,063,158;
- All government cost per total job is \$1,038,055;
- The fiscal benefit to cost ratio for all governments is 0.14:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at \$21,843,089, or \$1,079,730 per job (direct and indirect);
- The economic benefit to cost ratio is 1.04:1;
- Project construction cost is \$215,000, which is expected to generate 2 direct job years and 1 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 0.99 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is not calculated.

See Project Summary Benefit-Cost Evaluation (attached) for detail and definitions.

Grantee Contact: Kenneth Stewart, President & CEO  
Northeast UAS Airspace Integration Research Alliance  
235 Harrison Street  
Syracuse, NY 13202  
Phone: (315) 470-1835

ESD Project No.: 135,270

Project Team:	Origination	Zachary Becker
	Project Management	Jean Williams
	Contractor & Supplier Diversity	Jordan Kaplan
	Finance	Jonevan Hornsby
	Environmental	Eram Qadri

### C. Financial Terms and Conditions

1. Upon execution of the Grant Disbursement Agreement, the Grantee reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Grantee will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. The Grantee will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Grantee's acceptance of ESD's offer letter. Equity is defined as cash injected into the project by the Grantee or by investors, and should be auditable through Grantee financial statements or Grantee accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.
4. Prior to disbursement, the Grantee must employ at least the number of Full-time Permanent Employees set forth as the Baseline Employment in the table below. A Full-time Permanent Employee shall mean (a) a full-time, permanent, private-sector employee on the Grantee's payroll, who has worked at the Project Location for a minimum of thirty-five hours per week for not less than four consecutive weeks and who is entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties; or (b) two part-time, permanent, private-sector employees on Grantee's payroll, who have worked at the Project Location for a combined minimum of thirty-five hours per week for not less than four consecutive weeks and who are entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties.
5. Up to \$21,000,000 will be deposited, in increments based on a 6-12-month cash flow projection, into an account (the "Imprest Account") at a bank mutually acceptable to ESD (as set forth in writing by ESD). The Grantee may, no more frequently than monthly,

unless otherwise approved by ESD, seek authorization to disburse funds from the Imprest Account, to pay for eligible project costs, on a pro-rata basis as outlined below, as evidenced by invoices previously paid or due and payable, assuming all project approvals have been completed and funds are available. Each subsequent request will include the current month's invoices and proof of payment for invoices submitted for the previous month.

Subsequent Advances are expected to be deposited based on full documentation of eligible expenses of approximately 75% of the preceding Advance and 100% of any previous Advance(s); presentation of ESD of an invoice; documentation of required employment; compliance with bi-annual reporting, and any other such documentation as ESD may reasonably require.

The ESD pro-rata funding share will be calculated by ESD on an annual basis before the start of said year<sup>(a)</sup>; the expected Grantee contribution will be no less than the values set forth below:

Year 1: \$500,000  
Year 2: \$500,000  
Year 3: \$1,000,000  
Year 4: \$1,200,000  
Year 5: \$1,547,000

Additionally, the following Full-Time Permanent employment will be required:

Year 1 (January 1, 2024): 12  
Year 2 (January 1, 2025): 13  
Year 3 (January 1, 2026): 14  
Year 4 (January 1, 2027): 16  
Year 5 (January 1, 2028): 16<sup>(b)</sup>

<sup>(a)</sup> It is noted that ESD's funding could cover pro-rata project expenses beyond Year 5.

<sup>(b)</sup> If ESD's funding extends beyond Year 5, additional years of employment (Year 6+) will be required.

Any funds not utilized for eligible project costs within 24 months of the Final Advance must be returned to ESD. Also, within 24 months of the Final Advance, ESD will require full documentation of project costs of at least \$25,747,000. minus any pro-rata share of the grant returned to ESD.

These funds will be invested as per ESD's Directors approved investment guidelines. Interest earned on the funds deposited in the Imprest Account must be returned to ESD quarterly along with copies of all bank statements, starting when the funds are deposited and continuing until all funds have been disbursed.

6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$21,000,000, for this project if ESD determines that the reallocation of the

assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

7. In consideration for the making of the Grant, Grantee will achieve the Employment Goals set forth in Column B of the table below. If the Full-time Permanent Employee Count for the year prior to the reporting date set forth in Column A of the table below is less than eighty-five percent (85%) of the Employment Goal set forth in Column B (an “Employment Shortfall”), then upon demand by ESD, Grantee shall be obligated to repay to ESD a portion of each disbursement of the Grant, as follows:

The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and when the Employment Shortfall occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:

- (i) 100% of the disbursed amount if the Employment Shortfall occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
- (ii) 80% of the disbursed amount if the Employment Shortfall occurred in the second full calendar year after the disbursement was made;
- (iii) 60% of the disbursed amount if the Employment Shortfall occurred in the third full calendar year after the disbursement was made;
- (iv) 40% of the disbursed amount if the Employment Shortfall occurred in the fourth full calendar year after the disbursement was made;
- (v) 20% of the disbursed amount if the Employment Shortfall occurred in the fifth full calendar year after the disbursement was made.

The Grantee’s number of Full-time Permanent Employees shall be deemed to be the greater of the number as of the last payroll date in the month of December for such year or the average employment for the 12-month period computed by quarter.

Baseline Employment	11
<b>A</b>	<b>B</b>
Reporting Date	Employment Goals
February 1, 2024	12
February 1, 2025	13
February 1, 2026	14
February 1, 2027	16
February 1, 2028	16

IV. Statutory Basis – Upstate Revitalization Initiative

The funding was authorized in the 2015-2016 New York State budget and reappropriated in the 2016-2017, 2017-2018, 2018-2019, 2019-2020, 2020-2021, 2021-2022, 2022-2023, and 2023-2024 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Organization shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the eligible categories totaling approximately \$1,835,750. As such, the goal MWBE utilization shall be no less than \$550,725.

VII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

VIII. Additional Submissions to Directors

Resolution  
New York State Map  
Benefit-Cost Analysis  
Project Finance Memorandum

Syracuse (Central New York Region – Onondaga County) – NUAIR - Advanced Air Mobility Capital & Working Capital – Upstate Revitalization Initiative (Capital and Working Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the NUAIR - Advanced Air Mobility Capital & Working Capital - Upstate Revitalization Initiative (Capital and Working Capital Grant) Project (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Northeast UAS Airspace Integration Research Alliance, Inc. a grant for a total amount not to exceed Twenty One Million Dollars (\$21,000,000) from the Upstate Revitalization Initiative, 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 her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

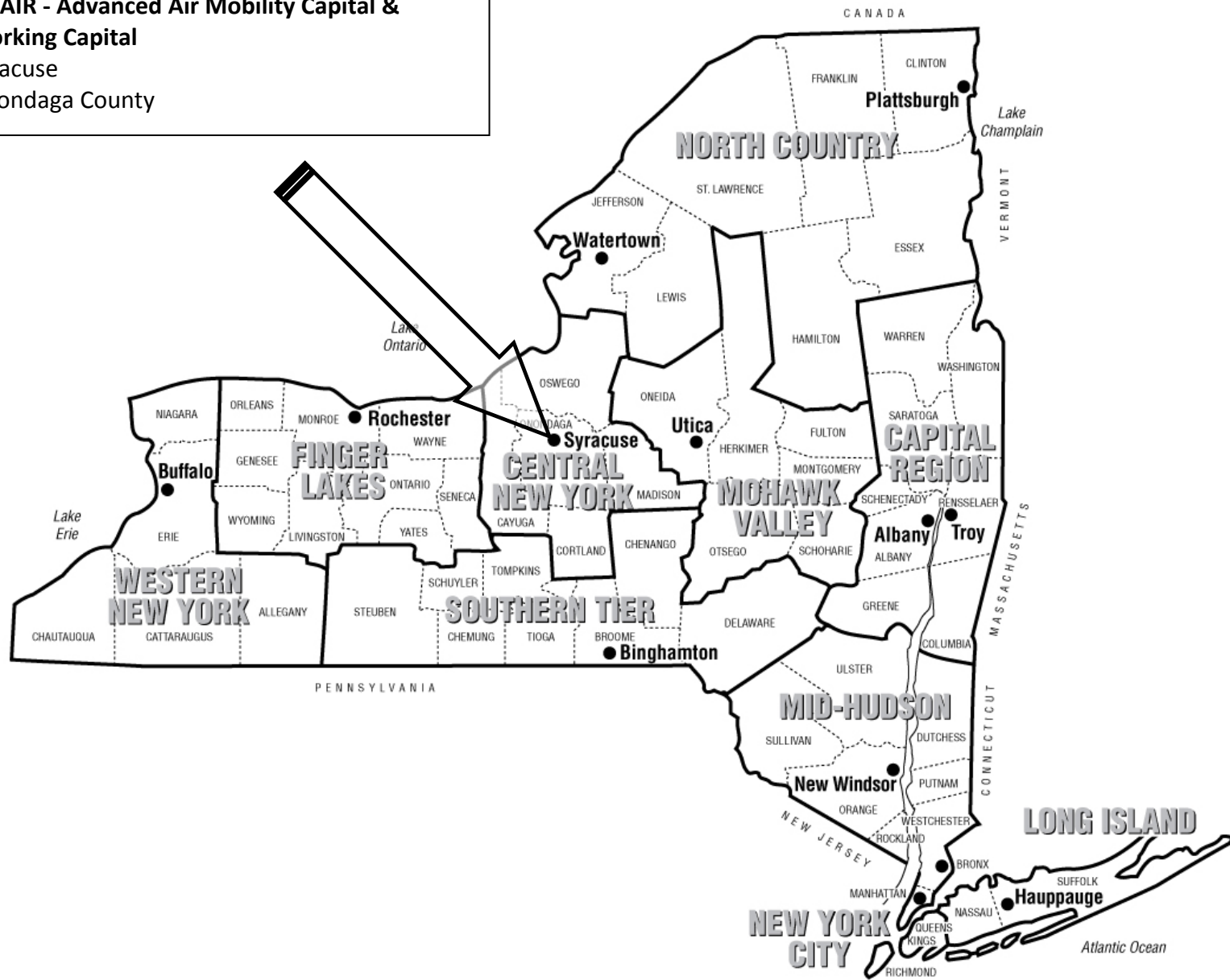
RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

**NUAIR - Advanced Air Mobility Capital & Working Capital**  
 Syracuse  
 Onondaga County





**Project Summary  
Benefit-Cost Evaluation<sup>1</sup>**

**Northeast UAS Airspace Integration Research Alliance, Inc. ("NUAIR") – Business Investment**

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits reported in the table below typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the table typically reflects only construction-related activity. Benchmarks for each type of project are noted in the footnotes.

**Initial Jobs: 11**

**Construction Job Years (Direct): 2**

**New Jobs: 5 over four years**

**Construction Job Years (Indirect): 1**

Evaluation Statistics	Project Results NYS Gov't.	NYS Gov't. Benchmarks <sup>2</sup>	Project Results State & Local Government	State & Local Government Benchmarks
<b>Fiscal Costs<sup>3</sup></b>	\$21,000,000	\$794,250	\$21,000,000	\$1,020,500
<b>Fiscal Benefits<sup>4</sup></b>	\$1,635,717	\$2,085,600	\$2,894,343	\$4,271,980
<b>Fiscal Cost /Direct Job</b>	\$2,063,158	\$3,000	\$2,063,158	\$4,110
<b>Fiscal Cost/Total Jobs</b>	\$1,038,055	\$1,424	\$1,038,055	\$1,964
<b>Fiscal B/C Ratio</b>	0.08	7.00	0.14	10.60
	<b>Project Results</b>	<b>Benchmarks</b>		
<b>Economic Benefits<sup>5</sup></b>	\$21,843,089	\$119,468,000		
<b>Econ. Benefits/Total Jobs</b>	\$1,079,730	\$147,600		
<b>Economic B/C Ratio</b>	1.04	75.00		

<sup>1</sup> Dollar values are present value calculated over a seven-year period. Separate evaluations are made and reported for New York State government assistance alone and for State and Local government.

<sup>2</sup> The current project evaluation results (both fiscal and economic) are compared to performance measure benchmarks based on results of a sample of ESD non-retail projects. Business Investment project benchmarks are 7.00 (Fiscal) and 75.00 (Economic). Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 30.00 (Economic).

<sup>3</sup> Fiscal cost includes the value of grants, loans and associated default risks, and discretionary subsidies (such as tax exemptions or abatements on sales, property, and interest income).

<sup>4</sup> Fiscal benefits are the loan repayments and tax revenues to New York State and Local governments generated by project activity. This includes estimated taxes on personal incomes from project direct and indirect employment, corporate and business incomes, excise and user taxes, property taxes, and other taxes.

<sup>5</sup> Economic benefits are estimated project benefits measuring fiscal flows to government plus net resident disposable income from project direct and indirect employment net of transfers, without adjusting for individual income earners' opportunity cost of employment.

FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Regional Council Award – Priority Project – Catskill (Capital Region – Greene County) – Sister Properties Waterfront Development Capital – Regional Council Capital Fund (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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ESD Directors' Summary

Sister Properties, LLC (“Sister Properties” or the “Company”) is a privately owned real estate development company created with the sole purpose of renovating the Foreland Campus in Catskill, NY. In 2019, the Company applied for funding through Round 9 of the Capital Regional Economic Development Council (“CREDC”). Based on the CREDC recommendation, ESD staff signed an Incentive Proposal with the Company, agreeing to pay a portion of the costs to renovate two historic properties and make site improvements to 150 feet of waterfront on Catskill Creek. In exchange for \$400,000 in grant funding, the Company agreed to invest over \$3.3 million of its own equity in renovating the historic buildings and waterfront, with a total project cost of \$3.7 million. This project aligns with ESD’s mission of supporting infrastructure and place-making through the creative economy and downtown revitalization.

Sister Properties has made the investment, and the renovations to the historic properties and waterfront is now complete. Since the Company has satisfied its obligations under the Incentive Proposal, ESD is now recommending that the Board authorize the release of funds for this project.

General Project Plan

I. Project Summary

Grantee: Sister Properties, LLC (“Sister Properties” or the “Company”)

ESD\* Investment: A grant of up to \$400,000 to be used for a portion of the cost of construction and renovation

\* The New York State Urban Development Corporation doing business as Empire State Development “ESD” or the “Corporation”)

Project Locations: 111 Water Street, Catskill  
125 Water Street, Catskill

Proposed Project: Restoration of two historic buildings and waterfront improvements along the Catskill Creek

Project Type: Renovation and Waterfront Redevelopment

Regional Council: The project is consistent with the Capital Regional Economic Development Council’s (“CREDC”) Strategy of *Core*, strengthening communities at their core and making them more attractive to talent and private investment, as well as supporting the creative arts and tourism.

## II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Construction/Renovation	\$2,543,520
Infrastructure/Site Work	477,280
Machinery and Equipment	81,875
FF&E	477,575
Other (Architectural/Engineering)	<u>120,750</u>

Total Project Costs \$3,701,000

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD-Grant	\$400,000	11%
Company Equity	<u>3,301,000</u>	<u>89%</u>

Total Project Sources \$3,701,000

## III. Project Description

### A. Company

Industry: Real Estate Development

Company History: Sister Properties, LLC, parent company for the Foreland Development, was formed in 2017. The business that runs the development was formed in 2021, upon partial completion of the rehabilitation and

development project.

- Ownership: The Company is privately held.
- Size: All facilities are located in Catskill, New York.
- Market: The renovated properties will cater to artists, creatives, wedding parties, etc.
- ESD Involvement: Sister Properties, LLC believes in restoring and developing historically significant properties, and had a vision to renovate two previously vacant properties in Catskill along the waterfront that would be available for an arts-focused community. However, due to the high costs associated with renovating two historic structures, there was a gap in funding.
- In July 2019, Sister Properties, LLC applied through Round 9 of the Capital Regional Economic Development Council’s Consolidated Funding Application (“CFA”) for ESD’s assistance in closing a budget shortfall. Without funding from ESD, the project would not have moved forward.
- Competition: N/A
- Past ESD Support: This is the Company’s first project with ESD.

B. The Project

- Completion: June 2022
- Activity: Sister Properties LLC renovated two historic side-by-side historic mill properties that have sat vacant since 2005 and made site improvements to 150 feet of waterfront on the Catskill Creek. Together, these sister building properties boast the biggest footprint in the Village of Catskill and have nearly 1,000 feet of Catskill Creek frontage.
- The Foreland building, at 111 Water Street, is a 50,000-square-foot brick-and-timber mill erected in the 1840s to produce uniforms in the American Civil War. The renovations to Foreland resulted in a commercial office building with a focus on arts and the creative economy, providing space for artists and entrepreneurs, events and restaurant usage. This specifically included adding building, dining, events, arts, and public programming.
- Next door, at 125 Water Street, is known locally as the Bookhouse, a 10,000-square-foot building that belonged to a rare book collector. The renovations to this three-story building were to create a multi-level event

space and upper-level rooms for individuals to get ready before events.

The Company also revitalized the waterfront with flood resilient green space, replacing gravel and planting flood resilient plants and greenery, outdoor restaurant seating, and floating docks.

Results: The project has allowed the Company to create a waterfront art district in a historic zone that was previously neglected. These sister properties have created a private-sector art-related venue to service creatives in Upstate New York and help foster a creative renaissance in Greene County.

Economic Growth  
Investment

Project: No Benefit-Cost Analysis (“BCA”) is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

Grantee Contact: Stephanie Halmos, Vice President  
17 West Las Olas Boulevard  
Fort Lauderdale, Florida 33301  
Phone: 954-249-2845  
E-mail: stef.halmos@halmosholdings.com

ESD Project No.: 133,465

Project Team:	Origination	Heidi Pasos
	Project Management	Chelsey Watroba
	Contractor & Supplier Diversity	Danielle Adams
	Finance	Vanusa DeBrito
	Environmental	Nicole Francis

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the \$400,000 capital grant (\$4,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Company will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Company’s acceptance of ESD’s offer. Equity is defined as cash injected into the project by the Company or by investors, and should be auditable through Company financial statements or Company accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project or grants from a government source.

3. Halmos Investments LLP will guarantee the grant repayment obligation of Sister Properties LLC, in the event of an Employment Shortfall or other default, as defined in these materials or the Grant Disbursement Agreement.
4. Up to \$400,000 will be disbursed to Grantee in lump sum upon documentation of construction/renovation, infrastructure/site work, machinery/equipment, furniture/fixtures/equipment, and other project costs (architectural/engineering) project costs totaling \$3,701,000, upon completion of the project substantially as described in these materials as evidenced by a certificate of occupancy, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 19, 2019, to be considered eligible project costs. All disbursements must be requested by April 1, 2024.
5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$400,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.
6. Grant funds will be subject to pro rata recapture if the property at the Project Location is sold within five years of disbursement of funds. The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and when the transfer occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:
  - (i) 100% of the disbursed amount if the transfer occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
  - (ii) 80% of the disbursed amount if the transfer occurred in the second full calendar year after the disbursement was made;
  - (iii) 60% of the disbursed amount if the transfer occurred in the third full calendar year after the disbursement was made;
  - (iv) 40% of the disbursed amount if the transfer occurred in the fourth full calendar year after the disbursement was made;
  - (v) 20% of the disbursed amount if the transfer occurred in the fifth full calendar year after the disbursement was made.

#### IV. Statutory Basis – Regional Council Capital Fund

The funding was authorized in the 2019-2020 New York State budget and reappropriated in the 2020-2021, 2021-2022, 2022-2023 and 2023-2024 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

Due to the buildings' inclusion on the State and National Registers of Historic Places, ESD has confirmed that the project sponsor consulted with the New York State Office of Parks, Recreation and Historic Preservation pursuant to the requirements of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law. No further consultation is required.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprises (MWBES) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30%. The overall goal shall include a Minority Business Enterprise Participation Goal of 5% and a Women Business Enterprise Participation Goal of 25% related to the total value of ESD's funding.

VII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since the project will not directly create or retain jobs.

VIII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

IX. Additional Submissions to Directors

Resolution  
New York State Map  
Project Finance Memorandum  
Project Photographs

Regional Council Award – Priority Project – Catskill (Capital Region – Greene County) – Sister Properties Waterfront Development Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Sister Properties Waterfront Development Capital – Regional Council Capital Fund (Capital Grant) Project (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to Sister Properties, LLC a grant for a total amount not to exceed Four Hundred Dollars (\$400,000) from the Regional Council Capital Fund (Capital Grant), 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 her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

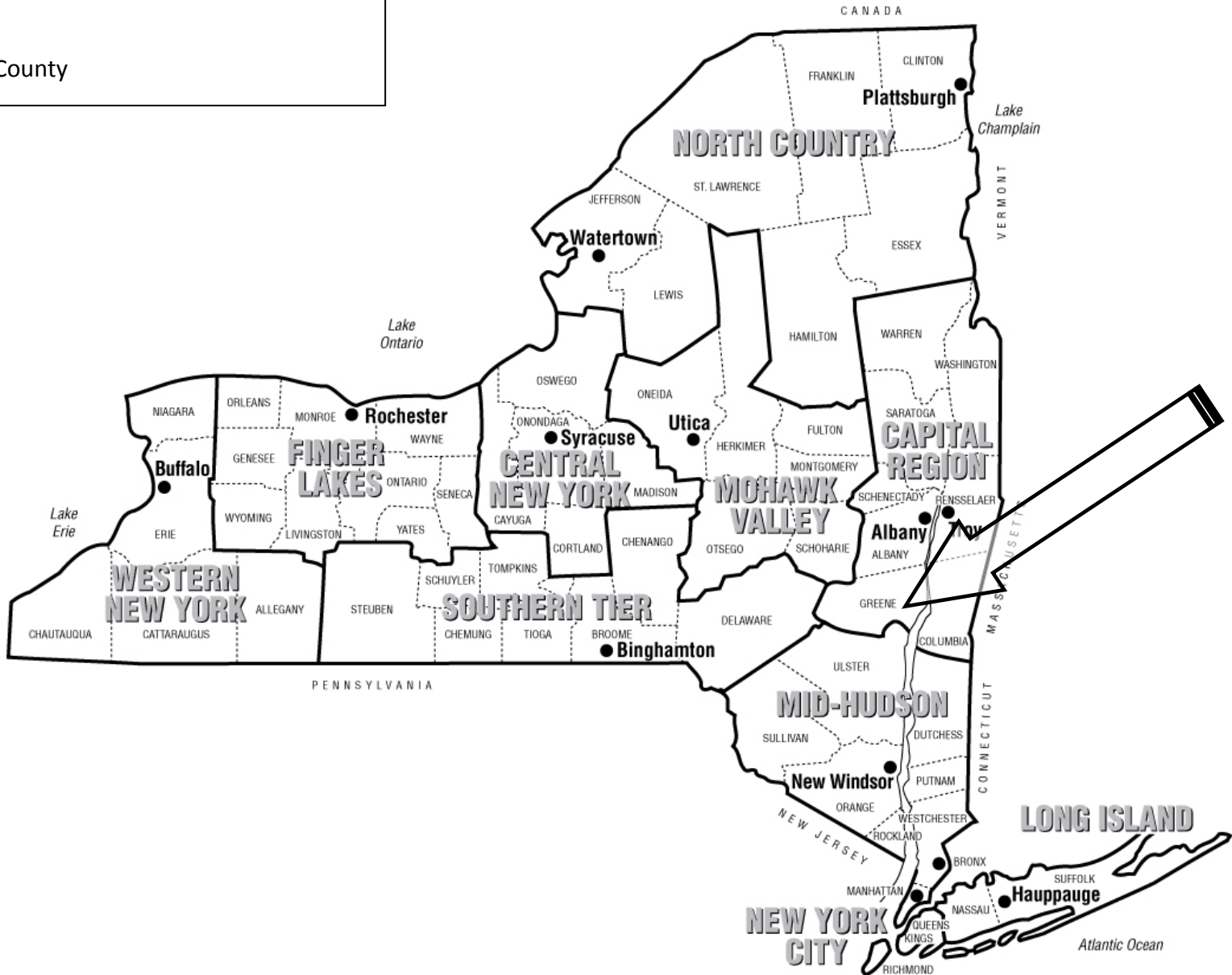
RESOLVED, that the President and Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any



and all documents and to take all actions as she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

**Sister Properties Waterfront Development  
Capital  
Catskill  
Greene County**



## Sister Properties Waterfront Development Capital



FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Albany (Capital Region – Albany County) – NY CREATES Albany Nanotech Campus Expansion (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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ESD Directors' Summary

New York Center for Research, Economic Advancement, Technology, Engineering and Science Corp (d/b/a “NY CREATES”) is a not-for-profit corporation whose purpose is to facilitate the attraction and expansion of innovative research and development projects and facilities, and to develop strategic assets that support the growth of high-technology companies throughout New York. NY CREATES was incorporated in 2018 and in 2019 became the sole member of both Fuller Road Management Corporation and Fort Schuyler Management Corporation, two non-profit entities that own and manage various economic development projects at Albany Nanotech Campus, Fuller Road, Albany and across New York State.

The Project involves the design of a new approximately 45,000 sq ft cleanroom at the Albany Nanotech Complex. The expanded cleanroom will accommodate current partner growth as well as support new initiatives that will bring new companies to New York State and will further NY’s position to compete with for the National Semiconductor Technology Center. The overall project will ensure that the Albany Nano Tech campus remains at the forefront of chip R&D capabilities.

General Project Plan

I. Project Summary

Grantee: New York Center for Research, Economic Advancement, Technology, Engineering and Science Corp (d/b/a “NY CREATES”)

Beneficiary: Fuller Road Management Corporation (“FRMC”)

ESD\* Investment: A grant of up to \$22,000,000 to be used for the design phase expenses incurred by NY CREATES and/or FRMC regarding the construction of new facility and 300mm clean room space.

