

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION**  
**d/b/a Empire State Development**

Empire State Development works to promote business investment and growth that leads to job creation and prosperous communities across New York State

Meeting of the Directors

Thursday

July 21, 2016 – 9:30 a.m.

**REVISED AGENDA**

**FOR CONSIDERATION**

**I. CORPORATE ACTIONS**

- A. Approval of Minutes of the June 23, 2016 Directors' Meeting
- B. Investment Report - Approval of Investment Report and Investment Guidelines and Authorization to Take Related Actions

**REPORTS – Oral**

- A. President's Report
- B. Report – Presentation on the Capital Region
- C. Loans and Grants – Summary of Projects

## II. **PROJECTS**

### **FINGER LAKES REGION**

- A. Regional Council Award – Priority Project – Rochester (Finger Lakes Region – Monroe County) – Foodlink Capital – Regional Council Capital Fund (Capital Grants) - Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make Grants and to Take Related Actions
- B. Rochester (Finger Lakes Region – Monroe County) – AIM Photonics Institute Capital – Upstate Revitalization Initiative and New York Works (Capital Grants) - Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make Grants and to Take Related Actions

### **LONG ISLAND REGION**

- C. Regional Council Award – Mineola (Long Island Region – Nassau County) – Winthrop Research Institute 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; Authorization to Make a Grant and Take Related Actions; Determination of No Significant Effect on the Environment

### **WESTERN NEW YORK REGION**

- D. Buffalo (Western New York Region – Erie County) – Niagara Street Buffalo – Turner Brothers Lofts Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan and to Take Related Actions; Determination of No Significant Effect on the Environment
- E. Buffalo (Western New York Region – Erie County) - Lofts at University Heights – CB – Emmanuel Realty Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan) – Affirmation of the Directors June 23, 2016 Findings and Determinations Pursuant to Sections 10 and 16-n of the Act; Affirmation of the General Project Plan

**II. PROJECTS – Continued**

**NORTH COUNTRY REGION**

- F. Regional Council Award – Blue Mountain Lake (North Country Region – Hamilton County) – Adirondack Historical Association 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; Authorization to Make a Grant and to Take Related Actions

**MARKET NY GRANT PROGRAM**

- G. Market NY Grant Program – Regional Council Capital Fund – Market New York –Tourism Marketing Competition (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and Take Related Actions

**Market NY Program**

- A. National Comedy Center Marketing Working Capital – National Comedy Center, Inc. (Chautauqua County) - \$525,000

**III. STATEWIDE – ENTREPRENEURIAL ASSISTANCE PROGRAM**

- A. Statewide – Entrepreneurial Assistance Program (“EAP”) (Training and Technical Assistance Grants) – Findings and Determination Pursuant to Section 10(g) of the Act; Authorization to Make Grants and to Take Related Actions

#### **IV. NON-DISCRETIONARY PROJECTS CONSENT CALENDAR**

- A. Non-Discretionary Projects Consent Calendar – Findings and Determinations Pursuant to Section 10(g) of the Act; Adoption of General Project Plans; Authorization to Make a Grant and Take Related Actions

##### **Executive (Hurricane Irene-Tropical Storm Lee Flood Recovery Grant Program)**

- A. Herkimer County – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital – Milone & MacBroom, Inc. (Herkimer County) - \$653,275

##### **Executive (Division of Homeland Security and Emergency Services Disaster Assistance Program)**

- B. Herkimer County – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital – Milone & MacBroom, Inc. (Herkimer County) - \$33,231

##### **Executive (Arts/Cultural)**

- C. New York City AIDS Memorial Capital – New York City AIDS Memorial, Inc. (New York County) - \$500,000

##### **Executive (Special Appropriation Nano Utica)**

- D. Nano Utica Initiative – ams AG Capital – Fort Schuyler Management Corporation (Oneida County) - \$535,900,000  
E. Nano Utica Initiative – MVEDGE – ams AG Capital –Economic Development Growth Enterprises d/b/a Mohawk Valley EDGE (Oneida County) - \$49,100,000  
F. Nano Utica Initiative – NY-PEMC Center for Advanced Packaging Technologies Capital – Fort Schuyler Management Corporation (Oneida County) - \$50,000,000

##### **Executive (Special Appropriation State and Municipal Facilities Program)**

- G. Nano Utica Initiative – NY PEMC Center for Advanced Packaging Technologies Capital - Fort Schuyler Management Corporation (Oneida County) - \$50,000,000

##### **Executive (Special Appropriation Clarkson Trudeau)**

- H. Trudeau Partnership Working Capital – Trudeau Institute (Franklin County) - \$7,250,000  
I. Clarkson University Capital – Clarkson University (St. Lawrence County) - \$4,750,000

#### **V. LAND USE IMPROVEMENT AND RESIDENTIAL PROJECT**

- A. New York City (Kings County) – Fountain Avenue Land Use Improvement and Residential Project – Authorization to Accept and Approve the Final Environmental Impact Statement (“FEIS”); Authorization to Publish, File and Circulate the FEIS; and Authorization to Take Related Actions

**VI. NEW YORK STATE INNOVATION VENTURE CAPITAL FUND (NYSIVCF)**

- A. New York State Innovation Venture Capital Fund (NYSIVCF) – Authorization of an Investment of NYSIVCF Funds in NOHMs, Inc.
- B. New York State Innovation Venture Capital Fund (NYSIVCF) – Authorization of an Investment of NYSIVCF Funds in ChannelEyes, Inc.

**VII. ADMINISTRATIVE ACTIONS**

- A. Planning Services for the Downtown Revitalization Initiative - Authorization to Enter into Contracts for Planning Services; Authorization to Take Related Actions
- B. New York City (New York County) - Empire Station Complex – Moynihan Station Civic and Land Use Improvement Project – Authorization to Amend the Contract with Ernst and Young Infrastructure Advisors, LLC for Market and Financial Feasibility Services; Authorization to Take Related Actions
- C. New NY Broadband Program - Procurement of GIS Mapping and Costs Modeling Services – Authorization to Amend ESD’s Contract with CostQuest Associates, Inc. to Provide GIS Mapping and Cost-Modeling for the New NY Broadband Program and to Take Related Actions
- D. New NY Broadband Program - Procurement Services – Authorization to Amend ESD’s Contract with Tilson Technology Management, Inc. to Support the Review of Applications to the New NY Broadband Program and to Take Related Actions

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION**

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

June 23, 2016

**MINUTES**

**In Attendance**

**Directors:**

Howard A. Zemsky (Acting Chair)  
Derrick D. Cephas  
Hilda Rosario-Escher  
Joyce Miller  
Cesar Perales  
Heather McArn, Designee - Superintendent (New York  
State Department of Financial Services)

**Present for ESD:**

Simone Bethune, Project Manager – Loans and Grants  
Lindsey Boylan, Chief of Staff  
Maria Cassidy, Deputy General Counsel  
Elizabeth Fine, Executive Vice President - Legal and General  
Counsel  
Wilfredo Florentino, Project Manager – Loans and Grants  
Brendan Healey, Assistant Vice President – Economic Incentives  
Scott Lamkin, Project Manager – Loans and Grants  
Benson Martin, Director of Compliance  
Glendon McLeary, Assistant Vice President – Economic Incentives  
- Loans and Grants  
Kathleen Mize, Controller  
Marion Phillips, Senior Vice President – Community Relations  
Debbie Royce, Assistant Corporate Secretary  
Kay Wright, Executive Vice President – Public Affairs  
Kevin Younis, Chief Operating Officer

**DRAFT – SUBJECT TO REVIEW AND REVISION**

**Also Present:** Stephen Gawlik, Western New York Regional Office  
Barry Greenspan, Long Island Regional Office  
Edward Muszynski, Finger Lakes Regional Office  
Christopher Schoepflin, Director – Western New York Regional Office

**Also Present:** The Press  
The Media  
The Public

---

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 9:35 a.m. by Acting Chair Zemsky. It was noted for the record that the time and place of the meeting had been given in compliance with the New York State Open Meetings Law.

Acting Chair Zemsky then welcomed Cesar Perales, the newly appointed ESD Director, to the meeting.

Next, the Acting Chair set forth the guidelines regarding comments by the public on matters on the Agenda as well as with regard to any conflicts of interest the Directors may have regarding items on the Agenda. No conflicts were noted.

Acting Chair Zemsky then called for a motion to approve the Minutes of the May 19, 2016 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 MAY 19, 2016  
MEETING OF THE DIRECTORS OF THE NEW YORK STATE URBAN DEVELOPMENT  
CORPORATION

---

RESOLVED, that the Minutes of the meeting of the Corporation held on May 19, 2016, as presented to this meeting, are hereby approved and all actions taken by the Directors presented at such meeting as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

\* \* \*

---

Next, the Acting Chair asked Ms. Mize to present an item relating to ESD's annual financial report.

Ms. Mize noted that because of the well-known investigation and increased scrutiny to the Buffalo Billion Program, she asked the Partner in Charge, Doug Zimmerman, from ESD's audit firm, EFPR, to comment on the increased assessment the firm conducted of the program during the audit period.

Among other things, Mr. Zimmerman noted that the firm looked at 100 percent of the transactions that ESD undertook with regard to the Buffalo Billion Program during this fiscal year and there were no issues detected that deviated from what was appropriate for ESD.

Director Perales asked if it was correct that the firm does not look into the basis upon which awards were made but rather, whether or not the process met the protocol. Mr. Zimmerman stated that that was correct.

**DRAFT – SUBJECT TO REVIEW AND REVISION**

Following all of Mr. Zimmerman’s comments, Ms. Mize noted that the Public Authorities Law requires annual approval by ESD’s Directors and certifications by the Chief Executive Officer and the Chief Financial Officer, or the designated Finance Officer, of certain financial reports.

---

Ms. Mize went on to outline the contents of the reports as well as the complete audit report for the fiscal year ended March 31, 2016.

Ms. Mize further noted that ESD’s Audit Committee reviewed and approved the audit report at a meeting held earlier in the morning.

Following the full presentation, the Acting Chair called for questions or comments. Hearing none, 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 CORPORATION – (the “Corporation”) Approval of Certain Annual Financial Reports and Authorization to take Related Actions**

---

WHEREAS, the Corporation wishes to comply with § 2800 of the Public Authorities Law (the Law) which mandates that public benefit corporations annually prepare certain financial reports (the Report) which for the Corporation and its subsidiaries consists of the independent audit;

WHEREAS, an independent audit is required by § 2802 of the Law;

WHEREAS, § 2800 of the said Law also requires the annual approval by the Board and certifications by the Chief Executive Officer and Deputy Chief Financial Officer & Controller of

**DRAFT – SUBJECT TO REVIEW AND REVISION**

the Report;

WHEREAS, an independent audit has been prepared for the fiscal year ended March 31, 2016;

WHEREAS, the Corporation has reviewed said Report and found it to be satisfactory; and

NOW, THEREFORE, based on the materials submitted herewith, IT IS HEREBY RESOLVED that the Report is hereby approved; and it is further

RESOLVED, that the President and Chief Executive Officer, Deputy Chief Financial Officer & Controller, Treasurer or their designees be, and each of them hereby is, authorized and empowered to submit said Report, as required by law, and 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 and approval of the Report and to take related actions.

\* \* \*

The Acting Chair then presented a brief President's Report on the most recent activities of the Corporation.

Among other things, Acting Chair Zemsky noted that ESD is actively working on advancing key infrastructure initiatives, including the Javits Center and Empire Station.

Acting Chair Zemsky also noted that he recently participated with the Governor in the opening of Cadillac's headquarters in New York City.

The Acting Chair then asked Christopher Schoepflin, Director of ESD's Western New York Region, and Laura Quebral, who heads University of Buffalo – Regional Institute to provide a report on that Region's economic development strategy.

**DRAFT – SUBJECT TO REVIEW AND REVISION**

Next, the Acting Chair asked Mr. McLeary to present a summary of the Project items on the Agenda. Acting Chair Zemsky then explained that following this brief presentation, he will call upon the individual Regional Directors or their representatives to present the projects from their region.

Mr. McLeary noted that the Directors will be asked to consider projects totaling more than \$17,440,000 in grants and a loan, including one Buffalo Billion award, seven Regional Council awards and three discretionary awards.

Mr. McLeary further explained that these projects will leverage over \$79,000,000 of additional investment, retain 450 jobs and create 122 jobs in the State.

Mr. Schoepflin then presented the Lofts at University Heights Better Buffalo item and the Columbus McKinnon EDF item for the Directors' consideration.

With regard to the Lofts at University Heights project, Mr. Schoepflin asked the Directors to authorize ESD to make a \$2,000,000 loan from the Buffalo Regional Innovation Cluster Fund to University Heights Lofts, Inc.

Mr. Schoepflin stated that the funds will be used for a portion of the construction and remediation costs for the rehabilitation and reuse of the former Buffalo Public School 63 into mixed income, workforce rental apartments.

**DRAFT – SUBJECT TO REVIEW AND REVISION**

Mr. Schoepflin then asked the Directors to authorize ESD to make a \$340,000 grant to be used for a portion of construction and renovation costs for the Columbus McKinnon Corporation to construct new global headquarters. Mr. Schoepflin added that ESD’s incentive offer to the company includes an Excelsior Jobs Program tax credit of up to \$540,000.

---

Following the full presentation, the Acting Chair called for questions or comments.

Hearing none, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

Buffalo (Western New York Region – Erie County) Lofts at University Heights – CB-Emmanuel Realty Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan) – Findings and Determinations Pursuant to Section 10(g); Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan 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 Lofts at University Heights – CB-Emmanuel Realty Capital – Better Buffalo Fund (Capital Loan) 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to

**DRAFT – SUBJECT TO REVIEW AND REVISION**

make to UH Lofts LLC a loan for a total amount not to exceed Two Million Dollars (\$2,000,000) from the Buffalo Regional Innovation Cluster 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 or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the loan and grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the loan or grant or collateral securing the loan as he or she may deem necessary or appropriate in the administration of the loan and 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 his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

Buffalo (Western New York Region – Erie County) Lofts at University Heights – CB-Emmanuel Realty Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan) – Determination of No Significant Effect on the Environment

---

RESOLVED, that based on the material submitted to the Directors with respect to the Lofts at University Heights – CB-Emmanuel Realty Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan) Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

\* \* \*

Amherst (Western New York Region – Erie County) – Columbus McKinnon Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) – Findings and Determinations Pursuant to Sections 16-m and 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

**DRAFT – SUBJECT TO REVIEW AND REVISION**

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 Columbus McKinnon Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) Project (the “Project”), the Corporation hereby determines pursuant to Sections 16-m and 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that

1. The proposed project would promote the economic health of New York State by facilitating the creation or retention of jobs or would increase activity within a municipality or region of the state or would enhance or help to maintain the economic viability of family farms;
2. The project would be unlikely to take place in New York State without the requested assistance;
3. The project is reasonably likely to accomplish its stated objectives and that the likely benefits of the project exceed costs;
4. 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to Columbus McKinnon Corporation a grant for a total amount not to exceed Three Hundred Forty Thousand Dollars (\$340,000) from the Empire State Economic Development 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the 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

**DRAFT – SUBJECT TO REVIEW AND REVISION**

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

\* \* \*

---

Amherst (Western New York Region –Erie County) – Columbus McKinnon Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) – Determination of No Significant Effect on the Environment

---

RESOLVED, that based on the material submitted to the Directors with respect to the Columbus McKinnon Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

\* \* \*

Next, the Acting Chair called on Mr. Greenspan, representing ESD’s Long Island Regional Office, to present the Clinical Education and Simulation Lab Regional Council Capital Fund item and the Stony Brook University High Performance Computing Regional Council grant item for the Directors’ consideration.

Mr. Greenspan first explained that the Directors were being asked to authorize ESD to make a \$2,500,000 grant for the Adelphi University Clinical Education and Simulation Laboratory, which will train future Long Island nurses.

Mr. Greenspan then went on to ask the Directors to authorize ESD to make a \$1,000,000

**DRAFT – SUBJECT TO REVIEW AND REVISION**

grant to be used to renovate space at Stony Brook University to create an Institute for Advanced Computational Science and buy and install high speed computing equipment at the Brook Haven National Laboratory.

Following the full presentation, the Acting Chair called for questions or comments.

Hearing none, and upon motion duly made and seconded, the following resolutions were

unanimously adopted:

Regional Council Award – Priority Project – Garden City (Long Island Region – Nassau County) – Clinical Education and Simulation Lab 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; Authorization to Make a Grant 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 Clinical Education and Simulation Lab Capital -- Regional Council Capital Fund (Capital Grant) Job creation and facility expansion 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to Adelphi University a grant for a total amount not to exceed Two Million Five Hundred Dollars (\$2,500,000) 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 his designee(s) may

**DRAFT – SUBJECT TO REVIEW AND REVISION**

deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

\* \* \*

Regional Council Award – Priority Project – Garden City (Long Island Region – Nassau County) – Clinical Education and Simulation Lab Capital – Regional Council Capital Fund (Capital Grant) – Determination of No Significant Effect on the Environment

---

RESOLVED, that based on the material submitted to the Directors with respect to the Clinical Education and Simulation Lab Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

\* \* \*

Regional Council Award – Priority Project – Stony Brook (Long Island Region – Suffolk County) – Stony Brook University High Performance Computing 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; Authorization to Make a Grant 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 Stony Brook University High Performance Computing 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

**DRAFT – SUBJECT TO REVIEW AND REVISION**

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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to the Research Foundation of State University of New York on behalf of Stony Brook University a grant for a total amount not to exceed One Million Dollars (\$1,000,000) 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

\* \* \*

Next, Mr. Lamkin asked the Directors to authorize ESD to make a \$5,000,000 EDF grant to Economic Development Growth Enterprises or Mohawk Valley EDGE for site preparation work for a semiconductor fabrication plant.

**DRAFT – SUBJECT TO REVIEW AND REVISION**

Mr. McLeary then asked the Directors to authorize ESD to make a \$700,000 Regional Council grant to Mohawk Valley EDGE for the construction of a new crossing at Erie Canal.

Ms. Bethune then presented the Griffiss Institute Regional Council Capital Fund grant for the Directors' consideration. Ms. Bethune asked the Directors to authorize ESD to make a \$1.1 million Regional grant to the Griffiss Local Development Corporation.

Following the full presentation of the foregoing items, the Acting Chair call for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

Marcy (Mohawk Valley Region – Oneida County) – MVEDGE Nano Utica Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) – Findings and Determinations Pursuant to Sections 16-m and 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant 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 MVEDGE Nano Utica Capital -- Empire State Economic Development Fund – General Development Financing (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Sections 16-m and 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that

1. The proposed project would promote the economic health of New York State by facilitating the creation or retention of jobs or would increase activity within a municipality or region of the state or would enhance or help to maintain the economic viability of family farms;
2. The project would be unlikely to take place in New York State without the requested assistance;
3. The project is reasonably likely to accomplish its stated objectives and that the likely benefits of the project exceed costs;

**DRAFT – SUBJECT TO REVIEW AND REVISION**

4. 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to Economic Development Growth Enterprises d/b/a MVEDGE a grant for a total amount not to exceed Five Million Dollars (\$5,000,000) from the Empire State Economic Development 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

\* \* \*

Regional Council Award – Utica (Mohawk Valley Region – Oneida County) – MVEDGE Sewer Crossing 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; Authorization to Make a Grant 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 MVEDGE Sewer Crossing Capital - Regional Council Capital Fund (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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to Economic Development Growth Enterprises d/b/a Mohawk Valley EDGE a grant for a total amount not to exceed Seven Hundred Thousand Dollars (\$700,000) 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

\* \* \*

**DRAFT – SUBJECT TO REVIEW AND REVISION**

Regional Council Award – Utica (Mohawk Valley Region – Oneida County) – MVEDGE Sewer Crossing Capital – Regional Council Capital Fund (Capital Grant) – Determination of No Significant Effect on the Environment

---

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

\* \* \*

Regional Council Award – Priority Project – Rome (Mohawk Valley Region – Oneida County) – Griffiss Institute 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; Authorization to Make a Grant 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 Griffiss Institute Capital -- Regional Council Capital Fund (Capital Fund) 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to Griffis Local Development Corporation a grant for a total amount not to exceed One Million One Hundred Thousand Dollars (\$1,100,000) 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

**DRAFT – SUBJECT TO REVIEW AND REVISION**

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

\* \* \*

Regional Council Award – Priority Project – Rome (Mohawk Valley Region – Oneida County) – Griffiss Institute Capital – Regional Council Capital Fund (Capital Grant) – Determination of No Significant Effect on the Environment

---

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

\* \* \*

Next, Mr. VanDeLoo presented the North Country Transformational Tourism Fund item for the Directors consideration.

Mr. VanDeLoo explained that the Directors are being asked to authorize ESD to make a \$3 million grant to increase the revolving loan fund to develop tourism facilities in the North Country region.

Mr. VanDeLoo further noted that the fund is available for new and existing business

**DRAFT – SUBJECT TO REVIEW AND REVISION**

entities to apply for funding and to develop tourism infrastructure, including lodging, restaurants, retail, recreation, arts and culture venues.

Following the full presentation, the Acting Chair called for any further questions or comments. Hearing none, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

Regional Council Award – Priority Project (North Country Region – Jefferson, Lewis, St. Lawrence, Essex, Franklin, Hamilton, Clinton Counties) – North Country Transformational Tourism Fund – 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; Authorization to Make a Grant 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 North Country Transformational Community Tourism Transformation Fund – 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to Development Authority of the North Country a grant for a total amount not to exceed Three Million Dollars (\$3,000,000) 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

**DRAFT – SUBJECT TO REVIEW AND REVISION**

his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

\* \* \*

Mr. Fayle, the Director of ESD's Central New York Regional Office, then asked the Directors to authorize ESD to make a grant in connection with the Inficon New York Works Fund item.

Mr. Fayle noted that the Directors were being asked to approve a \$1,000,000 grant on a \$20 million project to construct and equip a 69,000 square foot addition to Inficon's existing 140,000 square foot facility.

Mr. Fayle noted that Inficon is a leading provider of innovative instrumentation, critical sensor technologies and advanced process control software. He added that the project was completed in the Fall of 2015 and will lead to the creation of 40 jobs.

**DRAFT – SUBJECT TO REVIEW AND REVISION**

Mr. Fayle further noted that there is also an additional Excelsior Tax Credit associated with the project.

Following the full presentation, the Acting Chair called for questions or comments.

Hearing none, and motion duly made and seconded, the following resolution was unanimously adopted:

---

East Syracuse (Central Region – Onondaga County) – Inficon Capital – New York Works (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant 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 Inficon Capital -- New York Works (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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to Inficon, Inc. a grant for a total amount not to exceed One Million Dollars (\$1,000,000) from the New York Works, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

**DRAFT – SUBJECT TO REVIEW AND REVISION**

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

\* \* \*

East Syracuse (Central Region – Onondaga County) – Inficon Capital – New York Works  
(Capital Grant) – Determination of No Significant Effect on the Environment

---

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

\* \* \*

Mr. Muszynski, representing ESD's Finger Lakes Region, presented the Advanced Atomization Economic Transformation Program item and the Once Again Nut Butter EDF item for the Directors' consideration.

Mr. Muszynski explained that Advanced Atomization Technologies involves a request for authorization for ESD to make a \$500,000 grant to the company in Wayne County.

Mr. Muszynski further explained that the funds come from the Economic Transformation Program which supports the economies of communities affected by the closure

**DRAFT – SUBJECT TO REVIEW AND REVISION**

of certain correctional and juvenile detention centers. He added that in this case, it was the Butler Correctional facility nearby that closed.

Mr. Muszynski added that Advance Atomization Technologies is a Joint Venture of GE Aviation and Parker Aerospace Aviation created to produce and support advanced fuel nozzles for jet engines.

Among other things, Mr. Muszynski noted that the Company has completed construction of a 25,000 square foot addition to its existing facility. He added that the company was also awarded Excelsior Tax Credits up to \$900,000 for this project which will retain 372 jobs and create 87 new jobs.

Mr. Muszynski then asked the Directors to authorize ESD to make a \$300,000 grant to Once Again Nut Butter, Inc., a food processor specializing in natural and organic nut butters.

Mr. Muszynski further noted that the company is located in Livingston County and needed a separate peanut only manufacturing facility to meet the growing demand and to avoid any cross contamination due to peanut allergies.

Mr. Muszynski added that the company considered California and Oregon, which are close to some major customers.

**DRAFT – SUBJECT TO REVIEW AND REVISION**

In closing, Mr. Muszynski noted that the company will retain 37 jobs and create 53 new jobs, 30 of which they have already created.

Following the full presentation, the Acting Chair called for questions or comments.

Hearing none, and motion duly made and seconded, the following resolution was unanimously adopted:

---

Clyde (Finger Lakes Region – Wayne County) – Advanced Atomization Capital – Economic Transformation Program (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant 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 Advanced Atomization Capital – Economic Transformation Program (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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to Advanced Atomization Technologies LLC a grant for a total amount not to exceed Five Hundred Thousand Dollars (\$500,000) from the Economic Transformation 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

**DRAFT – SUBJECT TO REVIEW AND REVISION**

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

\* \* \*

Clyde (Finger Lakes Region – Wayne County) – Advanced Atomization Capital – Economic Transformation Program (Capital Grant) – Determination of No Significant Effect on the Environment

---

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

\* \* \*

Regional Council Award – (Finger Lakes Region – Livingston County) – Once Again Nut Butter Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) – Findings and Determinations Pursuant to Sections 16-m and 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant 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 Once Again Nut Butter Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) Project (the “Project”), the Corporation hereby determines pursuant to Sections 16-m and 10(g) of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”), that

1. The proposed project would promote the economic health of New York State by

**DRAFT – SUBJECT TO REVIEW AND REVISION**

facilitating the creation or retention of jobs or would increase activity within a municipality or region of the state or would enhance or help to maintain the economic viability of family farms;

2. The project would be unlikely to take place in New York State without the requested assistance;
3. The project is reasonably likely to accomplish its stated objectives and that the likely benefits of the project exceed costs;
4. 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to Once Again Nut Butter Collective, Inc. a grant for a total amount not to exceed Three Hundred Thousand Dollars (\$300,000) from the Empire State Economic Development 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

\* \* \*

Regional Council Award – (Finger Lakes Region – Livingston County) – Once Again Nut Butter Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) – Determination of No Significant Effect on the Environment

---

RESOLVED, that based on the material submitted to the Directors with respect to the Once Again Nut Butter Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

---

\* \* \*

Mr. Muszynski then presented the June Non-Discretionary Consent Calendar for the Directors' consideration.

Mr. Muszynski explained that non-discretionary refers to those projects listed in the New York State budget that enhance the State's communities through cultural, educational, research, development and civic organizations.

Mr. Muszynski further noted that these projects originate from the Governor or the Assembly or Senate and ESD is named to administer funding. ESD, he added, does not select the recipients for funding.

Mr. Muszynski explained that there were two items on the Consent Calendar to be considered by the Directors.

**DRAFT – SUBJECT TO REVIEW AND REVISION**

Mr. Muszynski explained that the first project involves a \$500,000 grant to the Griffiss Local Development Corporation to be used for the construction of roads and other infrastructure as well as for a portion of a 20,000 square foot building addition to the Griffiss Institute. He added that the Griffiss Institute is a technology center and product commercialization center that works with the Air Force’s intellectual property arm.

Mr. Muszynski went on to explain that the second project involves a \$4,050,000 grant to Fort Schuyler Management Corporation on behalf of SUNY Polytechnical College of Nanoscale Science and Engineering. The funds, he noted, will be used for the planning, design and engineering costs of a state-of-the-art facility in Plattsburgh, called the North Country Hub for Innovative Manufacturing Nanotechnology.

Following the full presentation and a discussion on the bidding, oversight and disbursement process for the grants, the Acting Chair called for any further questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Local Assistance-Base Retention – Findings and Determinations Pursuant to Section 10(g) of the Act; Adoption of the Proposed General Project Plans; 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 Local Assistance-Base Retention 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(s); and be it further

**DRAFT – SUBJECT TO REVIEW AND REVISION**

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to a make grant to the party and for the amount listed below from Local Assistance-Base Retention, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plans (the “Plans”) for the applicable Projects included in these materials, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, copies of which Plans, together with such changes, shall be maintained with the records of the Corporation; and be it further

RESOLVED, if applicable, that upon further written finding that no substantive negative testimony or comment has been received at the public hearings held on the Plans, such Plans shall be effective at the conclusion of such hearings, and that upon such written findings being made, staff is authorized to make a grant to the parties and for the amounts listed below from Local Assistance-Base Retention, for the purposes, and substantially on the terms and conditions, set forth in these materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the 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;

Local Assistance-Base Retention – Senate – Project Summary Table

	<b>Project Name</b>	<b>Proj #</b>	<b>Grantee</b>	<b>Assistance up to</b>
	<b>Local Assistance-Base Retention</b>			
A	Griffiss Air Force Base LDC Capital	AA306	Griffiss Local Development Corporation	\$500,000
			<b>TOTAL</b>	<b>\$500,000</b>

and be it further

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

**DRAFT – SUBJECT TO REVIEW AND REVISION**

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.

\* \* \*

Special Appropriation-SUNY Poly CNSE Clinton County – Findings and Determinations Pursuant to Section 10(g) of the Act; Adoption of the Proposed General Project Plans; 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 Special Appropriation-SUNY Poly CNSE Clinton County 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(s); and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to a make grant to the party and for the amount listed below from Special Appropriation-SUNY Poly CNSE Clinton County, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plans (the “Plans”) for the applicable Projects included in these materials, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, copies of which Plans, together with such changes, shall be maintained with the records of the Corporation; and be it further

RESOLVED, if applicable, that upon further written finding that no substantive negative testimony or comment has been received at the public hearings held on the Plans, such Plans shall be effective at the conclusion of such hearings, and that upon such written findings being made, staff is authorized to make a grant to the parties and for the amounts listed below from Special Appropriation-SUNY Poly CNSE Clinton County, for the purposes, and substantially on the terms and conditions, set forth in these materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the 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

**DRAFT – SUBJECT TO REVIEW AND REVISION**

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;

Special Appropriation-SUNY Poly CNSE Clinton County -Executive – Project Summary Table

	<b>Project Name</b>	<b>Proj #</b>	<b>Grantee</b>	<b>Assistance up to</b>
	<b>Special Appropriation-SUNY Poly CNSE Clinton County</b>			
B	North Country Hub for Innovative Manufacturing Nanotechnology Capital	AA926	Fort Schuyler Management Corporation	\$4,050,000
			<b>TOTAL</b>	<b>\$4,050,000</b>

and be it further

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

\* \* \*

Next, Mr. Hansen presented the Women’s Building Civic and Land Use Improvement Project for the Directors’ consideration.

Following the Mr. Hansen’s full presentation in response to comments from the public, Tatiana Eck, representing the Goren Group the developer with NoVo on the Project, and Jaya Vasandani, from the Women and Justice Project a not-for-profit organization engaged as a consultant with NoVo for the Project, provided comments on their roles in the Project and expressed their enthusiasm for the Project.

**DRAFT – SUBJECT TO REVIEW AND REVISION**

The Acting Chair called for further questions or comments. Hearing none, 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 – Adoption of Land Use Improvement Project and Civic Project Findings Pursuant to Section 10 of the UDC Act; Adoption of the proposed General Project Plan (“GPP”); Authorization to Hold a Public Hearing on the proposed GPP, the Essential Terms of the Transaction Pursuant to the UDC Act and Other Applicable Law; Determination of No Significant Effect on the Environment; and Authorization to Take All 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 (the “Materials”), relating to the Women’s Building Civic and Land Use Improvement Project (the “Project”), the Corporation hereby finds pursuant to Section 10 of the New York State Urban Development Corporation Act of 1968, as amended (the “Act”):

- (1) That the area in which the project is to be located is a substandard or insanitary area, or is in danger of becoming a substandard or insanitary area and tends to impair or arrest the sound growth and development of the municipality;
- (2) That the Project consists of a plan or undertaking for the clearance, replanning, reconstruction and rehabilitation of such area and for community facility, commercial uses and other facilities incidental or appurtenant thereto;
- (3) That the plan or undertaking affords maximum opportunity for participation by private enterprise, consistent with the sound needs of the municipality as a whole.
- (4) That there exists in the area in which the Project is to be located, a need for the educational, cultural, recreational, community, municipal, public service or other civic facility to be included in the Project;
- (5) That the Project shall consist of a building or buildings or other facilities which are suitable for educational, cultural, recreational, community, municipal, public service or other civic purposes;
- (6) That such Project will be leased to or owned by the state or an agency or instrumentality thereof, a municipality or an agency or instrumentality thereof, a public corporation, or any other entity which is carrying out a community, municipal, public service or other civic purpose, and that adequate provision has been, or will be, made for the payment of the cost of acquisition, construction, operation, maintenance and upkeep of the Project; [and]
- (7) That the plans and specifications assure or will assure adequate light, air, sanitation and fire protection.

**DRAFT – SUBJECT TO REVIEW AND REVISION**

RESOLVED, that on the basis of the Materials relating to the Project, indicating that there are no families or individuals to be displaced from the Project area, the Corporation hereby finds that the requirements of Section 10(g) of the Act are satisfied; and be it further

RESOLVED, that on the basis of the Materials, and substantially on the terms and conditions described in the Materials, the Corporation does hereby adopt, subject to and pursuant to, and for the purposes of a public hearing required by, Sections 6 and 16 of the UDC Act, and as may be appropriate pursuant to other applicable laws:

(1) the proposed General Project Plan (the “GPP”) for the Project submitted to this meeting, together with such changes therein as the Chairman and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which GPP, together with such changes, is hereby ordered filed with the record of the Corporation; and

(2) the essential terms of the proposed transaction between ESD as Lessor and NoVo Foundation or its affiliate as Lessee and Developer; and be it further

RESOLVED, that the GPP shall not be final until action is taken by the Directors as provided in the UDC Act and until such time as all requirements of the UDC Act and other applicable law in connection therewith have been satisfied; and be it further

RESOLVED, that the Chairman and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name of and on behalf of the Corporation to take such actions as may be considered necessary or appropriate in connection with the holding of the public hearing required pursuant to Sections 6 and 16 of the UDC Act and other applicable law (which hearing may held simultaneously with one or more hearings which may be held pursuant to other applicable law), including without limitation, the providing, filing or making available of copies of the GPP or a digest thereof and the findings required by Section 10 of the UDC Act relating to the Project, the fixing of a date for such hearing, the publication of a notice relating to the GPP and such hearing in accordance with the UDC Act, other applicable law, and the procedures heretofore approved by the Corporation with respect to similar hearing, and the making of a report or reports to the Directors on such hearing, written comments received, and any local governmental recommendations respecting the Plan; and be it further

RESOLVED, that based on the Materials and assessment by the staff of the Corporation, the Corporation hereby determines that the proposed action will not have a significant effect on the environment and that the Project is in compliance with Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law and consistent with all applicable coastal policies set forth in 19 NYCRR Part 600; and be it further

RESOLVED, that the Chairman and Chief Executive Officer, or his designee, be, and each of them hereby is, authorized in the name of and on behalf of the Corporation to execute and deliver

**DRAFT – SUBJECT TO REVIEW AND REVISION**

any and all documents and to take all actions as may be considered necessary or appropriate in connection with carrying out the public hearing(s) and to effectuate the foregoing resolutions.

\* \* \*

Mr. Hansen then asked the Directors to authorize ESD to enter into a contract for Military Base Consulting Services.

---

Following the full presentation, the Acting Chair called for questions or comments.

Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

EMPIRE STATE DEVELOPMENT – Military Base Consulting Services - Authorization to Enter into a Contract for Military Base Consulting Services; 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 finds Baker, Donelson, Bearman, Caldwell & Berkowitz to be responsible; and be it further

RESOLVED, that in accordance with the Materials, the Corporation is hereby authorized to enter into a contract for Military Base Consulting Services up to the amount of \$993,465 (inclusive of a ten percent contingency) for a term not to exceed one base year of nine months plus two full option years substantially on the terms and conditions, as set forth in the Materials; and be it further

RESOLVED, that the President, or his designee, be and they hereby are authorized and empowered to exercise on behalf of the Corporation one of both of the option years provided for herein and to take such other action and execute such documents as may be necessary or appropriate to carry out the foregoing Resolutions.

\* \* \*

**DRAFT – SUBJECT TO REVIEW AND REVISION**

Next, Mr. Gawlik asked the Directors to authorize ESD to enter into a contract for consulting services relating to the Buffalo Strategy Implementation Support Services.

Following the full presentation, the Acting Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

---

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION – Authorization to Enter into a Contract for Consultant Services relating to the Buffalo Strategy Implementation Support Services; and Authorization to Take Related Actions**

---

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds the Research Foundation for SUNY on behalf of the University at Buffalo to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with the Research Foundation for SUNY on behalf of the University at Buffalo for a total contract amount not to exceed Seven Hundred and Fifty Thousand Dollars (\$750,000) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the Chief Executive Officer, or other officer of the Corporation, or his 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.

\* \* \*

Mr. Martin then presented ESD’s Mission Statement and Related Performance Measures for adoption by the Directors.

Following the full presentation, the Acting Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was

**DRAFT – SUBJECT TO REVIEW AND REVISION**

unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT – Mission Statement and Related Performance Measures - Re-Examination and Re-Adoption of Mission Statement and Related Performance Measures

---

WHEREAS, New York State Public Authorities Law § 2824-a requires each authority to re-examine its Mission Statement and Performance Measures annually, therefore

BE IT RESOLVED, that the Directors hereby confirm that they have re-examined the Mission Statement and Performance Measures as previously adopted and recommend no further changes.

\* \* \*

The Directors were then asked by Mr. Healey to accept ESD’s Fiscal Year 2015-2016 Performance Measurements Report.

Following the full presentation, the Acting Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION – Acceptance of FY 2015-2016 Performance Measurement Report

---

WHEREAS, New York State Public Authorities Law § 2824-a annually requires each authority to create a performance measurement report that is consistent with the authority’s mission statement and performance measurements, therefore

BE IT RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is order filed with the records of the Corporation (“the Materials), the Directors hereby accept the FY 2015-16 Performance Measurement Report.

\* \* \*

**DRAFT – SUBJECT TO REVIEW AND REVISION**

Ms. Costopoulos then asked the Directors to authorize ESD to take various actions in connection with the New York State Electric Generation Facility Cessation Mitigation Program.

Following the full presentation, the Acting Chair called for questions or comments.

Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Statewide – New York State Electric Generation Facility Cessation Program – Local Assistance – Program Authorization; Adoption of Guidelines; Authorization to Take Related Actions

---

RESOLVED, that the Corporation hereby authorizes the New York State Electric Generation Facility Cessation Mitigation Program (the “Program”), described in the materials presented in this meeting (the “Materials”), a copy of which has been presented to this meeting and is ordered filed with the records of the Corporation; 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 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 his 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 his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver

**DRAFT – SUBJECT TO REVIEW AND REVISION**

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.

\* \* \*

Ms. Mitchell then presented the Quarterly and Annual MWBE Reports for the Directors information.

---

Acting Chair Zemsky then called for a motion to conduct an Executive Session pursuant to paragraph (d) of subdivision 1 of Section 105 of the New York State Open Meetings Law.

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

EXECUTIVE SESSION – Pursuant to Paragraph (d) of Subdivision 1 of Section 105 of the New York State Open Meetings Law

---

RESOLVED, that the Directors conduct an Executive Session to consider matters pertaining to paragraph (d) of Subdivision 1 of Section 105 of the New York State Open Meetings Law.

\* \* \*

All Persons were requested to leave the room with the exception of the Directors and members of the senior staff. The Executive Session Ended at 12:40 p.m. It was noted for the record that no votes were taken during the Executive Session.

The Acting Chair asked the Directors to approve the resolution that was considered in Executive Session.

**DRAFT – SUBJECT TO REVIEW AND REVISION**

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

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Authorization to Amend Retainer Agreement

---

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 is hereby authorized to amend its existing retainer agreement with Wilmer Cutler Pickering Hale and Dorr LLP to add Four Hundred Thousand Dollars (\$400,000) to the amount originally authorized 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 and his designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing.

\* \* \*

There being no further business, the meeting was adjourned at 12:41 p.m.

Respectfully submitted,

Debbie Royce  
Assistant Corporate Secretary



FOR CONSIDERATION

July 21, 2016

TO: The Directors  
FROM: Howard Zemsky  
SUBJECT: Investment Report

REQUEST FOR: Approval of Investment Report and Investment Guidelines and Authorization to Take Related Actions

---

Background

Section 2925 of the Public Authorities Law (the "Law") requires annual approval by the New York State Urban Development Corporation d/b/a Empire State Development ("ESD" or the "Corporation") of the "Investment Report" and "Investment Guidelines".

The ESD Investment Report (the "Report") for the Fiscal Year ended March 31, 2016 is attached hereto. It includes (1) ESD Investment Guidelines ("Guidelines"); (2) Results of the Annual Independent Audit; (3) Investment Performance and Income Records; (4) Statement of Fees, Commissions and Related Service Charges; and (5) the Investment Portfolio as of March 31, 2016 with market value.

Investment Guidelines

The Guidelines were readopted with the Investment Report in July 2015. The Law requires that in addition to annual approval of the Report, the Guidelines must also be annually reviewed and approved by the Corporation. The Guidelines include, among other things, a list of permitted Corporate investments, as well as procedures and provisions to secure the Corporation's financial interest in its investments. The only recommended change to the Guidelines is the addition of Assistant Treasurers to section 5.1 regarding individuals that are authorized to make investment decisions on behalf of the Corporation.

## Investment Income

For the fiscal year 2015-16, there were total investment earnings of \$5.0 million (prior fiscal year was \$1.5 million). Investment income was applied to corporate requirements, revenue bond portfolio debt service, and various economic development projects and programs.

---

## Investment Portfolio

For the fiscal year 2015-16 the Corporation had average investments of \$2.4 billion (prior fiscal year was \$2.5 billion). The portfolio had an average maturity of 85 days (prior fiscal year was 70 days) and an average yield of 0.21% (prior fiscal year was 0.06%). As a benchmark, the average yield for U.S. T-bills with a 3 month maturity was 0.11% for the fiscal year; additionally, the average yield for U.S. Agency Discount Notes with a 3 month maturity was 0.18% for the fiscal year. As of fiscal year end 3/31/16, the portfolio yield was 0.41%, and U.S. T-bills and U.S. Agency Discount Notes represented approximately 99% of the portfolio.

The portfolio design reflects the need for a high degree of liquidity and a very low interest rate environment. These funds are used to accommodate:

- Construction Drawdown Schedules
- Debt Service Payment Schedules
- Requirements under Bond Indentures
- Project Closing and Disbursement Schedules
- Corporate Operating Expenses

Investments are summarized as follows:

Par amount  
in millions  
as of 3/31/16

**ESD Corporate, Economic Dev., Subsidiary and Other Funds**

Corporate Operations, Reserves & Other Restricted Funds	\$ 380.9
Restricted Econ. Dev. Programs and Projects	\$ 285.9
Subsidiary & Other Purposes	\$ <u>97.2</u>
Total	\$ 764.0

**Revenue Bond Project & Related Funds:**

Bond Service Funds	\$ 322.1
Economic Development Programs	\$ 915.2
Correctional Facility Programs	\$ 123.0
Transportation Programs	\$ 248.2
State Programs, Equipment and all Other Programs	\$ <u>202.3</u>
Total	\$ 1,810.8

**Grand Total \$ 2,574.8**

Requested Action

The Directors are asked to adopt the attached Investment Guidelines and Investment Report, and to authorize the taking of related actions.