\* The New York State Urban Development Corporation doing business as Empire State Development “ESD” or the “Corporation”)

Project Location: NY CREATES’ Albany Nanotech Campus, Fuller Road, Albany, Albany County

Proposed Project: Construction design costs associated with expansion of Albany Nanotech Complex cleanroom space.

Project Type: Construction Design

Regional Council: The project is consistent with the Albany Regional Economic Development Council Plan to complement the success in Nanotechnology and semiconductor research, development and manufacturing.

## II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Design (CFD Modelling, Vibration, Environmental Permitting, Site Civil):	\$11,000,000
Utility and water retention review (Utility location, Curtain Wall Demo, Underground Utility Relocation, Stormwater Relocation):	8,000,000
Construction Management Labor/General Conditions:	<u>3,000,000</u>
Total Project Costs	<u>\$22,000,000</u>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD-Grant	<u>\$22,000,000</u>	<u>100%</u>
Total Project Financing	<u>\$22,000,000</u>	<u>100%</u>

## III. Project Description

### A. Grantee

Industry: The purpose of NY CREATES is to facilitate the attraction and expansion of innovative research and development projects and facilities, and to develop strategic assets that support the growth of high-technology companies throughout New York.



Grantee History: NY CREATES was incorporated in 2018 and in 2019 became the sole member of both FRMC and Fort Schuyler Management Corporation (“FSMC”), two non-profit entities that own and manage various economic development projects in Albany and across New York State.

Ownership: NY CREATES is a 501(c)3 non-profit member corporation whose members are the Research Foundation for SUNY and the SUNY Polytechnic Institute Foundation.

Size: There are approximately 600-employee working at the Albany Nanotech Complex on Fuller Road in Albany. NY CREATES has additional properties it controls and leases to industry as economic development engagements through its affiliates, FRMC and FSMC. Those properties are in Plattsburgh, Utica/Marcy, Dewitt, Buffalo, and Dunkirk, New York.

Market: Non-profit research and development, education, and economic development.

B. Beneficiary

Industry: Real Estate Holding

Beneficiary History: FRMC was created in 1993 by the Research Foundation of SUNY (“SUNY RF”) and the UAlbany Foundation. FRMC was formed for the purpose of holding title to property and collecting income therefrom. Its mission is to purchase, acquire, own, hold, improve and develop lands, buildings and other real property improvements that provide facilities that promote research, education and economic development. In 2018, NY CREATES was incorporated and, in order to facilitate its purpose and mission, it later became the sole member of both FRMC and FSMC in 2019 and oversees both entities.

Ownership: The Beneficiary is a 501(c)(25) not-for-profit corporation whose sole member is NY CREATES. The by-laws of FRMC make each director of NY CREATES, to be deemed a director of FRMC by virtue of being a director of NY CREATES. Further, the officers of NY CREATES serve ex-officio as the officers of FRMC in the same office that such individuals hold with NY CREATES.

ESD Involvement: The grant funding will allow NYCREATES and FRMC to start the design work for the expansion of the Albany Nanotech Campus.

Past ESD Support: This is the Grantee’s first direct project with ESD. However, ESD has provided numerous grants to FRMC to support the Albany Nanotech Campus and related initiatives totaling nearly \$318 million.

C. The Project

Completion: The current design phase is expected to be completed in April of 2024.

Activity: The Project involves the design of a new approximately 45,000 sq ft cleanroom at the Albany Nanotech Complex. The expanded cleanroom will accommodate current partner growth as well as support new initiatives that will bring new companies to New York State. This expansion will be built to specification required for 300mm research and development. The new facility and tooling will further New York's position as a technology center supporting the National Semiconductor Technology Center ("NSTC") and the Logic and Heterogeneous Integration Center of Excellence.

Results: The Project will provide the necessary facility upgrades to support the ever-changing technology required to maintain and attract NY CREATES tenants. In addition, the Project will enhance New York's ability to apply for and attract the NSTC to the Albany campus. Potential federal funding for the NSTC includes \$11 billion that is part of the overall \$50 billion in federal funds committed as part of the CHIPS and Science Act signed into law by President Biden in 2022. The NSTC will be a public-private consortium that will serve as the focal point for research and engineering to support the semiconductor ecosystem.

Economic Growth

Investment Project: No Benefit-Cost Analysis ("BCA") is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

Grantee Contact: David Anderson, President  
257 Fuller Road  
Albany, NY 12203  
Phone: (518) 437-8686  
E-mail: DAnderson2@ny-creates.org

Beneficiary Contact: Scott Bateman, Treasurer  
257 Fuller Road  
Albany, NY 12203  
Phone: (518) 437-8689  
E-mail: batemas@sunypoly.edu

ESD Project No.: 135,834

Project Team:	Origination	Steve Gawlik
	Project Management	Jean Williams
	Contractor & Supplier Diversity	Danielle Adams
	Finance	Jonevan Hornsby
	Design & Construction	Ethan Morrissey
	Environmental	Soo Kang

D. Financial Terms and Conditions

1. Upon execution of the Grant Disbursement Agreement, the Grantee shall reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Grantee will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. Funds will be advanced into a Grantee-held Imprest Account periodically based on a cash flow need. The Grantee can request to draw from the Imprest Account to pay eligible expenses incurred by the Grantee or its affiliate during the course of design and/or construction no more frequently than monthly unless otherwise approved by ESD, in compliance with the Design & Construction Requirements, assuming that all project approvals have been completed and funds are available.

Advance payments will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2024; Grantee must document 100% of project costs within 12 months of the Final Advance. Any funds remaining in the Imprest Account 12 months following the Final Advance must be returned to ESD. Accrued interest on the Imprest Account must be returned to ESD quarterly along with bank statements. Expenditures incurred prior to January 2023 are not eligible project costs and cannot be reimbursed by grant funds.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$22,000,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

IV. Statutory Basis

Funding will be provided through a New York State appropriation. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

SUNY Polytechnic Institute, as lead agency, has completed an environmental review of the 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 found the project to be a Type I Action, which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on June 30, 2022. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

VI. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority-and women-owned business enterprises (MWBES) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that, due to the highly specialized and unique nature of this project, there exists no potential for MWBE participation. As such, participation goals will not be established or required for this project.

VII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

VIII. Additional Submissions to Directors

Resolutions  
New York State Map  
Project Finance Memorandum

Albany (Capital Region – Albany County) – NY CREATES Albany Nanotech Campus Expansion (Capital Grant) - Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the NY CREATES Albany Nanotech Campus Expansion (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to NY CREATES a grant for a total amount not to exceed Twenty-Two Million Dollars (\$22,000,000), 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 her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

May 22, 2023

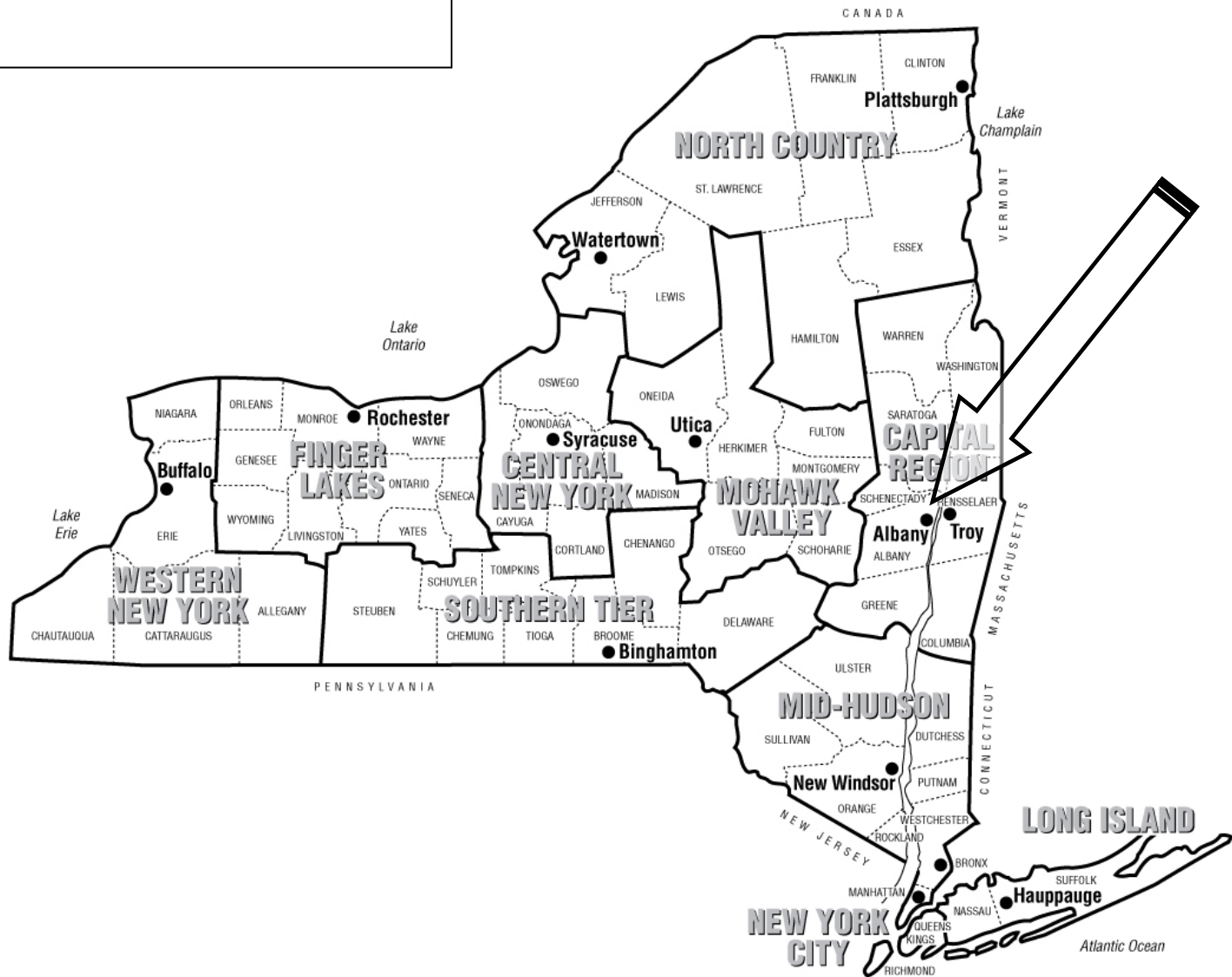
Albany (Capital Region – Albany County) – NY CREATES Albany Nanotech Campus Expansion Project - Determination of No Significant Effect on the Environment

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RESOLVED, that on the basis of the materials submitted to the Directors with respect to the NY CREATES Albany Nanotech Campus Expansion Project, the Corporation hereby makes a determination that the proposed action will not have a significant adverse effect on the environment.

\* \* \*

**NY CREATES Albany Nantotech Campus**  
Albany  
Albany County



FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Regional Council Award – Kingston (Mid-Hudson Region – Ulster County)  
– CPW - 25 Dederick Street Capital – Regional Council Capital Fund  
(Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act;  
Authorization to Adopt the Proposed General Project Plan for the  
Purpose of Making a Grant; Authorization to Make a Grant and to Take  
Related Actions

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ESD Directors' Summary

A museum and school, The Center for Photography at Woodstock (“CPW” or the “Organization”) was founded in 1977 and is the leading regional hub for critical dialogue and creative learning about photography and related media in the Hudson Valley of New York. In 2022, the Organization applied for funding through Round 12 of the Mid-Hudson Regional Economic Development Council (“REDC”). Based on the REDC’s regional goal to grow the tourism industry through its PLAY regional strategy, the REDC recommended funding for the project.

In February 2023, ESD staff signed an Incentive Proposal with the Organization for a grant award totaling \$350,000, agreeing to pay a portion of the costs to acquire the 40,000-square-foot Van Slyke & Horton cigar factory, a historic building located at 25 Dederick Street in the heart of the Kingston Midtown Arts District. In exchange for the funding, the Organization agreed to invest \$225,000 in its own equity in the acquisition, retain its 5 employees in New York and hire an additional 6 employees. Total project costs are expected to be \$2,100,000.

The Organization has made the investment, the building has been acquired, and the organization has retained 5 full time employees at the project location. Because the Organization has satisfied its obligations for the first disbursement under the Incentive Proposal, ESD is now recommending that the Board authorize the release of funds for this project.

General Project Plan

I. Project Summary

Grantee: The Center for Photography at Woodstock (“CPW” or the “Organization”)

ESD\* Investment: A grant of up to \$350,000 to be used for a portion of the cost of real estate acquisition

\* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Location: 25 Dederick Street, Kingston, Ulster County

Proposed Project: Acquisition of a 40,000-square-foot building to serve as a museum and community space

Project Type: Business relocation involving job retention and creation

Regional Council: The project is consistent with the Mid-Hudson Regional Economic Development Council Plan to grow the tourism industry through its PLAY regional strategy.

Employment: Initial employment at time of ESD Incentive Proposal: 5  
Current employment level: 5  
Minimum employment on January 1, 2027: 11\*

\*New employees cannot be transferred from other NYS locations

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Building acquisition	<u>\$2,100,000</u>
Total Project Costs	<u>\$2,100,000</u>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>	<u>Rate/Term/Lien</u>
ESD-Grant	\$350,000	17%	
Owner Loan	750,000	36%	4.5%/5 yrs/first lien on RE
Board Member Loan	775,000	37%	2.5%/5 yrs/ 2nd lien on RE
Grantee Equity	<u>225,000</u>	<u>10%</u>	
Total Project Financing	<u>\$2,100,000</u>	<u>100%</u>	

### III. Project Description

#### A. Organization

Industry: Museum

Grantee History: A museum and school, CPW was founded in 1977 and is the leading regional hub for critical dialogue and creative learning about photography and related media in the Hudson Valley of New York. Through its educational programs and community outreach, CPW brings together a diverse array of artists and viewers and fosters opportunities for them to create photography and to explore its vital role in contemporary culture.

Community-based and collaborative programming is at the heart of CPW's mission. Its multi-faceted activities help to create a more equitable community by providing tools and opportunities for artists, creative workers, and the public that include professional training and access to equipment and workspace, exhibition opportunities, and public dialogues around the central issues related to photography in a rapidly changing world. CPW offerings include exhibitions, workshops, lectures, artist-in-residence program, digital media lab, library, and art collection.

Ownership: CPW is a nonprofit organization.

Size: All facilities are located in Kingston, NY.

ESD Involvement: CPW is small organization with limited means. In December 2021, it moved from its legacy building at 59 Tinker Street in Woodstock, NY to a 1,400-square-foot leased space in nearby Kingston. The undersized space was always approached as a temporary space as CPW looked for a permanent location.

In October 2022, CPW applied for assistance through Round 12 of the Consolidated Funding Application. In February 2023, ESD offered the Organization a \$350,000 grant to be funded from the Regional Council Capital Fund to assist with the relocation project. The Organization accepted the offer in March 2023. An ESD analysis and vetting of the Organization's attestations determined that without ESD assistance, the project would not have been feasible.

Competition: N/A

Past ESD Support: This is the Organization's first project with ESD.

## B. The Project

Completion: February 2023

Activity: CPW purchased the 40,000-square-foot Van Slyke & Horton cigar factory, a historic building located at 25 Dederick Street in the heart of the Kingston Midtown Arts District. Acquisition of this building as its permanent home will enable CPW to expand substantially all aspects of its programming, and to become a central meeting place for the arts community. REDC funds approved via this grant are only for the acquisition of the property. A separate RESTORE NY grant to be approved by the Board at a later date will be used to rehabilitate the building in two phases. Phase One of that rehabilitation is expected to be completed in Spring of 2024.

Results: Retain 5 existing jobs and create 6 new jobs.

### Business Investment

Project: Evaluated over a seven-year period, the following are anticipated project impacts (dollar values are present value):

- Fiscal benefits to NYS government from the project are estimated at \$395,698;
- Fiscal cost to NYS government is estimated at \$350,000;
- Project cost to NYS government per direct job is \$37,291;
- Project cost to NYS government per job (direct plus indirect) is estimated at \$31,488;
- Ratio of project fiscal benefits to costs to NYS government is 1.13:1;
- Fiscal benefits to all governments (state and local) are estimated at \$720,077;
- Fiscal cost to all governments is \$350,000;
- All government cost per direct job is \$37,291;
- All government cost per total job is \$31,488;
- The fiscal benefit to cost ratio for all governments is 2.06:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at \$5,302,465, or \$477,046 per job (direct and indirect);
- The economic benefit to cost ratio is 15.15:1;
- Project construction cost is \$0;
- For every permanent direct job generated by this project, an additional 0.19 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is six years.

See Project Summary Benefit-Cost Evaluation (attached) for detail and definitions.



Grantee Contact: Nadine Lemmon, Treasurer  
474 Broadway  
Kingston, NY 12401  
Phone: (917) 767-7698  
E-mail: nadine@gunk.org

ESD Project No.: 135,581

Project Team:	Origination	Monique LeGendre
	Project Management	Arturo Rodriguez
	Contractor & Supplier Diversity	Denise Ross
	Finance	Kayla Biles
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Organization shall pay a commitment fee of 1% of the \$350,000 capital grant (\$3,500) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Organization will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. The Organization will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Organization's acceptance of ESD's offer. Equity is defined as cash injected into the project by the Organization or by investors, and should be auditable through Organizational financial statements or Organization accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.
4. Prior to disbursement, the Organization must employ at least the number of Full-time Permanent Employees set forth as the Baseline Employment in the table below. A Full-time Permanent Employee shall mean (a) a full-time, permanent, private-sector employee on the Organization's payroll, who has worked at the Project Location for a minimum of thirty-five hours per week for not less than four consecutive weeks and who is entitled to receive the usual and customary fringe benefits extended by Organization to other employees with comparable rank and duties; or (b) two part-time, permanent, private-sector employees on Organization's payroll, who have worked at the Project Location for a combined minimum of thirty-five hours per week for not less than four consecutive weeks and who are entitled to receive the usual and customary fringe benefits extended by Organization to other employees with comparable rank and duties.
5. Up to \$350,000 will be disbursed to the Grantee in three installments as follows:

- a) an Initial Disbursement of an amount equal to 50% of the grant (\$175,000) upon documentation of real estate acquisition project costs totaling \$2,100,000, upon completion of the project substantially as described in these materials, as evidenced by a Certificate of Compliance, and upon documentation of the employment of at least 5 Full-time Permanent Employees at the Project Location, assuming that all project approvals have been completed and funds are available;
- b) a Second Disbursement of an amount equal to 25% of the grant (\$87,500) will be disbursed upon documentation of the employment of at least 9 Full-time Permanent Employees at the Project Location (Employment Increment of 4), provided Grantee is otherwise in compliance with program requirements;
- c) a Third Disbursement of an amount equal to 25% of the grant (\$87,500) will be disbursed upon documentation of the employment of at least 11 Full-time Permanent Employees at the Project Location (Employment Increment of 2), provided Grantee is otherwise in compliance with program requirements.

Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after January 12, 2023, to be considered eligible project costs. All disbursements must be requested by April 1, 2027.

6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$350,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.
7. In consideration for the making of the Grant, Grantee will achieve the Employment Goals set forth in Column B of the table below. If the Full-time Permanent Employee Count for the year prior to the reporting date set forth in Column A of the table below is less than eighty-five percent (85%) of the Employment Goal set forth in Column B (an "Employment Shortfall"), then upon demand by ESD, Grantee shall be obligated to repay to ESD a portion of each disbursement of the Grant, as follows:

The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and when the Employment Shortfall occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:

- (i) 100% of the disbursed amount if the Employment Shortfall occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
- (ii) 80% of the disbursed amount if the Employment Shortfall occurred in the second full calendar year after the disbursement was made;
- (iii) 60% of the disbursed amount if the Employment Shortfall occurred in the third full calendar year after the disbursement was made;

- (iv) 40% of the disbursed amount if the Employment Shortfall occurred in the fourth full calendar year after the disbursement was made;
- (v) 20% of the disbursed amount if the Employment Shortfall occurred in the fifth full calendar year after the disbursement was made.

The Grantee’s number of Full-time Permanent Employees shall be deemed to be the greater of the number as of the last payroll date in the month of December for such year or the average employment for the 12 month period computed by quarter.

Baseline Employment	5
<b>A</b>	<b>B</b>
Reporting Date	Employment Goals
February 1, 2024	5+X+Y
February 1, 2025	5+X+Y
February 1, 2026	5+X+Y
February 1, 2027	5+X+Y
February 1, 2028	5+X+Y

X = Grantee's Employment Increment that will be the basis of the Second Disbursement of the Grant as described in section C.5 above (i.e. X=4, and Employment Goals shall equal [5 + X = 9] if the Second Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Second Disbursement has not yet been made then X=0.

Y = Grantee’s Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. Y=2, and Employment Goals shall equal [5 + X + Y = 11] if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then Y=0.

IV. Statutory Basis – Regional Council Capital Fund

The funding was authorized in the 2022-2023 New York State budget and reappropriated in the 2023-2024 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

VI. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the

law to promote opportunities for maximum feasible participation of New York State certified Minority and Women-owned Business Enterprises (MWBEs) in the performance of ESD projects. For purposes of this Project, however, MWBE goals will not be established due to the unavailability of certified MWBEs for performance of this project. Recipient shall acknowledge and adhere to ESD’s Non-discrimination and Equal Employment Opportunity (“EEO”) policies.

Pursuant to New York State Executive Law Article 17-B, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified Service-Disabled Veteran-Owned Businesses (“SDVOBs”) in the performance of ESD projects. For purposes of this Project, however, goals will not be established due to the unavailability of SDVOBs for performance of this Project.

VII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

VIII. Additional Submissions to Directors

Resolutions  
New York State Map  
Benefit-Cost Analysis  
Project Finance Memorandum

May 22, 2023

Regional Council Award – Kingston (Mid-Hudson Region – Ulster County) – CPW - 25 Dederick Street Capital – Regional Council Capital Fund – (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the CPW - 25 Dederick Street Capital -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to The Center for Photography at Woodstock a grant for a total amount not to exceed Three Hundred and Fifty Thousand Dollars (\$350,000) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her 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 her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

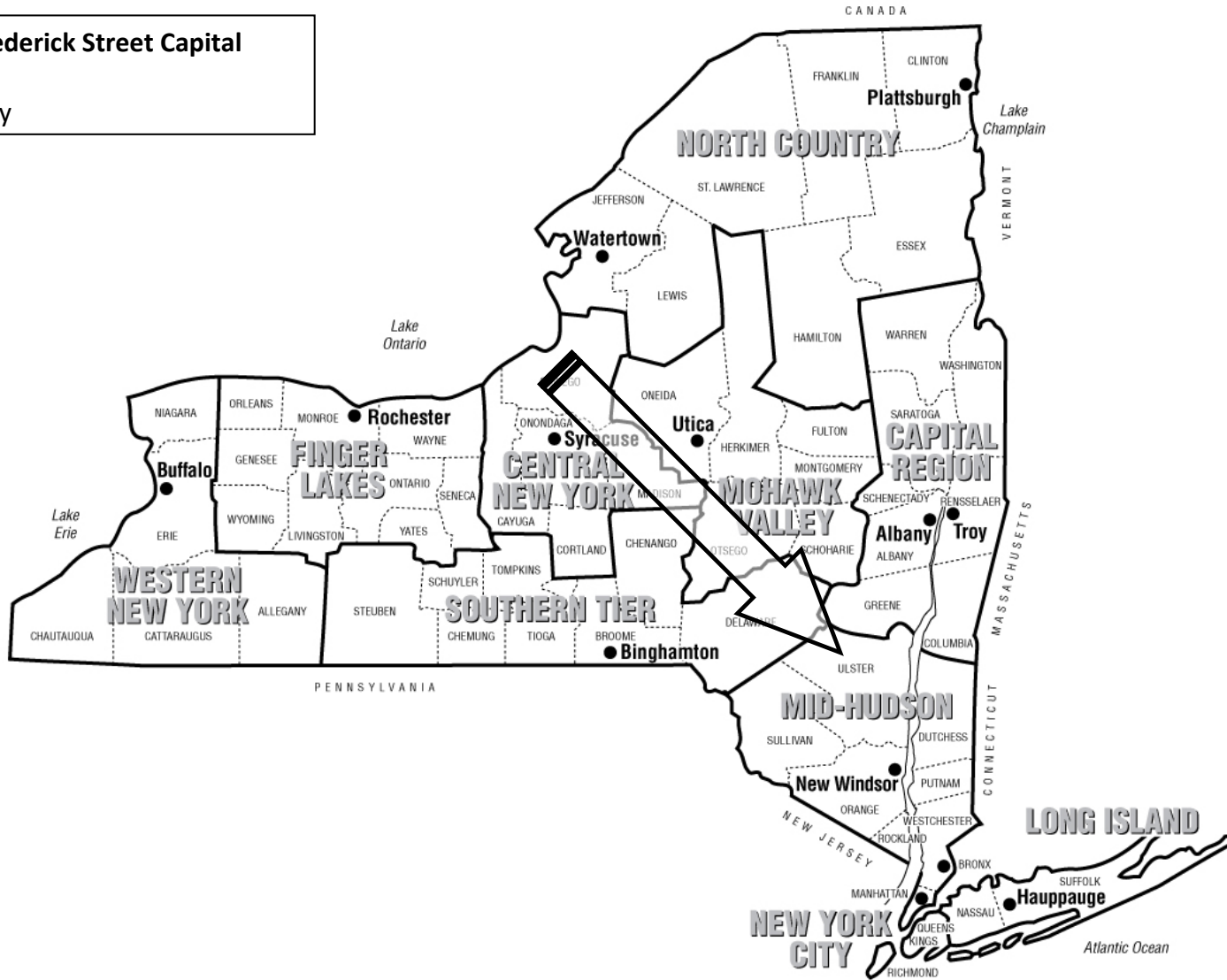
RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

**CPW – 25 Dederick Street Capital**  
Kingston  
Ulster County



**Project Summary  
Benefit-Cost Evaluation<sup>1</sup>**

**The Center for Photography at Woodstock – Business Investment**

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits reported in the table below typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the table typically reflects only construction-related activity. Benchmarks for each type of project are noted in the footnotes.