Attachments

Resolution  
Annual Investment Report

July 21, 2016

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT – (the “Corporation”) Approval of the Investment Guidelines and Investment Report and Authorization to Take Related Actions

---

WHEREAS, the Corporation wishes to comply with Section 2925 of the Public Authorities Law (“Law”) which mandates that public benefit corporations annually prepare and approve an Investment Report (“Report”) which includes, among other things, the Corporation's Investment Guidelines (“Guidelines”) and

WHEREAS, said Law also requires the annual review and approval of its Guidelines; and

WHEREAS, the Corporation has prepared the Report for the fiscal year ended March 31, 2016; and

WHEREAS, the Corporation adopted Guidelines in 1984 which have been amended and were most recently approved by the Corporation on July 16, 2015; and

WHEREAS, the Corporation has reviewed said Report and said Guidelines and found them to be satisfactory;

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Guidelines as amended are hereby approved and it is further

RESOLVED, that the Report is hereby approved; and it is further

RESOLVED, that the President and Chief Executive Officer, the Chief Financial Officer, the Treasurer or their designees be, and each of them hereby is, authorized and empowered to submit said Report, as required by law, and 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 the Report and to take related actions.

\* \* \*

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

ANNUAL INVESTMENT REPORT  
FISCAL YEAR ENDED MARCH 31, 2016

Table of Contents

---

	<u>Page</u>
1. UDC Investment Guidelines	1 - 12
2. Explanation of Investment Guidelines and Amendments	13
3. Results of the Annual Independent Audit	14 - 20
4. Investment Summary and Income Records	21 - 26
5. Statement of Fees, Commissions and Related Service Charges	27
6. Investment Portfolio with Market Value as of March 31, 2016	28

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION  
d/b/a EMPIRE STATE DEVELOPMENT  
INVESTMENT GUIDELINES, AS AMENDED**

**Introduction**

On January 19, 1984, the New York State Urban Development Corporation adopted comprehensive corporate investment guidelines as required by Section 2925 of the New York Public Authorities Law. The following comprehensive corporate Investment Guidelines amend and restate the guidelines previously adopted in compliance with the requirement for periodic review and updating of Investment Guidelines set forth in Section 2925 and in the Investment Guidelines for Public Authorities adopted by the Comptroller of the State of New York in July 1987. The Investment Guidelines were last approved by the Corporation on July 16, 2015.

**ARTICLE ONE**

Definitions

As used herein the terms set forth below are defined as follows:

- 1.1 "Comptroller" means the State Comptroller.
- 1.2 "Corporation" means the New York State Urban Development Corporation, d/b/a Empire State Development, as a corporate governmental agency of the State of New York, constituting a public benefit corporation and a political subdivision, established pursuant to Chapter 174 of the Laws of 1968 of the State of New York.
- 1.3 "Investment Funds" means all monies and financial resources available for investment by the Corporation, other than proceeds of bonds issued by the Corporation.
- 1.4 "Repurchase Agreement" means a repurchase agreement satisfying the requirements set forth in Article Four herein.
- 1.5 "Securities" means any or all of the investment obligations of the categories described in Section 4.1 of Article Four herein.
- 1.6 "State" means the State of New York.

## ARTICLE TWO

### Scope

These guidelines shall govern the investment and reinvestment of Investment Funds and the sale and liquidation of investments, as well as the monitoring, maintenance, accounting, reporting and internal controls by and of the Corporation with respect to such investment, sale, reinvestment and liquidation.

## ARTICLE THREE

### Investment Objectives

The Corporation's investment activities shall have as their first and foremost objective the safeguarding of the principal amount of the Investment Funds. Additional considerations regarding the Corporation's investment activities shall be liquidity of investments, realization of a reasonable return on investments and diversification of investments.

## ARTICLE FOUR

### Permissible Investments

4.1 The Corporation may invest its Investment Funds in any and all of the following, if and to the extent permitted by statutes, regulations and bond resolutions applicable at the time of investment of such Investment Funds:

- 1) Any bonds and other obligations which as to principal and interest constitute direct obligations of, or are unconditionally guaranteed by the United States of America;
- 2) Any bonds and other obligations which as to principal and interest constitute direct obligations of the State or the Corporation or which are unconditionally guaranteed by the State as to payment of principal and interest;
- 3) Bonds and other obligations of governmental authorities, political subdivisions, Federal Agencies, Government Sponsored Enterprises (GSE's) or public authorities of the State or of the United States of America, which are securities in which the Corporation lawfully may invest pursuant to applicable statutes, regulations and bond resolutions including but not limited to Federal National Mortgage Association (FNMA), Federal Farm Credit Bank (FFCB), Federal Home

Loan Bank (FHLB), Federal Home Loan Mortgage Corporation (FHLMC-“Freddie Mac”), and Student Loan Marketing Association (SLMA-“Sallie Mae”);

- 4) Prime Commercial Paper issued by domestic banks, corporations and financial companies rated "A-1" or "P-1" by Standard & Poor's Corporation or Moody's Investors Service, Inc.;
- 5) Certificates of Deposit of banks or trust companies authorized to do business in this State, including commercial banks who participates in New York State Excelsior Linked Deposit programs and are authorized program depositories, which certificates of deposit are fully insured by the Federal Deposit Insurance Corporation or fully secured, as required by Section 4.3.1 below, by securities of the character described in clauses (1), (2) or (3) of this paragraph;
- 6) Subject to the requirements of Section 4.2 below, any repurchase agreement with any bank or trust company authorized to do business in the State of New York or with any broker-dealers included in the Federal Reserve Bank of New York's list of primary government security dealers, which agreement is secured by securities of the character described in clauses (1), (2) or (3) of this paragraph;
- 7) Real property;
- 8) Units, shares or interest in a mutual fund or money market fund of regulated investment companies which seek to maintain a constant net asset value per share of \$1.00 and have been rated in one of the two highest categories by at least one nationally recognized ratings organization and invests in instruments described in clauses (1), (2) or (3) of this paragraph.

4.1.1 The Corporation may invest its Small Business Technology Investment Fund, or any successor entity, in all types of equity investments, including but not limited to stock, convertible debt and debts with warrants in addition to the other permitted investments referenced above.

#### 4.2 Specific Requirements Governing Repurchase Agreements

4.2.1 Eligible Sellers. The Corporation shall enter into Repurchase Agreements only with banks or trust companies authorized to do business in the State or from broker-dealers on the Federal Reserve Bank of New York's list of primary government securities dealers and only after the Corporation's Chief Financial Officer or Treasurer has reviewed such firm's capitalization and the Corporation's Chief Financial Officer and Chief Executive Officer have set a limit on the amount of monies that the Corporation may invest with such firm at any one time. The

placement of Repurchase Agreements shall be distributed among several authorized firms to reduce the level of risk. The investment limit set for each such firm shall not be exceeded unless the Chief Financial Officer, the Chief Executive Officer or the Controller of the Corporation makes a written finding that sufficient Securities are not available from other eligible firms. Not less frequently than once each year, the Corporation's Chief Financial Officer or Treasurer shall review and, if appropriate, recommend adjustment of the investment limit for each eligible seller in light of such firm's current capitalization. All investment limit adjustments shall require the approval of the Chief Financial Officer and Chief Executive Officer.

4.2.2 Eligible Custodian Banks. To be eligible to hold the Securities which are the subject of a Repurchase Agreement, a custodial bank should be a member of the Federal Reserve Bank or maintain accounts with member banks to accomplish book-entry transfer of Securities to the credit of the Corporation. Transfer of Securities, whether by book entry or physical delivery, should be confirmed in writing to the Corporation by the custodial bank. The custodian should not be the same party that is selling the Securities. The Corporation's Directors must affirmatively find that a proposed custodial bank is financially sound before such bank may be eligible to perform custodial services for the Corporation.

4.2.3 Maximum Maturity of Repurchase Agreements. There shall be no "open repurchase" agreements. Repurchase Agreements shall be limited to a maturity not to exceed ten (10) working days. Collateral shall have maturities not exceeding thirty (30) years.

4.2.4 Standard Terms for Repurchase Agreements. The Corporation shall execute a master Repurchase Agreement with each broker-dealer which outlines the basic rights of both buyer and seller including:

- (a) The events of default which would permit the Corporation to liquidate or purchase the underlying Securities;
- (b) The relationship between parties to the agreement, which should ordinarily be purchaser and seller;
- (c) A requirement that there be a written contract with the custodial bank outlining the responsibilities of the bank and the parties to the agreement. Such an agreement must provide, among other things, that the custodial bank will not make payment for the Securities until the bank actually receives them and that the custodial bank takes possession of the Securities exclusively for the Corporation and that any claims of the custodial bank are subordinate to those of the Corporation;

- (d) Procedures which ensure that the Corporation obtains a perfected security interest in the underlying Securities. The Corporation or its custodian must take possession of the Securities being purchased by physical delivery or book entry. Furthermore, the written agreement shall contain a provision that, in the event a court of final jurisdiction construes the specific Repurchase Agreement to be a loan, the seller shall be deemed to have granted the Corporation a perfected security interest in the purchased Securities;
- (e) The market value of the Securities purchased under a repurchase transaction must be at least equal to the purchase price. The value of the Securities must be monitored and marked to market on a daily basis. Additional Securities shall be required if market fluctuations cause the market value of the purchased Securities to become less than the purchase price. The Corporation's Chief Financial Officer or Treasurer shall establish the method of computing margin maintenance requirements and providing for timely correction of margin deficiencies or excesses, taking into consideration:
  - (i) the size and terms of the transaction;
  - (ii) the type of underlying Security;
  - (iii) the maturity of the underlying Security;
  - (iv) the capitalization, financial status and type of purchaser and/or seller; and
  - (v) the method by which additional margin will be maintained; and
- (f) Circumstances, if any, under which substitution of Securities subject to the agreement shall be permitted.

#### 4.3 Specific Requirements Regarding Certificates of Deposit.

- 4.3.1 Collateral Requirements. To the extent that the Corporation's investment in a certificate of deposit is less than fully insured by the Federal Deposit Insurance Corporation, the uninsured portion shall be fully collateralized by Securities (other than Repurchase Agreements). Collateral for a certificate of deposit must be reviewed at least weekly to determine if the market value of the Securities equals or exceeds the principal amount of the uninsured portion of the certificate of deposit plus accrued interest. If the market value of the Securities is insufficient, the issuer of the certificate of deposit must exchange or add to the

amount of collateral to bring its market value to equal or exceed the uninsured portion of the principal amount of the certificate of deposit plus accrued interest.

4.3.2

Standard Terms for Certificate of Deposit Collateral Agreement. The Corporation shall negotiate and enter into a written agreement with each bank (and custodian) from which it has obtained a certificate of deposit. Such written agreement shall, at a minimum, address the following concerns:

- (a) The frequency of the valuation of the collateral to market, as set forth above (such valuation shall be done by the Corporation at least weekly);
- (b) The right and ability of the bank to substitute like Securities as collateral;
- (c) Description of events of default which would permit the Corporation or its custodian to liquidate or purchase the underlying Securities;
- (d) Description of the party who is to have title to the underlying Securities during the term of the agreement;
- (e) With respect to the custodial bank, the agreement shall also provide that the custodial bank takes possession of the Securities as agent of the Corporation and that the claims of the custodial bank are subordinate to those of the Corporation.

**ARTICLE FIVE**

Operating Procedures

5.1

Authorized Officers and Employees. Only the following persons shall be authorized to make investment decisions on behalf of the Corporation: the Chairman of the Corporation's Directors; the President and Chief Executive Officer; the Chief Financial Officer; the Treasurer or Assistant Treasurers; the Controller, and the Executive Vice President-Legal. The implementation of such investment decisions by placement of purchase or sale orders or otherwise shall be effected only by the foregoing officers and employees and by such employees as may from time to time be designated in writing by the Chief Financial Officer and Treasurer.

5.2

Standards for the Qualification of Brokers, Dealers and Agents. Any bank or trust company organized under the laws of any state of the United States of America or any national banking association or government bond dealer which is authorized to do business in the State may become qualified by the Corporation

to transact purchases and sales of Securities (other than Repurchase Agreements) with the Corporation. Factors to be considered in determining the qualification of such firms shall include the firm's capitalization, quality, size and reliability, the Corporation's prior experience with the firm, the firm's level of expertise and prior experience with respect to the contemplated transaction. The determination of qualification shall be made by the Chief Financial Officer and the Treasurer, who shall maintain a list of all such qualified firms.

5.3 Standards for the Qualification of Investment Advisors. For the purpose of rendering investment advice to the Corporation, the Corporation may qualify any bank or trust company organized under the laws of any state of the United States of America, any national banking association, and any partnership, corporation, or person which is:

- (a) Authorized to do business in the State;
- (b) Registered with the Securities & Exchange Commission under the Investment Advisor Act of 1940;
- (c) Registered with the New York State Secretary of State as an Investment Advisor; and
- (d) A member in good standing of the Investment Counsel Association of America.

The Corporation also shall consider the additional criteria (other than capitalization) enumerated in the preceding paragraph.

5.4 Standards for the Qualification of Custodial Banks. To be eligible to hold Securities as collateral for an investment made by the Corporation, a custodial bank should be a member of the Federal Reserve Bank or maintain accounts with member banks to accomplish book-entry transfer of Securities to the credit of the Corporation. Transfer of Securities, whether by book entry or physical delivery, should be confirmed to in writing to the Corporation by the custodial bank. The custodian should not be the same party that is selling the Securities. To be eligible to perform custodial services, the Corporation's Directors must affirmatively find that the proposed custodial bank is financially sound.

5.5 Competitive Bids; Negotiated Prices. In connection with the purchase and sale of Securities, for each transaction in excess of two and one-half million dollars (\$2,500,000.00) (or such other threshold dollar amount as the Chief Financial Officer may specify in writing), the Corporation shall utilize competitive quotations. For each transaction which is equal to or less than two and one-half million dollars (\$2,500,000.00) (or such other threshold dollar amount as the Chief Financial Officer may specify in writing), the Corporation may utilize either competitive quotations or negotiated prices. The foregoing shall not apply to the purchase of government securities referred to in section 4.1 (1) at initial

auction or to the purchase of investments referred to in section 4.1 (3) which are new securities priced directly by the respective issuer. A complete and continuous record of all quotes, solicited and received, shall be maintained by the Treasury Department.

For each transaction (other than the purchase of governmental securities at initial auction or new securities priced directly by the respective issuer) in excess of two and one-half million dollars (or such other threshold dollar amount as the Chief Financial Officer may specify in writing), a minimum of three separate solicitations will be made on each direct purchase or sale of a Security (including a Repurchase Agreement). The transaction shall be awarded to the dealer(s) offering the highest yield or return, provided that, with respect to Repurchase Agreements, the amount of the investment with each individual firm does not exceed the investment limit referred to in Section 4.2.1 above.

5.6 Written Contracts and Confirmations. A written contract and/or a written confirmation shall be a required for each investment transaction. With respect to the purchase or sale of Securities other than Repurchase Agreements, the Corporation shall not be required to enter into a formal written contract, provided that the Corporation's oral instructions to its broker, dealer, agent, investment advisor or custodian with respect to such transactions are confirmed in writing at the earliest practicable moment. A written contract shall be required for each purchase and sale of a Repurchase Agreement.

5.7 Payment. Payment for investments shall be made only upon written confirmation of presentation of the physical Security, or in the case of book-entry form Securities, when credited for the custodian's account, which shall be segregated for the Corporation's sole use. The custodian may act on oral instructions from an authorized officer of the Corporation or their designee, such instructions to be confirmed in writing immediately by an authorized officer of the Custodian. Such collateral shall, on the date of purchase, be at least equal in market value to the amount of the investment.

5.8 Collateral. Except as specifically otherwise provided herein, the Corporation's financial interest in its investments shall be fully secured or collateralized at all times in an amount not less than the original amount invested plus accrued, unpaid interest thereon. Securities permissible for investment by the Corporation pursuant to these Guidelines (other than Repurchase Agreements) may be accepted as collateral. Contracts of financial guaranty, surety or other similar bonds or instruments purchased from an insurance company holding the highest rating afforded by any nationally recognized rating organization may be acceptable as collateral. Pledges of proportionate interests in pooled collateral shall not constitute acceptable collateral. In the case of certificates of deposit and demand and time deposits, collateral shall be provided for amounts in

excess of the applicable limit of coverage provided by the Federal Deposit Insurance Corporation. Collateral shall be maintained in the custody of the Corporation or an approved third party custodian at all times. To assure that, at all times, the market value of said collateral is at least equal to the original amount invested plus all accrued, unpaid interest, collateral shall be marked to market at the time the investment is made and thereafter weekly.

5.9 Operating Procedure Manual. The Corporation's Treasurer shall prepare a Standard Operating Manual for placing, controlling and reporting of all investment activity which shall be consistent with these guidelines, be approved by the Corporation's Controller or Chief Financial Officer and shall be consistent with the following:

- (a) Each disbursement of funds (and corresponding receipt of Securities) or delivery of Securities (and corresponding receipt of funds) should be based upon proper written authorization. If the authorization is initially given orally, there should be written confirmation from the Corporation's authorized officer to the custodian;
- (b) The process of initiating, reviewing and approving requests to buy and sell Securities should be documented and retained for audit purposes;
- (c) Custodians must have prior authorization from the Corporation to deliver obligations and collateral. All transactions must be confirmed in writing to the authority. Delivery of obligations sold should only be made upon receipt of funds;
- (d) Custodial banks should be required to report whenever activity has occurred in the Corporation's custodial account;
- (e) There should be at least monthly verifications of both the principal amount and the market values of all investments and collateral. Appropriate listings should be obtained from the custodian and compared against the Corporation's records;
- (f) A record of investments shall be maintained by the Corporation's Treasurer. The records should identify the Security, the fund for which held, the place where kept, date of disposition and amount realized and the market value and custodian of collateral;
- (g) The establishment and maintenance of a system of internal controls;
- (h) Methods for adding, changing or deleting information contained in the investment record, including a description of the documents to be

created and verification tests to be conducted;

- (i) A data base or record incorporating descriptions and amounts of investments, transaction dates, interest rates, maturities, bond ratings, market prices and related information necessary to manage the portfolio; and
- (j) Requirements for periodic reporting and a satisfactory level of accountability.

---

## ARTICLE SIX

### Reports and Audits

The following reports and audits shall be prepared in connection with the Corporation's investment program.

6.1 Annual Investment Report. As required by Section 2925(6) of the Public Authority Law, annually the Chairman shall submit to the Directors and the Corporation shall file with the State Division of the Budget, Comptroller, State Senate Finance Committee and Assembly Ways and Means Committee an annual investment report, prepared with the assistance of the Chief Financial Officer and Controller, which shall include the following:

- 1) The Investment Guidelines required by Section 2925(3) of the Public Authorities Law and any amendments to such guidelines since the last investment report;
- 2) An explanation of the Investment Guidelines and amendments;
- 3) The results of the Annual Investment Audit (described below);
- 4) The investment income record of the Corporation; and
- 5) A list of the total fees, commissions or other charges paid to each investment banker, broker, agent, dealer and advisor rendering investment associated services to the Corporation since the date of the last investment report.

6.2 Annual Investment Audit. Each year, the Corporation shall cause its independent

auditors to conduct an audit (the "Annual Investment Audit") regarding the Corporation's investments. (The Corporation's financial statements with respect to investments, which are required to be prepared in conformance with generally accepted accounting principles for governments ("GAAP"), should contain all of the note disclosures on deposits with financial institutions and investments required by the Governmental Accounting Standards Board Statements No. 3 "Deposits with Financial Institutions, Investments (including Repurchase Agreements), and Reverse Repurchase Agreements" dated April 1986). The Annual Investment Audit:

- 1) Shall determine whether: the Corporation complies with its own investment policies; investment assets are adequately safeguarded; adequate accounts and records are maintained which accurately reflect all transactions and report on the disposition of the Corporation's assets; and a system of adequate internal controls is maintained.
- 2) Shall determine whether the Corporation has complied with applicable laws, regulations and State Comptroller's Investment Guidelines; and
- 3) Should be designed to the extent practical to satisfy both the common interest of the Corporation and the public officials accountable to others.

6.3 Annual Investment Audit Report. The results of the Annual Investment Audit shall be set forth in a report (the "Annual Investment Audit Report") which shall include without limitation:

- 1) verification of collateral;
- 2) a description of the scope and objectives of the audit;
- 3) a statement that the audit was made in accordance with generally accepted government auditing standards;
- 4) a description of any material weaknesses found in the internal controls;
- 5) a description of all non-compliance with the Corporation's investment policies as well as applicable laws, regulations and the State Comptroller's Investment Guidelines;
- 6) a statement of positive assurance of compliance on the items tested and negative assurance on those items not tested;
- 7) a statement on any other material deficiency or finding identified during

the audit not covered in (6) above; and

- 8) recommendations, if any, with respect to amendment of these Guidelines.

The Annual Investment Audit Report shall be filed within ninety (90) days after the close of the Corporation's fiscal year with the Coordinator of Public Authority Programs, Office of the State Comptroller, A. E. Smith Office Building, Albany, NY 12236.