<b>Initial Jobs:</b>	<b>5</b>	<b>Construction Job Years (Direct):</b>	<b>0</b>
<b>New Jobs:</b>	<b>6 over three years</b>	<b>Construction Job Years (Indirect):</b>	<b>0</b>

<b>Evaluation Statistics</b>	<b>Project Results NYS Gov't.</b>	<b>NYS Gov't. Benchmarks<sup>2</sup></b>	<b>Project Results State &amp; Local Government</b>	<b>State &amp; Local Government Benchmarks</b>
<b>Fiscal Costs<sup>3</sup></b>	\$350,000	\$794,250	\$350,000	\$1,020,500
<b>Fiscal Benefits<sup>4</sup></b>	\$395,698	\$2,085,600	\$720,077	\$4,271,980
<b>Fiscal Cost /Direct Job</b>	\$37,291	\$3,000	\$37,291	\$4,110
<b>Fiscal Cost/Total Jobs</b>	\$31,488	\$1,424	\$31,488	\$1,964
<b>Fiscal B/C Ratio</b>	1.13	7.00	2.06	10.60
	<b>Project Results</b>	<b>Benchmarks</b>		
<b>Economic Benefits<sup>5</sup></b>	\$5,302,465	\$119,468,000		
<b>Econ. Benefits/Total Jobs</b>	\$477,046	\$147,600		
<b>Economic B/C Ratio</b>	15.15	75.00		

<sup>1</sup> Dollar values are present value calculated over a seven-year period. Separate evaluations are made and reported for New York State government assistance alone and for State and Local government.

<sup>2</sup> The current project evaluation results (both fiscal and economic) are compared to performance measure benchmarks based on results of a sample of ESD non-retail projects. Business Investment project benchmarks are 7.00 (Fiscal) and 75.00 (Economic). Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 30.00 (Economic).

<sup>3</sup> Fiscal cost includes the value of grants, loans and associated default risks, and discretionary subsidies (such as tax exemptions or abatements on sales, property, and interest income).

<sup>4</sup> Fiscal benefits are the loan repayments and tax revenues to New York State and Local governments generated by project activity. This includes estimated taxes on personal incomes from project direct and indirect employment, corporate and business incomes, excise and user taxes, property taxes, and other taxes.

<sup>5</sup> Economic benefits are estimated project benefits measuring fiscal flows to government plus net resident disposable income from project direct and indirect employment net of transfers, without adjusting for individual income earners' opportunity cost of employment.



# CPW – 25 Dederick Street Capital





CPW – 25 Dederick Street Capital



FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Regional Council Award – Islip (Long Island Region – Suffolk County) – Ronkonkoma Hub Sewage Treatment Plant Capital – Regional Council Capital Fund (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

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ESD Directors' Summary

The Suffolk County Department of Public Works is responsible for constructing and maintaining county roads and sewerage systems as well as the operation of the Suffolk County Transit System. In 2011, the Municipality applied for funding through Round 1 of the Long Island Regional Economic Development Council's ("LIREDC") Consolidated Funding Application process. Based on the LIREDC's recommendation, Empire State Development ("ESD") staff signed an incentive proposal with the Grantee in June 2012 agreeing to pay a portion of the costs to design and construct a sewage treatment plant in the town of Islip to stimulate a new transit-oriented development north of the railroad station in the Town of Brookhaven with a grant award of \$4,000,000. The project will also spur future development adjacent to the MacArthur Airport. The Suffolk County Department of Public Works will contribute \$26,188,271 of its own equity into the project with a total project cost of \$30,188,271.

In June 2018, as the engineering report for the wastewater treatment plant was completed and the land on which the treatment plant was originally planned to be built became unavailable, it was determined to modify the scope of the project and instead of constructing a wastewater treatment plant, the sanitary sewer flows would be directed to a pump station, called the Ronkonkoma Hub Pump Station where it would then be pumped to the existing and recently upgraded Suffolk County Sewer District Plant 3 (S.C.S.D. 3) - Bergen Point Wastewater Treatment Plant. The design and construction work has been completed and therefore ESD is now recommending that the board authorize the release of the project funds.

General Project Plan

I. Project Summary

Grantee: County of Suffolk (“Suffolk County”, the “Grantee” or the “Municipality”)

ESD\* Investment: A grant of up to \$4,000,000 to be used for a portion of the cost of planning, design, inspection services and construction of a new sanitary force main piping system

\* The New York State Urban Development Corporation doing business as Empire State Development “ESD” or the “Corporation”)

Project Location: Ronkonkoma, Village of Islandia, Islip, Suffolk County  
Mill Rd., Railroad Ave., Johnson Ave., Suffolk Ave., Lowell Ave., Eastview Drive

Proposed Project: Design and construct a new sanitary force main piping system in the Town of Islip, Suffolk County to stimulate a new transit-oriented development located north of the railroad station in the Town of Brookhaven known as the Ronkonkoma Hub and future development adjacent to the MacArthur Airport

Project Type: Infrastructure investment project for sewage treatment and disposal

Regional Council: The project is consistent with the Long Island Regional Economic Development Council Plan to invest in sewer infrastructure that will allow construction of a Smart Growth transit-oriented village in a distressed community and will strengthen ties between Suffolk’s largest rail station and a regional airport in a commercially critical area.

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>	
Construction Renovation	\$28,813,581	
Soft Costs (architectural/engineering)	<u>1,374,690</u>	
Total Project Costs	<u>\$30,188,271</u>	
<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD-Grant	\$4,000,000	13%
Grantee Equity (County Serial Bonds)	<u>26,188,271</u>	<u>87%</u>
Total Project Financing	<u>\$30,188,271</u>	<u>100%</u>

### III. Project Description

#### A. Municipality

Industry: Wastewater Treatment

Grantee

History: Suffolk County was established in 1683. It is comprised of 10 towns and 32 Villages. According to the 2020 census, the County has a combined population of approximately 1,525,920 residents and an area of 2,373 square miles of which 912 square miles is land and 1,461 square miles is water. It is the second largest county in New York State and occupies 66% of the land area of Long Island.

Ownership: Municipality

Size: All facilities are located in Suffolk County

ESD Involvement: Suffolk County was seeking to make an investment in infrastructure to process and dispose of sewage waste in the town of Islip, Suffolk County near the railroad station due to investment in the construction of a multi-unit housing near the station and adjacent to business districts.

In October 2011, the Grantee applied for assistance through Round 1 of the Long Island Regional Economic Development Council's Consolidated Funding Application to request assistance for a portion of the cost of a sewage treatment plant. The County was awarded a \$4,000,000 Regional Council Capital Fund grant in June 2012 to assist with the financing. The Grantee accepted the offer the same day.

However, In June 2018, as the engineering report for the wastewater treatment plant was completed and the land on which the treatment plant was originally planned to be built became unavailable, it was determined to modify the scope of the project and instead of constructing a wastewater treatment plant, the sanitary sewer flows would be directed to a pump station, called the Ronkonkoma Hub Pump Station where it would then be pumped to the existing and recently upgraded Suffolk County Sewer District Plant 3 (S.C.S.D. 3) - Bergen Point Wastewater Treatment Plant.

This project would not have been possible without this grant.



Past ESD Support: Funding for the past five years, totaling \$1,019,848 million, to the Grantee is summarized in the following chart:

Program	Project #	Amount	Date Start (ESD Directors' Approval Date)	Date End (Project Completion: Contract Expiration)	Purpose
Local Asst – 2020 Federal Census Outreach 19-20	133,633	\$1,019,848	February 20, 2020	March 31, 2021	Working Capital - Aid to localities for services and expenses, grants, and costs associated with program administration in executing a count of New Yorkers

**B. The Project**

Completion: December 2020

Activity: The Ronkonkoma Hub Pump Station was built as a site to direct sanitary sewer flows then pump to the existing and upgraded Bergen Point Wastewater Treatment Plant. The Ronkonkoma Hub facility has influent channels, a control room, electrical rooms, odor control equipment, ventilation equipment, a wet well with submersible pumps, valve pits and an exterior sound attenuated emergency generator with site lighting, fencing and drainage structures. Approximately 5.5 miles of dual 6-inch and 12-inch force mains with clean out structures were installed by open cut trenching methods and then approximately 1.5 miles of 24-inch diameter gravity sewer was installed using open cut construction methods. The contractor connected the downstream end of the 24-inch gravity piping into the existing S.C.S.D. 3 – Bergen Point sewer collection system whereby it flows to be treated at the wastewater treatment plant. This design of the pump station was completed, and a legal agreement executed whereby Tritec would own and operate the Pump Station and allow for ownership transfer to Suffolk County. Suffolk County would own and operate the newly constructed dual force main piping system which then discharges sewage into a new gravity collection system installed which then connected into an existing Suffolk County gravity sewer manhole which directs flow to the S.C.S.D. 3 – Bergen Point Wastewater Treatment Plant.

Results: The Ronkonkoma Hub Pump Station has enabled the following: (1) high sanitary flow users such as restaurants and hotels to attract visitors to the area; (2) “smart growth” high density condominiums and apartments are being constructed over storefronts; (3) additional developments

providing work force housing and affordable homes or apartments are being built; (4) environmental quality of groundwater supply has been improved; (5) suburban sprawl has been minimized by reducing its adverse impact on the environment while preserving open space outside of the project area; (6) the Town's tax base has been expanded and business has grown the TOD which will assist LIMA in its efforts to attract a major carrier and will additionally stimulate business along the Airport Corridor.

Infrastructure  
Investment

Project: No Benefit-Cost Analysis ("BCA") is required since these projects generate long-term benefits not captured in the short-term period used for the BCA and may involve no permanent job commitments.

Grantee Contact: Steve Bellone, Suffolk County Executive  
100 Veterans Memorial Highway  
Hauppauge, NY 11788  
Phone: 631-852-4010  
E-mail: public.works@suffolkcountyny.gov

ESD Project No.: X794

Project Team:	Origination	Brian Scripture
	Project Management	Sharon Gray
	Contractor & Supplier Diversity	Danah Alexander
	Environmental	Eram Qadri

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Municipality shall pay a commitment fee of 1% of the \$4,000,000 capital grant (\$40,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Municipality will demonstrate no materially adverse changes in its financial condition prior to disbursement.
3. The Municipality will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed. Equity is defined as cash injected into the project by the Grantee or by investors, and should be auditable through Municipality financial statements or Municipal accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.
4. Up to \$4,000,000 will be disbursed to Grantee in a lump sum upon documentation of construction, architectural and engineering design, soft costs and other project costs

totaling \$23,500,000, and upon completion of the project substantially as described in these materials, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after June 14, 2012, to be considered eligible project costs. All disbursements must be requested by April 1, 2024.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$4,000,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

#### IV. Statutory Basis – Regional Council Capital Fund

The funding was authorized in the 2011-2012 New York State budget and reappropriated in the 2012-2013, 2013-2014, 2014-2015, 2015-2016, 2016-2017, 2017-2018, 2018-2019, 2019-2020, 2020-2021, 2021-2022, 2022-2023, and 2023-2024 New York State budget(s). No residential relocation is required as there are no families or individuals residing on the site.

#### V. Environmental Review

Suffolk County, as lead agency, has completed an environmental review of the 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 found the project to be an Unlisted Action, which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on November 22, 2016. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

#### VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Grantee shall be required to include minorities and women in any job opportunities created, to solicit and utilize New York State certified Minority- and Women-Owned Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 28%. The overall MWBE participation goal shall consist of a Minority Business Enterprise ("MBE") Participation Goal of 16% and a Women Business Enterprise ("WBE") Participation Goal of 12% related to the total value of ESD's funding.



VII. Smart Growth Public Infrastructure Review

Pursuant to the requirements of the State Smart Growth Public Infrastructure Policy Act (the “SG Act”), ESD’s Smart Growth Advisory Committee has reviewed a Smart Growth Impact Statement for the project and found that the project is consistent with the State Smart Growth Public Infrastructure Criteria (“Smart Growth Criteria”). The designee of the Chief Executive Officer of the Corporation has attested that the project, to the extent practicable, meets the relevant Smart Growth Criteria set forth in the SG Act.

VIII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since the project will not directly create or retain jobs.

IX. Additional Submissions to Directors

Resolutions  
New York State Map

Regional Council Award – Islip (Long Island Region – Suffolk County) – Ronkonkoma Hub Sewage Treatment Plant Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Ronkonkoma Hub Sewage Treatment Plant -- Regional Council Capital Fund (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make to County of Suffolk a grant for a total amount not to exceed Four Million Dollars (\$4,000,000) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

May 22, 2023

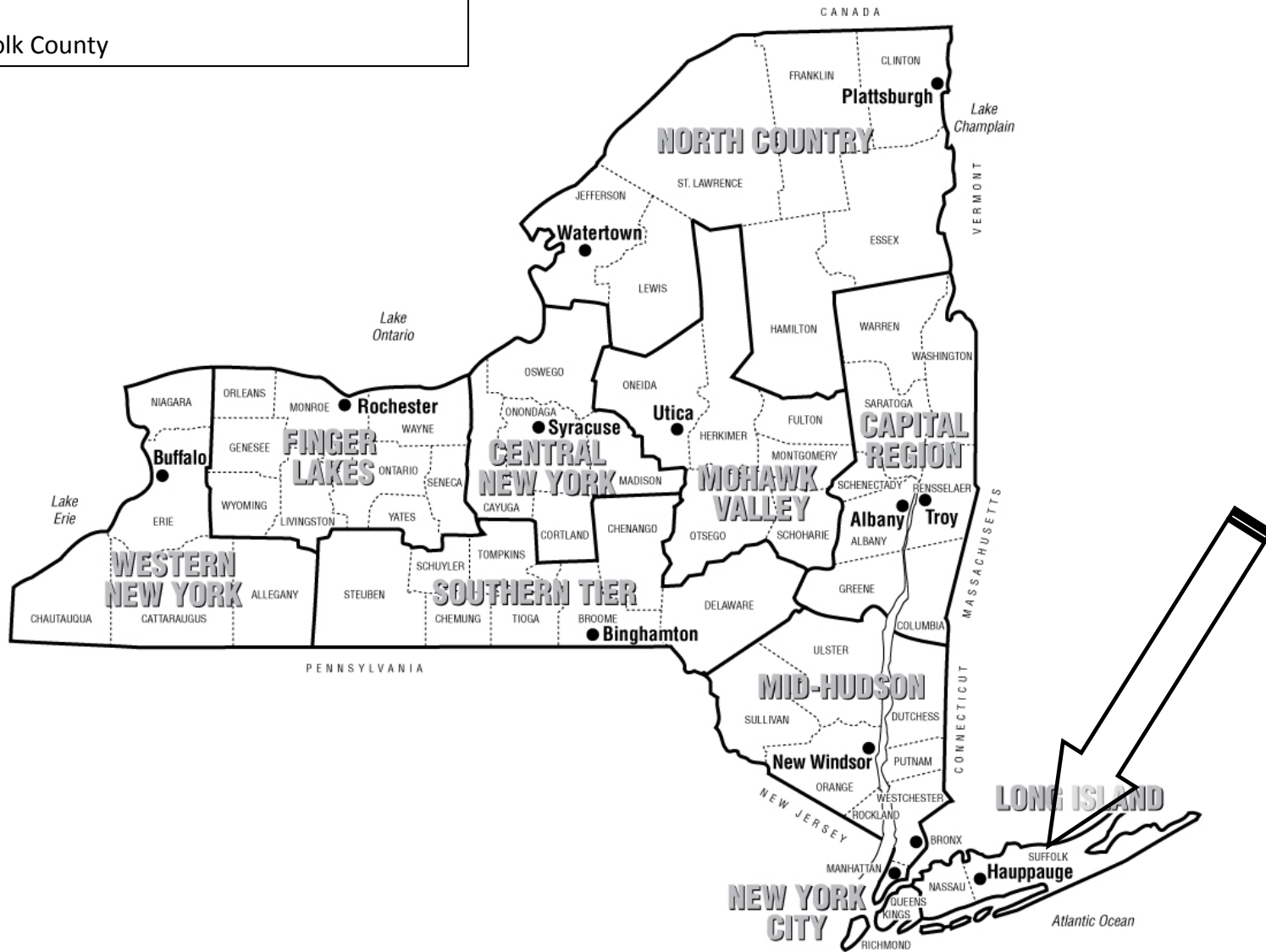
Regional Council Award – Islip (Long Island Region – Suffolk County) – Ronkonkoma Hub Sewage Treatment Plant Capital – Regional Council Capital Fund Capital – Determination of No Significant Effect on the Environment

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RESOLVED, that based on the material submitted to the Directors with respect to the Ronkonkoma Hub Sewage Treatment Plant Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

\* \* \*

**Ronkonkoma Sewage Hub Treatment Plant**  
Islip  
Suffolk County



FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Market NY Grant Program – Market New York (Working Capital Grants)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act;  
Authorization to Make Grants and to Take Related Actions

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I. ESD Directors' Summary

A. Great Jack O'Lantern Blaze Innovation Initiative Tourism Working Capital (135,483)

Historic Hudson Valley (HHV) is a Mid-Hudson based, not-for-profit organization, that highlights historical sites like Van Cortlandt Manor and Old Bethpage Village Restoration with “Blaze” events that define and celebrate the history of their regions with family-based activities. Based in an 18<sup>th</sup>-century landscape and displaying more than 7,000 hand carved illuminated jack o’ lanterns completed on site by local artisans. Great Jack O’ Lantern Blaze began in Westchester County in 2004 and “Blaze” Old Bethpage Village in 2019.

HHV applied to ESD in July 2022, under Round 12 of the Regional Economic Development Council. Subsequently, the project was awarded a working capital grant of \$421,000 in November 2022 to advertise the Blaze Hudson Valley at Van Cortlandt Manor: September 15<sup>th</sup>-November 19<sup>th</sup> and Blaze Long Island at Old Bethpage Village Restoration: September 22<sup>nd</sup>-November 12<sup>th</sup>. HHV has matched ESD’s assistance with a \$1,984,000 contribution, meeting the required 50% minimum. Total project costs are expected to be \$2,405,000.

B. GymRat Basketball Marketing Campaign Working Capital (135,463)

GymRat Basketball, LLC (“GymRat”) is a Capital District-based, limited liability company, that showcases one of the most iconic events in grassroots, basketball history, and the largest basketball event of its kind in the Eastern United States, the “GymRat CHALLENGE.” Since 1998, some of the greatest players on the planet have participated in the GymRat CHALLENGE and made themselves visible to the top, pro-player recruiting boards. GymRat also operates a for-profit, youth basketball organization founded in 1992, that provides an organized structure for youth to compete in basketball at all levels of skill.

GymRat applied to ESD in July 2022, under Round 12 of the Regional Economic Development Council. Subsequently, the project was awarded a working capital grant of \$353,000 in November 2022 to advertise the 2023 “CHALLENGE” which will take place from March 27th-28<sup>th</sup>, and June 10th-11th at multiple venues in the Capital Region. GymRat has matched ESD’s assistance with a \$354,394 contribution, meeting the required 50% minimum. Total project costs are expected to be \$707,394.

II. Project Summaries

	<b>Project Name</b>	<b>Project #</b>	<b>Grantee</b>	<b>Assistance Up To</b>
	<b>Market New York Program</b>			
	<b>Project Name</b>	<b>Project #</b>	<b>Grantee</b>	<b>Assistance Up To</b>
A.	Great Jack O'Lantern Blaze Innovation Initiative Tourism Working Capital	135,483	Historic Hudson Valley	\$421,000
B.	GymRat Basketball Marketing Campaign Working Capital	135,463	GymRat Basketball, LLC	\$353,000
	<b>TOTAL MARKET NY PROJECTS - 2</b>		<b>TOTAL</b>	<b>\$774,000</b>

ESD\* Investments: Up to a total of \$774,000 from Market NY Round 12, in the Mid-Hudson and Capital regions, to be used for two working capital projects in New York State.

\* New York State Urban Development Corporation d/b/d as Empire State Development (“ESD” or the “Corporation”)

Project Locations: Statewide - See Schedules A – B attached

Proposed Project: See Schedules A – B attached

Regional Council: Each respective Regional Economic Development Council has been made aware of, and has endorsed, the relevant proposed project(s).

Anticipated  
Appropriation  
Source(s): Market New York Program

III. Project Cost and Financing Sources

See Schedules A – B attached.

IV. Project Descriptions

A. Background

Rounds 7, 8, 9, 11 & 12 of the Regional Council Consolidating Funding Application both included up to \$15 million for Market New York, Round 6 included \$13.5 million, Rounds 4 & 5 up to \$12 million and Round 3 had a total available of up to \$10 million for a program that will support regionally themed New York focused projects. Market New York will help to bolster tourism growth by promoting tourism destinations, attractions, and special events.

Funding is available for projects intended to increase tourism in a community or region. Grant funding will be allocated among the ten regions, each represented by a Regional Council, based on each Regional Council's development and implementation of a five-year, strategic plan that sets out a comprehensive vision for economic development and specific strategies to implement that vision. Funding will be allocated to projects and may include priority projects identified by the regional councils, identified as significant, regionally supported, and capable of stimulating economic investment through attraction of tourists to the dedicated area.

B. The Projects

ESD will make available \$774,000 from Market NY Round 12 to fund two working capital grants. The grantee has identified and prioritized a Regional Marketing, Working Capital, Tourism project that supports the Regional Economic Development Council's strategic plans for tourism and will coordinate with New York State's "I LOVE NEW YORK" tourism division to maximize the overall program impact statewide. The Market NY Grantee will carry out its Regional Marketing Tourism project as described in the individual project description as set forth in Schedules A – B attached.

ESD Project No.: See Table Above

Project Team:	Project Management	See Schedules A – B attached
	Program Director	Kelly Baquerizo
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Soo Kang

Financial Terms and Conditions

ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$774,000 for the projects, if ESD determines that reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.



## V. Statutory Basis

### Market New York Program

The funding was authorized in the 2022-2023 New York State budget and reappropriated in every subsequent New York State budget, including the 2023-2024 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

## VI. Environmental Review

Unless otherwise noted on a project, summaries attached as Schedules A – B, ESD staff has determined that the projects described in Schedules A - B either constitute Type II actions or do not constitute actions as defined by the New York State Environmental Quality Review Act (“SEQRA”) and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the projects.

## VII. Non-Discrimination and Contractor & Supplier Diversity

ESD’s Non-discrimination and Contractor Diversity policies will apply to the projects. Each Grantee shall be required to use good faith efforts to achieve an overall Minority and Women Business Enterprise (“MWBE”) Participation Goal, each project has been assigned an individual goal by the Office of Contractor & Supplier Diversity based on the elements of the individual project and related to the total value of ESD’s funding and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the project.

## VIII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since these projects will not directly create or retain jobs.

## IX. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

## X. Requested Actions

The Directors are requested to: (1) make the findings and determination required by Section 10(g) of the UDC Act; and (2) authorize the making of the grants which are the subject of these materials.

XI. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

XII. Additional Submissions to Directors

Resolutions  
Schedules A-B

Statewide – Market New York Program (Working Capital Grants) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make Grants and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Market New York Program Projects identified below (the “Projects”), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to a make a grant to the party and for the amount listed below from the Market New York program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her 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 her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) receipt of funds; and be it further

Market New York Program

<b>Market New York Program</b>				
	<b>Project Name</b>	<b>Project #</b>	<b>Grantee</b>	<b>Assistance Up To</b>
A.	Great Jack O'Lantern Blaze Innovation Initiative Tourism Working Capital	135,483	Historic Hudson Valley	\$421,000
B.	GymRat Basketball Marketing Campaign Working Capital	135,463	GymRat Basketball, LLC	\$353,000
	<b>TOTAL MARKET NY PROJECTS - 2</b>		<b>TOTAL</b>	<b>\$774,000</b>

RESOLVED, that the President and Chief Executive Officer of the Corporation or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

**A. Great Jack O'Lantern Blaze Innovation Initiative Tourism Working Capital (135,483)**

May 22, 2023

- Grantee:** Historic Hudson Valley (“HHV” or the “Organization”)
- ESD Investment:** A grant of up to \$421,000 to be used for regional tourism marketing funding
- Project Location:** Westchester County
- Proposed Project:** Historic Hudson Valley will host their Great Jack O' Lantern Blaze events in Nassau and Westchester counties by using targeted marketing strategies that include enhanced production technology for experiential events. Elevating both Blazes to new levels of product innovation will offer incentives for repeat visitors from both within and outside New York State.
- Project Type:** Working Capital
- Regional Council:** The Mid-Hudson Regional Economic Development Council has been made aware of this project. The Incentive Offer was accepted in March 2023. The project is consistent with the Regional Plan to promote tourism within the Mid-Hudson Region and across New York State.

**Background:**

Industry – History, Culture, Tourism

Organizational History – Historic Hudson Valley was founded in 1951 with the mission to celebrate the history, architecture, landscape, and culture of the Hudson Valley, advancing its importance and thereby assuring its preservation. Across five National Historic Landmarks and through tours, events, archives, and digital resources, HHV’s public and educational programs explore regional history and culture, draw attention to the lives of enslaved people in the colonial North, and promote the study of the multifaceted roles of women in the region. HHV’s largest cultural event is the Great Jack O’ Lantern Blaze, which started at Van Cortlandt Manor in Westchester County 19 years ago and expanded to a new location at Old Bethpage Village in Nassau County four years ago.