---

## ARTICLE SEVEN

### Affirmative Action

A program of Affirmative Action shall apply with respect to the Corporation's corporate investment activities. The Corporation shall seek to encourage participation by minority and women-owned financial services firms in the conduct of its corporate investment activities.

## ARTICLE EIGHT

### Miscellaneous

- 8.1 In connection with the Annual Investment Audit, each year the Corporation shall review these guidelines to determine whether the Corporation shall amend or otherwise update them.
- 8.2 The Corporation's policy regarding conflicts of interest shall be followed regarding the investment of funds.

## Explanation of Investment Guidelines & Amendments

On January 19, 1984, the New York State Urban Development Corporation adopted comprehensive corporate investment guidelines as required by Section 2925 of the New York Public Authorities Law. The Guidelines have been amended and restated over time in compliance with the requirement for periodic review and updating of investment guidelines set forth in Section 2925 and in the Investment Guidelines for Public Authorities adopted by the Comptroller of the State of New York in July 1987. The Guidelines include, among other things, a list of permitted Corporate investments, as well as procedures and provisions to secure the Corporation's financial interest in its investments.

The only recommended change to the Guidelines is the addition of Assistant Treasurers to section 5.1 regarding individuals that are authorized to make investment decisions on behalf of the Corporation.

When making investment decisions the first priority that is considered is the preservation of capital; after that liquidity, and then return on investment are evaluated. There are numerous projects and programs whose funding needs must be accommodated; frequently these funding requirements occur on short notice. The safety and liquidity factors, combined with today's very low rate environment, result in a portfolio that currently has a short average maturity (for the fiscal year ended March 31, 2016 this average was 85 days).

## INDEPENDENT AUDITORS' REPORT

The Board of Directors  
New York State Urban Development  
Corporation:

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of New York State Urban Development Corporation and Subsidiaries (the "Corporation"), a component unit of the State of New York, as of and for the years ended March 31, 2016 and 2015, and the related notes to consolidated financial statements, which collectively comprise the Corporation's consolidated financial statements as listed in the table of contents.

### Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Corporation's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we express no such opinion. An

audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the net position of New York State Urban Development Corporation and Subsidiaries as of March 31, 2016 and 2015, and the respective changes in net position and cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

#### Other Matters

As discussed in note 2(p) to the financial statements, the Corporation adopted the provisions of Governmental Accounting Standards Board ("GASB") Statement No. 68 - "Accounting and Financial Reporting for Pensions - an Amendment of GASB Statement No. 27" and GASB Statement No. 71 - "Pension Transition for Contributions Made Subsequent to the Measurement Date - an Amendment of GASB Statement No. 68," during the year ended March 31, 2016. Our opinion is not modified with respect to these matters.

#### Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 4 through 19, the Schedule of Funding Progress - Other Postemployment Benefits - Last Three Years on page 71, the Schedule of Corporation's Proportionate Share of the Net Pension Liability on page 72, and the Schedule of Corporation's Employer Pension Contributions on page 73 be presented to supplement the basic consolidated financial statements. Such information, although not a part of the basic consolidated financial statements, is required by GASB, who considers it to be an essential part of financial reporting for placing the basic consolidated financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic consolidated financial statements, and other knowledge we obtained during our audit of the basic consolidated financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with Government Auditing Standards, we have also issued our report dated June 13, 2016, on our consideration of the Corporation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards in considering the Corporation's internal control over financial reporting and compliance.

In accordance with Government Auditing Standards, we have also issued our report dated June 13, 2016 on the Corporation's compliance with Section 201.3 of Title Two of the Official Compilation of Codes, Rules, and Regulations of the State of New York. The purpose of that report is to provide an opinion as to the Corporation's compliance with investment guidelines contained therein. That report is an integral part of an audit performed in accordance with Government Auditing Standards in considering the Corporation's internal control over financial reporting and compliance.

EFPR Group, CPAs, PLLC  
(Formerly Toski & Co., CPAs, P.C.)

Williamsville, New York  
June 13, 2016

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER  
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS  
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED  
IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

The Board of Directors  
New York State Urban Development  
Corporation:

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States, the consolidated financial statements of New York State Urban Development Corporation and Subsidiaries (the "Corporation"), a component unit of the State of New York, which comprise the consolidated statement of net position as of March 31, 2016, and the related consolidated statements of revenue, expenses and changes in net position and cash flows for the year then ended, and the related notes to consolidated financial statements, and have issued our report thereon dated June 13, 2016.

Internal Control Over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered the Corporation's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Corporation's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Corporation's consolidated financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

#### Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Corporation's consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under Government Auditing Standards.

#### Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Corporation's internal control or on compliance. This report is an integral part of an audit performed in accordance with Government Auditing Standards in considering the Corporation's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

EFPR Group, CPAs, PLLC

Williamsville, New York  
June 13, 2016

## INDEPENDENT AUDITORS' REPORT ON INVESTMENT COMPLIANCE

The Board of Directors  
New York State Urban Development  
Corporation:

### Report on Investment Program Compliance

We have audited the New York State Urban Development Corporation and Subsidiaries' (the "Corporation"), a component unit of the State of New York, compliance with the types of compliance requirements described in the Section 201.3 of Title Two of the Official Compilation of Codes, Rules, and Regulations of the State of New York related to its investment program during the year ended March 31, 2016.

### Management's Responsibility

Management is responsible for compliance with the requirements of Section 201.3 of Title Two of the Official Compilation of Codes, Rules, and Regulations of the State of New York related to its investment program.

### Auditor's Responsibility

Our responsibility is to express an opinion on the compliance of the Corporation's investment program based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on the investment program occurred. An audit includes examining, on a test basis, evidence about the Corporation's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for the investment program. However, our audit does not provide a legal determination of the Corporation's compliance.

### Opinion on Investment Program

In our opinion, the New York State Urban Development Corporation and Subsidiaries complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on its investment program for the year ended March 31, 2016.

### Report on Internal Control Over Compliance

Management of the Corporation is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Corporation's internal control over compliance with the types of requirement that could have a direct and material effect on the investment program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for the investment program and to test and report on internal control over compliance in accordance with Section 201.3 of Title Two of the Official Compilation of Codes, Rules, and Regulations of the State of New York, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Corporation's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement will not be prevented, or detected and corrected, on a timely basis. A significant deficiency in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of Section 201.3 of Title Two of the Official Compilation of Codes, Rules, and Regulations of the State of New York. Accordingly, this report is not suitable for any other purpose.

EFPR Group, CPAs, PLLC

Williamsville, New York  
June 13, 2016

**EMPIRE STATE DEVELOPMENT  
INVESTMENT SUMMARY  
AS OF MARCH 31, 2016**

<b>FUNDS/PROGRAMS (a)</b>	<b>PAR AMOUNT (\$000'S)</b>	<b>AVERAGE WEIGHTED YIELD (%)</b>	<b>AVERAGE WEIGHTED MATURITY (DAYS)</b>
<b>CORPORATE</b>	<b>380,942</b>		
CORP. OPERATIONS & VARIOUS RESTRICTED FUNDS (010)	197,025	0.40	107
RESERVED FOR COMMERCIAL REAL ESTATE PROJ's (007, 008, 010)	80,286	0.36	49
EXCELSIOR LINKED DEPOSIT PROGRAM FUNDS (010) (i)	9,602	0.00	191
125 MAIDEN LANE FUND (025)	63,107	0.38	75
OPEB LIABILITY ACCT (026)	30,922	0.37	78
(i) YIELD IS USED FOR SUBSIDY PROGRAM			
<b>SUBSIDIARY &amp; OTHER PURPOSES</b>	<b>97,207</b>		
OTHER FUNDS (029)	6,517	0.33	34
REVENUE FUND (P.A. ASSIGNED PAYMENTS) (799)	90,690	0.37	107
<b>ECONOMIC DEVELOPMENT PROGRAM FUNDS</b>	<b>249,052</b>		
ED POOLED INVESTMENT (010C)	59,928	0.15	6
RECYCLED LOAN LOSS RESERVED FUND (033)	2,001	0.37	15
EMPIRE STATE ED PROGRAM (050)	5,669	0.31	28
EMPOWERMENT ZONE - CITY (053)	10,810	0.29	42
INTEREST SUBSIDY FUND (054)	1,979	0.30	56
JOBS NOW (055)	4,997	0.33	39
USA NIAGARA (085)	11,335	0.29	40
SSBCI INNOVATED NY FUND (112P)	2,503	0.36	15
INNOVATION VENTURE CAPITAL FUND (126)	25,037	0.30	59
ED PROGRAM FUND 2010 (143P)	1,486	0.27	36
MERF (146P)	28,587	0.37	60
SPECIAL LEGISLATIVE INITIATIVES (199P)	5,995	0.32	25
HIGH RISK MINORITY REVOLVING LOAN FUND (201P)	6,498	0.31	22
HIGH RISK MISC PROGRAM (202P)	3,055	0.30	90
HCDC SPECIAL PRGM (205S)	750	0.35	46
COMMUNITY PROJECT FUND MISC. (212P)	4,985	0.35	70
MINORITY & WOMEN BUSINESS DEV. LENDING (218P)	3,437	0.28	38
REG'LL REVOLVING LOAN TRUST FUND LOCAL ASST. (225P)	2,463	0.37	61
URBAN & COMMUNITY DEV PROG. (226P)	1,500	0.33	34
HCDC HOUSING DEV. FUND (230S)	400	0.32	25
HCDC VICTORIA THEATRE (249S)	915	0.30	90
REGIONAL ECONOMIC DEV. LOCAL ASST. (262P)	1,482	0.30	90
ED GENERAL (310)	19,331	0.39	67
REGIONAL ECONOMIC DEV. PARTNERSHIP (312)	1,978	0.38	78
ERIE CANAL HARBOR DEV. (322)	6,308	0.38	43
INDUSTRIAL INCENT (327S)	5,007	0.36	15
QUEENS WEST DEV. CORP. (460S)	9,154	0.33	24
NEW NEW YORK (474C)	2,485	0.30	8
PA DISNEY TRUST NEW AMSTERDAM (504S)	10,250	0.36	48
ONE BRYANT PARK GENERAL REVENUE (529S)	6,728	0.36	33
ED INCOME (618P)	1,999	0.33	39
<b>FARLEY</b>	<b>28,507</b>		
FARLEY BUILDING (012)	799	0.36	1
FARLEY CONSTRUCTION ACCOUNT (168C)	24,556	0.38	65
CAPITALIZED INTEREST FUND 2015 COP's (437)	3,152	0.28	123
<b>UDC/COMMUNITY ENHANCEMENT FACILITIES -SERIES 1998</b>	<b>4,708</b>		
ERIE CO. STAD. CONSTRUCTION FUND (060)	4,708	0.32	14
<b>UDC/CLARKSON UNIVERSITY LOAN '95 REFUNDING</b>	<b>1,571</b>		
BOND SERVICE FUND (624)	1,026	0.31	236
DEBT SERVICE RESERVE FUND (625)	545	0.65	214
<b>UDC/COLUMBIA UNIVERSITY PROJECT REVENUE BONDS</b>	<b>11,255</b>		
BOND SERVICE FUND (415)	6,267	0.37	85
DEBT SERVICE RESERVE FUND (378)	4,988	0.55	91
<b>UDC/CORNELL UNIVERSITY LOAN PROJECT REVENUE BONDS</b>	<b>1,576</b>		
BOND SERVICE FUND (380)	874	0.33	89

EMPIRE STATE DEVELOPMENT  
INVESTMENT SUMMARY  
AS OF MARCH 31, 2016

<u>FUNDS/PROGRAMS (a)</u>	<u>PAR AMOUNT (\$000'S)</u>	<u>AVERAGE WEIGHTED YIELD (%)</u>	<u>AVERAGE WEIGHTED MATURITY (DAYS)</u>
DEBT SERVICE RESERVE FUND (381)	702	0.44	84
UDC/STATE OFFICE FACILITIES BONDS '95 REFUNDING	<b>12,403</b>		
BOND SERVICE FUND (614)	2,053	0.40	168
DEBT SERVICE RESERVE FUND (618)	10,350	0.47	176
UDC/SYRACUSE UNIVERSITY LOAN '95 REFUNDING	<b>2,735</b>		
BOND SERVICE FUND (458)	72	0.25	91
DEBT SERVICE RESERVE FUND (634)	2,663	0.47	90
UDC/UNIVERSITY GRANTS '95 REFUNDING	<b>2,652</b>		
DEBT SERVICE RESERVE FUND (609)	883	0.29	91
BOND SERVICE FUND (783)	1,769	0.31	235
UDC/PERS. INC. TAX '02 C1	<b>371</b>		
CORRECTIONAL PROJ. FUND (747)	371	0.32	224
UDC/PERS. INC. TAX '02 D	<b>138</b>		
S.I.P. PROJ. FUND, (755)	138	0.36	252
UDC/PERS. INC. TAX '03 B	<b>292</b>		
EQUIP. PROJ. FUND (777)	143	0.36	252
CORR. PROJ. FUND (808)	149	0.36	252
UDC/PERS. INC. TAX '03 C1	<b>941</b>		
CCAP PROJ. FUND (771)	6	0.36	252
EOF PROJ. FUND (772)	576	0.36	252
SPORT PROJ. FUND (773)	359	0.36	252
UDC/PERS. INC. TAX '04 A3	<b>1,143</b>		
BOND SERVICE FUND (821)	1,143	0.22	91
UDC/PERS. INC. TAX '04 B3	<b>6,832</b>		
EOF FUND (823)	6,832	0.49	256
UDC/PERS. INC. TAX '05 B	<b>164</b>		
EQUIP. PROJ. FUND (868)	164	0.11	91
UDC/PERS. INC. TAX '07 A	<b>158</b>		
QUEBENS STADIUM FUND (871)	158	0.36	252
UDC/PERS. INC. TAX '08 A1	<b>4,982</b>		
COMM. CAPITAL ASST. FUND (896)	31	0.24	77
ECON. DEVELOPMENT FUND (898)	2,251	0.36	85
CULTURAL FUND (899)	842	0.36	252
BUFFALO FUND (901)	236	0.36	252
CEFAP FUND (902)	1,062	0.36	96
SIP FUND (903)	7	0.36	252
YANKEE STADIUM FUND (904)	332	0.36	252
ATLANTIC YARDS FUND (905)	221	0.36	252
UDC/PERS. INC. TAX '08 A2	<b>440</b>		
TECHNOLOGY FUND (907)	440	0.36	252
UDC/PERS. INC. TAX '09 A1	<b>16</b>		
ECON. DEVELOPMENT (932)	16	0.36	252
UDC/PERS. INC. TAX '09 B1	<b>1,899</b>		
BOND SERVICE (935)	248	0.36	252
EQUIPMENT (939)	1,651	0.54	309
UDC/ CORR./YOUTH S.C.REF. '02B	<b>8,500</b>		

EMPIRE STATE DEVELOPMENT  
INVESTMENT SUMMARY  
AS OF MARCH 31, 2016

<u>FUNDS/PROGRAMS (a)</u>	<u>PAR AMOUNT (\$000'S)</u>	<u>AVERAGE WEIGHTED YIELD (%)</u>	<u>AVERAGE WEIGHTED MATURITY (DAYS)</u>
BOND SERVICE FUND (744)	8,500	0.36	168
UDC/ S.C.REFUNDING 2007 A BOND SRV (884)	31,777 31,777	0.46	247
UDC/ S.C.REFUNDING 2008 A, B, C, D	<b>174,571</b>		
A - BOND SRV (910)	18,864	0.48	268
B - BOND SRV (911)	59,483	0.45	240
C - BOND SRV (913)	16,588	0.55	236
D - BOND SRV (914)	79,636	0.57	246
UDC/ S.C.REFUNDING 2010 A, B	<b>81,226</b>		
A - BOND SRV (990)	76,174	0.53	252
B - BOND SRV (993)	5,052	0.60	257
UDC/ S.C.REFUNDING 2011 A BOND SERVICE FUND (995)	1,662 1,662	0.41	168
UDC/ STPIT GEN 09C	<b>15,863</b>		
BOND SERVICE (947)	10,870	0.23	55
ARTS & CULTURE (949)	9	0.36	252
COMM CAP (951)	2,094	0.33	86
CEFAP (952)	20	0.23	70
DWNSTREVITAL (954)	1	0.36	252
NYSTDP (960)	2	0.36	252
SIP (962)	769	0.36	252
EQUIP (969)	2,098	0.36	85
UDC/ STPIT GEN 09D	<b>11,350</b>		
SEMATECH TX (972)	478	0.22	91
CAP PROJ IBM TX (974)	2,177	0.60	332
DWNSTREGPR IBM TX (975)	8,695	0.51	280
UDC/ STPIT GEN 09E	<b>285</b>		
BAB AMD (982)	208	0.36	252
BAB CORR FAC (983)	77	0.36	252
UDC/ STPIT GEN 10A	<b>19,398</b>		
ADELPHI (003)	129	0.33	196
UPSTCTYBCTY (008)	3	0.33	196
EQUIP (010)	19,266	0.37	90
UDC/ STPIT GEN 10B	<b>31</b>		
TX NYRA (020)	31	0.22	91
UDC/ STPIT GEN 10C	<b>149</b>		
BAB CORR FAC (023)	92	0.33	196
BAB YTH FAC (024)	57	0.33	196
UDC/ STPIT GEN 11A	<b>15,882</b>		
DOWNSTATE REVIT (033)	3	0.23	70
EOF-OFF BDGT (035)	33	0.33	196
EOF-ON BDGT (036)	1,867	0.37	90
LUTHER (037)	178	0.33	196
UPST REGL BLUE (045)	1	0.33	196
EQUIPMT (046)	11,755	0.43	168
CORRECTIONAL (047)	11	0.33	196
ST POLICE (049)	3	0.33	196
AG & MRKT FD LB (051)	1	0.33	196
HOUSING (053)	2,027	0.37	90
UDC/ STPIT GEN 11B	<b>7,751</b>		

**EMPIRE STATE DEVELOPMENT  
INVESTMENT SUMMARY  
AS OF MARCH 31, 2016**

<u>FUNDS/PROGRAMS (a)</u>	<u>PAR AMOUNT (\$000'S)</u>	<u>AVERAGE WEIGHTED YIELD (%)</u>	<u>AVERAGE WEIGHTED MATURITY (DAYS)</u>
CAPITAL PROJ (056)	6,946	0.44	175
EDF (057)	200	0.33	196
EOF-OFF BDGT (058)	601	0.33	196
NYSEDP JAVITS (062)	4	0.33	196
<b>UDC/ STPIT GEN 13A</b>	<b>68,443</b>		
YOUTH (071)	3	0.33	196
STATE POLICE (072)	5,293	0.37	90
HIOMELAND SEC. (074)	5	0.33	196
COI (076)	34	0.33	196
ARTS & CULT.. (078)	502	0.33	196
DOWNSATTE REVIT. (079)	687	0.33	196
ECON. & COMM. (080)	552	0.33	196
UPSTATE AGR. EC. DEV (082)	2,505	0.37	90
UPSTATE CITY-BY-CITY (083)	8,959	0.37	90
UPSTATE REG'L BLUEPRINT (084)	2	0.33	196
BUFFALO REG'L INNOV. CLUSTER (085)	613	0.32	224
ECON. TRANSFORMATION (086)	717	0.32	224
RCCF (087)	2	0.32	224
CAPITAL PROJ. FND. - CULT. (090)	4,565	0.36	85
CAPITAL PROJ. FND. - EC.DEV/OTHER (091)	839	0.32	224
CAPITAL PROJ. FND. - UNIV. (092)	50	0.32	224
RESTORE NY (093)	32,970	0.37	90
SUBSUNY (HH RICHARDSON) (095)	33	0.30	196
NYSTDP (096)	4,195	0.37	90
NYSEDP - UPSTATE STADIUM (097)	797	0.32	224
NYSEDP - UPSTATE JAVITS (098)	108	0.32	224
CCAP (099)	3,193	0.37	90
REDP (100)	1,819	0.44	175
<b>UDC/ STPIT GEN 13B</b>	<b>91,446</b>		
CAPITAL PROJ. FND. - NANOTECH (103)	616	0.22	91
DOWNSSTATE REVITAL. (104)	1,000	0.51	280
UPSTATE CITY-BY-CITY (105)	13,245	0.51	280
UPSTATE REG'L BLUEPRINT (106)	13,201	0.54	309
SUNY CNSE (CAPITAL PROJ. FND.) (107)	45,225	0.44	175
RCCF (108)	6,581	0.44	175
CAPITAL PROJ. FND. - EC.DEV/OTHER (109)	11,225	0.41	198
NYSTDP (110)	353	0.22	91
<b>UDC/ STPIT GEN 13C</b>	<b>218</b>		
COI (115)	58	0.24	77
CHIPS (117)	54	0.32	224
SHIPS (118)	100	0.32	224
MARCHISELLI (119B)	2	0.32	224
HWY & BRIDGE (120)	4	0.32	224
<b>UDC/ STPIT GEN 13E</b>	<b>45,682</b>		
COI (124)	28	0.24	77
CAP PROJ CULT (125)	3,858	0.36	85
CAP PROJ EC DEV (126)	1,611	0.37	90
ECO TRANSFORM PRG (127)	1,343	0.36	85
ECO & COMM DEV (128)	17,925	0.37	90
ECO DEV FD RC2 (129)	1,375	0.37	90
NYS EC DEV ASST (131)	1,000	0.37	90
REGIONAL CAP (132)	920	0.32	224
STRATEGIC INV PRG (133)	915	0.32	224
UPST STADIUM (134)	445	0.32	224
UPST REG'L BLUE (135)	3,071	0.36	85
CORRECTIONAL (136)	95	0.32	224
YOUTH (137)	26	0.23	70
ST POLICE (138)	13,033	0.37	90

**EMPIRE STATE DEVELOPMENT  
INVESTMENT SUMMARY  
AS OF MARCH 31, 2016**

<u>FUNDS/PROGRAMS (a)</u>	<u>PAR AMOUNT (\$000'S)</u>	<u>AVERAGE WEIGHTED YIELD (%)</u>	<u>AVERAGE WEIGHTED MATURITY (DAYS)</u>
DEDICATED HIWAY (142)	37	0.24	77
<b>UDC/ STPIT GEN 13F TAX</b>	<b>217,673</b>		
BUFF REG CENTER (144)	3	0.24	77
CAP PROJ UNIV (145)	2,009	0.44	175
CENTER OF EXCELL (147)	730	0.32	224
ECO TRANSFORM PRG (148)	9,072	0.39	183
UPSTATE JAVITS (149)	178	0.32	224
DWNST REVITAL (150)	750	0.32	224
SUNY 2020 PRG (152)	17,869	0.51	280
NYS EC DEV ASST (153)	2,358	0.51	280
REGIONAL CAP (154)	25,950	0.48	243
UPST STADIUM (155)	405	0.32	224
CAP PRJ NANOTECH (157)	124,575	0.59	339
BUFFALO BILLS PRG (158)	33,768	0.43	168
HOUSING (159)	6	0.32	224
<b>UDC/ STPIT GEN 14A TAX</b>	<b>38,496</b>		
BUFFALO REGIONAL INNOVATION CENTER (162)	7,742	0.27	91
CAP. PROJ. FUND - UNIVERSITY (163)	854	0.32	224
EOF (164)	3,579	0.50	186
CORRECTIONAL FACILITIES (166)	30	0.11	91
OGS STATE BUILDINGS (167)	3	0.32	224
HOMELAND SECURITY (INTEROP. COMMUN.) (168)	26,212	0.35	85
IT PROJETS (169)	5	0.23	70
CHIP'S LOCAL TRANSPORTATION (170)	71	0.32	224
<b>UDC/ STPIT GEN 14B TAX</b>	<b>304,444</b>		
HOUSING (175)	11,507	0.39	183
BUFFALO BILLS (176)	24,717	0.50	186
BUFFALO REGIONAL INNOVATION CENTER (177)	91,403	0.55	305
CAP. PROJ. FUND - NANOTECH (178)	122,014	0.45	213
ECONOMIC TRANSFORMATION PROGRAM (179)	1,685	0.43	168
NEW YORK GENOMIE CENTER (180)	33,028	0.44	185
STATE & MUNI FACILITIES PROGRAM (181)	20,090	0.43	168
<b>UDC/ STPIT GEN 15A TAX EXEMPT</b>	<b>420,255</b>		
CORRECTIONAL FACILITIES (188B)	102,702	0.39	108
HOMELAND SECURITY (INTEROP.COMMUN.) (190B)	50,178	0.50	186
YOUTH FACILITIES (193B)	19,402	0.35	85
LOCAL TRANSPORT (202B)	247,973	0.34	97
<b>UDC/ STPIT GEN 15B TAX</b>	<b>201,427</b>		
CAP PR NANOTECH (206B)	52,108	0.40	190
BUFFALO REGIONAL INNOVATION CENTER (208B)	129,182	0.48	236
NY GENOME CENTER (209B)	20,137	0.61	336
<b>UDC/PORT DISTRICT ED CAPITAL PROGRAM</b>	<b>8,331</b>		
PDEDC (417P)	8,331	0.29	30
<b>TOTAL</b>	<b>2,574,844</b>		

PORTFOLIO AS OF 3/31/16 **AVG. WTD YIELD = 0.41 %**  
**AVG. WTD DAYS TO MATURITY = 149**

(a) INCLUDING BANK ACCOUNT CODE

**EMPIRE STATE DEVELOPMENT  
SUMMARY OF INVESTMENT EARNINGS  
FOR FISCAL YEAR ENDED 3/31/16**

FUND TYPE	TOTAL EARNINGS (\$'s)
<b><u>CORPORATE</u></b>	
-CORPORATE FUNDS	954,049
<b>TOTAL CORPORATE</b>	<b><u>954,049</u></b>
<b><u>REVENUE BONDS</u></b>	
-SYRACUSE UNIVERSITY LOAN '95 REF. DERF	5,428
-CORNELL UNIVERSITY LOAN	1,726
-COLUMBIA UNIVERSITY LOAN	15,276
-CLARKSON UNIVERSITY LOAN '95 REFUNDING	3,551
-UNIVERSITY FAC. GRANTS '95 REF. DSRF	790
-FARLEY CERT. OF PARTICIPATION	56,790
-STATE FACILITIES '95 REFUNDING	20,498
-SERVICE CONTRACT REFUNDING ISSUES	497,414
-PERSONAL INCOME TAX 2002 - 2007	39,766
-PERSONAL INCOME TAX '08 A1, A2	48,450
-PERSONAL INCOME TAX '09 A, B, C, D, E	90,872
-PERSONAL INCOME TAX '10 A, B, C	29,987
-PERSONAL INCOME TAX '11 A, B	45,762
-PERSONAL INCOME TAX '13A	118,574
-PERSONAL INCOME TAX '13B	185,708
-PERSONAL INCOME TAX '13 C, E, F	623,355
-PERSONAL INCOME TAX '14A	108,192
-PERSONAL INCOME TAX '14B	694,124
-PERSONAL INCOME TAX '15A	695,437
-PERSONAL INCOME TAX '15B	<u>223,049</u>
<b>TOTAL REVENUE BOND</b>	<b><u>3,504,751</u></b>
<b><u>ECONOMIC DEVELOPMENT (a)</u></b>	
-E.D. SPECIAL PROJECTS & PROGRAM FUNDS	523,229
-42ND STREET DEVELOPMENT PROJECT/TIMES SQUARE	26,146
-PORT DISTRICT ED CAPITAL PROGRAM	<u>12,656</u>
a) Econ. Dev. accounts that are not funded from bond proceeds	
<b>TOTAL ECONOMIC DEVELOPMENT</b>	<b><u>562,031</u></b>

<b>GRAND TOTAL</b>	<b>5,020,830</b>
--------------------	------------------

<b>AVERAGE YIELD FISCAL YEAR 2015 / 2016</b>	<b>0.21%</b>
<b>YIELD AS OF MARCH 31, 2016</b>	<b>0.41%</b>

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

Statement of Fees, Commissions and Related Service Charges for  
The Period April 1, 2015 through March 31, 2016

ESD DOES NOT PAY FEES, COMMISSIONS, OR ANY OTHER CHARGES TO ANY OF THE BROKERS/DEALERS IN CONNECTION WITH ITS INVESTMENT TRANSACTIONS. ESD DOES NOT UTILIZE INVESTMENT ADVISORS FOR INVESTMENT ASSOCIATED SERVICES.

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a ESD  
 INVESTMENT POSITION REPORT WITH MARKET VALUE AS OF MARCH 31, 2016 SUMMARY

		<u>PAR</u>	<u>COST</u>	<u>% COST VALUE</u>	<u>MARKET VALUE (B)</u>
CERTIFICATE OF DEPOSIT		\$9,602,716.71	\$9,602,716.71	0.37%	\$9,602,716.71
U.S. AGENCY DISCOUNT NOTES/BONDS	(A)	\$1,830,721,000.00	\$1,827,038,987.77	71.13%	\$1,828,050,145.20
MUNICIPALS AND S.L.G.'s		\$3,535,110.00	\$3,580,001.56	0.14%	\$3,544,710.00
U.S. TREASURY BILLS	(A)	\$730,986,000.00	\$728,516,887.20	28.36%	\$728,879,617.98
	TOTAL	<u>\$2,574,844,826.71</u>	<u>\$2,568,738,593.24</u>	<u>100.00%</u>	<u>\$2,570,077,189.89</u>

(A) TRADED ON A DISCOUNT BASIS

(B) THE MARKET VALUE OF THE SECURITY IS CALCULATED USING PRICES

FROM BLOOMBERG INFORMATION SERVICE (OR BROKER) AS OF MARCH 31, 2016

New York State Urban Development Corp. d/b/a ESD  
Investment Position Report  
As of 3/31/16

BAC	DEAL ID	Instrument Type	Portfolio	Rate	Settle	Maturity	Est YTM	Market Price a/o 3/31/16	Market Value (\$'s)	Par Amount (\$'s)	Cost (Including Purchased Int.) (\$'s)
<b>CD's are part of ELDP loan program (yield is used to provide subsidized loan rate)</b>											
010C	1000025864	Certificate of Deposit	ELDP	0.000000	4/3/2015	4/1/2016	0.00		86,000.00	86,000.00	86,000.00
010C	1000025898	Certificate of Deposit	ELDP	0.000000	4/10/2015	4/8/2016	0.00		134,105.00	134,105.00	134,105.00
010C	1000025929	Certificate of Deposit	ELDP	0.000000	4/24/2015	4/22/2016	0.00		157,680.00	157,680.00	157,680.00
010C	1000025984	Certificate of Deposit	ELDP	0.000000	5/19/2015	5/19/2016	0.00		165,000.00	165,000.00	165,000.00
010C	1000026025	Certificate of Deposit	ELDP	0.000000	5/28/2015	5/27/2016	0.00		72,855.00	72,855.00	72,855.00
010C	1000026074	Certificate of Deposit	ELDP	0.000000	6/4/2015	6/3/2016	0.00		279,000.00	279,000.00	279,000.00
010C	1000026076	Certificate of Deposit	ELDP	0.000000	6/5/2015	6/3/2016	0.00		115,000.00	115,000.00	115,000.00
010C	1000026077	Certificate of Deposit	ELDP	0.000000	6/5/2015	6/3/2016	0.00		115,000.00	115,000.00	115,000.00
010C	1000026084	Certificate of Deposit	ELDP	0.000000	6/9/2015	6/9/2016	0.00		167,991.00	167,991.00	167,991.00
010C	1000026091	Certificate of Deposit	ELDP	0.000000	6/12/2015	6/10/2016	0.00		253,521.00	253,521.00	253,521.00
010C	1000026092	Certificate of Deposit	ELDP	0.000000	6/12/2015	6/10/2016	0.00		60,000.00	60,000.00	60,000.00
010C	1000026112	Certificate of Deposit	ELDP	0.000000	6/17/2015	6/17/2016	0.00		300,000.00	300,000.00	300,000.00
010C	1000026197	Certificate of Deposit	ELDP	0.000000	6/24/2015	6/24/2016	0.00		33,000.00	33,000.00	33,000.00
010C	1000026370	Certificate of Deposit	ELDP	0.000000	7/31/2015	7/29/2016	0.00		597,910.00	597,910.00	597,910.00
010C	1000026371	Certificate of Deposit	ELDP	0.000000	7/31/2015	7/29/2016	0.00		223,000.00	223,000.00	223,000.00
010C	1000026396	Certificate of Deposit	ELDP	0.000000	8/6/2015	8/5/2016	0.00		700,000.00	700,000.00	700,000.00
010C	1000026428	Certificate of Deposit	ELDP	0.000000	8/19/2015	8/18/2016	0.00		75,000.00	75,000.00	75,000.00
010C	1000026480	Certificate of Deposit	ELDP	0.000000	9/4/2015	9/2/2016	0.00		24,000.00	24,000.00	24,000.00
010C	1000026538	Certificate of Deposit	ELDP	0.000000	9/10/2015	9/9/2016	0.00		527,000.00	527,000.00	527,000.00
010C	1000026545	Certificate of Deposit	ELDP	0.000000	9/11/2015	9/9/2016	0.00		194,000.00	194,000.00	194,000.00
010C	1000026645	Certificate of Deposit	ELDP	0.000000	9/18/2015	9/16/2016	0.00		83,259.00	83,259.00	83,259.00
010C	1000026646	Certificate of Deposit	ELDP	0.000000	9/18/2015	9/16/2016	0.00		36,166.12	36,166.12	36,166.12
010C	1000026683	Certificate of Deposit	ELDP	0.000000	9/25/2015	9/23/2016	0.00		500,000.00	500,000.00	500,000.00
010C	1000026719	Certificate of Deposit	ELDP	0.000000	9/30/2015	9/29/2016	0.00		407,390.00	407,390.00	407,390.00
010C	1000026770	Certificate of Deposit	ELDP	0.000000	10/16/2015	10/14/2016	0.00		53,638.59	53,638.59	53,638.59
010C	1000026809	Certificate of Deposit	ELDP	0.000000	11/6/2015	11/4/2016	0.00		35,000.00	35,000.00	35,000.00
010C	1000026842	Certificate of Deposit	ELDP	0.000000	11/20/2015	11/18/2016	0.00		341,267.00	341,267.00	341,267.00
010C	1000026845	Certificate of Deposit	ELDP	0.000000	11/25/2015	11/23/2016	0.00		259,000.00	259,000.00	259,000.00
010C	1000026871	Certificate of Deposit	ELDP	0.000000	12/3/2015	12/2/2016	0.00		400,000.00	400,000.00	400,000.00
010C	1000026881	Certificate of Deposit	ELDP	0.000000	12/4/2015	12/2/2016	0.00		361,000.00	361,000.00	361,000.00
010C	1000026900	Certificate of Deposit	ELDP	0.000000	12/11/2015	12/9/2016	0.00		15,000.00	15,000.00	15,000.00
010C	1000027055	Certificate of Deposit	ELDP	0.000000	12/23/2015	12/22/2016	0.00		42,000.00	42,000.00	42,000.00
010C	1000027058	Certificate of Deposit	ELDP	0.000001	12/24/2015	12/23/2016	0.00		188,728.00	188,728.00	188,728.00
010C	1000027145	Certificate of Deposit	ELDP	0.000000	12/31/2015	12/30/2016	0.00		350,000.00	350,000.00	350,000.00
010C	1000027157	Certificate of Deposit	ELDP	0.000000	1/6/2016	1/5/2017	0.00		155,663.00	155,663.00	155,663.00
010C	1000027188	Certificate of Deposit	ELDP	0.000000	1/19/2016	1/18/2017	0.00		173,500.00	173,500.00	173,500.00
010C	1000027202	Certificate of Deposit	ELDP	0.000000	1/25/2016	1/24/2017	0.00		225,000.00	225,000.00	225,000.00
010C	1000027214	Certificate of Deposit	ELDP	0.000000	1/29/2016	1/27/2017	0.00		48,000.00	48,000.00	48,000.00
010C	1000027233	Certificate of Deposit	ELDP	0.000000	2/10/2016	2/9/2017	0.00		26,206.00	26,206.00	26,206.00
010C	1000027234	Certificate of Deposit	ELDP	0.000000	2/10/2016	2/9/2017	0.00		313,093.00	313,093.00	313,093.00
010C	1000027247	Certificate of Deposit	ELDP	0.000000	2/12/2016	2/10/2017	0.00		28,000.00	28,000.00	28,000.00
010C	1000027260	Certificate of Deposit	ELDP	0.000000	2/19/2016	2/17/2017	0.00		185,000.00	185,000.00	185,000.00
010C	1000027267	Certificate of Deposit	ELDP	0.000000	2/19/2016	2/17/2017	0.00		275,226.00	275,226.00	275,226.00
010C	1000027268	Certificate of Deposit	ELDP	0.000000	2/19/2016	2/17/2017	0.00		27,000.00	27,000.00	27,000.00
010C	1000027312	Certificate of Deposit	ELDP	0.000000	3/10/2016	3/10/2017	0.00		407,000.00	407,000.00	407,000.00
010C	1000027313	Certificate of Deposit	ELDP	0.000000	3/11/2016	3/10/2017	0.00		354,600.00	354,600.00	354,600.00
010C	1000027402	Certificate of Deposit	ELDP	0.000000	3/24/2016	3/24/2017	0.00		31,918.00	31,918.00	31,918.00
									9,602,716.71	9,602,716.71	9,602,716.71

New York State Urban Development Corp. d/b/a ESD  
Investment Position Report  
As of 3/31/16

BAC	DEAL ID	Instrument Type	Portfolio	Rate	Settle	Maturity	Est YTM	Market Price	Market Value (\$'s)	Par Amount (\$'s)	Cost (Including
								a/o 3/31/16			Purched Int.) (\$'s)
008C	1000026830	Fannie Mae Discount	RECOVEXHSG		11/17/2015	4/4/2016	0.22	99.997	17,189,484.30	17,190,000.00	17,175,729.91
417P	1000026866	Fannie Mae Discount	PADSTEDCAP		12/1/2015	4/4/2016	0.21	99.997	3,317,900.46	3,318,000.00	3,315,580.63
010C	1000026746	Fannie Mae Discount	UDCGENWC		10/8/2015	4/22/2016	0.20	99.984	15,025,595.52	15,028,000.00	15,011,552.69
053S	1000027160	Fannie Mae Discount	EMPZOCITY		1/6/2016	4/28/2016	0.26	99.980	7,206,558.40	7,208,000.00	7,202,117.47
050P	1000027316	Fannie Mae Discount	EMPSTEDFD		3/15/2016	5/6/2016	0.27	99.974	1,682,562.42	1,683,000.00	1,682,343.63
143P	1000027318	Fannie Mae Discount	EDPGFD2010		3/15/2016	5/6/2016	0.27	99.974	1,485,613.64	1,486,000.00	1,485,420.46
025C	1000026761	Fannie Mae Discount	125MAIDLN		10/14/2015	5/9/2016	0.22	99.971	13,006,227.10	13,010,000.00	12,993,462.84
218P	1000027371	Fannie Mae Discount	MWBBLP		3/21/2016	5/13/2016	0.28	99.968	2,936,060.16	2,937,000.00	2,935,789.37
504S	1000027185	Fannie Mae Discount	PADISNTRNA		1/15/2016	5/17/2016	0.28	99.964	2,128,233.56	2,129,000.00	2,126,963.26
460S	1000027218	Fannie Mae Discount	QWDC		2/1/2016	5/19/2016	0.36	99.963	4,010,515.56	4,012,000.00	4,007,667.04
026C	1000026837	Fannie Mae Discount	OPEBLIAB		11/18/2015	5/23/2016	0.28	99.969	4,513,600.35	4,515,000.00	4,508,550.45
417P	1000027237	Fannie Mae Discount	PADSTEDCAP		2/11/2016	5/23/2016	0.32	99.969	2,760,144.09	2,761,000.00	2,758,496.69
529S	1000027238	Fannie Mae Discount	IBRYNTPKGR		2/11/2016	5/23/2016	0.32	99.969	2,057,362.02	2,058,000.00	2,056,134.08
205S	1000027310	Fannie Mae Discount	HCSPECPROG		3/9/2016	6/1/2016	0.34	99.953	499,765.00	500,000.00	499,609.15
010C	1000026792	Fannie Mae Discount	UDCGENWC		10/30/2015	6/28/2016	0.24	99.923	10,015,282.29	10,023,000.00	10,007,166.44
634B	1000027146	Fannie Mae Discount	SYRULN95DS		12/31/2015	6/29/2016	0.47	99.922	2,660,922.86	2,663,000.00	2,656,707.18
162B	1000027397	Fannie Mae Discount	GN14ABURIC		3/23/2016	6/30/2016	0.27	99.921	7,735,883.82	7,742,000.00	7,736,251.57
744B	1000027327	Fannie Mae Discount	CYSV2BBSV		3/17/2016	6/30/2016	0.27	99.921	3,577,171.80	3,580,000.00	3,577,180.75
884B	1000027339	Fannie Mae Discount	SVCT07ABSV		3/17/2016	6/30/2016	0.27	99.921	4,690,291.74	4,694,000.00	4,690,303.48
911B	1000027332	Fannie Mae Discount	SVCT08BBSV		3/17/2016	6/30/2016	0.27	99.921	11,087,234.16	11,096,000.00	11,087,261.90
913B	1000027334	Fannie Mae Discount	SVCT08CBSV		3/17/2016	6/30/2016	0.27	99.921	2,957,661.60	2,960,000.00	2,957,669.00
914B	1000027335	Fannie Mae Discount	SVCT08DBSV		3/17/2016	6/30/2016	0.27	99.921	10,227,913.56	10,236,000.00	10,227,939.15
990B	1000027337	Fannie Mae Discount	SVCT10ABSV		3/17/2016	6/30/2016	0.27	99.921	4,272,621.96	4,276,000.00	4,272,632.65
007C	1000027226	Fannie Mae Discount	HOUSGREPFD		2/3/2016	7/6/2016	0.40	99.908	10,053,742.04	10,063,000.00	10,045,781.10
026C	1000027193	Fannie Mae Discount	OPEBLIAB		1/20/2016	7/8/2016	0.43	99.906	2,509,638.72	2,512,000.00	2,506,899.24
026C	1000027251	Fannie Mae Discount	OPEBLIAB		2/17/2016	7/11/2016	0.38	99.903	6,531,658.14	6,538,000.00	6,528,124.90
010C	1000026885	Fannie Mae Discount	UDCGENWC		12/8/2015	7/29/2016	0.53	99.880	20,067,889.60	20,092,000.00	20,022,783.06
799B	1000027263	Fannie Mae Discount	CPSB4AREV		2/19/2016	8/5/2016	0.40	99.858	11,956,996.92	11,974,000.00	11,951,648.53
010C	1000027050	Fannie Mae Discount	UDCGENWC		12/22/2015	8/31/2016	0.59	99.830	15,055,362.30	15,081,000.00	15,018,468.31
799B	1000027293	Fannie Mae Discount	CPSB4AREV		3/2/2016	9/1/2016	0.47	99.824	12,809,415.68	12,832,000.00	12,801,342.21
010C	1000027153	Fannie Mae Discount	UDCGENWC		1/5/2016	9/19/2016	0.54	99.804	8,024,241.60	8,040,000.00	8,008,885.20
010C	1000027370	Fannie Mae Discount	UDCGENWC		3/21/2016	11/1/2016	0.41	99.737	15,036,350.12	15,076,000.00	15,037,367.75
990B	1000027641	Fannie Mae Discount	SVCT10ABSV		3/17/2016	6/30/2017	0.06	99.921	3,224,450.67	3,227,000.00	3,224,458.74
									240,314,352.16	240,540,000.00	240,118,288.83
012C	1000027385	Farmer Mac Discount	FARLEYBLDG		1/4/2016	4/1/2016	0.36	99.999	798,992.01	799,000.00	798,296.88
417P	1000027151	Farmer Mac Discount	PADSTEDCAP		1/4/2016	4/1/2016	0.37	99.999	1,125,988.74	1,126,000.00	1,124,981.60
529S	1000027152	Farmer Mac Discount	IBRYNTPKGR		1/4/2016	4/1/2016	0.36	99.999	2,030,979.69	2,031,000.00	2,029,212.72
010C	1000027564	Farmer Mac Discount	EDPOOLINV		3/30/2016	4/6/2016	0.15	99.996	40,112,395.44	40,114,000.00	40,112,830.01
010C	1000027565	Farmer Mac Discount	EDPOOLINV		3/30/2016	4/6/2016	0.15	99.996	19,813,207.44	19,814,000.00	19,813,422.09
025C	1000026730	Farmer Mac Discount	125MAIDLN		10/2/2015	4/6/2016	0.22	99.996	8,002,679.88	8,003,000.00	7,993,854.35
033P	1000027216	Farmer Mac Discount	RCYCLELOAN		2/1/2016	4/15/2016	0.37	99.991	2,000,819.91	2,001,000.00	1,999,478.13
112P	1000026827	Farmer Mac Discount	SSBCINONY		11/13/2015	4/15/2016	0.36	99.991	2,502,774.73	2,503,000.00	2,499,145.38
126P	1000026823	Farmer Mac Discount	NYSINOVCAP		11/13/2015	4/15/2016	0.36	99.991	5,006,549.37	5,007,000.00	4,999,289.22
168C	1000027555	Farmer Mac Discount	FARLEYCNST		11/13/2015	4/15/2016	0.36	99.991	4,505,594.46	4,506,000.00	4,499,060.76
205S	1000027217	Farmer Mac Discount	HCSPECPROG		2/1/2016	4/15/2016	0.37	99.991	249,977.50	250,000.00	249,809.86
327S	1000026828	Farmer Mac Discount	ECHDCIDINA		11/13/2015	4/15/2016	0.36	99.991	5,006,549.37	5,007,000.00	4,999,289.22