Ownership – HHV is a not-for-profit organization.

ESD Involvement – A \$421,000 grant from the Market New York Grant Program

Past ESD Support – Funding for the past five years to the grantee is summarized in the following table:

**Great Jack O'Lantern Blaze Innovation Initiative Tourism Working Capital (135,483)**

May 22, 2023

Program	Project #	Amount	Date Start (ESD Director's Approval Date)	Date End (Project Completion Contract Expiration)	Purpose
Market New York Program	133,555	\$428,104	August 20, 2020	December 31, 2022	Working Capital Grant -Marketing plan to expand visitation to Bethpage Village Restoration and Van Cortlandt Manor.
Market New York Program	AB572	\$400,000	June 25, 2020	December 31, 2026	Capital Grant - Restoration of the Philipsburg Manor Wharf

**The Project:**

Completion date – December 2024

Activity – The Organization will host their Great Jack O' Lantern Blaze events in Nassau and Westchester counties by using targeted marketing strategies that include enhanced production technology for experiential events. Elevating both Blaze to new levels of product innovation will offer incentives for repeat visitors from both within and outside New York State.

In July 2022, the Organization applied under Round 12 of the Consolidated Funding Application. ESD made the Historic Hudson Valley an offer of assistance in January 2023, which the Organization accepted in March 2023. Without ESD's assistance HHV would struggle to maintain or grow its market share and continue to draw people from outside the region to Blaze.

Results – The project will improve audience research and targeting, expand marketing reach, press coverage and overall event attendance. It will also expand geographic range of people attending these special events. Surveys will be used to capture the success of the outreach.

Upon completion of the project, the Grantee will furnish a final report describing the impact and effectiveness of the project.

**Great Jack O'Lantern Blaze Innovation Initiative Tourism Working Capital (135,483)**

May 22, 2023

Financing Uses	Amount	Financing Sources	Amount	Percent
Event Production	\$1,951,000	ESD Grant	\$421,000	18%
Marketing	454,000	Grantee Equity	1,984,000	82%
Total Project Costs	\$2,405,000	Total Project Financing	\$2,405,000	100%

Grantee Contact- Peter Pockriss, Senior Vice President  
 Historic Hudson Valley  
 639 Bedford Road  
 Pocantico Hills, NY 10591  
 Phone: 914-366-6955  
 E-mail: ppockriss@hudsonvalley.org

<u>Project Team-</u>	Origination	Kelly Rabideau-Baquerizo
	Project Management	Matthew Bishop
	Contractor & Supplier Diversity	Denise Ross
	Environmental	Soo Kang

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. The Grantee will be required to contribute a minimum of 50% of the total project cost in the form of a match that can consist of local, federal, foundational, or other organizations' fund. Other State funds (including other funding from ESD), "in-kind" matches/donations and salaries/wages/fringe benefits are not an eligible match for this requirement. The match must be committed and specifically shown in the project budget. Grantee's affirmation of these Directors' materials will be considered by ESD as validation of this committed matching requirement. At ESD's discretion, for this grant an 82% match shall be deemed acceptable.
3. Up to \$421,000 will be disbursed, no more frequently than quarterly, and in proportion to ESD's funding share, to Grantee upon documentation of eligible, working capital project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require (including the mandatory project measurements/metrics form and documentation included in the Grant Disbursement Agreement).

Expenses must be incurred on or after November 30, 2022, to be considered eligible project costs. The project must be completed by December 31, 2024. All disbursements

**Great Jack O'Lantern Blaze Innovation Initiative Tourism Working Capital (135,483)**

May 22, 2023

require compliance with program requirements and must be requested by no later than April

2025. As stated, it is expected that reimbursement shall be in proportion to ESD's funding share. Thus, for each payment request, a match should be shown in proportion to Grantee's overall share of project costs.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$421,000 for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Director's.
5. All projects should align with I Love NY marketing. It is required that all projects use the I LOVE NY logo with all marketing and promotion elements paid with Market NY Funds for the awarded project. Any use of the I LOVE NEW YORK logo must be approved by ESD and conform to ESD guidelines. Additionally, In the event I LOVE NY/NYS Division of Tourism chooses to have a presence at events in connection with this grant, no further funds shall be exchanged for a sponsorship or space fee.

**Non-Discrimination and Contractor & Supplier Diversity:**

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority-and women-owned business in the performance of ESD contracts. For purposes of this Contract, ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-owned Business Enterprise (MWBEs) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% (\$126,300) related to the total value of ESD's funding.

**Statutory Basis – Market New York Program:**

The funding was authorized in the 2022-2023 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

**Disclosure and Accountability Certifications:**

The Grantee has provided ESD with the required Disclosure and Accountability Certifications. Grantee's certifications indicate that Grantee has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.



**B. GymRat Basketball Marketing Campaign Working Capital (135,463)**

May 22, 2023

- Grantee:** GymRat Basketball, LLC (“GymRat” or the “Organization”)
- ESD Investment:** A grant of up to \$353,000 to be used for regional tourism marketing funding
- Project Location:** Albany County
- Proposed Project:** GymRat Basketball will use the grant funds to host and promote the GymRat CHALLENGE (the “CHALLENGE”) the largest basketball event of its kind in the eastern United States. This annual sporting event will drive tourism by attracting athletes and visitors from outside of New York State to the Capital Region while simultaneously raising awareness of the Capital Region as a sports destination for major national-level events.
- Project Type:** Working Capital
- Regional Council:** The Capital District Regional Economic Development Council has been made aware of this project. The Incentive Offer was accepted in January 2023. The project is consistent with the Regional Plan to promote tourism within the Region and across New York State.

**Background:**

Industry – Sports and Education

Organizational History – GymRat Basketball, LLC GymRat also operates a for-profit, youth basketball organization founded in 1992, that provides an organized structure for youth to compete in basketball at all levels of skill. Gym Rats believes that many life lessons are learned through competitive basketball and strives to ensure that personal values are learned, and mutual respect is earned so that energies are transformed from teamwork on the court today to positive contributions in society tomorrow. Gym Rats recognizes the economic impact that youth sports have on the local economy and strives to increase this annually.

The “GymRat CHALLENGE.” This event is a true test of both basketball, skill and will, where past, present and future NCAA, NBA & WNBA stars have come to earn their reputations over the past two and a half decades, and where others have come to compete against them. Since 1998, some of the greatest players on the planet have participated in the GymRat CHALLENGE to compete and have completed the GymRat CHALLENGE having catapulted themselves to the top of recruiting boards everywhere

Ownership – GymRat is a privately owned company.

## GymRat Basketball Marketing Campaign Working Capital (135,463)

May 22, 2023

ESD Involvement – A \$353,000 grant from the Market New York Grant Program

Past ESD Support – Funding for the past five years to the Grantee is summarized in the following chart:

Program	Project #	Amount	Date Start (ESD Director's Approval Date)	Date End (Project Completion Contract Expiration)	Purpose
Market New York Program	132,386	\$211,420	March 28, 2019	May 13, 2021	Working Capital Grant – Advertising campaign to drive tourism to the GymRat CHALLENGE 2020

### The Project:

Completion date – December 2024

Activity – GymRat Basketball will use ESD grant funds to advertise and promote the GymRat CHALLENGE, the largest basketball event of its kind in the eastern United States. The CHALLENGE will take place in multiple around the Capital District, including, Impact Center, Albany Capital Center, Rensselaer Polytechnic Institute, Hudson Valley Community College, Siena, Skidmore and Union College.

This sporting event will drive tourism by attracting athletes and visitors from outside of New York State to the Capital Region while simultaneously raising awareness of the Capital Region as a sports destination for major national-level events. The Boys CHALLENGE will take place from May 27-28, 2023 and the from June 10-11, 2023 for the girls.

Results –Over the two-year project timeline, GymRat Basketball will generate over \$2.2 million in tax revenue. This amount represents more than five times the working capital grant being sought for the CHALLENGE and a 498% return on investment for NYS.

With \$19.6 million in confirmed annual economic and fiscal impact, GymRat Basketball not only drives tourism, but represents a proven return on investment that NY State realizes from GymRat Basketball events. These events can be used to support numerous programs including but not limited to downtown revitalization, breaking down socioeconomic barriers, and environmental protection projects.

**GymRat Basketball Marketing Campaign Working Capital (135,463)**

May 22, 2023

Upon completion of the project, the Grantee will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Marketing, Promotions & Branding	\$216,188	ESD Grant	\$353,000	50%
Site Expenses & Services (Event Rentals, Vendor Event Services)	\$432,713	Grantee Equity	354,394	50%
VIP Lodging & Talent Fees (match only)	\$25,153			
Website Updates, Hosting, Software (match only)	\$11,599			
Event Awards (Match Only)	\$21,742			
<b>Total Project Costs</b>	<b>\$707,395</b>	<b>Total Project Financing</b>	<b>\$707,394</b>	<b>100%</b>

Grantee Contact- John Kmack, Executive Director  
 GymRat Basketball, LLC  
 6447 Vosburgh Road  
 Altamont, NY 12009  
 Phone: 518-330-8103  
 E-mail: jmack@gymratchallenge.com

<u>Project Team-</u>	Origination	Kelly Rabideau-Baquerizo
	Project Management	Matthew Bishop
	Contractor & Supplier Diversity	Danielle Adams
	Environmental	Soo Kang

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.
2. The Grantee will be required to contribute a minimum of 50% of the total project cost in the form of a match that can consist of local, federal, foundational, or other organizations' fund. Other State funds (including other funding from ESD), "in-kind" matches/donations

## GymRat Basketball Marketing Campaign Working Capital (135,463)

May 22, 2023

3. and salaries/wages/fringe benefits are not an eligible match for this requirement. The match must be committed and specifically shown in the project budget. Grantee's affirmation of these Directors' materials will be considered by ESD as validation of this committed matching requirement.
4. Up to \$353,000 will be disbursed, no more frequently than quarterly, and in proportion to ESD's funding share, to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require (including the mandatory project measurements/metrics form and documentation included in the Grant Disbursement Agreement).

Expenses must be incurred on or after November 30, 2022, to be considered eligible project costs. The project must be completed by December 31, 2024. All disbursements require compliance with program requirements and must be requested by no later than April 2025. As stated, it is expected that reimbursement shall be in proportion to ESD's funding share. Thus, for each payment request, a match should be shown in proportion to Grantee's overall share of project costs.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$353,000 for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by ESD's Directors.
6. All projects should align with I Love NY marketing. It is required that all projects use the I LOVE NY logo with all marketing and promotion elements paid with Market NY Funds for the awarded project. Any use of the I LOVE NEW YORK logo must be approved by ESD and conform to ESD guidelines. Additionally, In the event I LOVE NY/NYS Division of Tourism chooses to have a presence at events in connection with this grant, no further funds shall be exchanged for a sponsorship or space fee.

### **Non-Discrimination and Contractor & Supplier Diversity:**

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Organization shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the eligible categories totaling approximately \$153,000. As such, the goal MWBE utilization shall be no less than \$45,900.

### **Statutory Basis – Market New York Program:**

The funding was authorized in the 2022-2023 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

**GymRat Basketball Marketing Campaign Working Capital (135,463)**

May 22, 2023

**Disclosure and Accountability Certifications:**

The Grantee has provided ESD with the required Disclosure and Accountability Certifications. Grantee's certifications indicate that Grantee has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.

FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: ATDO (At the Direction Of) Projects

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make Grants and to Take Related Actions

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I. ESD Directors' Summary

A. Centerstate CEO Local Asst (A) Working Capital (135,255)

CenterState CEO is a private, not-for-profit corporation formed out of a partnership in 2010 between the Metropolitan Development Association of Syracuse and the Greater Syracuse Chamber of Commerce. CenterState CEO now serves as the primary economic, community and business development catalyst for the Central New York region. In 2022, New York State included a \$500,000 appropriation for CenterState CEO's operating costs in the FY 2022-2023 budget.

CenterState CEO will undertake objectives in two broad categories: advancing strategic industries in the Central New York region and promoting diversity and inclusivity in the local business community. Project activities will take place over a time-period from April 2022 through December 2024 and will include tasks such as locating and advertising shovel-ready development opportunities, recruiting businesses in key industries' supply chains, and conducting outreach via trade shows, requests for proposals ("RFPs"), and other vehicles to identify and improve key assets in the region. ESD is recommending that the Board authorize the release of funds to support this project.

B. Queens Chamber of Commerce Business Support Working Capital (135,256)

The Chamber of Commerce of the Borough of Queens is the oldest and largest business association in the borough of Queens. A \$500,000 appropriation from the Local Assistance program was made available at the direction of State Assemblyperson Catherine Nolan in the FY 2022-2023 New York State budget. ESD sent the Grantee an Invitation to Apply letter in October 2022 and the Grantee submitted an application to ESD in March 2023. The application was subsequently reviewed and approved to move

forward in April 2023. The grant funds will be used to support business outreach and technical assistance to Queens-based businesses, as well as businesses looking to relocate to Queens, through various programs including, but not limited to, Next Stop Queens and the Queens Tech Council.

C. LIU College of Veterinary Medicine Capital (135,654)

Long Island University (“LIU, the “Organization,” or the “University”), founded in 1926 in Brooklyn, is a private education institution that offers nearly 250 degree programs, with a network of over 280,000 alumni that include industry leaders and entrepreneurs across the globe. The LIU College of Veterinary Medicine (the “College”), which was approved by LIU’s Board of Trustees in 2017 and received its Letter of Reasonable Assurance from the American Veterinary Medical Association in October 2019, provides students from all backgrounds the opportunity to become veterinarians, and joined Cornell, Tufts, and the University of Pennsylvania as one of four veterinary schools in the Northeast. The College’s overarching objective is to strengthen the veterinary profession, as well as serve the veterinary needs to the local and global communities.

In 2015, the State appropriated \$550 million for Transformative Investment Program (“TIP”) an award category to be used for large, transformative projects. In May 2018, the State announced a \$12 million award from the larger TIP appropriation, specifically for the LIU College of Veterinary Medicine. The LIU Veterinary School request was reviewed and recommended by a group of LI leaders and supported by the LI Regional Council. In November 2022, LIU submitted an application to ESD\* which was subsequently reviewed and approved to move forward. The grant funds will be used to support the construction of facilities for the LIU College of Veterinary Medicine, including the 33,100 gross square-foot Veterinary Learning Center Building, as well as the 16,400 gross square-foot Veterinary Teaching & Research Center. These project activities were initiated in June 2017 and completed in January 2023. ESD is recommending that the Board authorize the release of funds to support this project.

D. - H. Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital (135,285/135,294/135,295/135,649/135,650)

Brooklyn Chamber of Commerce, Inc. (“Brooklyn Chamber” or the “Organization”) is a not-for-profit organization and an affiliate of the Brooklyn Alliance Inc., a main driver of community and economic development across Brooklyn’s diverse neighborhoods through services to employers in the New York City Region. The Organization serves businesses and individuals in Brooklyn through a targeted portfolio of programs, which include: business development and assistance, workforce development, health care, neighborhood development, merchant organizing, policy and advocacy and tourism. A \$675,000 appropriation from the Local Assistance program was made available at the direction of State Assemblyperson David Friedfel in the FY 2022-2023 New York State

budget, for operating expenses to support the services and expenses of the Brooklyn Chamber of Commerce.

ESD is administering the \$675,000 million appropriation in the form of five grants. Project #135,285 will receive a \$25,000 grant, project #135,294 will receive a \$75,000 grant, project #135,295 will receive a \$25,000 grant, project #135,649 will receive a \$500,000 grant, and project #135,650 will receive a \$50,000 grant. All grants will be used for a portion of the cost of supporting three programs: Brooklyn Goes Global, Good Help, and Brooklyn Bridge to Employment Career Expos (the “Career Expos”). ESD is recommending that the Board authorize the release of funds to support this project.

Below are the summaries of the projects sponsored by the New York State Assembly and the New York State Senate:

II. Project Summaries

	<b>Project Name</b>	<b>Project #</b>	<b>Grantee</b>	<b>Assistance Up To</b>
	<b>Local Assistance (Assembly)</b>			
A.	Centerstate CEO Local Asst (A) Working Capital	135,255	CenterState Center for Economic Opportunity	\$500,000
B.	Queens Chamber of Commerce Business Support Working Capital	135,256	Chamber of Commerce of the Borough of Queens	\$500,000
	<b>Transformative Investment Program</b>			
C.	LIU College of Veterinary Medicine Capital	135,654	Long Island University	\$12,000,000
	<b>Local Assistance 22-23 Economic Development Community and Community Services Organizations (Senate)</b>			
D.	Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital	135,285	Brooklyn Chamber of Commerce, Inc.	\$25,000
E.	Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital	135,294	Brooklyn Chamber of Commerce, Inc.	\$75,000



F.	Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital	135,295	Brooklyn Chamber of Commerce, Inc.	\$25,000
	<b>Local Assistance (Assembly)</b>			
G.	Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital	135,649	Brooklyn Chamber of Commerce, Inc.	\$500,000
H.	Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital	135,650	Brooklyn Chamber of Commerce, Inc.	\$50,000
	<b>TOTAL ATDO PROJECTS – 8</b>		<b>TOTAL</b>	<b>\$13,675,000</b>

III. Statutory Basis

The project was sponsored by the Executive, Assembly or Senate, and was authorized or re-appropriated in the 2023-2024 New York State budget. No residential relocation is required as there are no families or individuals residing on the site(s).

IV. Environmental Review

Unless otherwise noted on a project summary, ESD staff has determined that the projects constitute Type II actions as defined by the New York State Environmental Quality Review Act and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required in connection with the projects.

V. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned businesses in the performance of ESD contracts. Accordingly, ESD’s Non-discrimination and Contractor & Supplier Diversity policy will apply to the projects. Unless otherwise specified in the project summary, Grantees shall use their Good Faith Efforts to achieve an overall Minority and Women Business Enterprise (“MWBE”) Participation Goal of 30% related to the total value of ESD’s funding. This shall include a Minority Business Enterprise (“MBE”) Participation goal of 15% and a Women Business Enterprise (“WBE”) Participation goal of 15%. Grantees shall use Good Faith Efforts to solicit and utilize MWBEs for any contractual opportunities generated in connection with the projects and to include minorities and women in any job opportunities created by the projects.

VI. ESD Employment Enforcement Policy

Unless otherwise noted on a project summary, the ESD Employment Enforcement Policy will not apply since the projects will not directly create or retain jobs.

## VII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

## VIII. Additional Requirements

Pursuant to direction received from the New York State Office of the Attorney General (“OAG”), individual project summaries may be subject to comment and approval by the OAG.

Due diligence has been exercised by ESD staff in reviewing information and documentation received from grantees/borrowers and other sources, in preparation for bringing projects to the ESD Directors for approval. The due diligence process also involves coordination with several external constituents, including the OAG, and grantees/borrowers have provided ESD with the required Disclosure and Accountability Certifications.

Also, pursuant to s.2879-a of the Public Authorities Law, the Office of the State Comptroller (“OSC”) has notified the Corporation that it will review all grant disbursement agreements (“GDAs”) of more than one million dollars (\$1 million) that are supported with funds from the Community Projects Fund (“007”). Such GDAs, therefore, will not become valid and enforceable unless approved by the OSC. A clause providing for OSC review will be included in all GDAs that are subject to such approval.

## IX. Additional Submissions to Directors

Resolution  
Project Summaries  
New York State Map

Local Assistance – (Working Capital Grants) - Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of these materials, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Local Assistance Projects identified below (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area(s); and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to a make a grant to the party and for the amount listed below from the Local Assistance program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her 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 her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) receipt of funds

Local Assistance – Assembly – Project Summary Table

	<b>Project Name</b>	<b>Project #</b>	<b>Grantee</b>	<b>Assistance Up To</b>
	<b>Local Assistance (Assembly)</b>			
A.	Centerstate CEO Local Asst (A) Working Capital	135,255	CenterState Center for Economic Opportunity	\$500,000
B.	Queens Chamber of Commerce Business Support Working Capital	135,256	Chamber of Commerce of the Borough of Queens	\$500,000

G.	Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital	135,649	Brooklyn Chamber of Commerce, Inc.	\$500,000
H.	Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital	135,650	Brooklyn Chamber of Commerce, Inc.	\$50,000
	<b>TOTAL Local Assistance (A) PROJECTS – 4</b>		<b>TOTAL</b>	<b>\$1,550,000</b>

Local Assistance –Economic Development and Community Services Organizations – Project Summary Table

	<b>Project Name</b>	<b>Project #</b>	<b>Grantee</b>	<b>Assistance Up To</b>
	<b>Local Assistance 22-23 Economic Development Community and Community Services Organizations (Senate)</b>			
D.	Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital	135,285	Brooklyn Chamber of Commerce, Inc.	\$25,000
E.	Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital	135,294	Brooklyn Chamber of Commerce, Inc.	\$75,000
F.	Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital	135,295	Brooklyn Chamber of Commerce, Inc.	\$25,000
	<b>TOTAL PROJECTS – 3</b>		<b>TOTAL</b>	<b>\$125,000</b>

and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

May 22, 2023

Brookville (Long Island Region – Nassau County) - LIU College of Veterinary Medicine Capital - Transformative Investment Program (Capital Grant) - Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan for the Purpose of Making a Grant; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of these materials, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Transformative Investment Program Project identified below (the “Project”), the Corporation hereby determines pursuant to Section 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that there are no families or individuals to be displaced from the project area(s); and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to a make a grant to the party and for the amount listed below from the Transformative Investment Program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her 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 Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the “Plan”) for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate, a copy of which Plan, together with such changes, are hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written findings of the President and Chief Executive Officer of the Corporation or her designee(s) that no substantive negative testimony or comment has been received at the public hearings held on the Plan, such Plan shall be effective at the conclusion of such hearings, and that upon such written findings being made, the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to make a grant to the parties and for the amount listed below from Transformative Investment Program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her 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 her designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such

actions and make such modifications to the terms of the grant as she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) receipt of funds

Transformative Investment Program - Executive – Project Summary Table

	<b>Project Name</b>	<b>Project #</b>	<b>Grantee</b>	<b>Assistance Up To</b>
	<b>Transformative Investment Program (Executive)</b>			
C.	LIU College of Veterinary Medicine Capital	135,654	Long Island University	\$12,000,000
	<b>TOTAL TIP PROJECT – 1</b>		<b>TOTAL</b>	<b>\$12,000,000</b>

and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her 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 she may in her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

**A. Centerstate CEO Local Asst (A) Working Capital (135,255)**

May 22, 2023

- Grantee:** CenterState Center for Economic Opportunity (“CenterState CEO” or the “Organization”)
- ESD Investment:** A grant of up to \$500,000 to be used for a portion of the cost of various programmatic and administrative expenses
- Project Location:** 115 W. Fayette St., Syracuse, Onondaga County
- Proposed Project:** CenterState CEO will engage in various activities as part of two economic development initiatives in order to promote strategic industry support and inclusive workforce development
- Project Type:** Working Capital
- Regional Council:** The Central NY Regional Economic Development Council has been made aware of this item.

**Background:**

Industry – Economic Development

Organizational History - The Metropolitan Development Association of Syracuse and Central New York, Inc. (“MDA”), established in 1959, is a private, not-for-profit corporation representing the business leadership of the Central Upstate New York region (the “Region”). This entity carries out a number of functions and activities as determined by its board of directors, including economic development, downtown and neighborhood redevelopment, regional strategic planning, and real estate management.

In 2003, working with two national consulting firms, Battelle Memorial Institute in Cleveland, Ohio and Catalytix, Inc. in Pittsburgh, Pennsylvania, the MDA developed the Initiative, a comprehensive strategy for the twelve-county Region that provided the framework for all of CenterState CEO’s work.

In 2010, members of the MDA and the Greater Syracuse Chamber of Commerce voted to introduce a formal partnership between the two organizations and formed the CenterState Corporation for Economic Opportunity to serve as the primary economic, community and business development catalyst in the Region. With more than 2,000 members, CenterState CEO works with its member companies, non-member firms in the Region, universities and colleges, and public sector planning and development entities.

Ownership - CenterState CEO is a not-for-profit organization.

**Centerstate CEO Local Asst (A) Working Capital (135,255)**

May 22, 2023

ESD Involvement - A \$500,000 appropriation was included in the FY 2022-2023 New York State budget.