New York State Urban Development Corp. d/b/a ESD  
Investment Position Report  
As of 3/31/16

BAC	DEAL ID	Instrument Type	Portfolio	Rate	Settle	Maturity	Est YTM	Market Price	Market Value (\$'s)	Par Amount (\$'s)	Cost (Including
								a/o 3/31/16			Purchased Int.) (\$'s)
010C	1000026421	Farmer Mac Discount	UDCGENWC		8/17/2015	5/6/2016	0.34	99.974	20,056,783.88	20,062,000.00	20,012,168.22
529S	1000027232	Farmer Mac Discount	IBRYNTPKGR		2/9/2016	5/11/2016	0.40	99.970	2,638,208.30	2,639,000.00	2,636,302.36
010C	1000026555	Farmer Mac Discount	UDCGENWC		9/15/2015	6/15/2016	0.40	99.936	15,043,366.08	15,053,000.00	15,007,171.98
168C	1000027368	Farmer Mac Discount	FARLEYCNST		3/18/2016	6/15/2016	0.38	99.936	20,037,168.00	20,050,000.00	20,031,164.14
417P	1000027369	Farmer Mac Discount	PADSTEDCAP		3/18/2016	6/15/2016	0.38	99.936	1,125,279.36	1,126,000.00	1,124,942.24
312P	1000027372	Farmer Mac Discount	REDPARTNER		3/21/2016	6/17/2016	0.38	99.932	1,976,654.96	1,978,000.00	1,976,162.66
322S	1000027373	Farmer Mac Discount	ERIECANAL		3/21/2016	6/17/2016	0.38	99.932	2,000,638.64	2,002,000.00	2,000,140.36
010C	1000026843	Farmer Mac Discount	UDCGENWC		11/23/2015	7/1/2016	0.45	99.913	10,031,265.20	10,040,000.00	10,012,264.50
025C	1000027154	Farmer Mac Discount	125MAIDLN		1/5/2016	7/1/2016	0.56	99.913	12,279,307.70	12,290,000.00	12,255,970.36
010C	1000026797	Farmer Mac Discount	UDCGENWC		11/3/2015	8/5/2016	0.40	99.858	12,028,894.68	12,046,000.00	12,009,058.93
025C	1000027231	Farmer Mac Discount	125MAIDLN		2/9/2016	8/15/2016	0.50	99.847	10,768,498.95	10,785,000.00	10,756,839.17
178B	1000027401	Farmer Mac Discount	GN14BNANO		3/23/2016	9/26/2016	0.44	99.796	29,938,800.00	30,000,000.00	29,931,433.33
154B	1000027511	Farmer Mac Discount	GN13FREGCA		3/23/2016	10/3/2016	0.50	99.783	2,859,780.78	2,866,000.00	2,858,277.72
164B	1000027398	Farmer Mac Discount	GN14AEOF		3/23/2016	10/3/2016	0.50	99.783	3,571,233.57	3,579,000.00	3,569,356.58
176B	1000027391	Farmer Mac Discount	GN14BBUFBL		3/23/2016	10/3/2016	0.50	99.783	24,663,364.11	24,717,000.00	24,650,401.42
188B	1000027393	Farmer Mac Discount	GN15ACOR		3/23/2016	10/3/2016	0.50	99.783	18,619,507.80	18,660,000.00	18,609,721.67
190B	1000027400	Farmer Mac Discount	GN15AHMINT		3/23/2016	10/3/2016	0.50	99.783	50,069,113.74	50,178,000.00	50,042,798.17
913B	1000027340	Farmer Mac Discount	SVCT08CBSV		3/17/2016	12/23/2016	0.61	99.651	13,580,438.28	13,628,000.00	13,563,111.79
990B	1000027342	Farmer Mac Discount	SVCT10ABSV		3/17/2016	12/23/2016	0.61	99.651	39,071,164.08	39,208,000.00	39,021,315.46
993B	1000027343	Farmer Mac Discount	SVCT10BBSV		3/17/2016	12/23/2016	0.61	99.651	4,743,387.60	4,760,000.00	4,737,335.79
914B	1000027341	Farmer Mac Discount	SVCT08DBSV		3/17/2016	12/27/2016	0.61	99.646	68,284,414.42	68,527,000.00	68,196,071.47
									454,543,778.67	455,355,000.00	454,120,678.54
460S	1000027211	Federal Home Loan Discount	QWDC		1/28/2016	4/4/2016	0.31	99.997	5,141,845.74	5,142,000.00	5,139,033.35
218P	1000027261	Federal Home Loan Discount	MWBDDL		2/19/2016	4/8/2016	0.30	99.995	499,975.00	500,000.00	499,795.83
474C	1000027262	Federal Home Loan Discount	NEWNEWYORK		2/19/2016	4/8/2016	0.30	99.995	2,484,875.75	2,485,000.00	2,483,985.29
322S	1000027155	Federal Home Loan Discount	ERIECANAL		1/5/2016	4/12/2016	0.38	99.993	2,503,824.72	2,504,000.00	2,501,443.83
060B	1000027274	Federal Home Loan Discount	ERIECTYSTA		2/23/2016	4/14/2016	0.32	99.992	4,707,623.36	4,708,000.00	4,705,899.06
010C	1000027225	Federal Home Loan Discount	ESWHSGEDL		2/3/2016	4/15/2016	0.32	99.991	3,352,698.23	3,353,000.00	3,350,854.08
025C	1000026764	Federal Home Loan Discount	125MAIDLN		10/15/2015	4/20/2016	0.17	99.986	998,860.14	999,000.00	998,113.09
201P	1000027283	Federal Home Loan Discount	HIRSKMIRVL		2/29/2016	4/22/2016	0.31	99.984	6,496,960.32	6,498,000.00	6,495,034.39
050P	1000027269	Federal Home Loan Discount	EMPSTEDFD		2/22/2016	4/25/2016	0.32	99.982	3,985,282.52	3,986,000.00	3,983,767.84
085S	1000027270	Federal Home Loan Discount	USANIAGARA		2/22/2016	4/25/2016	0.32	99.982	6,025,915.14	6,027,000.00	6,023,624.88
199P	1000027271	Federal Home Loan Discount	SPECLEGINI		2/22/2016	4/25/2016	0.32	99.982	5,993,920.90	5,995,000.00	5,991,642.80
230S	1000027272	Federal Home Loan Discount	HCHSGDEV		2/22/2016	4/25/2016	0.32	99.982	399,928.00	400,000.00	399,776.00
029C	1000027281	Federal Home Loan Discount	TENRELSRSV		2/26/2016	5/4/2016	0.33	99.975	6,515,370.75	6,517,000.00	6,512,937.74
226P	1000027280	Federal Home Loan Discount	URBCOMDEV		2/26/2016	5/4/2016	0.33	99.975	1,499,625.00	1,500,000.00	1,499,065.00
055P	1000027288	Federal Home Loan Discount	JOBSNOW		3/1/2016	5/9/2016	0.33	99.971	4,995,550.87	4,997,000.00	4,993,887.29
618P	1000027289	Federal Home Loan Discount	EDINCOME		3/1/2016	5/9/2016	0.33	99.971	1,998,420.29	1,999,000.00	1,997,754.79
322S	1000027230	Federal Home Loan Discount	ERIECANAL		2/8/2016	5/17/2016	0.39	99.964	1,801,351.28	1,802,000.00	1,800,067.36
504S	1000027250	Federal Home Loan Discount	PADISNTRNA		2/16/2016	5/17/2016	0.35	99.964	2,507,097.12	2,508,000.00	2,505,781.12
007C	1000026888	Federal Home Loan Discount	HOUSGREPFD		12/9/2015	5/18/2016	0.49	99.964	1,957,295.12	1,958,000.00	1,953,709.24
947B	1000027608	Federal Home Loan Discount	GEN9CBSV		3/31/2016	5/25/2016	0.23	99.958	10,865,434.60	10,870,000.00	10,866,180.40
053S	1000027252	Federal Home Loan Discount	EMPZOCITY		2/17/2016	5/31/2016	0.37	99.954	1,599,264.00	1,600,000.00	1,598,312.89
225P	1000027253	Federal Home Loan Discount	REGRLTFLA		2/17/2016	5/31/2016	0.37	99.954	2,461,867.02	2,463,000.00	2,460,402.90
010C	1000027388	Federal Home Loan Discount	UDCGENWC		3/23/2016	6/15/2016	0.35	99.936	1,301,166.72	1,302,000.00	1,300,951.89
415B	1000027394	Federal Home Loan Discount	COLULNSV		3/23/2016	6/22/2016	0.35	99.928	3,526,459.12	3,529,000.00	3,525,877.82
090B	1000027543	Federal Home Loan Discount	GN13ACAPCU		3/28/2016	6/24/2016	0.36	99.926	4,561,621.90	4,565,000.00	4,560,982.80
125B	1000027545	Federal Home Loan Discount	GN13ECAPCU		3/28/2016	6/24/2016	0.36	99.926	3,855,145.08	3,858,000.00	3,854,604.96

New York State Urban Development Corp. d/b/a ESD  
Investment Position Report  
As of 3/31/16

BAC	DEAL ID	Instrument Type	Portfolio	Rate	Settle	Maturity	Est YTM	Market Price		Cost (Including	
								a/o 3/31/16	Market Value (\$'s)	Par Amount (\$'s)	Purched Int.) (\$'s)
127B	1000027546	Federal Home Loan Discount	GN13EECTRA		3/28/2016	6/24/2016	0.36	99.926	1,342,006.18	1,343,000.00	1,341,818.16
135B	1000027547	Federal Home Loan Discount	GN13EUPRBL		3/28/2016	6/24/2016	0.36	99.926	3,068,727.46	3,071,000.00	3,068,297.52
168B	1000027557	Federal Home Loan Discount	GN14AFHMS		3/29/2016	6/24/2016	0.35	99.926	26,192,603.12	26,212,000.00	26,189,829.02
193B	1000027559	Federal Home Loan Discount	GN15AYTH		3/29/2016	6/24/2016	0.35	99.926	19,387,642.52	19,402,000.00	19,385,589.14
202B	1000027560	Federal Home Loan Discount	GN15ALOCTR		3/29/2016	6/24/2016	0.33	99.926	214,712,994.72	214,872,000.00	214,702,609.25
898B	1000027550	Federal Home Loan Discount	EH8A1ECODV		3/28/2016	6/24/2016	0.36	99.926	2,249,334.26	2,251,000.00	2,249,019.12
902B	1000027551	Federal Home Loan Discount	EH8A1CEFP		3/28/2016	6/24/2016	0.36	99.926	994,263.70	995,000.00	994,124.40
951B	1000027553	Federal Home Loan Discount	GEN9CCCAP		3/28/2016	6/24/2016	0.36	99.926	1,817,653.94	1,819,000.00	1,817,399.28
969B	1000027554	Federal Home Loan Discount	GEN9CEQUIP		3/28/2016	6/24/2016	0.36	99.926	2,096,447.48	2,098,000.00	2,096,153.76
010B	1000027403	Federal Home Loan Discount	GN10AEQUIP		3/24/2016	6/29/2016	0.37	99.922	19,205,008.40	19,220,000.00	19,201,097.66
036B	1000027404	Federal Home Loan Discount	GN11AEMONB		3/24/2016	6/29/2016	0.37	99.922	1,865,543.74	1,867,000.00	1,865,163.86
053B	1000027405	Federal Home Loan Discount	GN11AHSG		3/24/2016	6/29/2016	0.37	99.922	2,025,418.94	2,027,000.00	2,025,006.50
072B	1000027407	Federal Home Loan Discount	GN13ASTPO		3/24/2016	6/29/2016	0.37	99.922	5,288,871.46	5,293,000.00	5,287,794.48
082B	1000027408	Federal Home Loan Discount	GN13AAGED		3/24/2016	6/29/2016	0.37	99.922	2,503,046.10	2,505,000.00	2,502,536.40
083B	1000027409	Federal Home Loan Discount	GN13AUPCT		3/24/2016	6/29/2016	0.37	99.922	8,952,011.98	8,959,000.00	8,950,189.07
093B	1000027410	Federal Home Loan Discount	GN13ARSTR		3/24/2016	6/29/2016	0.37	99.922	32,944,283.40	32,970,000.00	32,937,574.92
096B	1000027411	Federal Home Loan Discount	GN13ANYSTD		3/24/2016	6/29/2016	0.37	99.922	4,191,727.90	4,195,000.00	4,190,874.33
099B	1000027412	Federal Home Loan Discount	GN13ACCAP		3/24/2016	6/29/2016	0.37	99.922	3,190,509.46	3,193,000.00	3,189,859.77
126B	1000027419	Federal Home Loan Discount	GN13ECAPED		3/24/2016	6/29/2016	0.37	99.922	1,609,743.42	1,611,000.00	1,609,415.63
128B	1000027420	Federal Home Loan Discount	GN13ECDV		3/24/2016	6/29/2016	0.37	99.922	17,911,018.50	17,925,000.00	17,907,371.26
129B	1000027421	Federal Home Loan Discount	GN13ECDRC2		3/24/2016	6/29/2016	0.37	99.922	1,373,927.50	1,375,000.00	1,373,647.73
131B	1000027422	Federal Home Loan Discount	GN13ENYSED		3/24/2016	6/29/2016	0.37	99.922	999,220.00	1,000,000.00	999,016.53
138B	1000027423	Federal Home Loan Discount	GN13ESTPO		3/24/2016	6/29/2016	0.37	99.922	13,022,834.26	13,033,000.00	13,020,182.41
202P	1000027581	Federal Home Loan Discount	HIRSKMISC		3/31/2016	6/29/2016	0.30	99.922	3,052,617.10	3,055,000.00	3,052,708.75
249S	1000027582	Federal Home Loan Discount	HCDCVTRP		3/31/2016	6/29/2016	0.30	99.922	914,286.30	915,000.00	914,313.75
262P	1000027583	Federal Home Loan Discount	REDLOCASS		3/31/2016	6/29/2016	0.30	99.922	1,480,844.04	1,482,000.00	1,480,888.50
188B	1000027548	Federal Home Loan Discount	GN15ACOR		3/28/2016	6/30/2016	0.36	99.921	83,975,606.82	84,042,000.00	83,963,000.52
									568,405,571.39	568,795,000.00	568,318,968.36
010C	1000026419	Freddie Mac Discount	UDCGENWC		8/14/2015	4/4/2016	0.28	99.997	10,024,699.25	10,025,000.00	10,006,754.50
146P	1000026882	Freddie Mac Discount	MERF		12/4/2015	4/7/2016	0.35	99.996	9,535,618.56	9,536,000.00	9,524,411.11
504S	1000026906	Freddie Mac Discount	PADISNTRNA		12/15/2015	4/14/2016	0.46	99.992	2,607,791.36	2,608,000.00	2,603,967.74
007C	1000026873	Freddie Mac Discount	HOUSGREPFD		12/3/2015	4/19/2016	0.32	99.986	10,341,551.98	10,343,000.00	10,330,312.59
026C	1000026787	Freddie Mac Discount	OPEBLIAB		10/27/2015	4/19/2016	0.16	99.986	4,004,439.30	4,005,000.00	4,001,885.00
799B	1000027568	Freddie Mac Discount	CPSB4AREV		9/29/2015	4/19/2016	0.20	99.986	12,491,250.98	12,493,000.00	12,479,262.90
010C	1000026433	Freddie Mac Discount	UDCGENWC		8/21/2015	5/2/2016	0.30	99.976	15,037,390.16	15,041,000.00	15,009,037.88
799B	1000026795	Freddie Mac Discount	CPSB4AREV		11/2/2015	5/2/2016	0.15	99.976	8,057,065.84	8,059,000.00	8,052,888.59
008C	1000026898	Freddie Mac Discount	RECOVXHSG		12/11/2015	5/3/2016	0.52	99.976	11,142,325.20	11,145,000.00	11,121,818.40
310P	1000027162	Freddie Mac Discount	EDGENERAL		1/6/2016	5/4/2016	0.41	99.975	9,318,669.75	9,321,000.00	9,308,367.46
146P	1000027168	Freddie Mac Discount	MERF		1/8/2016	5/5/2016	0.38	99.974	5,008,697.40	5,010,000.00	5,003,759.77
025C	1000026872	Freddie Mac Discount	125MAIDLN		12/3/2015	6/1/2016	0.36	99.953	13,008,882.95	13,015,000.00	12,991,442.85
007C	1000027148	Freddie Mac Discount	HOUSGREPFD		1/4/2016	6/2/2016	0.42	99.947	10,027,682.51	10,033,000.00	10,015,442.25
026C	1000027150	Freddie Mac Discount	OPEBLIAB		1/4/2016	6/2/2016	0.42	99.947	4,312,713.05	4,315,000.00	4,307,448.75
008C	1000027197	Freddie Mac Discount	RECOVXHSG		1/22/2016	6/3/2016	0.38	99.946	7,157,133.06	7,161,000.00	7,150,946.75
212P	1000027304	Freddie Mac Discount	COMPRJMISC		3/4/2016	6/9/2016	0.35	99.941	4,982,058.85	4,985,000.00	4,980,298.87
799B	1000026844	Freddie Mac Discount	CPSB4AREV		11/24/2015	6/10/2016	0.28	99.940	11,746,947.60	11,754,000.00	11,735,807.42
146P	1000027229	Freddie Mac Discount	MERF		2/4/2016	6/17/2016	0.40	99.932	5,006,593.20	5,010,000.00	5,002,633.91
310P	1000027227	Freddie Mac Discount	EDGENERAL		2/3/2016	6/17/2016	0.40	99.932	4,015,267.76	4,018,000.00	4,012,048.54
504S	1000027326	Freddie Mac Discount	PADISNTRNA		3/17/2016	6/17/2016	0.33	99.932	3,002,956.60	3,005,000.00	3,002,465.79

New York State Urban Development Corp. d/b/a ESD  
Investment Position Report  
As of 3/31/16

BAC	DEAL ID	Instrument Type	Portfolio	Rate	Settle	Maturity	Est YTM	Market Price	Market Value (\$'s)	Par Amount (\$'s)	Cost (Including
								a/o 3/31/16			Purchased Int.) (\$'s)
026C	1000026908	Freddie Mac Discount	OPEBLIAB		12/16/2015	6/20/2016	0.53	99.930	5,016,486.00	5,020,000.00	5,006,309.96
378B	1000026899	Freddie Mac Discount	COLULNDSR		12/11/2015	6/30/2016	0.55	99.921	4,984,059.48	4,988,000.00	4,972,746.42
799B	1000026907	Freddie Mac Discount	CPSB4AREV		12/15/2015	6/30/2016	0.52	99.921	5,436,701.61	5,441,000.00	5,425,588.37
799B	1000027194	Freddie Mac Discount	CPSB4AREV		1/20/2016	7/14/2016	0.45	99.900	12,157,830.00	12,170,000.00	12,143,226.00
026C	1000027322	Freddie Mac Discount	OPEBLIAB		3/16/2016	8/3/2016	0.42	99.861	4,011,416.37	4,017,000.00	4,010,438.90
007C	1000027325	Freddie Mac Discount	HOUSGREPFD		3/17/2016	8/5/2016	0.42	99.858	9,027,163.20	9,040,000.00	9,025,129.20
618B	1000027561	Freddie Mac Discount	STFCR95DSR		3/29/2016	9/23/2016	0.47	99.799	10,329,196.50	10,350,000.00	10,325,947.75
010C	1000027282	Freddie Mac Discount	UDCGENWC		2/29/2016	9/30/2016	0.45	99.791	20,031,047.43	20,073,000.00	20,019,304.73
109B	1000027389	Freddie Mac Discount	GN13BTXCAP		3/23/2016	9/30/2016	0.39	99.791	9,499,105.29	9,519,000.00	9,499,303.60
148B	1000027390	Freddie Mac Discount	GN13FECTRA		3/23/2016	9/30/2016	0.39	99.791	9,053,039.52	9,072,000.00	9,053,228.52
154B	1000027395	Freddie Mac Discount	GN13FREGCA		3/23/2016	9/30/2016	0.39	99.791	7,085,161.00	7,100,000.00	7,085,308.92
175B	1000027399	Freddie Mac Discount	GN14BHSG		3/23/2016	9/30/2016	0.39	99.791	11,482,950.37	11,507,000.00	11,483,190.10
178B	1000027392	Freddie Mac Discount	GN14BNANO		3/23/2016	9/30/2016	0.39	99.791	32,158,647.66	32,226,000.00	32,159,319.04
206B	1000027383	Freddie Mac Discount	GN15BNANO		3/22/2016	9/30/2016	0.39	99.791	48,999,376.82	49,102,000.00	48,999,867.84
799B	1000027311	Freddie Mac Discount	CPSB4AREV		3/9/2016	10/3/2016	0.48	99.783	12,832,093.80	12,860,000.00	12,824,334.93
010C	1000027315	Freddie Mac Discount	UDCGENWC		3/15/2016	10/19/2016	0.51	99.764	10,019,298.52	10,043,000.00	10,011,983.87
799B	1000027380	Freddie Mac Discount	CPSB4AREV		3/21/2016	11/15/2016	0.43	99.720	3,098,300.40	3,107,000.00	3,098,130.38
744B	1000027328	Freddie Mac Discount	CYSV2BBSV		3/17/2016	12/30/2016	0.49	99.642	3,579,140.64	3,592,000.00	3,577,919.36
884B	1000027330	Freddie Mac Discount	SVCT07ABSV		3/17/2016	12/30/2016	0.49	99.642	26,942,200.38	27,039,000.00	26,933,007.12
910B	1000027331	Freddie Mac Discount	SVCT08ABSV		3/17/2016	12/30/2016	0.49	99.642	18,170,715.12	18,236,000.00	18,164,514.88
911B	1000027333	Freddie Mac Discount	SVCT08BBSV		3/17/2016	12/30/2016	0.49	99.642	48,213,774.54	48,387,000.00	48,197,322.96
990B	1000027338	Freddie Mac Discount	SVCT10ABSV		3/17/2016	12/30/2016	0.49	99.642	29,258,876.88	29,364,000.00	29,248,893.12
106B	1000027544	Freddie Mac Discount	GN13BTXUPR		3/28/2016	2/3/2017	0.54	99.527	13,135,573.46	13,198,000.00	13,136,233.36
206B	1000027549	Freddie Mac Discount	GN15BNANO		3/28/2016	2/3/2017	0.54	99.527	2,991,781.62	3,006,000.00	2,991,931.92
939B	1000027552	Freddie Mac Discount	FE9B1EQUIP		3/28/2016	2/3/2017	0.54	99.527	1,643,190.77	1,651,000.00	1,643,273.32
157B	1000027569	Freddie Mac Discount	GN13FNANO		3/30/2016	3/10/2017	0.55	99.464	44,799,580.24	45,041,000.00	44,803,596.40
									564,786,442.98	566,031,000.00	564,481,052.04
625B	1000022014	NYS PIT Bond	CKULNRFDSI	4.000000	8/8/2013	12/15/2016	0.78	102.400	409,600.00	400,000.00	444,891.56
									409,600.00	400,000.00	444,891.56
437B	1000025503	State and Local	COP15FARCI	0.280000	2/9/2015	8/1/2016	0.28		3,135,110.00	3,135,110.00	3,135,110.00
									3,135,110.00	3,135,110.00	3,135,110.00
744B	1000027359	US Treasury Bill	CYSV2BBSV		3/17/2016	5/19/2016	0.23	99.976	82,980.08	83,000.00	82,966.59
054P	1000027295	US Treasury Bill	INTRSTSUBS		3/3/2016	5/26/2016	0.30	99.970	1,978,406.30	1,979,000.00	1,977,637.79
085S	1000027317	US Treasury Bill	USANIAGARA		3/15/2016	5/26/2016	0.27	99.970	5,306,407.60	5,308,000.00	5,305,186.76
033B	1000027297	US Treasury Bill	GN11ADWNRV		3/3/2016	6/9/2016	0.23	99.969	2,999.07	3,000.00	2,998.12
126P	1000027306	US Treasury Bill	NYSINOVCAP		3/8/2016	6/9/2016	0.28	99.969	20,023,790.70	20,030,000.00	20,015,511.63
137B	1000027299	US Treasury Bill	GN13EYTH		3/3/2016	6/9/2016	0.23	99.969	25,991.94	26,000.00	25,983.72
169B	1000027298	US Treasury Bill	GN14AITPR		3/3/2016	6/9/2016	0.23	99.969	4,998.45	5,000.00	4,996.87
952B	1000027302	US Treasury Bill	GEN9CCEFP		3/3/2016	6/9/2016	0.23	99.969	19,993.80	20,000.00	19,987.48
010B	1000027347	US Treasury Bill	GN10AEQUIP		3/17/2016	6/16/2016	0.24	99.962	45,982.52	46,000.00	45,972.09
046B	1000027346	US Treasury Bill	GN11AEQUIP		3/17/2016	6/16/2016	0.24	99.962	56,978.34	57,000.00	56,965.42
053S	1000027323	US Treasury Bill	EMPZOCITY		3/16/2016	6/16/2016	0.33	99.962	2,001,239.24	2,002,000.00	2,000,311.65
115B	1000027348	US Treasury Bill	GN13CCOI		3/17/2016	6/16/2016	0.24	99.962	57,977.96	58,000.00	57,964.81
124B	1000027349	US Treasury Bill	GN13EFCOI		3/17/2016	6/16/2016	0.24	99.962	27,989.36	28,000.00	27,983.01
142B	1000027350	US Treasury Bill	GN13EDEDHY		3/17/2016	6/16/2016	0.24	99.962	36,985.94	37,000.00	36,977.55
144B	1000027351	US Treasury Bill	GN13FBURIC		3/17/2016	6/16/2016	0.24	99.962	2,998.86	3,000.00	2,998.18

New York State Urban Development Corp. d/b/a ESD

Investment Position Report

As of 3/31/16

BAC	DEAL ID	Instrument Type	Portfolio	Rate	Settle	Maturity	Est YTM	Market Price	Market Value (\$'s)	Par Amount (\$'s)	Cost (Including
								a/o 3/31/16			Purchased Int.) (\$'s)
157B	1000027352	US Treasury Bill	GN13FNANO		3/17/2016	6/16/2016	0.24	99.962	4,998.10	5,000.00	4,996.97
177B	1000027353	US Treasury Bill	GN14BBURIC		3/17/2016	6/16/2016	0.24	99.962	3,998.48	4,000.00	3,997.57
437B	1000027354	US Treasury Bill	COP15FARCI		3/17/2016	6/16/2016	0.24	99.962	16,993.54	17,000.00	16,989.69
896B	1000027362	US Treasury Bill	EH8A1CCAP		3/17/2016	6/16/2016	0.24	99.962	30,988.22	31,000.00	30,981.19
974B	1000027363	US Treasury Bill	GEN9DTXCAI		3/17/2016	6/16/2016	0.24	99.962	35,986.32	36,000.00	35,978.16
380B	1000026929	US Treasury Bill	CORULNTBSV		12/17/2015	6/23/2016	0.44	99.951	253,875.54	254,000.00	253,413.26
381B	1000026930	US Treasury Bill	CORULNTDSR		12/17/2015	6/23/2016	0.44	99.951	701,656.02	702,000.00	700,378.38
415B	1000026928	US Treasury Bill	COLULNBSV		12/17/2015	6/23/2016	0.44	99.951	1,823,106.24	1,824,000.00	1,819,786.56
020B	1000027439	US Treasury Bill	GN10BTXNYR		3/24/2016	6/30/2016	0.22	99.950	30,984.50	31,000.00	30,981.27
103B	1000027457	US Treasury Bill	GN13BTXNAN		3/24/2016	6/30/2016	0.22	99.950	615,692.00	616,000.00	615,627.73
106B	1000027458	US Treasury Bill	GN13BTXUPR		3/24/2016	6/30/2016	0.22	99.950	2,998.50	3,000.00	2,998.19
110B	1000027459	US Treasury Bill	GN13BTXNSP		3/24/2016	6/30/2016	0.22	99.950	352,823.50	353,000.00	352,786.67
166B	1000027584	US Treasury Bill	GN14ACOR		3/31/2016	6/30/2016	0.11	99.950	29,985.00	30,000.00	29,991.66
380B	1000027296	US Treasury Bill	CORULNTBSV		3/3/2016	6/30/2016	0.31	99.950	127,936.00	128,000.00	127,867.73
380B	1000027366	US Treasury Bill	CORULNTBSV		3/17/2016	6/30/2016	0.27	99.950	491,754.00	492,000.00	491,612.55
415B	1000027292	US Treasury Bill	COLULNBSV		3/2/2016	6/30/2016	0.31	99.950	913,543.00	914,000.00	913,055.53
458B	1000027355	US Treasury Bill	SYRULN95BS		3/17/2016	6/30/2016	0.25	99.950	71,964.00	72,000.00	71,947.92
609B	1000027206	US Treasury Bill	UFCGRR95DS		1/25/2016	6/30/2016	0.29	99.950	882,558.50	883,000.00	881,894.80
624B	1000027357	US Treasury Bill	CKULNRFBSV		3/17/2016	6/30/2016	0.25	99.950	100,949.50	101,000.00	100,926.94
625B	1000027207	US Treasury Bill	CKULNRFDSR		1/25/2016	6/30/2016	0.29	99.950	144,927.50	145,000.00	144,818.51
744B	1000027460	US Treasury Bill	CYSV2BBSV		3/24/2016	6/30/2016	0.22	99.950	1,244,377.50	1,245,000.00	1,244,247.61
783B	1000027360	US Treasury Bill	UFCGRR95BS		3/17/2016	6/30/2016	0.25	99.950	183,908.00	184,000.00	183,866.91
821B	1000027461	US Treasury Bill	FE4A3BSV		3/24/2016	6/30/2016	0.22	99.950	1,142,428.50	1,143,000.00	1,142,309.25
868B	1000027585	US Treasury Bill	FE05BEQUIP		3/31/2016	6/30/2016	0.11	99.950	163,918.00	164,000.00	163,954.40
884B	1000027174	US Treasury Bill	SVCT07ABSV		1/11/2016	6/30/2016	0.35	99.950	43,978.00	44,000.00	43,926.64
910B	1000027364	US Treasury Bill	SVCT08ABSV		3/17/2016	6/30/2016	0.27	99.950	627,686.00	628,000.00	627,505.45
914B	1000027175	US Treasury Bill	SVCT08DBSV		1/11/2016	6/30/2016	0.35	99.950	872,563.50	873,000.00	871,544.49
951B	1000027587	US Treasury Bill	GEN9CCCAP		3/31/2016	6/30/2016	0.11	99.950	274,862.50	275,000.00	274,923.53
972B	1000027462	US Treasury Bill	GEN9DTXSEM		3/24/2016	6/30/2016	0.22	99.950	477,761.00	478,000.00	477,711.13
990B	1000027176	US Treasury Bill	SVCT10ABSV		1/11/2016	6/30/2016	0.35	99.950	98,950.50	99,000.00	98,834.94
993B	1000027177	US Treasury Bill	SVCT10BBSV		1/11/2016	6/30/2016	0.35	99.950	198,900.50	199,000.00	198,668.22
993B	1000027365	US Treasury Bill	SVCT10BBSV		3/17/2016	6/30/2016	0.27	99.950	92,953.50	93,000.00	92,926.76
310P	1000027319	US Treasury Bill	EDGENERAL		3/15/2016	7/21/2016	0.34	99.919	5,987,146.48	5,992,000.00	5,984,756.34
146P	1000027307	US Treasury Bill	MERF		3/8/2016	7/28/2016	0.37	99.908	9,022,691.48	9,031,000.00	9,017,748.51
025C	1000027294	US Treasury Bill	125MADLN		3/3/2016	9/1/2016	0.47	99.853	4,997,642.65	5,005,000.00	4,993,208.78
046B	1000027374	US Treasury Bill	GN11AEQUIP		3/21/2016	9/15/2016	0.43	99.847	11,680,102.06	11,698,000.00	11,673,013.07
158B	1000027376	US Treasury Bill	GN13FBUFBL		3/21/2016	9/15/2016	0.43	99.847	33,716,334.96	33,768,000.00	33,695,871.55
178B	1000027377	US Treasury Bill	GN14BNANO		3/21/2016	9/15/2016	0.43	99.847	18,523,615.44	18,552,000.00	18,512,372.93
179B	1000027378	US Treasury Bill	GN14BECTRA		3/21/2016	9/15/2016	0.43	99.847	1,682,421.95	1,685,000.00	1,681,400.84
180B	1000027381	US Treasury Bill	GN14BGENM		3/21/2016	9/15/2016	0.43	99.847	27,954,164.59	27,997,000.00	27,937,198.41
181B	1000027382	US Treasury Bill	GN14BSTMU		3/21/2016	9/15/2016	0.43	99.847	20,059,262.30	20,090,000.00	20,047,087.76
614B	1000027356	US Treasury Bill	STFCR95BSV		3/17/2016	9/15/2016	0.40	99.847	2,049,858.91	2,053,000.00	2,048,838.00
823B	1000027379	US Treasury Bill	EH4B3TXEMPOP		3/21/2016	9/15/2016	0.43	99.847	1,488,718.77	1,491,000.00	1,487,815.22
995B	1000027367	US Treasury Bill	SVCT11ABSV		3/17/2016	9/15/2016	0.41	99.847	1,659,457.14	1,662,000.00	1,658,555.04
056B	1000027406	US Treasury Bill	GN11BCAPT		3/24/2016	9/22/2016	0.44	99.819	6,933,427.74	6,946,000.00	6,930,724.59
100B	1000027413	US Treasury Bill	GN13AREDP		3/24/2016	9/22/2016	0.44	99.819	1,815,707.61	1,819,000.00	1,814,999.72
107B	1000027416	US Treasury Bill	GN13BTXSUC		3/24/2016	9/22/2016	0.44	99.819	45,143,142.75	45,225,000.00	45,125,542.69
108B	1000027417	US Treasury Bill	GN13BTXRCF		3/24/2016	9/22/2016	0.44	99.819	6,569,088.39	6,581,000.00	6,566,527.58
145B	1000027424	US Treasury Bill	GN13FCAPUN		3/24/2016	9/22/2016	0.44	99.819	2,005,363.71	2,009,000.00	2,004,581.87

New York State Urban Development Corp. d/b/a ESD  
Investment Position Report  
As of 3/31/16

BAC	DEAL ID	Instrument Type	Portfolio	Rate	Settle	Maturity	Est YTM	Market Price	Market Value (\$'s)	Par Amount (\$'s)	Cost (Including
								a/o 3/31/16			Purchased Int.) (\$'s)
202B	1000027433	US Treasury Bill	GN15ALOCTR		3/24/2016	9/22/2016	0.44	99.819	33,041,087.19	33,101,000.00	33,028,205.38
208B	1000027434	US Treasury Bill	GN15BBURIC		3/24/2016	9/22/2016	0.44	99.819	53,778,484.44	53,876,000.00	53,757,517.70
003B	1000027437	US Treasury Bill	GN10AADEL		3/24/2016	10/13/2016	0.33	99.851	128,807.79	129,000.00	128,759.95
008B	1000027438	US Treasury Bill	GN10AUPCTY		3/24/2016	10/13/2016	0.33	99.851	2,995.53	3,000.00	2,994.42
023B	1000027440	US Treasury Bill	GN10CBACOR		3/24/2016	10/13/2016	0.33	99.851	91,862.92	92,000.00	91,828.80
024B	1000027441	US Treasury Bill	GN10CBAYTH		3/24/2016	10/13/2016	0.33	99.851	56,915.07	57,000.00	56,893.93
035B	1000027485	US Treasury Bill	GN11AEMOFB		3/24/2016	10/13/2016	0.33	99.851	32,950.83	33,000.00	32,938.59
037B	1000027486	US Treasury Bill	GN11ALUFST		3/24/2016	10/13/2016	0.33	99.851	177,734.78	178,000.00	177,668.77
041B	1000027442	US Treasury Bill	GN11ARSTR		3/24/2016	10/13/2016	0.33	99.851	2,995.53	3,000.00	2,994.42
045B	1000027443	US Treasury Bill	GN11AUPRBL		3/24/2016	10/13/2016	0.33	99.851	998.51	1,000.00	998.14
047B	1000027444	US Treasury Bill	GN11ACORFA		3/24/2016	10/13/2016	0.33	99.851	10,983.61	11,000.00	10,979.53
049B	1000027445	US Treasury Bill	GN11ASTPO		3/24/2016	10/13/2016	0.33	99.851	2,995.53	3,000.00	2,994.42
051B	1000027446	US Treasury Bill	GN11AAGMK		3/24/2016	10/13/2016	0.33	99.851	998.51	1,000.00	998.14
057B	1000027447	US Treasury Bill	GN11BEDF		3/24/2016	10/13/2016	0.33	99.851	199,702.00	200,000.00	199,627.83
058B	1000027448	US Treasury Bill	GN11BEMOFB		3/24/2016	10/13/2016	0.33	99.851	600,104.51	601,000.00	599,881.64
062B	1000027449	US Treasury Bill	GN11BNYJVT		3/24/2016	10/13/2016	0.33	99.851	3,994.04	4,000.00	3,992.56
071B	1000027450	US Treasury Bill	GN13AYTH		3/24/2016	10/13/2016	0.33	99.851	2,995.53	3,000.00	2,994.42
074B	1000027451	US Treasury Bill	GN13AHMS		3/24/2016	10/13/2016	0.33	99.851	4,992.55	5,000.00	4,990.70
076B	1000027452	US Treasury Bill	GN13ABCOI		3/24/2016	10/13/2016	0.33	99.851	33,949.34	34,000.00	33,936.73
078B	1000027453	US Treasury Bill	GN13AARCUL		3/24/2016	10/13/2016	0.33	99.851	501,252.02	502,000.00	501,065.86
079B	1000027454	US Treasury Bill	GN13ADWNRV		3/24/2016	10/13/2016	0.33	99.851	685,976.37	687,000.00	685,721.61
080B	1000027455	US Treasury Bill	GN13A1CDV		3/24/2016	10/13/2016	0.33	99.851	551,177.52	552,000.00	550,972.82
084B	1000027456	US Treasury Bill	GN13AUPRBL		3/24/2016	10/13/2016	0.33	99.851	1,997.02	2,000.00	1,996.28
095B	1000027643	US Treasury Bill	GN13ASUNYH		3/29/2016	10/13/2016	0.30	99.851	32,950.83	33,000.00	32,945.55
085B	1000027491	US Treasury Bill	GN13ABURIC		3/24/2016	11/10/2016	0.32	99.830	611,957.90	613,000.00	611,741.31
086B	1000027492	US Treasury Bill	GN13AECTRA		3/24/2016	11/10/2016	0.32	99.830	715,781.10	717,000.00	715,527.76
087B	1000027496	US Treasury Bill	GN13ARCF		3/24/2016	11/10/2016	0.32	99.830	1,996.60	2,000.00	1,995.89
091B	1000027487	US Treasury Bill	GN13ACAPED		3/24/2016	11/10/2016	0.32	99.830	837,573.70	839,000.00	837,277.25
092B	1000027488	US Treasury Bill	GN13ACAPUN		3/24/2016	11/10/2016	0.32	99.830	49,915.00	50,000.00	49,897.33
097B	1000027489	US Treasury Bill	GN13ANYUST		3/24/2016	11/10/2016	0.32	99.830	795,645.10	797,000.00	795,363.49
098B	1000027490	US Treasury Bill	GN13ANYJVT		3/24/2016	11/10/2016	0.32	99.830	107,816.40	108,000.00	107,778.24
117B	1000027493	US Treasury Bill	GN13CCCHIPS		3/24/2016	11/10/2016	0.32	99.830	53,908.20	54,000.00	53,889.12
118B	1000027494	US Treasury Bill	GN13CCHIPS		3/24/2016	11/10/2016	0.32	99.830	99,830.00	100,000.00	99,794.67
119B	1000027497	US Treasury Bill	GN13CMARCH		3/24/2016	11/10/2016	0.32	99.830	1,996.60	2,000.00	1,995.89
120B	1000027498	US Treasury Bill	GN13CHWBRI		3/24/2016	11/10/2016	0.32	99.830	3,993.20	4,000.00	3,991.79
132B	1000027495	US Treasury Bill	GN13EREGCA		3/24/2016	11/10/2016	0.32	99.830	918,436.00	920,000.00	918,110.93
133B	1000027499	US Treasury Bill	GN13ESIP		3/24/2016	11/10/2016	0.32	99.830	913,444.50	915,000.00	913,121.20
134B	1000027500	US Treasury Bill	GN13EUPSTD		3/24/2016	11/10/2016	0.32	99.830	444,243.50	445,000.00	444,086.27
136B	1000027501	US Treasury Bill	GN13ECOR		3/24/2016	11/10/2016	0.32	99.830	94,838.50	95,000.00	94,804.93
147B	1000027503	US Treasury Bill	GN13FCOE		3/24/2016	11/10/2016	0.32	99.830	728,759.00	730,000.00	728,501.07
149B	1000027504	US Treasury Bill	GN13FUPJVT		3/24/2016	11/10/2016	0.32	99.830	177,697.40	178,000.00	177,634.51
150B	1000027505	US Treasury Bill	GN13FDWNRV		3/24/2016	11/10/2016	0.32	99.830	748,725.00	750,000.00	748,460.00
155B	1000027506	US Treasury Bill	GN13FUPSTD		3/24/2016	11/10/2016	0.32	99.830	404,311.50	405,000.00	404,168.40
159B	1000027502	US Treasury Bill	GN13FHSG		3/24/2016	11/10/2016	0.32	99.830	5,989.80	6,000.00	5,987.68
163B	1000027507	US Treasury Bill	GN14ACAPUN		3/24/2016	11/10/2016	0.32	99.830	852,548.20	854,000.00	852,246.45
167B	1000027508	US Treasury Bill	GN14AOGSBD		3/24/2016	11/10/2016	0.32	99.830	2,994.90	3,000.00	2,993.84
170B	1000027509	US Treasury Bill	GN14ACHIPS		3/24/2016	11/10/2016	0.32	99.830	70,879.30	71,000.00	70,854.21
747B	1000027510	US Treasury Bill	EE2C1COF		3/24/2016	11/10/2016	0.32	99.830	370,369.30	371,000.00	370,238.21
624B	1000027358	US Treasury Bill	CKULNRFBSV		3/17/2016	12/8/2016	0.32	99.767	922,844.75	925,000.00	922,829.98