Past ESD Support - Funding for the past five years to the Grantee, totaling \$22.3 million, is summarized in the following chart:

<b>Program</b>	<b>Project #</b>	<b>Amount</b>	<b>Date Start (ESD Directors' Approval Date)</b>	<b>Date End (Project Completion: Contract Expiration)</b>	<b>Purpose</b>
Local Assistance (A)	AC158	\$400,000	February 15, 2018	December 31, 2019	Working Capital Grant – Economic Development
Upstate Revitalization Initiative	131,842	\$15,000,000	September 20, 2018	December 31, 2027	Working Capital/Capital Grant – GENIUS NY
Local Assistance (A)	131,948	\$200,000	October 18, 2018	December 31, 2020	Working Capital Grant – Economic Development
Local Assistance (S)	132,248	\$400,000	February 21, 2019	December 31, 2021	Working Capital Grant – Business Development
Upstate Revitalization Initiative Round 1	132,389	\$5,000,000	March 26, 2020	December 31, 2026	Working Capital Grant – Business Development
Local Assistance (A)	133,050	\$100,000	May 21, 2020	December 31, 2020	Working Capital Grant – Economic Development
Community Projects Fund	133,218	\$200,000	June 25, 2020	December 31, 2020	Working Capital Grant – Economic Development



**Centerstate CEO Local Asst (A) Working Capital (135,255)**

May 22, 2023

COVID-19 Pandemic Small Business Recovery	134,365	\$100,000	May 20, 2021	October 31, 2022	Working Capital Grant – Business Development
LOCAL ASST (A)	134,739	\$200,000	June 30, 2022	December 31, 2024	Working Capital Grant – Business Development
LOCAL ASST (A)	134,762	\$500,000	June 30, 2022	December 31, 2024	Working Capital Grant – Business Development
LOCAL ASST (S)	135,125	\$200,000	April 20, 2023	December 31, 2024	Working Capital Grant – Business Development

**The Project:**

Completion – December 2024

Activity - CenterState CEO will undertake objectives in two broad categories: supporting priority industries, such as unmanned aerial systems and semiconductor industries, by locating and advertising shovel-ready development opportunities, and recruiting businesses in the industries’ supply chain, and conducting outreach via trade shows, requests for proposals (“RFPs”), and other vehicles to identify and improve key assets in the region. These two categories will advance strategic industries in the Central New York region and promote diversity and inclusivity in the local business community.

CenterState CEO’s diversity and inclusion work will include programming such as business training to connect community residents to opportunities in high-growth employment sectors and offer support to disadvantaged business enterprises. Grant funds will help defray staffing and soft costs essential to carrying out these project activities.

Results – CenterState CEO will identify at least 3 sites for FAST NY Shovel Ready designation. While the Project is not designed to generate immediate employment or investment impacts, CenterState CEO will evaluate the effectiveness of its work by measuring the number of trade shows attended, RFPs responded to, and interest generated in existing semiconductor supply chain firms who are engaged in job retention efforts. Additionally, the Organization will track job growth, revenue, and

**Centerstate CEO Local Asst (A) Working Capital (135,255)**

May 22, 2023

other business milestones for companies engaged in disadvantaged business and community investment programming.

Upon completion of the project, the Grantee will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salary and Fringe	\$375,000	ESD Grant	\$500,000	100%
Marketing Communica	6,000			0%
Dues/Sponsorships	30,000			0%
Meeting Costs	5,000			
Travel	34,000			0%
Overhead	50,000			0%
Total Project Costs	\$500,000	Total Project Financing	\$500,000	100%

Grantee Contact - Andrew Fish, Sr. Vice President  
115 W. Fayette St.  
Syracuse, NY 13202  
Phone: (315) 471-8545  
E-mail: Afish@centerstateceo. com

Project Team - Project Management Jordan Lopez  
Contractor & Supplier Diversity Jordan Kaplan  
Environmental Nicole Francis

**Financial Terms and Conditions:**

1. The Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. Up to \$500,000 will be disbursed to Grantee, no more frequently than quarterly, upon documentation of eligible working capital expenses, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. All project expenditures must have been incurred on or after April 1, 2022, the date that the New York State budget, in which the project is authorized, was passed. The final ten percent (10%) of the Grant shall not be disbursed by ESD until all of the tasks and reports required have been completed to ESD's satisfaction.
3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$500,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total

**Centerstate CEO Local Asst (A) Working Capital (135,255)**

May 22, 2023

amount of assistance approved by the Directors.

**Environmental Review:**

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

**Non-Discrimination and Contractor & Supplier Diversity:**

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of New York State certified minority and women-owned business enterprises (MWBES) in the performance of ESD contracts. Accordingly, ESD's Non-discrimination and Contractor & Supplier Diversity policy will apply to the project. No specific MWBE participation goals shall be required of this project, however, the grantee shall adhere to ESD's Non-Discrimination and Equal Employment Opportunity ("EEO") policy.

**Statutory Basis – Local Assistance:**

The funding was authorized in the 2022-2023 New York State budget and reappropriated in the 2023-2024 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

**Disclosure and Accountability Certifications:**

The Grantee has affirmed under penalty of perjury that neither the Sponsoring Member(s) or any related party to Sponsoring Member(s) has any financial interest, direct or indirect, in the Grantee/Recipient or in any of the Grantee/Recipient's equity owners, or has received or will receive any financial benefit, either directly or indirectly, from the Grantee/Recipient or its related parties.

The Grantee has provided ESD with the required Disclosure and Accountability Certifications. Grantee's certifications have no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.

## B. Queens Chamber of Commerce Business Support Working Capital (135,256)

May 22, 2023

- Grantee:** Chamber of Commerce of the Borough of Queens (“Queens Chamber” or the “Organization”)
- ESD Investment:** A grant of up to \$500,000 to be used for a portion of the cost of various programmatic and administrative expenses
- Project Location:** 75-20 Astoria Boulevard, Jackson Heights, Queens County
- Proposed Project:** Funds will be used to support business outreach and technical assistance to Queens-based businesses, as well as businesses looking to relocate to Queens, through various programs including, but not limited to, Next Stop Queens and the Queens Tech Council
- Project Type:** Working Capital
- Regional Council:** The New York City Regional Economic Development Council has been made aware of this item.

### Background:

Industry – Economic Development

Organizational History - Founded in 1911, the Chamber of Commerce of the Borough of Queens is the oldest and largest business association in the borough of Queens. In 2018, membership grew to represent over 90,000 Queens based employees. The Chamber seeks to foster economic growth and prosperity within the Queens business community via a three-pronged approach: “educate, advocate, and network.”

The Chamber provides educational classes, forums, and workshops for businesses. These opportunities are offered on a recurring basis and are facilitated by the Chamber’s educational partners from government, not-for-profits, other members, and academia. Additionally, The Chamber seeks to promote the interests of business by continually focusing on legislation which will impact both the businesses and communities which the Chamber supports.

The Chamber maintains a knowledge base and relationships which enable it to successfully influence the legislative process on a variety of topics. Finally, the Chamber hosts a wide array of networking events to empower members to meet and build relationships with businesspeople from companies of all sizes.

Ownership - Chamber of Commerce of the Borough of Queens is a not-for-profit organization.

**Queens Chamber of Commerce Business Support Working Capital (135,256)**

May 22, 2023

ESD Involvement - A \$500,000 appropriation was included in the FY 2022-2023 New York State budget.

Past ESD Support - Funding for the past five years to the Grantee is summarized in the following chart:

<b>Program</b>	<b>Project #</b>	<b>Amount</b>	<b>Date Start (ESD Directors' Approval date)</b>	<b>Date End (Project Completion: Contract Expiration)</b>	<b>Purpose</b>
LOCAL ASST (A)	132,004	\$500,000	February 21, 2019	December 31, 2020	Working Capital Grant - programmatic and administrative expenses
LOCAL ASST (A)	133,054	\$500,000	July 16, 2020	December 31, 2021	Working Capital Grant - programmatic and administrative expenses
LOCAL ASST (S)	133,682	\$125,000	August 20, 2020	December 31, 2022	Working Capital Grant - programmatic and administrative expenses
LOCAL ASST (A)	134,450	\$500,000	September 14, 2021	December 31, 2022	Working Capital Grant - programmatic and administrative expenses
LOCAL ASST (S)	AB144	75,000	January 16, 2022	December 31, 2022	Working Capital Grant – develop and manage business incubators

**Queens Chamber of Commerce Business Support Working Capital (135,256)**

May 22, 2023

LOCAL ASST (A)	134,800	\$500,000	May 19, 2022	December 31, 2023	Working Capital Grant - programmatic and administrative expenses
LOCAL ASST (A)	134,451	\$44,000	April 20, 2023	December 31, 2024	Working Capital Grant - programmatic and administrative expenses

**The Project:**

Completion – March 2024

Activity – The Chamber will conduct business outreach and technical assistance to Queens-based businesses, as well as businesses looking to relocate to Queens, through programs including, but not limited to, Next Stop Queens and the Queens Tech Council.

Next Stop Queens is the Chamber’s business attraction program. Through this initiative, the Chamber will engage key industry partners in order to create content and collateral that explores and elaborates on the many benefits of doing business in Queens, and promote that content to industry specific audiences as well as the general public. Additionally, the Chamber will also send staff as both exhibitors and attendees to the International Council of Shopping Centers (“ICSC”) New York trade show, a two-day gathering of dealmakers and industry experts, in December 2023, the NYC Real Estate Forum, a one-day conference explores the opportunities and obstacles real estate professionals face in the current environment, in May 2023, as well as the NYC Real Estate Expo, a one-day real-estate exposition and conference geared exclusively towards the real estate and real estate-related professionals, in May 2023.

The Queens Tech Council is an advisory body aimed at supporting the attraction and retention of tech and tech adjacent companies in relocating, opening, and expanding operations in the borough of Queens. Through this initiative, the Chamber will raise awareness of the program and continue to build global awareness of Queens as an important technology hub via direct business outreach to tech companies including intake, assessment, referral, and incubator placement. The Chamber will also assist tech companies in site selection and short-term rental of physical space.

**Queens Chamber of Commerce Business Support Working Capital (135,256)**

May 22, 2023

In addition, the Chamber will also conduct direct outreach to a broad range of Queens-based businesses through digital marketing and community engagement. The Chamber will also provide technical assistance to a broad range of Queens based businesses including technical support, access to capital, and marketing.

Results - The initiatives will seek to educate, market, and advance the economic wellbeing of the Queen-based business community. The initiatives will also seek to attract new businesses to Queens, as well as retain existing Queens based businesses.

Upon completion of the project, the Grantee will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries	\$257,839	ESD Grant	\$500,000	100%
Fringe Benefits	24,764			
Consulting	121,500			
Rent	50,000			
Marketing/Events	22,000			
Staff Training	10,000			
OTPS*	13,897			
Total Project Costs	\$500,000	Total Project Financing	\$500,000	100%

\*Other than Personal Service

Grantee Contact - Joanne Persad, Chief Operating Officer  
75-20 Astoria Blvd, Ste. 140  
Jackson Heights, NY, 11370  
Phone: 718-898-8500  
E-mail: jpersad@queenschamber.org

Project Team - Project Management Jay Vido  
Contractor & Supplier Diversity Danah Alexander  
Environmental Soo Kang

**Financial Terms and Conditions:**

1. The Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. Up to \$500,000 will be disbursed to Grantee, no more frequently than quarterly, upon documentation of eligible, working capital expenses, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. All project expenditures must have been incurred on or after April 1, 2022. The final ten

## **Queens Chamber of Commerce Business Support Working Capital (135,256)**

May 22, 2023

percent (10%) of the Grant shall not be disbursed by ESD until all of the tasks and reports required have been completed to ESD's satisfaction.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$500,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

### **Environmental Review:**

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

### **Non-Discrimination and Contractor & Supplier Diversity:**

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Grantee shall be required to include minorities and women in any job opportunities created, to solicit and utilize certified Minority-and Women-owned Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall Minority and Women Business Enterprise ("MWBE") participation goal of 30% related to the total value of the qualifying expenditures totaling \$350,000. The MWBE participation in relation to ESD funding shall be no less than \$105,000.

### **Statutory Basis – Local Assistance:**

The funding was authorized in the 2022-2023 New York State budget and reappropriated in the 2023-2024 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

### **Disclosure and Accountability Certifications:**

The Grantee has affirmed under penalty of perjury that neither the Sponsoring Member(s) or any related party to Sponsoring Member(s) has any financial interest, direct or indirect, in the Grantee or in any of the Grantee's equity owners, or has received or will receive any financial benefit, either directly or indirectly, from the Grantee or its related parties.

The Grantee has provided ESD with the required Disclosure and Accountability Certifications. Grantee's certifications indicate that Grantee has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.



## C. LIU College of Veterinary Medicine Capital (135,654)

May 22, 2023

### General Project Plan

- Grantee:** Long Island University (“LIU,” the “Organization, or the “University”)
- ESD Investment:** A grant of up to \$12,000,000 to be used for a portion of the cost of construction & renovation, machinery & equipment, site work/prep, and soft costs
- Project Location:** 720 Northern Boulevard, Brookville, Nassau County
- Proposed Project:** Construction of facilities for the LIU College of Veterinary Medicine (the “College”), including the Veterinary Learning Center (“VLC”) Building and the Veterinary Teaching & Research Center (“TRC”)
- Project Type:** Capital
- Regional Council:** The Long Island Regional Economic Development Council has been made aware of this item.

### **Background:**

#### Industry - Education

Organizational History - Long Island University was founded in 1926 in Brooklyn, NY. Over the course of nine decades, LIU has become one of America’s largest comprehensive private universities, offering more than 350 academic programs across multiple campuses spanning the New York metropolitan area, overseas, and online.

The LIU College of Veterinary Medicine, which was approved by LIU’s Board of Trustees in 2017 and received its Letter of Reasonable Assurance from the American Veterinary Medical Association in October 2019, provides students from all backgrounds the opportunity to become veterinarians, and joined Cornell, Tufts, and the University of Pennsylvania as one of four veterinary schools in the Northeast. The College’s overarching objective is to strengthen the veterinary profession, as well as serve the veterinary needs to the local and global communities. In fall 2022, the College enrolled its third class of highly competitive doctoral students. The Doctor of Veterinary Medicine (“DVM”) program mission is rooted in a commitment to promoting professionalism, scholarship, research, community service, and competence. The College also participates in undergraduate education through mentorship of pre-veterinary student clubs at LIU.

The College has also expanded its clinical partnerships to more than 75, including many of the best healthcare and veterinary organizations in the county. The College’s world-

## LIU College of Veterinary Medicine Capital (135,654)

May 22, 2023

class faculty offer hand-on learning experiences through a unique distributed education model featuring supervised clinical experiences throughout the four years of veterinary education. Faculty are strategically clustered into research teams to promote interdisciplinary research within and across cluster areas. Additional support faculty and staff include pathologists, postdoctoral fellows, technicians, graduate students, and undergraduates that support cluster research activity.

Ownership – The University is a private educational institution.

Size - All facilities are located in New York.

ESD Involvement - A \$12,000,000 appropriation was included in the FY 2015-2016 New York State budget as part of a larger \$400 million appropriation from the Transformative Investment Program.

Past ESD Support - This is the University's first project with ESD in the past five years.

### **The Project:**

Completion – January 2023

Activity – In 2015, former Governor Cuomo appropriated \$550MM to the Transformative Investment Program (“TIP”) funding to be used for large transformative projects. Subsequently, a working group of headed by then Long Island Association President and Long Island Regional Council Chair Kevin Law to develop a plan of how to spend the TIP money. The working group, including both County Executives, wrote a plan “Proposed LI Infrastructure Projects to be supported by the TIP fund” in September 2015 listing various infrastructure and technology type “transformative” projects. There were over a dozen projects specifically listed, some of which were shovel ready and some of which were not, so several projects fell out of favor leaving additional TIP funds to allocate by former Governor Cuomo in close consultation with the TIP working group. In May of 2018 former Governor Cuomo announced the \$12M for the LIU College of Veterinary Medicine. In November 2022, LIU submitted an application to ESD.

In June 2017, LIU completed a comprehensive bid solicitation process to acquire architectural and engineering services. Based on the results of that process, LIU worked with the design firm to define and include accreditation requirements, as well as design and produce architectural and engineering documents for the purpose of bid solicitation from general contractors for the construction work need to build the required facilities. After the public bid solicitation, Axis Construction Corporation, a Long Island based company with extensive expertise and strong qualifications to deliver the project scope, was selected. Construction of the Veterinary Learning Center and Veterinary Teaching and Learning Center was completed in January 2023.

**LIU College of Veterinary Medicine Capital (135,654)**

May 22, 2023

Results - The Veterinary Learning Center, which is approximately 33,100 gross square-feet, is a major focal point of the College. On the first floor of the VLC are Tutorial Laboratory spaces, which are comprised four exam rooms, three surgical rooms, one scrub room, one prep room, one diagnostic imaging room, and one multi-purpose room. The first floor also contains a Lecture Hall, two storage room, and a lobby. Additionally, VLC’s second floor consists of two Lecture Halls and a Skills Laboratory.

The Veterinary Teaching and Research Center, which is approximately 16,400 gross square-feet, further supports the College’s teaching diagnostic, and research mission. The TRC’s first floor houses a dedicated Anatomy Laboratory, student lockers, a Pathology Laboratory including Autopsy and Histopathology rooms designed to conduct post-mortem examinations, and a research space comprised of three laboratories. The second floor holds dedicated offices for graduate students, a viewing gallery for pathology rounds, a conference room, a technician office, and a multi-headed microscope room. And the TRC’s mezzanine floor features an Autopsy Room Viewing Area.

Finally, LIU constructed additional laboratories in both Pell Hall and the Life Sciences Building, additional classrooms and lecture halls in the Life Sciences Building, as well as additional faculty and administrative offices in Roth Hall.

To date, LIU has hired 58 faculty and administrators dedicated exclusively to the College. This figure is planned to expand to a total of 66 employees by the end of 2023. The College also anticipates enrollment of 400 students, which is full capacity, by August 2023.

Upon completion of the project, the Grantee will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Construction & Renovation	\$43,619,074	ESD Grant	\$12,000,000	22%
Machinery & Equipment	3,466,869	Grantee Equity	43,422,583	78%
Soft Costs	8,333,840			0%
Site Work/Prep	2,800			0%
Total Project Costs	\$55,422,583	Total Project Financing	\$55,422,583	100%

**LIU College of Veterinary Medicine Capital (135,654)**

May 22, 2023

Grantee Contact - Christopher Fevola, VP Finance  
700 Northern Boulevard  
Brookville, NY, 11548  
Phone: 516-299-2535  
E-mail: christopher.fevola@liu.edu

<u>Project Team</u> -	Origination	Barry Greenspan
	Project Management	Jay Vido
	Contractor & Supplier Diversity	Danah Alexander
	Environmental	Nicole Francis

**Financial Terms and Conditions:**

1. Upon execution of the grant disbursement agreement, the Grantee shall reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
3. Up to \$12,000,000 will be disbursed to Grantee upon, documentation of construction & renovation, machinery & equipment, site work/prep, and soft project costs totaling \$55,422,582, upon completion of the project substantially as described in these materials as evidenced by a Certificate Occupancy and applicable Certifications of Completions, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. All project expenditures must have been incurred after April 1, 2015, the date that the New York State budget, in which the project is authorized, was passed. The final ten percent (10%) of the Grant shall not be disbursed by ESD until all of the tasks and reports required have been completed to ESD's satisfaction.
4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$12,000,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

**Non-Discrimination and Contractor & Supplier Diversity:**

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Grantee shall be required to include minorities and women in any job opportunities created, to solicit and utilize certified Minority-and Women-owned Business Enterprises ("MWBEs") for any contractual opportunities generated in connection

**LIU College of Veterinary Medicine Capital (135,654)**

May 22, 2023

with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD's funding.

**Environmental Review:**

The Board of Zoning Appeals of the Incorporated Village of Brookville, as lead agency, has completed an environmental review of the 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 found the project to be an Unlisted action, which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on May 22, 2018. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

Due to the eligibility of Pell Hall, Life Sciences Building and Roth Hall for listing in the New York State and National Registers of Historic Places ("S/NR") as contributing resources to the S/NR eligible LIU Post Campus, ESD has consulted with the New York State Office of Parks, Recreation and Historic Preservation ("OPRHP") pursuant to the requirements of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law. ESD, OPRHP and LIU have agreed that the project will be implemented in accordance with a Letter of Resolution ("LOR"). ESD will ensure that all conditions stipulated in the LOR are met.

**Statutory Basis – Transformative Investment Program**

The funding was initially authorized in the 2015-2016 New York State budget and reauthorized in every subsequent New York State budget, including the 2022-23 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

**Disclosure and Accountability Certifications:**

The Grantee has affirmed under penalty of perjury that neither the Sponsoring Member(s) or any related party to Sponsoring Member(s) has any financial interest, direct or indirect, in the Grantee or in any of the Grantee's equity owners, or has received or will receive any financial benefit, either directly or indirectly, from the Grantee or its related parties.

The Grantee has provided ESD with the required Disclosure and Accountability Certifications. Grantee's certifications indicate that Grantee has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.

**Attachment:** Resolution

May 22, 2023

Brookville (Long Island Region – Nassau County) – LIU College of Veterinary Medicine  
Capital (Capital Grant) – Determination of No Significant Effect on the Environment

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RESOLVED, that based on the material submitted to the Directors with respect to the LIU College of Veterinary Medicine Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

\* \* \*

**D-H. Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital (135,285, 135,294, 135,295, 135,649, & 135,650)**

May 22, 2023

- Grantee:** Brooklyn Chamber of Commerce, Inc. (“Brooklyn Chamber” or the “Organization”)
- Beneficiary:** Brooklyn Alliance, Inc. (“Brooklyn Alliance,” or the “Alliance”)
- ESD Investment:** Five grants totaling up to \$675,000 to be used for a portion of the cost of various programmatic and administrative expenses
- ESD Grant #135,285 (\$25,000)
  - ESD Grant #135,294 (\$75,000)
  - ESD Grant #135,295 (\$25,000)
  - ESD Grant #135,649 (\$500,000)
  - ESD Grant #135,650 (\$50,000)
- Project Location:** 253 36th Street, Brooklyn, Kings County
- Proposed Project:** Funds will be used to support three programs: Brooklyn Goes Global, Good Help, and Brooklyn Bridge to Employment Career Expos (the “Career Expos”)
- Project Type:** Working Capital
- Regional Council:** The New York City Regional Economic Development Council has been made aware of this item.

**Background:**

Industry - Economic Development

Organization History - The Brooklyn Chamber of Commerce is an affiliate of the Brooklyn Alliance Inc., founded in 1967. The Alliance drives community and economic development across Brooklyn’s diverse neighborhoods through services to employers. Each year, the Alliance serves over 10,000 businesses and individuals in Brooklyn through a targeted portfolio of programs, which include: business development and assistance, workforce development, health care, neighborhood development, merchant organizing, policy and advocacy and tourism. All Alliance initiatives are done under branding of the Brooklyn Chamber of Commerce.

Ownership - The Brooklyn Chamber of Commerce is a not-for-profit organization.

**Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital (135,285, 135,294, 135,295,  
135,649, & 135,650)**

May 22, 2023

ESD Involvement –

- (135,285) A \$25,000 appropriation was included in the FY 2022-2023 New York State budget.
- (135,294) A \$75,000 appropriation was included in the FY 2022-2023 New York State budget.
- (135,295) A \$25,000 appropriation was included in the FY 2022-2023 New York State budget.
- (135,649) A \$500,000 appropriation was included in the FY 2022-2023 New York State budget.
- (135,650) A \$50,000 appropriation was included in the FY 2022-2023 New York State budget.

Past ESD Support - Funding for the past five years to the Grantee, totaling \$1.9 million, is summarized in the following chart:

<b>Program</b>	<b>Project #</b>	<b>Amount</b>	<b>Date Start (ESD Directors' Approval Date)</b>	<b>Date End (Project Completion: Contract Expiration)</b>	<b>Purpose</b>
LOCAL ASST (A)	AC109	\$500,000	May 24, 2018	October 24, 2019	Working Capital Grant – Programmatic and administrative expenses
Economic Development Initiatives 17-18	AC452	\$45,996	June 28, 2018	January 8, 2019	Working Capital – Export focused activities
LOCAL ASST (A)	131,947	\$500,000	March 28, 2019	June 30, 2020	Working Capital Grant – Programmatic and administrative expenses
LOCAL ASST (A)	133,047	\$500,000	February 20, 2020	December 31, 2021	Working Capital Grant – Programmatic and administrative expenses
LOCAL ASST (S)	133,662	\$300,000	June 25, 2020	December 31, 2021	Working Capital Grant – Programmatic and administrative expenses
LOCAL ASST (S)	134,344	\$300,000	October 21, 2021	December 31, 2021	Working Capital Grant – Programmatic and administrative expenses
LOCAL ASST (A)	134,444	\$500,000	February 17, 2022	June 30, 2022	Working Capital Grant – Programmatic and administrative expenses



**Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital (135,285, 135,294, 135,295,  
135,649, & 135,650)**  
May 22, 2023

LOCAL ASST (S)	134,579	\$50,000	April 21, 2022	December 31, 2022	Working Capital Grant – Programmatic and administrative expenses
LOCAL ASST (S)	134,964	\$300,000	July 21, 2022	December 31, 2023	Working Capital Grant – Programmatic and administrative expenses

**The Project:**

Completion – December 2023

Activity - Funds will be used to support three programs: Brooklyn Goes Global, Good Help, and Brooklyn Bridge to Employment Career Expo. All Alliance initiatives are done under the branding of the Brooklyn Chamber.

Brooklyn Goes Global is the marketing and export assistance program for Brooklyn’s manufacturers. Under this initiative, the Brooklyn Chamber will produce the Summer Fancy Food Show and plans to bring 14 businesses to showcase under their own section/pavilion. This show is an opportunity for these businesses to network and meet with buyers and distributors not just from the US market, but from an international market as well. The Brooklyn Chamber will also coordinate with Specialty Food Association to sign up and recruit businesses to the show, while also facilitating and coordinating meetings for the businesses with potential buyers and distributors.

Through Good Help, the Alliance’s boutique job placement service, the Alliance will continue to work with employers to recruit candidates for open positions. Working with community-based organizations, the Brooklyn Alliance recruits and screens job seekers for low-income communities or who face numerous obstacles to employment. As part of Good Help, the Brooklyn Alliance will conduct job skills presentations and interviews in low-income communities. In addition, Good Help hosts the Brooklyn Bridge to Employment Career Expo annually, a unique career fair focusing on the employment needs of Brooklyn businesses.

The Brooklyn Bridge to Employment Career Expos will be held in different areas of Brooklyn and will focus on the hiring needs of small neighborhood businesses and local job seekers. The Brooklyn Chamber plans to hold four Career Expos between January and December 2023, targeting small, medium, and large educational institutions.

**Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital (135,285, 135,294, 135,295,  
135,649, & 135,650)**

May 22, 2023

Results - The 2022 Summer Fancy Food Show trade show will have at least 5,000 exhibitors and is expected to draw at least 30,000 attendees, allowing Brooklyn manufacturers to access new markets and continue to certify products as Brooklyn-Made. The Good Help program will allow the Alliance to serve at least 50 businesses, make at least 30 job placements, and screen at least 200 candidates. Finally, the four Career Expos will facilitate the hiring needs of local Brooklyn employers and employment needs of local job seekers.

Upon completion of the project, the Grantee will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries	\$311,644	ESD Grant (135,285)	\$25,000	3%
Fringe Benefits	56,096	ESD Grant (135,294)	75,000	10%
Trade Shows	69,705	ESD Grant (135,295)	25,000	3%
Occupancy	109,571	ESD Grant (135,649)	500,000	64%
OTPS*	229,234	ESD Grant (#135,650)	50,000	6%
		Grantee Equity	101,250	13%
<b>Total Project Costs</b>	<b>\$776,250</b>	<b>Total Project Financing</b>	<b>\$776,250</b>	<b>100%</b>

*\*Other Than Personal Services*

Grantee Contact - Chandraban Molilall, CFO  
253 36th Street, Unit 17  
Brooklyn, NY 11232  
Phone: 718-875-1000  
E-mail: cmotilall@brooklynchamber.com

Beneficiary Contact - Chandraban Motilall, CFO  
253 36th Street, Unit 17  
Brooklyn, NY, 11232  
Phone: 718-875-1000  
E-mail: cmotilall@brooklynchamber.com

Project Team - Project Management Katherine Ahlquist  
Contractor & Supplier Diversity Danah Alexander  
Environmental Soo Kang

**Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital (135,285, 135,294, 135,295,  
135,649, & 135,650)**

May 22, 2023

**Financial Terms and Conditions:**

1. The Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. Up to \$675,000 will be disbursed to Grantee, no more frequently than quarterly, upon documentation of eligible working capital expenses, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. All project expenditures must have been incurred on or after April 1, 2022, the date that the New York State budget, in which the project is authorized, was passed. The final ten percent (10%) of the Grant shall not be disbursed by ESD until all of the tasks and reports required have been completed to ESD's satisfaction.
3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$675,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

**Environmental Review:**

ESD staff has determined that these projects constitute Type II actions as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with these projects.

**Non-Discrimination and Contractor & Supplier Diversity:**

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to these projects. The Grantee shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise (MWBES) for any contractual opportunities generated in connection with the project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve MWBE Participation. Establishment of specific goals related to the total value of ESD's funding is still pending.

**Statutory Basis – Local Assistance:**

The funding was authorized in the 2022-2023 New York State budget and reappropriated in the 2023-2024 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

**Brooklyn Chamber of Commerce Local Asst 22-23 Working Capital (135,285, 135,294, 135,295,  
135,649, & 135,650)**

May 22, 2023

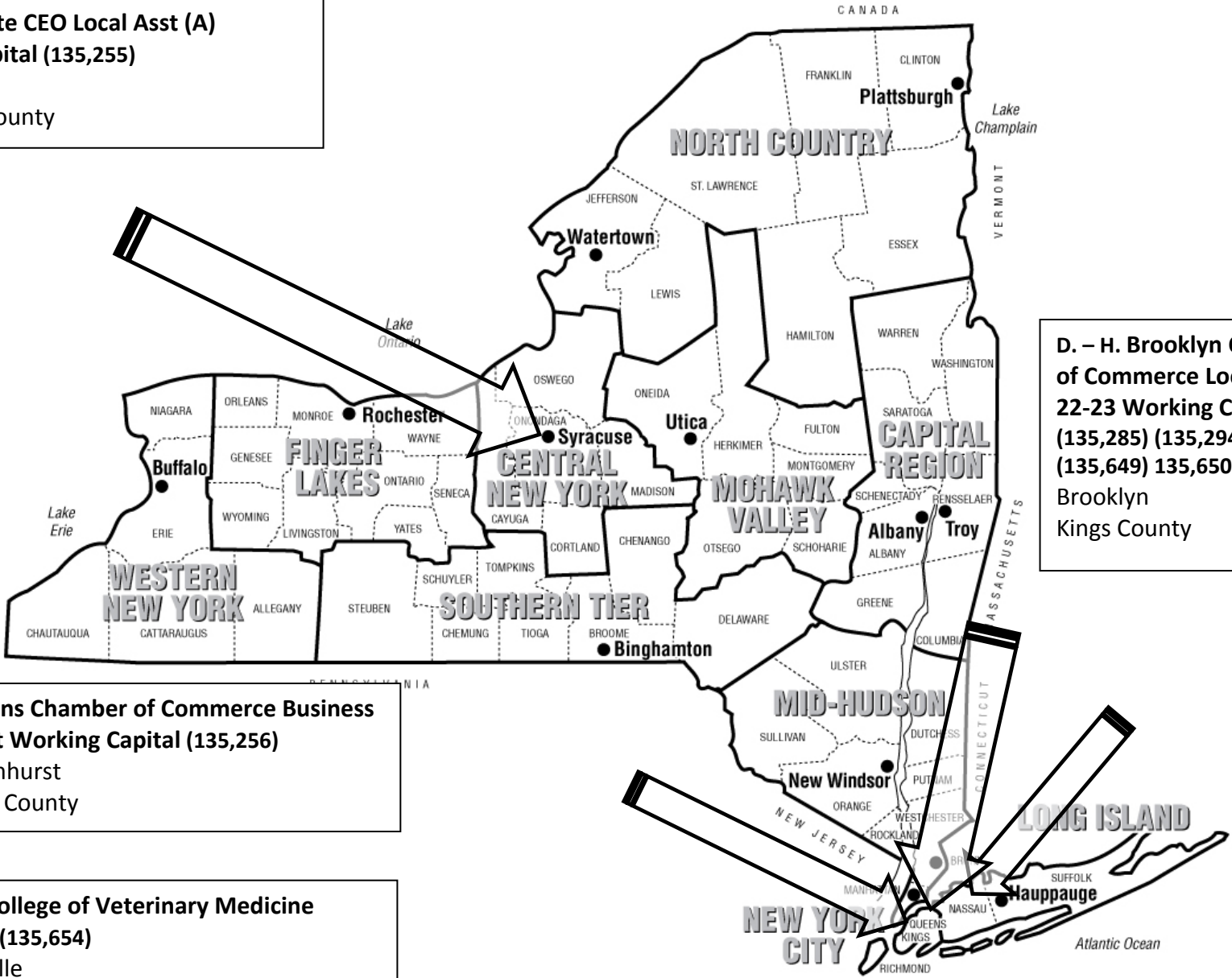
**Disclosure and Accountability Certifications:**

The Grantee has affirmed under penalty of perjury that neither the Sponsoring Member(s) or any related party to Sponsoring Member(s) has any financial interest, direct or indirect, in the Grantee/Recipient/Beneficiary or in any of the Grantee/Recipient/Beneficiary's equity owners, or has received or will receive any financial benefit, either directly or indirectly, from the Grantee/Beneficiary/Recipient or its related parties.

The Grantee and Beneficiary have provided ESD with the required Disclosure and Accountability Certifications. Grantee's and Beneficiary's certifications indicate that Grantee and Beneficiary have no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.

**ATDO (At The Direction Of) Project - Map**

**A. Centerstate CEO Local Asst (A)**  
**Working Capital (135,255)**  
 Syracuse  
 Onondaga County



**D. – H. Brooklyn Chamber of Commerce Local Asst**  
**22-23 Working Capital**  
**(135,285) (135,294) (135,295)**  
**(135,649) 135,650)**  
 Brooklyn  
 Kings County

**B. Queens Chamber of Commerce Business Support Working Capital (135,256)**  
 East Elmhurst  
 Queens County

**C. LIU College of Veterinary Medicine Capital (135,654)**  
 Brookville  
 Nassau County

FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Livingston County – Disposition of the Livingston Correctional Facility to the Livingston County Industrial Development Agency

REQUEST FOR: Authorization to Acquire and Dispose of Real Property, Determination of No Significant Effect on the Environment, and Authorization to Take Related Actions

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I. Background

The Livingston Correctional Facility (“Livingston”), operated by the Department of Corrections and Community Supervision (“DOCCS”), was closed in response to the State’s declining prison population. The approximately 177-acre medium security detention facility opened in 1991, and its configuration is commonly referred to as a “cookie cutter” because it was one of a series built to handle the State’s burgeoning prison population of the late 1980s and early 1990s.

In 2022, Governor Hochul formed the Prison Redevelopment Commission to reimagine closed prisons for innovative redevelopment opportunities. The commission includes the leaders of the relevant State agencies, regional leaders, stakeholders, and economic development experts. The commission’s current purview includes Livingston, and its proposed disposition implements the commission’s goal.

II. Proposed Disposition

Livingston comprises buildings owned by New York State Urban Development Corporation d/b/a Empire State Development (“ESD” or the “Corporation”) and land owned by the State acting through DOCCS. ESD would acquire (for nominal consideration) the State-owned portion of Livingston. ESD, by quit claim and for no financial consideration (as explained in the next paragraph), will transfer to Livingston County Industrial Development Agency (“LCIDA”) fee title to the entire site (i.e., both the ESD-owned property and the acquired formerly State-owned property) subject to ESD’s reversionary interest in the event that LCIDA fails to develop the site for job generating economic development uses and redevelopment as may be permitted pursuant to applicable local zoning and land use requirements within ten years of the date of such transfer.<sup>1</sup>

For decades ESD has issued in the public debt markets tax-exempt lease revenue bonds, tax-exempt service contract bonds and, most recently, tax-exempt personal income tax (“PIT”) bonds to finance prison facility capital improvement projects. Generally, any portion of a prison facility owned by ESD has been financed or refinanced by ESD issued bonds that do not sufficiently identify either the amount of bond financing that was used for a particular facility improvement or the specific series of

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<sup>1</sup> The State leases to SUNY Alfred for agricultural purposes lands adjacent to the property proposed for disposition to LCIDA, that land will not be part of ESD’s disposition to LCIDA and those leases will remain in place.

bonds that provided the financing for a particular facility. Under these circumstances, bond counsel advises that the transfer of Livingston for financial consideration could violate IRS regulations applicable to dispositions of facilities financed with tax exempt bonds. Such a violation could cause bond investors to lose the tax-exemption of interest on the ESD bonds issued for prison facility projects, effectively converting such bonds into taxable bonds. Bond counsel advises ESD that such result can be avoided if ESD disposes of the facility for no financial consideration. Therefore, ESD staff recommends that Livingston should be transferred to LCIDA for no financial consideration.

LCIDA plans to repurpose the existing buildings and the site for job generating economic development uses and redevelopment as may be permitted pursuant to applicable local zoning and land use requirements.

ESD's disposition to LCIDA of Livingston will save the State's "carrying costs" for the facility (currently \$67,392 annually and escalating). LCIDA has available reserves to support the continued overhead costs associated with the dormant facility. As portions of the complex are developed, each user will assume its portion of costs (e.g., for improvement, operation, maintenance, and payment of taxes and assessments).

The site is proximate to Interstate 390, providing for logistical access to the north/south corridor, with a close interconnection to the east/west corridor and the New York State Thruway. Rural workforce is often forced to commute over 40 miles for employment opportunities. Locally directed redevelopment of Livingston could create employment and entrepreneurial opportunities for residents of the rural areas in Livingston, Steuben, Allegany, and Wyoming counties.

LCIDA can work with Livingston County and local municipalities to direct the development of the Livingston site. The County's Board of Supervisors has identified the Livingston as part of its strategic plan by offering financial and other support for LCIDA's ownership, operation, and promotion of the site. LCIDA is well situated to directly work with businesses to repurpose the facility, offer incentives, and provide development opportunities in accordance with the applicable local zoning and land use requirements.

The proposed transaction consists of the following elements:

- The portion of the Livingston facility currently owned by State acting through DOCCS will be declared surplus and abandoned to the State's Office of General Services ("OGS"). At ESD's request, OGS, upon the approval of the Attorney General and the State Comptroller, will transfer to ESD title to the State-owned portion of the facility. ESD will transfer to LCIDA for no monetary consideration that portion of the facility and the portion of the facility that is currently owned by ESD.
- The deed will include a reversionary interest for ESD that ESD may exercise if LCIDA fails to fully develop the Livingston facility for job generating economic development uses and redevelopment as may be permitted pursuant to applicable local zoning and land use requirements within ten years.
- LCIDA will take the property "as is" and will be responsible for all costs associated with the property, including its acquisition, improvement, operation, maintenance, and redevelopment.

III. Public Authorities Law and ESD Guidelines Regarding Disposition of Property Compliance

The Public Authorities Law and ESD's Guidelines Regarding Disposition of Property, provide that ESD dispose of the property through a competitive process unless a statutory exception applies. In this case, the relevant exception is for negotiated transaction within the purpose, mission, or governing statute of ESD as a public authority.

ESD's transfer of the property to LCIDA is within the statutory purpose and mission of ESD because the transfer will facilitate locally directed redevelopment of the property in accordance with local law, potentially create local employment and entrepreneurial opportunities, improve the locality's financial condition by returning the currently tax-exempt property to the local tax rolls, and removing this surplus property's financial burden on the State's fisc.

As a negotiated transaction, ESD will send to the Comptroller, the Director of the Budget, the Commissioner of General Services, the leaders of the State legislature, and the Authorities Budget Office an explanatory statement providing:

- (i) A full description of the asset: Multiple buildings and land of approximately 177 acres located in the towns of Sonyea and Groveland, Livingston County constituting the former Livingston County Correctional Facility operated by DOCCS (as indicated on attached Schedule A).
- (ii) An appraisal of the fair market value of the asset: Pursuant to an independent appraisal obtained by OGS the appraised value of the Livingston Correctional Facility is \$425,000.
- (iii) A description of the purpose of the transfer and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer: The transfer will allow locally directed redevelopment of the property that can provide employment and entrepreneurial opportunities to residents of Livingston, Steuben, Allegany, and Wyoming counties, improve municipal finances by placing the currently tax-exempt property on the local tax rolls, and save the State the financial burden of the current carrying costs associated with ownership of the Livingston facility.
- (iv) A statement of the value to be received compared to the fair market value: The current independently appraised value of the property is \$425,000.00. The current annual carrying cost for the vacant surplus facility is \$67,392 and escalating. The transfer will not provide any monetary payment to the State or ESD; however, the transfer will result in economic development benefits to the State and local communities. The transfer will allow locally directed redevelopment of the property that can provide potential employment and entrepreneurial opportunities to residents of Livingston, Steuben, Allegany, and Wyoming counties and improve local municipal finances by placing the currently tax-exempt property on the local tax rolls. In addition, the State will eliminate its obligation to pay carrying costs associated with owning the Livingston facility.
- (v) The names of the private parties participating in the transfer: ESD will make the transfer to LCIDA . No other parties will be participating in the transaction. LCIDA's record with similar projects demonstrates its qualifications to redevelop the property.



- (vi) The names of the private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used: No other offer has been received for the property.

IV. Environmental Review

LCIDA, as lead agency, has completed an environmental review of the proposed transfer and reuse of the property pursuant to the requirements of the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. This review, which was coordinated with ESD as an involved agency, found the proposed action to be a Type I Action which would not have a significant effect on the environment. LCIDA issued a Negative Declaration on May 5, 2023. ESD staff reviewed the Negative Declaration and supporting materials and concurs. ESD staff recommends that the Directors make a Determination of No Significant Effect on the Environment.

V. Requested Action

The Directors are requested to: (1) make a determination of no significant effect on the environment; (2) authorize the acquisition of the portions of the Livingston facility owned by the State; (3) authorize the disposition and conveyance of the fee title to the LCIDA; and (4) authorize the Corporation to take all related actions.

VI. Recommendation

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

Attachments

Resolution  
Schedule A – Site Map

May 22, 2023

Livingston County - Proposed Disposition of the Livingston Correctional Facility to the Livingston County Industrial Development Authority – Authorization and Acquire and Dispose of Real Property, Determination of No Significant Effect on the Environment, and Authorization to Take Related Actions

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RESOLVED, that bases on the materials presented to this meeting (the “Materials”) and ordered filed with the records of the New York State Urban Development Corporation d/b/a Empire State Development (the “Corporation”) relating to the Livingston Correctional Facility, the Corporation hereby determines that the proposed action will not have a significant effect on the environment, and be it further

RESOLVED, that on the basis of the Materials the Corporation is authorized to: (i) acquire real property from the State of New York consisting of State-owned portions of the Livingston Correctional Facility in towns of Sonyea and Groveland in Livingston County; (ii) dispose and convey title of Livingston County Industrial Development Agency of all portions of the Livingston Correctional Facility owned by ESD; and (iii) take all related actions; and be it further

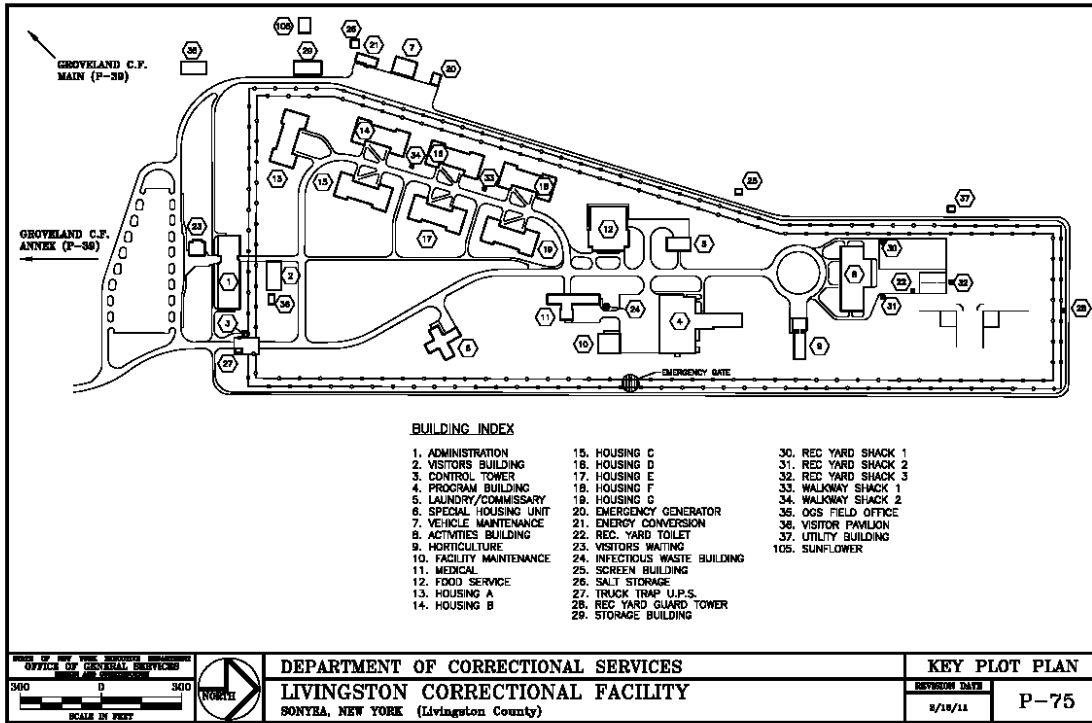
RESOLVED, that on the basis of the Materials the Corporation hereby finds that there is no reasonable alternative to the proposed below market disposition and conveyance that would achieve the purpose of such transfer, and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or such officer’s designees be, and each of them hereby is, authorized to take such action and execute and deliver such documents as may be necessary or appropriated to carry out the foregoing resolutions and to maintain compliance with tax law applicable to the bonds related to the financing improvements to the Livingston County Correctional Facility.

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# SCHEDULE A

## Site Map



FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Western New York (AKA “Northland”) Workforce Training Center

REQUEST FOR: Authorization to Enter into an Amended Contract to Extend Term and Provide Additional Operating Support for the Operation/Administration of the Northland Workforce Training Center; and Authorization to Take Related Actions

CONTRACT NEEDS AND JUSTIFICATION

I. Contract Summary

Contractor: Economic Development Group, Inc. (“EDG”), a Not-for-Profit Corporation (originally formed through a consortium of Catholic Charities of Buffalo, Goodwill Industries of WNY, Urban League of Greater Buffalo, and the Buffalo Niagara Manufacturing Alliance)

Scope of Services: Undertake all administrative, financial control, outreach/enrollment, wraparound services, internship/job placement, and coordination activities necessary for the operation of the Northland Workforce Training Center (“WTC” or the “Center”).

Contract Amount:	Original Contract Amount (working capital funds for operating support):	\$5,000,000
	Amendment Nos. 1-3:	\$5,950,000
	<b><u>Proposed Amendment No. 4:</u></b>	<b><u>\$9,000,000</u></b>
	Amended Contract Amount	\$19,950,000

Original Contract Term: May 19, 2017 through June 30, 2023

**Proposed Term Extension:** **July 1, 2023 through June 30, 2028**

Funding Source: Regional Economic and Community Assistance Program (“RECAP”) authorized in the 2022-23 New York State budget.

## II. Background

In December of 2016, the Directors approved the Corporation entering a contract with EDG to operate the Northland WTC after a competitive procurement process, beginning with a roughly one-year planning/pre-opening period and then for three-year term beginning when the facility began operations (July 1, 2018) with options for two, one-year extensions through June 30, 2023. The Northland WTC implements a centerpiece workforce training component of the State's 2013 "Buffalo Billion" Investment Development Plan. It is housed in a portion of an adaptive reuse of a historic factory complex at 683 Northland Avenue, and includes classrooms, lab/shop facilities, and administrative offices for college-level advanced manufacturing and clean energy training. Located in a majority African American neighborhood, it operates a first-of-its-kind model for training, specifically targeted at the most underrepresented populations in the WNY manufacturing workforce. With 20,000 manufacturing job openings over the next decade, the Center is helping fill this demand by offering one-year certificates and two-year degrees through two State University of New York ("SUNY") academic partners, SUNY Alfred and SUNY Erie.

What makes the Northland model unique is that in addition to technical training, it offers a full palette of "wraparound services" specifically designed to address traditional barriers to successful completion of college. Each student is assigned a "Career Coach," which tailors a plan to help ensure success, applying a problem-solving approach to connect students to support services where necessary. Once placed with a local company, Career Coaches continue to provide support as needed for up to three years.

Since opening for the Fall 2018 semester, EDG has ramped up to an annual enrollment of over 300 and has maintained a graduation rate of over 60%—much higher than national rates for community colleges—and a job placement rate of almost 85%. It continues to receive excellent responses from local employers that have accepted its graduates, and has been given accolades from community leaders, philanthropic foundations, and local, state, and federal elected officials alike.

## III. Need and Basis for Contract Amendment

While there is universal acceptance on its benefits, the major continuing challenge to Northland WTC has been its own economic sustainability. While EDG has managed to streamline its budget, the business model ESD developed for the Center has always envisioned that some form of on-going public operating support would be required. While these needs have been reduced as the Center ramped up enrollment and operations since 2018, they have remained in the range of \$5,000 - \$7,500 of state subsidy per student per year.

ESD's contract with EDG originally provided for operating support of \$5 million over its term, while ESD retained a \$1.25 million contingency for the effort. However, soon after the Center's 2018 opening, this contingency was required to build an electrical shop expansion, for which the directors approved an April 2019 contract amendment to EDG as a pass-through to its landlord, the Buffalo Urban Development Corporation, to comply with the financial structure set up by

BUDC to secure tax credits to help fund the rehabilitation/reuse of 683 Northland Avenue. Subsequently, in June 2019, the Directors approved an additional \$1.2 million operational support to EDG to fill the gap in its Fiscal year (“FY”) 2020 budget (running from July 1, 2019 to June 30, 2020). These two board actions were consolidated as Amendment No 1 to the contract.

In June of 2021, the Directors approved Amendment No. 2 to the EDG contract, which provided an additional \$1.5 million in working capital toward its FY 2022 budget gap. Most recently, in August 2022, the Directors approved Amendment No. 3 that provided working capital funding in the amount of \$2 million toward its FY 2023 budget gap that supported the Center through the end of the current Contract term.

The proposed five-year Contract term extension and additional funding being requested for Director’s approval is part of the combined \$300 million Regional Revitalization Partnership (“RRP”) among the state, philanthropy, and local government. The RRP was formulated in 2021/2022, ultimately with \$200 million of the initiative coming from New York State (from the State RECAP appropriation in the 2022-23 NYS budget), and the remaining funding being provided by philanthropic organizations and local municipal partners. The RRP takes a public-private approach among to maximize impact and leverage additional investment for East Buffalo and the urban cores of Rochester and Niagara Falls. This holistic economic development strategy demonstrates how New York State’s partnership with cities and private/philanthropic sectors can drive catalytic initiatives that help underserved communities and lay the foundation for a decade of inclusive recovery.

Under the RRP, the Northland WTC was included for a combined \$21 million in operating support, with \$11 million from the state and \$10 million from philanthropy (primarily through the Ralph C. Wilson Foundation). Last year’s \$2 million in support under Amendment No. 3 represented the state’s initial investment toward that \$11 million, with the \$9 million under this amendment representing the balance of the state’s commitment under the RRP.

#### IV. Price, Funding and Additional Contract Terms

Under Amendment No. 4, the Contract term would be extended five (5) additional years through June 30, 2028 (i.e., FYs 2024, 2025, 2026, 2027, and 2028), and the Contract amount with EDG shall be increased by \$9 million to a not-to-exceed level of \$19,950,000. The funding source for the additional \$9 million in support shall be the State RECAP appropriation under the FY 2022-23 NYS budget.

ESD payments for operational support shall be made in up to five annual advances with each advance totaling no more that \$2 million, based upon the Northland WTC’s budget needs each year, and not exceeding \$9 million in total support for FY 2024 through FY 2028. An initial payment of \$2 million would be made upon execution of the Contract amendment to support operations under the Northland WTC’s FY 2024 budget. Each subsequent payment shall be made annually upon the adoption of an operating budget and be tied to EDG providing a reconciliation report demonstrating at least 75% of the prior advance being spent, with the intent for the Center

to grow/maintain its reserve fund over the term of this amendment. EDG will continue to measure and report on its progress for various performance measures for the Center (e.g., annual enrollment, graduation rate, placement rate, etc.).

V. Prior Contractor Selection Process

ESD previously undertook a full competitive procurement to select EDG as its operator for the Center in 2016, determined to offer the “best value” for this assignment. During the planning/pre-opening period of the contract, EDG worked with ESD to hire a diverse leadership staff and board of directors and establish bylaws/operational procedures, procurement guidelines, MWBE policies, and proactive outreach processes and wraparound service systems that endure today. EDG’s ongoing exceptional work and because they are now just reaching critical enrollment levels to fully demonstrate the potential promise/success of the model, it would be highly difficult to transition to another “vendor” at this stage of the Center’s history. Accordingly, on May 4, 2023, ESD approved and issued an exemption for the proposed amendment from the *New York State Contract Reporter* selection process and advertising requirements.

Pursuant to State Finance Law Section 139-j and 139-k and the Corporation’s policy related thereto, staff has: a) considered EDG’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 and determined that it does not include EDG. Based on the foregoing, staff continues to consider EDG to be a responsible vendor.

VI. Scope of Work

EDG will continue to perform all administrative, financial control, outreach/enrollment, wraparound services, internship/job placement, and coordination responsibilities for the Northland WTC as set forth in the contract, subject to the above-noted terms of this contract amendment.

VII. Non-Discrimination & Contractor and Supplier Diversity

ESD’s Non-Discrimination and Contractor & Supplier Diversity policies will continue to apply to this contract. The operator will continue to be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise (MWBEs) for any contractual opportunities generated in connection with its operation of the WTC and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall combined MWBE Participation Goal of 30% related to the total value of ESD’s funding in applicable categories to subsidize the operations of the Northland WTC.

VIII. Environmental Review

The Directors made a Determination of No Significant Effect on the Environment for the Northland Corridor Redevelopment Project and the Northland WTC at their meeting of April 21, 2016. This determination addressed all aspects of the development and operation of the Northland WTC. Therefore, no further environmental review is required in connection with this action.

IX. Requested Action

The Directors are requested to authorize the Corporation to enter into an amended contract to extend the Contract term to June 30, 2028 and to provide an additional \$9 million in operating support, under the terms and conditions outlined in these materials, for an amended total contract amount not to exceed \$19,950,000; and to take all related actions.

X. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

XI. Attachments  
Resolution



May 22, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT – Western New York (AKA Northland) Workforce Training Center – Authorization to Enter into an Amended Contract to Extend Term and Provide Additional Operating Support for the Operation/Administration of the Northland Workforce Training Center; and Authorization to Take Related Actions

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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 Economic Development Group (“EDG”), Inc. to be a responsible vendor; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into an amended contract with EDG, Inc. to extend the Contract Term to June 30, 2028 and to provide for an additional amount of Nine Million Dollars (\$9,000,000.00), comprising an amended total contract amount not to exceed Nineteen Million Nine Hundred and Fifty Thousand Dollars (\$19,950,000.00) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

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FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: ConnectALL - Procurement of Services

REQUEST FOR: Authorization to Enter into a Contract with Tilson Technology Management, Inc.; and Authorization to Take Related Actions

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CONTRACT NEEDS AND JUSTIFICATION

I. Contract Summary

Contractor: Tilson Technology Management, Inc. ("Tilson" or the "Contractor")

Scope of Services: The ESD ConnectALL office is seeking the Directors' authorization to enter into a contract with Tilson for broadband technical validation reviews.

Contract Term: July 1, 2023 – December 31, 2023

Contract Amount: Not to Exceed \$268,959

Funding Source(s): New NY Broadband Capital Program Funds

II. Background

The New NY Broadband Program provides grants to qualifying applicants to incentivize the expansion of broadband access to unserved and underserved areas throughout the State. Authorized by the 2015-16 NYS Budget, the Program makes available \$500 million to applicants agreeing to make co-investments in the funded infrastructure projects. Program funds have been awarded so as to advance the Governor's goal of Statewide high-speed Internet access at speeds of at least 100 Mbps (download) in most places, and 25 Mbps (download) in the most remote parts of the State. The Governor formally launched the Program on January 8, 2016. On January 21, 2016, the Directors approved Guidelines for the Program (the "Program Guidelines"). The Program subsequently announced three rounds of grant awards, the most recent of which - Phase 3 - was announced in January 2018.

Due to the size, nature, technical complexity, and geographic distribution of the Program's grant-supported projects, in December 2018, the Directors authorized ESD to contract with Tilson to ensure that public funds have been utilized in a manner consistent with each project's approved grant proposal and executed contract.

Through competitive procurement processes, ESD has issued work orders for a total of \$1,400,000 for technical validation reviews by Tilson, reaching the not to exceed amount for a previous contract.

The Directors are now asked to authorize a new contract between ESD and Tilson to complete all remaining technical validation reviews for the New NY Broadband Program.

### III. Contractor Selection Process

On January 17, 2017, ESD issued an RFQ to identify qualified firms to perform technical validation reviews and site visits of its grant-funded broadband deployment projects. The RFQ requested that respondents demonstrate relevant expertise and a methodology for rendering these services.

In total, four firms responded to the RFQ. Responses were then evaluated by a review committee consisting of BPO staff, representatives of ESD Contracts Administration, ESD Loans & Grants, and ESD Legal to determine whether or not each firm should be pre-qualified.

Based on this review, the committee recommended Tilson as a pre-qualified vendor. Tilson was presented to the Directors on June 29, 2018, who approved the creation of a pre-qualified vendor list that also included CSA Group NY Architects and Engineers, P.C., and Guidehouse LLP (collectively, the "Contractors"). On December 20, 2018, the Directors authorized ESD to contract with the pre-qualified Contractors.

ESD has solicited proposals for broadband technical validation reviews from the pre-qualified Contractors on five occasions. Tilson is the only firm that has responded with a proposal. Based on the small amount of remaining work under the New NY Broadband program, ConnectALL is seeking to enter in to a new, single source contract with Tilson for the remainder of the validation work. Based on Tilson's considerable experience with ESD's operations, as well as specific experience with the New NY Broadband Program this firm is in a unique position to complete the remaining work more efficiently and more consistently than other firms.

### IV. Scope of Work

- Confirming that projects address the entirety of approved geographic service areas;
- Confirming that constructed networks conform to approved project plans;
- Performing reviews to validate the technical efficacy of broadband networks;

- Verifying that work performed/infrastructure and facilities constructed in connection with projects are consistent with reimbursement requests and approved project plans;
- Preparing a final Broadband Technical Validation Report;
- Reviewing submitted reimbursement requests/expense documentation;

V. Contract Term, Price, and Funding

The requested amended contract term is July 1, 2023 – December 31, 2023.

The requested contract amount is in an amount not-to-exceed \$268,959.

VI. Non-Discrimination and Contractor & Supplier Diversity

The Corporation’s non-discrimination and contractor & supplier diversity policy will apply to future contracts with Tilson. Tilson shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise (MWBEs) for any contractual opportunities generated in connection with the Projects and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD’s funding.

Pursuant to New York State Executive Law Article 17-B, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified Service-Disabled Veteran-owned Businesses (SDVOBs) in the performance of ESD projects and procurements. The ESD Office of Contractor and Supplier Diversity has reviewed the project and has determined that there exists no potential for SDVOB participation. As such, participation goals will not be established or required for this project.

VII. Environmental Review

ESD staff has determined that the requested authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act (“SEQRA”) and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required.

VIII. Responsible Parties

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

IX. Requested Action

The Directors are requested to (1) make a determination of responsibility with respect to the Contractor; and (2) authorize the Corporation to enter in to a contract with Tilson for the services described herein, for a term of 6 months ending in December 31, 2023 and in an amount not to exceed \$268,959.

X. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

Attachment  
Resolution

May 22, 2023

ConnectALL – Procurement of Services - Authorization to Enter into a Contract with Tilson Technology Management, Inc.; and Authorization to Take Related Actions

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RESOLVED, that on the basis of the materials (the "Materials") presented at this meeting, a copy of which is hereby ordered filed with the records of the New York State Urban Development Corporation, d/b/a Empire State Development (the "Corporation"), the Corporation hereby finds Tilson Technology Management, Inc. to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a new contract with Tilson Technology Management, Inc., for an amount not to exceed TWO HUNDRED SIXTY-EIGHT THOUSAND NINE HUNDRED AND FIFTY-NINE dollars, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her 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.

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FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Land Bank Program

REQUEST FOR: Approval of Land Bank Application and Authorization to Take All Related Actions

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I. Background

New York State’s Land Bank Program (the “Program”) was established with enactment of Article 16 of the New York State Not-for-Profit Corporation Law (the “Act”). The Legislative intent of the Act found and declared that New York’s communities are important to the social and economic vitality of the state and that whether urban, suburban or rural; many communities are struggling to cope with vacant, abandoned and tax delinquent properties.

In order to combat the problem of vacant and abandoned properties, the Act permits local communities on their own, or together through the execution of intergovernmental agreements, to create not-for-profit corporation land banks to be utilized to facilitate the return of vacant, abandoned and tax-delinquent properties to productive use. The primary focus of land bank operations is the acquisition of real property that is tax delinquent, tax foreclosed, vacant and/or abandoned, and to use the tools of the Act to eliminate the harms and liabilities caused by such properties.

Pursuant to Section 1603 of the Act, the creation of a land bank is conditioned upon approval of the New York State Urban Development Corporation d/b/a Empire State Development (“ESD”).

II. The Program Guidelines

ESD’s role in this initiative is to approve applications from municipalities seeking to create land banks in their communities. Pursuant to the Act, the number of land banks state-wide was initially limited to ten, but after several amendments, the number has been expanded to thirty-five. At its November 2011 Board meeting, the Directors approved guidelines for the Program which set forth the application process, eligibility criteria, evaluation criteria, the approval process and other terms and conditions regarding approval of applications (the “Guidelines”).

Pursuant to the Guidelines, ESD moved forward with approving applications in multiple rounds from interested municipalities. The first round of applications were received by March 30, 2012 and as a result, five applicants were approved by the ESD Board at its meeting in May of 2012. Second Round applications were received by January 30, 2013 and as a result, three additional applications were approved. Since that time, ESD has opened the application process and has approved a total of twenty-seven (27) to date. ESD will continue to accept land bank applications until approval of the maximum number of land banks in New York is achieved.

III. Recommendation

The Guidelines adopted by ESD cite the criteria in which ESD evaluated the applications. In general, the factors can be broken down into three categories: 1) the level of intergovernmental cooperation; 2) the need for a land bank; and 3) the likely success of the land bank as proposed. Based on staff review, it is recommended that the application submitted by Essex County be approved.

The application has demonstrated a significant problem with vacant properties in the community and a commitment to cooperate with all communities affected in the county. In addition to in-kind support provided by the County, the County will partner with a local not-for-profit corporation, Pride of Ticonderoga, Inc., which will assist the County in operating the land bank. Based on the foregoing, the applicant has made a strong case that the land bank will be successful in its communities.

IV. Environmental Review

Pursuant to the State Environmental Quality Review Act ("SEQRA"), Article 8 of the Environmental Conservation Law and its implementing regulations (6 NYCRR Part 617), and in connection with the previous approval of land bank applications, the Directors made a Determination of No Significant Effect on the Environment at their meeting of May 17, 2012. This determination addressed all aspects of the proposed action. Therefore, no further environmental review is required in connection with this action.

V. Requested Actions

The Directors are requested to: 1) pursuant to Section 1603 of the Act, approve the creation of a land bank based on the application submitted by Essex County; and 2) take all related actions.

VI. Recommendation

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

Attachments  
Resolution



May 22, 2023

Land Bank Program – Approval of Land Bank Application and Authorization to Take All Related Actions

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RESOLVED, that on the basis of the materials (the “Materials”) presented at this meeting, a copy of which is hereby ordered filed with the records of the New York State Urban Development Corporation d/b/a Empire State Development (the “Corporation”), relating to the Land Bank Program (the “Program”), the Corporation hereby approves creation of a land bank by Essex County for the purposes and substantially in the form set forth in the Materials, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate; and be it further

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

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FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Procurement of Legal Services – New York City (Harlem)

REQUEST FOR: Authorization to Enter into a Contract to Provide Legal Services in Connection with a Development Site Located at 260-270 West 126<sup>th</sup> Street, New York, NY, Tax Block 1931, Lot 56; and Take Related Actions

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CONTRACT NEED AND JUSTIFICATION

I. CONTRACT SUMMARY

Contractor: Mintzer Mauch PLLC (“Mintzer Mauch” or the “Firm”)

Scope of Services: To provide ESD with legal advice and counsel in connection with a Development Site located at 260-270 West 126<sup>th</sup> Street, including but not limited to determining the level(s) of environmental review that are required.

Contract Term: Two (2) years, with the option to renew for two additional years.

Contract Amount: \$500,000

Funding Source: Imprest Account fully funded by the designated developer, Key Developers, Inc. and/or its affiliates (the “Developer”)

II. BACKGROUND

This development project concerns premises located at 260-270 West 126<sup>th</sup> Street, New York, New York, Tax Block 1931, Lot 56 (the “Development Site”).

The Development Site has been leased to the developer, S&F 126<sup>th</sup> Street LLC, a subsidiary of Key Developers, Inc. (the “Developer”), by Thomas Memorial Wesleyan Methodist Church (the “Church”). Empire State Development (“ESD”), through its wholly owned subsidiary, Apollo Theater Redevelopment Corporation, owns a neighboring premises that abuts the Development

Site on its western boundary; and this neighboring premises is occupied by the Apollo Theater (“Apollo”).

As part of the development project, ESD is to transfer excess development rights (“EDRs”) to the Development Site, and in consideration thereof, the Developer is to construct a new building on the Development Site that will consist of three (3) condominium units as follows:

- (A) the “Residential Unit” containing 30% units of affordable housing at seventy percent (70%) of Area Median Income (“AMI”);
- (B) the “Apollo Unit” containing approximately twenty-four thousand (24,000) square feet of space on the ground through 4<sup>th</sup> floors of the New Building and connected to each corresponding floor of the existing building on the Apollo Premises, all pursuant to plans and specifications to be mutually agreed upon by the parties and as hereinafter provided (the “**Apollo Improvements**”). The Apollo Unit is initially anticipated to be used as rehearsal, performance, education and/or office space, cultural arts programming, film and media recording studios, lobbies, restrooms, operational facilities and ancillary purposes (the “**Initial Use**”); and
- (C) the “Church Unit” containing community space that the Developer has agreed to construct on behalf of the Church pursuant to separate agreements between the Church and the Developer.

Without ESD’s transfer of EDRs, the structure at the Development Site would be capped at around 12-14 stories. The EDR transfer would allow for up to 25 stories (through air rights and zoning lot mergers).

### III. CONTRACTOR SELECTION PROCESS

On March 24, 2022, the Directors approved a pre-qualified list of firms to provide legal services in connection with ESD’s economic development activities. With respect to the contract at issue, ESD staff interviewed three firms from the pre-qualified list to be considered for retention as Environmental Counsel to provide legal advice and counsel in connection with matters pertaining to the Development Site – including but not limited to determining the levels of environmental review that are required. Mintzer Mauch was selected based on the Firm’s knowledge, expertise and response to the pre-qualification solicitation.

Mintzer Mauch is a women-owned firm specializing in environmental and land use law. The Firm principals draw on experience gleaned from extensive past careers within New York State government and at other top law firms; and have been involved in the full range of environmental and land use matters in the context of both large and small development projects, litigation, permitting, enforcement, and complex real property and corporate transactions. The Firm has strong relationships with regulators and review boards, as well as their counsel and consultants. Mintzer Mauch is certified by New York State and New York City as a Women-Owned Business Enterprise (WBE).

IV. CONTRACT – TERM/PRICING

The term of the contract will be for two years, with the option to renew for two one-year extensions, at the discretion of the General Counsel. The maximum amount of the contract shall be \$500,000. The Firm has agreed to bill at rates not to exceed the lesser of the Firm’s billing rates normally charged to its governmental clients or the following maximum compensation rate schedule as set forth in Section V of the Request for Qualifications for Pre-Qualified Legal Counsel issued on October 8, 2021:

Partner/Of Counsel	\$600.00 per hour
Senior Associate <sup>1</sup>	\$550.00 per hour
Mid-level Associate <sup>2</sup>	\$500.00 per hour
Junior Associate <sup>3</sup>	\$425.00 per hour
Law Clerk <sup>4</sup>	\$325.00 per hour
Legal Assistant/Paralegal	\$150.00 per hour

V. RESPONSIBLE PARTY

Pursuant to State Finance Law Section 163 and the Corporation’s policy related thereto, staff has: (a) considered the Firm’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 a review of Mintzer Mauch’s financial and organizational capacity, legal authority to do business in New York, integrity of principals, and past performance, ESD staff considers the Firm to be responsible.

VI. ENVIRONMENTAL REVIEW

Staff has determined that the proposed authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act and implementing regulations promulgated by the New York State Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

VII. NON-DISCRIMINATION AND CONTRACTOR AND SUPPLIER DIVERSITY

Pursuant to New York State Executive Law Articles 15-A and 17-B, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of New York State-certified minority and women-owned businesses (“MWBs”) and service-disabled veteran-owned businesses (“SDVOB”), respectively, in the performance of ESD contracts. Mintzer Mauch is itself an NYS-certified Women-Owned Business Enterprise (WBE), and shall adhere to ESD’s Non-Discrimination and Equal Employment Opportunity policies.

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<sup>1</sup> Senior associates have at least four years of experience.

<sup>2</sup> Mid-level associates have three or four years of experience.

<sup>3</sup> Junior associates have passed the bar exam but have less than three years of experience.

<sup>4</sup> Law clerks are law student interns for first year associates who have yet to pass the bar exam.

VIII. REQUESTED ACTIONS

The Directors are requested to (1) make a determination of responsibility with respect to Mintzer Mauch; (2) authorize the retention of Firm for the purposes and substantially on the terms and conditions set forth above; and (3) authorize the taking of related actions.

IX. RECOMMENDATION

Based on the foregoing, I recommend approval of the requested actions.

ATTACHMENT

Resolution

May 22, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Procurement of Legal Services – New York City (Harlem) - Authorization to Enter into a Contract to Provide Legal Services in Connection with a Development Site Located at 260-270 West 126<sup>th</sup> Street, New York, NY, Tax Block 1931, Lot 56; and Take Related Actions

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BE IT RESOLVED, that on the basis of the materials presented for this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds Mintzer Mauch PLLC (“Mintzer Mauch” or the “Firm”) to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with the Firm for up to \$500,000.00, for the purposes and services, and substantially on the terms and conditions, as set forth in the Materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate; and be it further

RESOLVED, that the term of the contract with the Firm shall be two years which may be extended for two additional one year options at the discretion of the Corporation’s General Counsel; and be it further

RESOLVED, that the President and Chief Executive Officer and/or her 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 all such actions as may be necessary or appropriate to effectuate the foregoing.

\* \* \*

FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Procurement of Legal Services – New York City (Harlem)

REQUEST FOR: Authorization to Enter into a Contract to Provide Legal Services in Connection with a Development Site Located at 260-270 West 126<sup>th</sup> Street, New York, NY, Tax Block 1931, Lot 56; and Take Related Actions

---

CONTRACT NEED AND JUSTIFICATION

I. CONTRACT SUMMARY

Contractor: Phillips Lytle, LLP (“Phillips Lytle” or the “Firm”)

Scope of Services: To provide ESD with legal advice and counsel in connection with a Development Site located at 260-270 West 126<sup>th</sup> Street, including but not limited to drafting and reviewing relevant transfer and conveyance documents, memorandums of understanding, condo documents, bylaws, and other transactional documents.

Contract Term: Two (2) years, with the option to renew for two additional years.

Contract Amount: \$500,000

Funding Source: Imprest Account fully funded by the designated developer, Key Developers, Inc. and/or its affiliates (the “Developer”)

II. BACKGROUND

This development project concerns premises located at 260-270 West 126<sup>th</sup> Street, New York, New York, Tax Block 1931, Lot 56 (the “Development Site”).

The Development Site has been leased to the developer, S&F 126<sup>th</sup> Street LLC, a subsidiary of Key Developers, Inc. (the “Developer”), by Thomas Memorial Wesleyan Methodist Church (the

“Church”). Empire State Development (“ESD”), through its wholly owned subsidiary, Apollo Theater Redevelopment Corporation, owns a neighboring premises that abuts the Development Site on its western boundary; and this neighboring premises is occupied by the Apollo Theater (“Apollo”).

As part of the development project, ESD is to transfer excess development rights (“EDRs”) to the Development Site, and in consideration thereof, the Developer is to construct a new building on the Development Site that will consist of three (3) condominium units as follows:

- (A) the “Residential Unit” containing 30% units of affordable housing at seventy percent (70%) of Area Median Income (“AMI”);
- (B) the “Apollo Unit” containing approximately twenty-four thousand (24,000) square feet of space on the ground through 4<sup>th</sup> floors of the New Building and connected to each corresponding floor of the existing building on the Apollo Premises, all pursuant to plans and specifications to be mutually agreed upon by the parties and as hereinafter provided (the “**Apollo Improvements**”). The Apollo Unit is initially anticipated to be used as rehearsal, performance, education and/or office space, cultural arts programming, film and media recording studios, lobbies, restrooms, operational facilities and ancillary purposes (the “**Initial Use**”); and
- (C) the “Church Unit” containing community space that the Developer has agreed to construct on behalf of the Church pursuant to separate agreements between the Church and the Developer.

Without ESD’s transfer of EDRs, the structure at the Development Site would be capped at around 12-14 stories. The EDR transfer would allow for up to 25 stories (through air rights and zoning lot mergers).

### III. CONTRACTOR SELECTION PROCESS

On March 24, 2022, the Directors approved a pre-qualified list of firms to provide legal services in connection with ESD’s economic development activities. With respect to the contract at issue, ESD staff interviewed three firms from the pre-qualified list to be considered for retention as Real Estate Counsel to provide legal advice and counsel in connection with matters pertaining to the Development Site – including but not limited to drafting and reviewing relevant transfer and conveyance documents, memorandums of understanding, condo documents, bylaws, and other transactional documents. Phillips Lytle was selected based on the Firm’s knowledge, expertise and response to the pre-qualification solicitation.

Phillips Lytle has extensive experience in the fields of Real Estate Development and Real Estate Finance. Phyllips Lytle has one of the leading land use and zoning practices in New York State, appearing before hundreds of land use planning and zoning agencies across the State. The Firm has an established track record of expediting complex development matters involving numerous permits and approvals in front of regulatory agencies.



IV. CONTRACT – TERM/PRICING

The term of the contract will be for two years, with the option to renew for two one-year extensions, at the discretion of the General Counsel. The maximum amount of the contract shall be \$500,000. The Firm has agreed to bill at rates not to exceed the lesser of the Firm’s billing rates normally charged to its governmental clients or the following maximum compensation rate schedule as set forth in Section V of the Request for Qualifications for Pre-Qualified Legal Counsel issued on October 8, 2021:

Partner/Of Counsel	\$600.00 per hour
Senior Associate <sup>1</sup>	\$550.00 per hour
Mid-level Associate <sup>2</sup>	\$500.00 per hour
Junior Associate <sup>3</sup>	\$425.00 per hour
Law Clerk <sup>4</sup>	\$325.00 per hour
Legal Assistant/Paralegal	\$150.00 per hour

V. RESPONSIBLE PARTY

Pursuant to State Finance Law Section 163 and the Corporation’s policy related thereto, staff has: (a) considered the Firm’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 a review of Phillips Lytle’s financial and organizational capacity, legal authority to do business in New York, integrity of principals, and past performance, ESD staff considers the Firm to be responsible.

VI. ENVIRONMENTAL REVIEW

Staff has determined that the proposed authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act and implementing regulations promulgated by the New York State Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

VII. NON-DISCRIMINATION AND CONTRACTOR AND SUPPLIER DIVERSITY

Pursuant to New York State Executive Law Articles 15-A and 17-B, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of New York State-certified minority and women-owned businesses (“MWBES”) and service-disabled veteran-owned businesses (“SDVOB”), respectively, in the performance of ESD contracts. Phillips Lytle shall adhere to ESD’s Non-Discrimination and Equal Employment Opportunity policies.

<sup>1</sup> Senior associates have at least four years of experience.

<sup>2</sup> Mid-level associates have three or four years of experience.

<sup>3</sup> Junior associates have passed the bar exam but have less than three years of experience.

<sup>4</sup> Law clerks are law student interns for first year associates who have yet to pass the bar exam.

VIII. REQUESTED ACTIONS

The Directors are requested to (1) make a determination of responsibility with respect to Phillips Lytle; (2) authorize the retention of Firm for the purposes and substantially on the terms and conditions set forth above; and (3) authorize the taking of related actions.

IX. RECOMMENDATION

Based on the foregoing, I recommend approval of the requested actions.

ATTACHMENT

Resolution

May 22, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Procurement of Legal Services – New York City (Harlem) - Authorization to Enter into a Contract to Provide Legal Services in Connection with a Development Site Located at 260-270 West 126<sup>th</sup> Street, New York, New York, Tax Block 1931, Lot 56; and Take Related Actions

---

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

RESOLVED, that the Corporation is hereby authorized to enter into a contract with the Firm for up to \$500,000.00, for the purposes and services, and substantially on the terms and conditions, as set forth in the Materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or her designee(s) may deem appropriate; and be it further

RESOLVED, that the term of the contract with the Firm shall be two years which may be extended for two additional one year options at the discretion of the Corporation’s General Counsel; and be it further

RESOLVED, that the President and Chief Executive Officer and/or her 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 all such actions as may be necessary or appropriate to effectuate the foregoing.

\* \* \*

**FOR CONSIDERATION**

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: New York City (New York County) – Relocation of Office Space from 633 Third Avenue to 655 Third Avenue, New York, NY

REQUEST: Authorization to Enter into a New Office Lease at 655 Third Avenue;  
Authorization to Take Related Actions

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**I. BACKGROUND/SITE SELECTION PROCESS**

The New York State Urban Development Corporation, d/b/a Empire State Development (the “ESD” or “Tenant”) currently leases Floors 33-37 and concourse level storage space (totaling 104,002 sq. ft.) at 633 Third Avenue, New York, NY from its landlord, 633 Third TEI Equities LLC (“TEI”). The current lease term is from July 1, 2013 through June 30, 2023, with an option to renew for another five (5) years. TEI has provided ESD with proposed lease terms for the 5-year lease extension (i.e., \$68.50 per square foot for the first renewal year with 3% annual rent increases each year thereafter).

However, upon further review of TEI’s proposed lease terms, issuance of an RFP for space needs, and site visits to several properties, , as well as various office space alternatives by ESD and ESD’s brokerage consultants, Newmark & Company, Inc. (“Newmark”), ESD would like to enter into a new lease (“New Lease”) for office space at 655 Third Avenue (“New Premises”) for a base term of twenty-one (21) years and six (6) months. This lease would be entered into with landlord DOLP 655 Properties II LLC, an affiliate of the Durst Organization (“Landlord”). ESD will occupy floors 2-6 of 117,181 RSF and 5,396 RSF of Concourse Space, totaling 122,577 rentable square feet. Entering into this lease would provide considerable savings to ESD. The annualized 2025 total rent figure proposed for TEI’s lease extension is approximately \$7.5M while the annualized 2025 total rent for the anticipated deal at 655 Third Avenue is \$6.9M. In addition, the transaction with Landlord includes 18 months of free rent and the Landlord is constructing the New Premises in accordance with ESD’s plans and specifications at Landlord’s cost. Said lease would commence in the Spring of 2024, following the substantial completion of the construction work by the Landlord in the office space. Note, the current lease with TEI will be extended for approximately one year until ESD can move into the newly renovated premises.

**II. ESSENTIAL CONTRACT TERMS**

- Rentable Square Footage (117,181 RSF of Office Space and 5,396 RSF of Concourse Storage Space):

Floors	Rentable Square Footage ("RSF")
o Entire 2 <sup>nd</sup>	o 23,447 RSF
o Entire 3 <sup>rd</sup>	o 23,449 RSF
o Entire 4 <sup>th</sup>	o 23,449 RSF
o Entire 5 <sup>th</sup>	o 23,449 RSF
o Entire 6 <sup>th</sup>	o 23,387 RSF
o <b>SUBTOTAL (Above Grade Office)</b>	o <b>117,181 RSF</b>
o Storage (Below Grade)	o 5,396 SF
o <b>TOTAL</b>	o <b>122,577 RSF</b>

- Proposed Rent Schedule:

**Office Premises (After 18 months of free rent post Durst completing construction)**

Term Dates	RSF	Annual Rate	Monthly Rate
Yrs. 1-5	\$57	\$6,679,317	\$556,610
Yrs. 6-10	\$62	\$7,265,222	\$605,435
Yrs. 11-15	\$67	\$7,851,127	\$654,260
Yrs. 16-20	\$72	\$8,437,032	\$703,086

**Storage**

Term Dates	RSF	Annual Rate	Monthly Rate
Yrs. 1-5	\$25	\$134,900	\$11,242
Yrs. 6-10	\$27	\$145,692	\$12,141
Yrs. 11-15	\$29	\$156,484	\$13,040
Yrs. 16-20	\$31	\$167,276	\$13,940

\*Rent schedule does not include estimated Real Estate and Operating Expense escalations (see below)

- **Lease Commencement Date:** The New Lease will begin on the date that the Landlord's work in the Office Space is substantially completed as provided in the New Lease.
- **Rent Abatement Period and Rent Commencement Date:** The Rent shall be abated for eighteen (18) months following the Lease Commencement Date (the "Rent Abatement Period"). The first day immediately following the expiration of the Rent Abatement Period will be the Rent Commencement Date ("RCD"). All tax and operating expense escalation payments shall be abated for eighteen (18) months following the Lease Commencement Date.

- **Rent Abatement Conversion:** Upon at least sixty (60) days prior notice to Landlord from time to time, Tenant shall have the right to convert the economic value of up to fifteen (15) months (of the 18 months) of the Rent Abatement Period that would otherwise be abated (solely with respect to the Office Space) into an additional work allowance for the hard and soft costs of Tenant's Initial Work discussed hereinbelow (and, at Tenant's option, towards Tenant's portion of any holdover charges payable with respect to its current location). The dollar value of Free Rent which Tenant may convert is up to a maximum of \$71.25 per RSF or \$8,349,146.25. ESD will be exercising this right to use the work allowance.
- **Construction of the Premises:** Landlord to construct, at its expense, the New Premises in accordance with Tenant's plans and specifications prepared jointly by Landlord and Tenant's engineer and architect (The Switzer Group) and agreed to by Landlord and Tenant, utilizing Building standard finishes set forth in design guidelines to be attached to the Lease or as specified by Tenant's architect. This does not include above standard finishes or Tenant's Initial Work, which would be at the Tenant's cost.
- **Tenant's Initial Work:** Items not included in the design plans that Tenant will perform at Tenant's expense, include: i) telephone, data and communication cabling, ii) IT equipment, iii) furniture, iv) security system(s), v) engineering and architectural fees related to i-iv.
- **Moving Allowance:** Landlord shall provide Tenant a moving allowance in an amount up to \$10 per RSF or \$1,171,810 to reimburse Tenant for any costs and expenses related to Tenant's move to 655 Third Avenue.
- **Real Estate Taxes:** Tenant shall pay its proportionate share of actual increases in real estate taxes payable with respect to the building over a base amount of \$7.00 per RSF and 50% of the final real estate taxes for the tax year beginning July 1, 2024 and ending June 30, 2025. No escalation payments of any kind will be required before the Unconverted RCD.
- **Operating Expenses:** Landlord Responsibility (as part of Operating Expenses) include, but are not limited to, the following:
  - electricity
  - steam and any other fuel, water, and sewer charges
  - air conditioning, ventilation, and heating
  - equipment, services and personnel for protection and security
  - maintenance, repairs, replacements, and improvements which are appropriate for the continued operation of the building as a first-class building in Manhattan
  - garbage and trash removal
  - pest control

Commencing on the Unconverted RCD, if the Expenses for any Expense Year shall be greater than the Expense Base, Tenant shall pay to Landlord, as additional rent for such Expense Year, in the manner hereinafter provided, an amount equal to Tenant's Expense Percentage of the excess of the Expenses for such Expense Year over the Expense Base (such amount being hereinafter called the "Expense Payment").

- **Contract term**: twenty-one (21) years and six (6) months (20 years of rental payments after the conclusion of 18 months of free rent)
  
- **Flexibility**:
  - Renewal Option: Either two (2) five (5) year, one (1) ten year or one (1) fifteen (15) year renewal option(s) for all the premises or a portion of the premises
  - Contraction Options: Effective the 5th, 10th and/or 15th anniversaries of the Commencement Date, ESD may terminate the lease with respect to a portion or a full floor.
  - Termination Option: Effective as of the 10th or 15th anniversary of the Rent Commencement Date, ESD may terminate the entire lease.
  - Expansion Rights as Right of First Offer: Ongoing Right of First Offer with respect to any space in the low-rise elevator bank (floors 2-12) that becomes available for lease.
  
- **ESD Source of Funding**: ESD Operating Funds
  
- **Conclusion**: The total amount of capital potentially available to ESD is \$9,520,956.25 (Rent Abatement and Moving Allowance), which is in addition to the Landlord absorbing construction costs for the basic buildout. Notwithstanding that this lease provides for all new space that is 13% larger than today's offices, ESD's total annual rent obligation will decrease from the current \$7.5M annual rent to \$6.9M annual rent.

### **III. NON-DISCRIMINATION AND CONTRACTOR AND SUPPLIER DIVERSITY**

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority-and women-owned business enterprises (MWBES) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that MWBE participation goals need not be applied to this project.

### **IV. ENVIRONMENTAL REVIEW**

ESD staff has determined that the requested authorization to enter into a new office lease constitutes a Type II action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required in connection with this request.

**V. REQUESTED ACTIONS**

The Directors are requested to: (1) approve the essential terms of a new lease for office space located at 655 Third Avenue, New York (the “Premises”); and (2) authorize the Corporation to enter into a lease with DOLP 655 Properties II LLC, an affiliate of the Durst Organization at 655 Third Avenue substantially in accordance with the essential terms, as set forth in these Materials; and (3) to take related actions.

**VI. RECOMMENDATION**

Based on the foregoing, I recommend approval of the requested actions.

**VII. ATTACHMENTS**

Resolution



May 22, 2023

NEW YORK CITY (NEW YORK COUNTY) – Relocation of Office Space from 633 Third Avenue to 655 Third Avenue, New York, NY - Authorization to Enter into a New Office Lease at 655 Third Avenue; Authorization to Take Related Actions

---

BE IT RESOLVED, that based on the materials presented at this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby approves the essential terms of the lease office space located at 655 Third Avenue, New York (the “Premises”) and hereby finds DOLP 655 Properties II LLC, an affiliate of the Durst Organization to be responsible; and be it further

RESOLVED, that in accordance with the Materials, the Corporation is hereby authorized to enter into a new lease for office space with DOLP 655 Properties II LLC, an affiliate of the Durst Organization, at 655 Third Avenue in accordance with the essential terms, set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer, or other Officer of the Corporation, or his or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing Resolutions.

\* \* \*

**FOR CONSIDERATION**

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: North Castle (Westchester County) – IBM Headquarters Project

REQUEST FOR: Authorization to Extend Lease with International Business Machines Corporation (“IBM”) and to Make Corresponding Modification to the General Project Plan; Authorization to Hold Public Hearing(s) Thereon; and Authorization to Take Related Actions

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**I. Background**

In 1995, IBM owned an approximately 370-acre office park in Armonk, Town of North Castle, Westchester County. The two largest pieces of such property are known as Lot A to the north (approximately 133 acres) and Lot B to the south (approximately 211 acres). See Attachment A.

In 1995, ESD facilitated IBM’s construction of a new 283,500 square foot corporate headquarters building on Lot B by, among other things, entering into: (a) a Sale-Leaseback Agreement, pursuant to which IBM conveyed to ESD, for a \$1 Purchase Price, Lot B and existing and future buildings, equipment, and personal property at Lot B; and (b) an Agreement of Lease, pursuant to which: (i) ESDC simultaneously leased back to IBM all of the Premises through 2018; and (ii) IBM was granted a Purchase Option to purchase the Premises for a \$1 Purchase Price at lease termination. The lease provided IBM with certain tax benefits, including reduced real estate taxes (via an agreed “payment-in-lieu-of-taxes”, or “PILOT”) and sales/use tax exemptions on construction materials and equipment and personal property. As agreed by the parties, IBM pays “Rent” under the lease solely in the form of the PILOT, which is paid directly to the Town of North Castle (“North Castle”). North Castle is responsible for remitting the respective shares of the PILOT to the county and local school district. The lease also provides that all costs with respect to the leased premises are borne by IBM. ESD entered into this project pursuant to the 1995 IBM Headquarters Relocation Land Use Improvement General Project Plan (“GPP”). ESD continues to own, and IBM continues to lease, the premises at Lot B.

In 2011, IBM conveyed to ESD an additional 18.2 acres of the original corporate park. The additional property was contiguous with the northern border of the original leasehold premises, offered a greater security buffer for IBM’s new headquarters building and provided other facilities incidental or appurtenant to the Project. ESD amended the GPP and lease to encompass the new property as part of Lot B, now totaling approximately 230 acres. Other than the inclusion

of the additional property and a modification to the PILOT, the lease and GPP remained unchanged.

In 2018, at the end of the lease term, IBM was permitted to exercise its purchase option on Lot B, causing the PILOT to terminate and the property restored to the local tax rolls. However, an extension of the PILOT occurred which allowed North Castle and the school district time to budget and plan for future changes in revenue. The extension extended the lease and GPP through June 2023. But for these modifications, the lease and GPP remained unchanged, and in full force and effect.

## **II. Summary of Proposed Modifications**

### **A. Location**

New Orchard Road (between NY Routes 22 and 120), Armonk, Town of North Castle, Westchester County.

### **B. Description/Proposed Extension**

IBM proposes to extend the lease and GPP for Lot B from 2023 through June 30, 2028 and have the option to purchase back the property at lease termination (the property being restored to the local tax rolls). The PILOT payments for the additional term agreed to by IBM and North Castle will be attached. The local school district, which is the primary beneficiary of the PILOT, relies on the PILOT revenue. An unanticipated reduction in revenue would endanger the school district's budget. An extension of the PILOT would allow North Castle and the school district time to budget and plan for future changes in revenue. IBM would also prefer to avoid the uncertainty accompanying tax assessments by agreeing to a PILOT extension. Lastly, IBM anticipates \$40 million in capital improvements to its Corporate Headquarters and Learning Center and the extension would allow time to complete same.

As IBM and North Castle lack the authority to enter into a PILOT agreement, they have approached ESD with a plan to extend the Project. But for these modifications, the Lease and GPP would remain unchanged, and remain in full force and effect. All costs associated with this transaction will be paid by IBM.

## **III. UDC Act and Public Authorities Law**

Pursuant to the provisions of the Public Authorities Accountability Act ("PAAA"), ESD is required to dispose of property through a competitive process unless the fair market value of the property does not exceed fifteen thousand dollars. Due to the encumbrances on ESD's property, particularly the existence of the purchase option, the fair market value is reasonably expected to be below the fifteen-thousand-dollar threshold and there is no feasible competition. A copy of the appraisal will be filed with the corporate record.

**IV. Environmental Review**

ESD staff has determined that the proposed Lease and GPP amendments constitute Type II actions as defined by the New York State Environmental Quality Review Act (“SEQRA”), Article 8 of the Environmental Conservation Law. Therefore, no further environmental review is required in connection with this authorization.

**V. Non-Discrimination and Contractor & Supplier Diversity**

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority-and women-owned business enterprises (MWBES) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the Project and has determined that MWBE participation goals need not be applied to this Project.

**VI. Requested Actions**

For purposes of conducting a public hearing thereon, the Directors are requested to adopt (1) proposed Lease Amendment, and (2) corresponding modification to the General Project Plan, both with such changes therein as the President of the Corporation or his designee(s) may deem appropriate. On the condition and subject to there being no substantive negative testimony or comment on these documents at such public hearing, the Directors are further requested, on the terms and conditions set forth in these materials, to deem the essential terms of the Lease amendment and the corresponding General Project Plan modification approved and the execution of the Lease amendment authorized.

**VII. Recommendation**

Based on the foregoing, I recommend approval of the requested actions.

**VIII. Attachments**

Resolution  
Proposed GPP Amendment

North Castle (Westchester County) – IBM Headquarters Project - Authorization to Extend Lease with International Business Machines Corporation (“IBM”) and to Make Corresponding Modification to the General Project Plan; Authorization to Hold Public Hearing(s) Thereon; and Authorization to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the “Materials”), the Corporation does hereby adopt, for purposes of the public hearing required by the UDC Act and substantially on the terms and conditions described in the Materials: (1) the proposed amendments to the Agreement of Lease with International Business Machines Corporation (“Lease”) and (2) the corresponding proposed modification to the General Project Plan (“GPP”); and (2); and be it further

RESOLVED, that the President and Chief Executive Officer or authorized designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to take all such actions as are necessary or appropriate to schedule and hold such public hearings as required by the UDC Act or other applicable law (which hearings may be held simultaneously), including without limitation the providing, filing, or making available of copies of the modified GPP and Lease, the fixing of a date for such hearing, the publication of a notice of such public hearing as required by law and in accordance with procedures heretofore approved by the Corporation with respect to similar hearings, and the making of a report or reports to the Corporation on such hearing, oral or written comments received, or local municipality recommendation received, if any; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer or authorized designee(s) that no substantive negative testimony or comment on the Modified GPP or Lease Amendments was received at the public hearing and that the requirements of the Public Authorities Accountability Act have been complied with: (1) the GPP, as modified, by the Modified GPP, and the findings previously made with respect thereto, shall be deemed affirmed and effective as of the conclusion of such hearing; and (2) the modified term of the Lease shall be deemed approved, both together with such changes therein as the President of the Corporation or his designee(s) may deem appropriate and be it further

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

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## **Proposed GPP Amendment**

New York State Urban Development Corporation d/b/a Empire State Development  
IBM Headquarters Relocation  
Land Use Improvement Project  
Town of North Castle (Westchester County)  
General Project Plan

### **Amendment May 2023**

The General Project Plan for the IBM Headquarters Relocation Land Use Improvement Project, as affirmed and approved in 1995 and amended in 2011 and 2018 (the “GPP”), is amended to extend through June 30, 2028. But for this amendment, the GPP remains unchanged, and remains in full force and effect.

FOR CONSIDERATION

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Procurement of Azure Marketplace Platform

REQUEST FOR: Authorization to Enter into a Contract for IT Related Procurement on the Azure Marketplace Platform

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**CONTRACT NEEDS AND JUSTIFICATION**

**I. Contract Summary**

Contractor: Dell Marketing

Scope of Services: Azure Marketplace an online store that contains thousands of IT software applications and services in order to facilitate the move of IT's on-premises resources to the cloud.

Contract Term: Three years

Contract Amount: Not to exceed \$1,500,000

Funding Source(s): ESD's Annual Non-Programmatic Capital Expenses Authorization

**II. Background**

In 2016, ESD identified a number of goals for improvement with respect to the information systems it uses to originate and manage programs that it administers. Based on a prior IT assessment, ESD determined that the Microsoft Platform and the associated Microsoft services was the most cost-effective software solution to achieve its tasked objectives. Azure, Microsoft Dynamics was purchased under the OGS awarded Microsoft Enterprise Agreement (EA) contract with Dell and has been utilized as a program management system at ESD since 2017.

### **III. Contractor Selection Process**

Since 2017, ESD has worked to expand and manage an increasing number of ESD programs. ESD has adopted the Microsoft Power Apps platform as the main program tracking system. The platform includes multiple services that are needed to develop, implement, manage and report on these programs such as SharePoint, Azure, Microsoft Dynamics and Power BI. MSD is vital for ESD to operate successfully and manage programs. These services for which Dell Marketing has again been awarded the OGS contract to provide all state entities with all Microsoft Enterprise Agreement subscriptions within the Azure Marketplace.

### **IV. Responsible Party**

Staff has examined the proposed contractor's "responsibility" as defined in State Finance Law §163, and as provided in ESD's Procurement Guidelines. Based on this analysis of financial and organizational capacity, legal authority to do business in New York, integrity of principals, and past performance on contracts, staff concludes that the proposed contractor is a responsible vendor.

### **V. Scope of Work**

The Azure marketplace offers approximately 5,690 IT management tools category. ESD's IT is moving all of the on-premises resources to cloud. The Azure marketplace has the software and services needed to build new solutions and manage the cloud infrastructure.

### **VI. Contract Term, Price and Funding**

The proposed term of the contract is three years. The value of the contract is not to exceed \$1,500,000. The contract will be funded from ESD's Annual Non-Programmatic Capital Expenses Authorization.

### **VII. Non-Discrimination and Contractor & Supplier Diversity**

Pursuant to New York State Executive Law Articles 15-A and 17-B, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of New York State certified minority- and women-owned business enterprises (MWBES) and service-disabled veteran-owned businesses (SDVOBs) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that MWBE and SDVOB participation goals need not be applied to this project.

### **VIII. Environmental Review**

ESD staff has determined that the requested authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing



regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the authorization.

**IX. 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 contract with Dell Marketing for an amount not to exceed \$1,500,000.

**X. Recommendation**

Based on the foregoing, I recommend approval of the requested actions.

**XI. Attachments**

Resolution

May 22, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a/ EMPIRE STATE DEVELOPMENT - Procurement of Azure Marketplace Platform - Authorization to Enter into a Contract for IT Related Procurement on the Azure Marketplace Platform; and Authorization to Take Related Actions

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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 Dell Marketing to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with Dell Marketing for an amount not to exceed ONE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$1,500,000) 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 and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

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**FOR CONSIDERATION**

May 22, 2023

TO: The Directors

FROM: Hope Knight

SUBJECT: Procurement of Consulting Services

REQUEST FOR: Authorization to Enter into a Contract for Professional Services Related to On-Premises and Cloud End User Computing Infrastructure Support

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**CONTRACT NEEDS AND JUSTIFICATION**

**I. Contract Summary**

Contractor: Z7 Solutions LLC

Scope of Services: Consulting services related to the on-premises and cloud end user computing infrastructure support including VMware, DellEMC, Carbon Black, Wyse, nVIDIA, Google and Microsoft.

Contract Term: 18 Months

Contract Amount: \$432,300

Funding Source(s): ESD's Annual Non-Programmatic Capital Expense Authorization

**II. Background**

Z7 Solutions is currently supporting ESD's network and has displayed exceptional knowledge of ESD, its business programs and key staff. Z7 Solutions assisted with the transition to remote work within days. Z7's institutional knowledge of ESD cannot be overstated, as utilizing them will provide continuity, avoid costly delays, with respect to analysis and difficult re-engineering of the current systems, and help ESD maintain a secure network environment. Also, Z7 Solutions is using the latest VDI technology and are still improving and working on cloud options.

### **III. Contractor Selection Process**

Z7 Solutions was chosen via a Discretionary Purchase, pursuant to PAL § 2879(3)(b)(i) and State Finance Law §163(6), which allows for procurement from New York State-Certified Minority and Women-Owned Business Entities in an amount up to \$500,000 without a "formal competitive process."

Z7 Solutions has provided similar services to ESD in connection with VMware and or Citrix Technologies (VDI), data migration and other support for custom applications. By leveraging the talents of the Z7 Solutions team and the institutional knowledge they have of ESD operations, IT systems and personnel, will allow ESD to avoid costly delays and loss of continuity with respect to analysis and engineering of current systems. Z7 Solutions originally implemented ESD's VDI solution and has exceptional knowledge of ESD operations, its business programs, and key staff.

In addition, Z7 Solutions has been an integral part of ESD's work from home initiative since Pre-COVID. They were instrumental in our pivot to a nimble software as a service solution for our staff. As such they have been made privy to security platforms that we would be reluctant to provide to any other casual vendor without proper vetting. To move away from Z7 Solutions now would introduce massive unknowns into our system.

### **IV. Responsible Party**

Staff has examined the proposed contractor's "responsibility" as defined in State Finance Law §163, and as provided in ESD's Procurement Guidelines. Based on this analysis of financial and organizational capacity, legal authority to do business in New York, integrity of principals, and past performance on contracts, staff concludes that the proposed contractor is a responsible vendor.

### **V. Scope of Work**

Provide consulting services related to the on-premises and cloud end user computing infrastructure support including VMware, DellEMC, Carbon Black, Wyse, nVIDIA, Google and Microsoft. This includes all operating system and application support that runs on the virtual desktop infrastructure.

### **VI. Contract Term, Price and Funding**

The proposed term of the contract is for an 18-month period. The value of the contract is \$432,300. The contract will be funded from the ESD's Annual Non-Programmatic Capital Expense Authorization

**VII. Non-Discrimination and Contractor & Supplier Diversity**

ESD's Non-Discrimination and Contractor & Supplier Diversity policy will apply to this contract. The Contractor shall be required to solicit and utilize Minority and Women-owned Business Enterprise ("MWBEs") and Service-Disabled-Veteran-owned Business Enterprises (SDVOBs) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8 and 9 NYCRR § 252.2(m)) to achieve an overall MWBE Participation Goal of 30% and an SDVOB Participation Goal of 6% related to the total value of ESD's funding.

Z7 Solutions LLC is a Women-Owned Business Enterprise/Minority-Owned Business Enterprise certified by the State of New York and may utilize its certification to satisfy the above MWBE goal requirement.

**VIII. Environmental Review**

ESD staff has determined that the requested authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the authorization.

**IX. 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 contract with Z7 Solutions LLC for \$432,300.

**X. Recommendation**

Based on the foregoing, I recommend approval of the requested actions.

**XI. Attachments**

Resolution

May 22, 2023

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a/ EMPIRE STATE DEVELOPMENT - Procurement of Consulting Services - Authorization to Enter into a Contract for Professional Services Related to On-Premises and Cloud End User Computing Infrastructure Support

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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 Z7 Solutions LLC to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with Z7 Solutions LLC for an amount not to exceed FOUR HUNDRED THIRTY TWO THOUSAND THREE HUNDRED (\$432,300) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or her designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

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