New York State Urban Development Corp. d/b/a ESD  
Investment Position Report  
As of 3/31/16

BAC	DEAL ID	Instrument Type	Portfolio	Rate	Settle	Maturity	Est YTM	Market Price a/o 3/31/16	Market Value (\$'s)	Par Amount (\$'s)	Cost (Including Purched Int.) (\$'s)
755B	1000027463	US Treasury Bill	EH2DSIP		3/24/2016	12/8/2016	0.36	99.767	137,678.46	138,000.00	137,644.57
771B	1000027464	US Treasury Bill	EH03C1CCAP		3/24/2016	12/8/2016	0.36	99.767	5,986.02	6,000.00	5,984.55
772B	1000027465	US Treasury Bill	EH03C1EMMP		3/24/2016	12/8/2016	0.36	99.767	574,657.92	576,000.00	574,516.45
773B	1000027466	US Treasury Bill	EH03C1SFP		3/24/2016	12/8/2016	0.36	99.767	358,163.53	359,000.00	358,075.36
777B	1000027467	US Treasury Bill	FE03BEQU		3/24/2016	12/8/2016	0.36	99.767	142,666.81	143,000.00	142,631.69
783B	1000027361	US Treasury Bill	UFCGRR95BS		3/17/2016	12/8/2016	0.32	99.767	1,581,306.95	1,585,000.00	1,581,281.63
808B	1000027468	US Treasury Bill	FE03BCRFA		3/24/2016	12/8/2016	0.36	99.767	148,652.83	149,000.00	148,616.23
871B	1000027469	US Treasury Bill	EH7AMETPJ		3/24/2016	12/8/2016	0.36	99.767	157,631.86	158,000.00	157,593.05
899B	1000027470	US Treasury Bill	EH8A1CULT		3/24/2016	12/8/2016	0.36	99.767	840,038.14	842,000.00	839,831.34
901B	1000027472	US Treasury Bill	EH8A1BUF		3/24/2016	12/8/2016	0.36	99.767	235,450.12	236,000.00	235,392.16
902B	1000027473	US Treasury Bill	EH8A1CEFP		3/24/2016	12/8/2016	0.36	99.767	66,843.89	67,000.00	66,827.43
903B	1000027474	US Treasury Bill	EH8A1SIP		3/24/2016	12/8/2016	0.36	99.767	6,983.69	7,000.00	6,981.97
904B	1000027476	US Treasury Bill	EH8A1YANK		3/24/2016	12/8/2016	0.36	99.767	331,226.44	332,000.00	331,144.90
905B	1000027477	US Treasury Bill	EH8A1ATLY		3/24/2016	12/8/2016	0.36	99.767	220,485.07	221,000.00	220,430.79
907B	1000027479	US Treasury Bill	EH8A2TXTEC		3/24/2016	12/8/2016	0.36	99.767	438,974.80	440,000.00	438,866.73
932B	1000027475	US Treasury Bill	EH9A1ECODV		3/24/2016	12/8/2016	0.36	99.767	15,962.72	16,000.00	15,958.79
935B	1000027471	US Treasury Bill	FE9B1BSV		3/24/2016	12/8/2016	0.36	99.767	247,422.16	248,000.00	247,361.25
949B	1000027478	US Treasury Bill	GEN9CARCUL		3/24/2016	12/8/2016	0.36	99.767	8,979.03	9,000.00	8,976.82
954B	1000027480	US Treasury Bill	GEN9CDWNRV		3/24/2016	12/8/2016	0.36	99.767	997.67	1,000.00	997.42
960B	1000027481	US Treasury Bill	GEN9CNYTDP		3/24/2016	12/8/2016	0.36	99.767	1,995.34	2,000.00	1,994.85
962B	1000027482	US Treasury Bill	GEN9CSIP		3/24/2016	12/8/2016	0.36	99.767	767,208.23	769,000.00	767,019.36
982B	1000027483	US Treasury Bill	GEN9EBAAMD		3/24/2016	12/8/2016	0.36	99.767	207,515.36	208,000.00	207,464.27
983B	1000027484	US Treasury Bill	GEN9EBACOR		3/24/2016	12/8/2016	0.36	99.767	76,820.59	77,000.00	76,801.68
104B	1000027414	US Treasury Bill	GN13BTXDNR		3/24/2016	1/5/2017	0.51	99.640	996,400.00	1,000,000.00	995,934.17
105B	1000027415	US Treasury Bill	GN13BTXUPC		3/24/2016	1/5/2017	0.51	99.640	13,197,318.00	13,245,000.00	13,191,148.04
109B	1000027418	US Treasury Bill	GN13BTXCAP		3/24/2016	1/5/2017	0.51	99.640	1,699,858.40	1,706,000.00	1,699,063.69
152B	1000027425	US Treasury Bill	GN13FSUN20		3/24/2016	1/5/2017	0.51	99.640	17,804,671.60	17,869,000.00	17,796,347.62
153B	1000027426	US Treasury Bill	GN13FNYS20		3/24/2016	1/5/2017	0.51	99.640	2,349,511.20	2,358,000.00	2,348,412.77
154B	1000027427	US Treasury Bill	GN13FREGCA		3/24/2016	1/5/2017	0.51	99.640	15,926,457.60	15,984,000.00	15,919,011.72
177B	1000027428	US Treasury Bill	GN14BBURIC		3/24/2016	1/5/2017	0.51	99.640	50,023,265.60	50,204,000.00	49,999,878.90
178B	1000027429	US Treasury Bill	GN14BNANO		3/24/2016	1/5/2017	0.51	99.640	41,087,550.40	41,236,000.00	41,068,341.30
180B	1000027430	US Treasury Bill	GN14BGENM		3/24/2016	1/5/2017	0.51	99.640	5,012,888.40	5,031,000.00	5,010,544.79
208B	1000027435	US Treasury Bill	GN15BBURIC		3/24/2016	1/5/2017	0.51	99.640	49,820,000.00	50,000,000.00	49,796,708.33
208B	1000027436	US Treasury Bill	GN15BBURIC		3/24/2016	1/5/2017	0.51	99.640	25,214,898.40	25,306,000.00	25,203,110.02
823B	1000027431	US Treasury Bill	EH4B3TXEMPPOP		3/24/2016	1/5/2017	0.51	99.640	5,321,772.40	5,341,000.00	5,319,284.38
975B	1000027432	US Treasury Bill	GEN9DTXDWR		3/24/2016	1/5/2017	0.51	99.640	8,663,698.00	8,695,000.00	8,659,647.58
157B	1000027556	US Treasury Bill	GN13FNANO		3/29/2016	3/2/2017	0.61	99.494	79,126,583.26	79,529,000.00	79,079,493.26
177B	1000027558	US Treasury Bill	GN14BBURIC		3/29/2016	3/2/2017	0.61	99.494	40,986,553.30	41,195,000.00	40,962,161.28
209B	1000027563	US Treasury Bill	GN15BGENM		3/29/2016	3/2/2017	0.61	99.494	20,035,106.78	20,137,000.00	20,023,183.44
974B	1000027562	US Treasury Bill	GEN9DTXCAI		3/29/2016	3/2/2017	0.61	99.494	2,130,166.54	2,141,000.00	2,128,898.83
									728,879,617.98	730,986,000.00	728,516,887.20
<b>GRAND TOTALS</b>									<b>2,570,077,189.89</b>	<b>2,574,844,826.71</b>	<b>2,568,738,593.24</b>

FOR CONSIDERATION

July 21, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Regional Council Award – Priority Project – Rochester (Finger Lakes Region – Monroe County) – Foodlink Capital – Regional Council Capital Fund (Capital Grants)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act;  
Authorization to Adopt the Proposed General Project Plan;  
Authorization to Make Grants and to Take Related Actions

---

General Project Plan

I. Project Summary

Grantee: Foodlink, Inc. (“Foodlink” or the “Organization”)

ESD\* Investment: Two grants of up to \$1,000,000 to be used for a portion of cost of the construction, building renovations, machinery, and equipment.

\* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Location: 1999 Mount Read Boulevard, Rochester, Monroe County

Proposed Project: Foodlink will renovate and equip a Value Added Processing Center (“VAP”), and an expanded kitchen and training facility, where it will establish a culinary workforce development and training program.

Project Type: Not-for-profit regional food service organization expansion

Regional Council: The project is consistent with the Finger Lakes Regional Economic Development Plan to support food processing, a key industry sector, to increase access to local healthy foods, and to promote workforce development for hard to place workers. The project also aligns with the Rochester-Monroe County Anti-Poverty Initiative. Access to food plays a central role in community development, poverty reduction, and

economic mobility for the region.

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Construction/Renovation	\$2,530,000
Machinery and Equipment	1,991,075
Furniture, Fixtures, and Equipment	34,620
Soft Costs	<u>301,970</u>

Total Project Costs \$4,857,665

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD-Grant (Z573)	\$750,000	15%
ESD-Grant (AA645)	250,000	5%
Private Donations/Capital Campaign*	3,525,797	73%
Grantee Equity*	<u>331,868</u>	<u>7%</u>

Total Project Financing \$4,857,665 100%

\*Equity will include internal cash and private donations/capital campaign funds

III. Project Description

A. Organization

Industry: Food processing

Organizational  
History:

Founded in 1978, Foodlink is a not-for-profit food distributor whose goal is to build a more equitable food system to foster community health, and reduce food insecurity and diet-related illnesses. Originally a food bank that served emergency food providers exclusively, Foodlink has evolved into a Food Hub. Foodlink Food Hub ("FFH") aggregates local produce and distributes it to underserved communities throughout the region. In 2015, it distributed nearly 19 million pounds of food, including 4.6 million pounds of produce. FFH achieves this mission through a variety of programs such as Kids Café, one of the first in the country to distribute healthy school meals to 3,500 children year-round, and Curbside Market, which brings affordable produce to Rochester neighborhoods where fresh fruits and vegetables are inaccessible. In addition, Foodlink administers several nutritional education programs such as the Just Say Yes to Fruits and Vegetables initiative, promoting healthy eating habits for Supplemental Nutrition Assistance Program ("SNAP") eligible residents. Today, Foodlink serves 10 counties in

Western and Central New York.

**Ownership:** Foodlink is a not-for-profit organization.

**Size:** Foodlink operates a 90,000-square-foot headquarters and processing facility in Rochester, NY. It employs 77 people.

**Market:** The Organization serves 10 counties in Central and Western New York State: Allegany, Genesee, Livingston, Monroe, Ontario, Orleans, Seneca, Wayne, Wyoming, and Yates. It is an arm of Feeding America Foodbank, the nation's largest domestic hunger-relief organization, facilitating a network of 200 foodbanks. As the largest food relief provider in the area, Foodlink serves about 200,000 people in the region annually, and partners with over 500 community based organizations.

**ESD Involvement:** In 2014, to meet local demand, Foodlink needed to increase its Value-Added Processing to extend the shelf life of fresh produce, such as the 4,000 pounds of apples given weekly to 50 school districts. Foodlink sought ESD funds to increase capacity of its VAP center, which included relocating it to its headquarters facility from elsewhere in Rochester and updating equipment. The expanded VAP center would increase year-round access by low income families to local, healthy foods, allowing Foodlink to further their mission of encouraging healthy eating habits.

After starting work on the VAP center, Foodlink needed to expand its commercial kitchen at its headquarters to a 28,000-square-foot facility to meet the local demands of food production, processing and culinary workforce development, and sought ESD funds to help finance this project.

As a result of the Governor's Regional Economic Development Council, in 2014 Foodlink was awarded a grant of \$750,000 through Round 4 of the Consolidated Funding Application ("CFA") process, and in 2015 a grant of \$250,000 through Round 5 of the CFA process, allowing the projects to proceed.

**Competition:** N/A

**Past ESD Support:** This is the Organization's first project with ESD.

## **B. The Project**

**Completion:** October 2016

**Activity:** Foodlink is nearing completion of construction of an 11,000-square-foot

facility that includes a commercial washing station and an Industrial Quick Freeze Machine. This will increase the amount of fresh local produce distributed by the Organization, furthering the goal of decreasing regional hunger and increasing access to healthy foods.

Foodlink is also nearing completion of an expansion of its commercial kitchen to 28,000 square feet, which increased its capacity to distribute locally grown foods to underserved communities. It also allowed for an increase in size of their workforce development for hard-to-place workers through partnerships with local colleges.

**Results:**

Foodlink's VAP center will be the only place in the Finger Lakes region to freeze local products for consumption in low-income communities and for small and mid-size farmers to process or freeze their excess produce, therefore furthering its mission of using food to empower individuals and help create healthier communities. The project also allowed the Organization to create 15-20 student internship placements through a partnership with Monroe Community College's Agriculture and Food Service Certification program.

**Economic Growth  
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.

- Fiscal benefits to NYS government from the project are estimated at \$174,562;
- Fiscal cost to NYS government is estimated at \$1,000,000;
- Ratio of project fiscal benefits to costs to NYS government is 0.17:1;
- Fiscal benefits to all governments (state and local) are estimated at \$305,731;
- Fiscal cost to all governments is \$1,000,000;
- The ratio of project fiscal benefit to cost ratio to all governments is 0.31:1;
- Economic benefits (total fiscal plus total net resident disposable income from project construction employment) are estimated at \$2,281,053;

- The economic benefit to cost ratio is 2.28:1;
- Project construction cost is \$2,831,970 which is expected to generate 23 direct job years and 15 indirect job years of employment;
- The payback period for NYS costs is not calculated.

See Project Summary Benefit-Cost Evaluation (attached) for detail and definitions.

Grantee Contact: Tracy A. Moran, Chief Financial Officer  
 1999 Mount Read Boulevard  
 Rochester, NY 14615  
 Phone: (585) 413-4072

ESD Project Nos.: Z573, AA645

Project Team:	Origination	Steven Golding
	Project Management	Edward Muszynski
	Contractor & Supplier Diversity	Geraldine Ford
	Finance	Angela Pitto
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Grantee shall pay a commitment fee of 1% of the \$1,000,000 in capital grants (\$10,000) 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. Funds will be disbursed in lump sum upon project completion, documentation of project costs totaling \$4,857,665, and a certificate of occupancy and/or other documentation verifying project completion as ESD may require. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses for Z573 (at least \$3,850,110) must be incurred on or after December 11, 2014, to be considered eligible project costs. Expenses for AA645 (at least \$1,007,555) must be incurred on or after December 10, 2015, to be considered eligible project costs. All disbursements require compliance with program

requirements and must be requested by no later than April 1, 2017 for AA645 and April 1, 2018 for Z573.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$1,000,000, 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 – Regional Council Capital Fund

The funding for Z573 was authorized in the 2014-2015 New York State budget and reappropriated in the 2015-2016 and 2016-2017 New York State budgets. The funding for AA645 was authorized in the 2015-2016 New York State budget and reappropriated in the 2016-2017 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 (“SEQRA”) 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 Grantee shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprises (“MWBE”) 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 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

July 21, 2016

Regional Council Award – Priority Project – Rochester (Finger Lakes Region – Monroe County) – Foodlink Capital – Regional Council Capital Fund (Capital Grants) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; 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 Foodlink Capital – Regional Council Capital Fund (Capital Grants) 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to Foodlink, Inc. grants for a total amount not to exceed One Million Dollars (1,000,000) 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or his 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

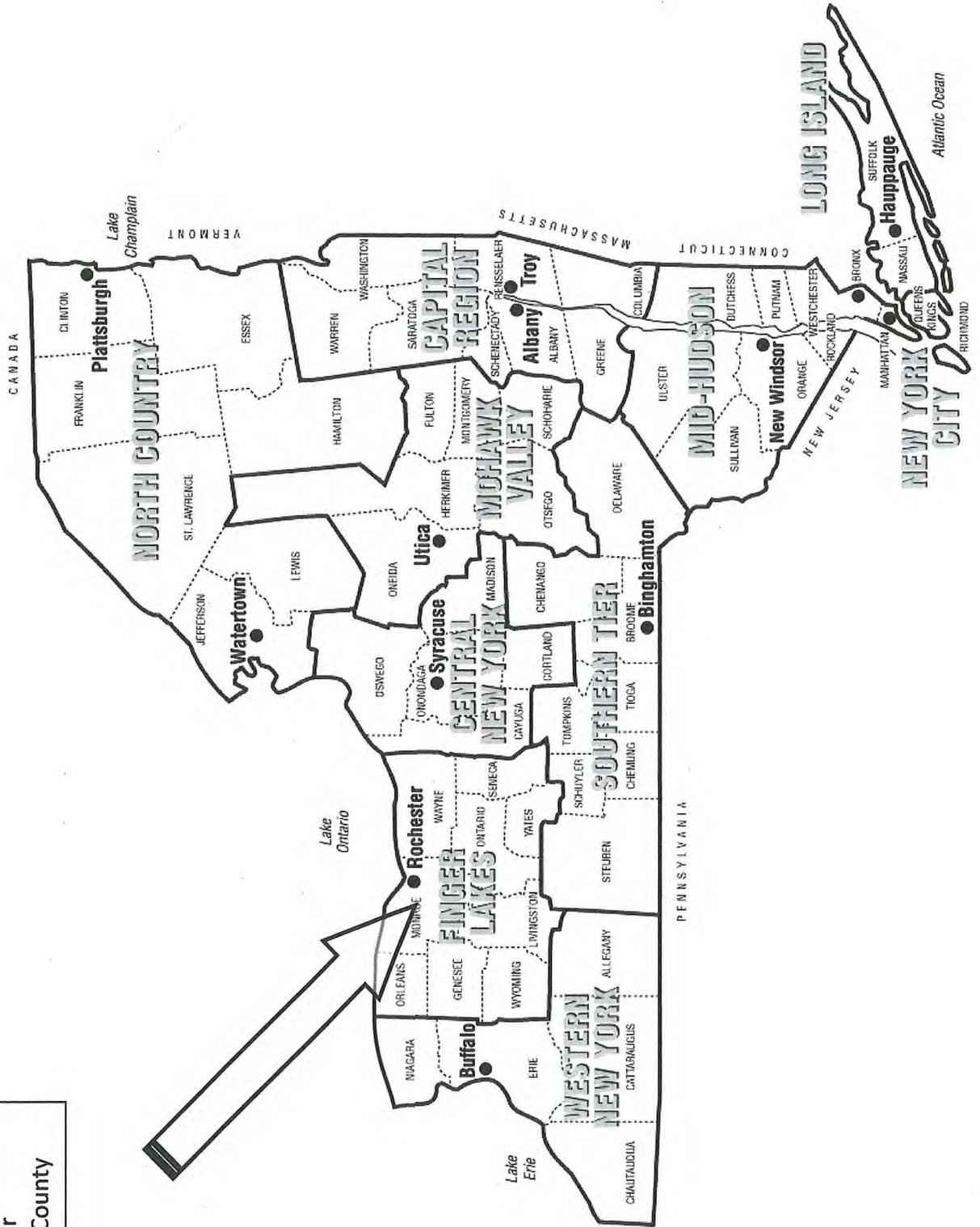
RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver

any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

**Foodlink Capital**  
Rochester  
Monroe County



**Project Summary  
Benefit-Cost Evaluation<sup>1</sup>**

**Economic Growth Investment Project  
Foodlink, Inc.**

The benefits reported in the table reflect only the impact of construction-related activity. Unlike typical ESD projects, infrastructure and economic growth investment projects may involve no permanent job commitments. Such projects generate long term benefits not captured in the period of analysis. This is reflected in the benefit cost estimates as compared to benchmarks developed for infrastructure and economic growth investment projects.

**Construction Job Years (Direct): 23**

**Construction Job Years (Indirect): 15**

<b>Evaluation Statistics</b>	<b>Project Result NYS Govt.</b>	<b>NYS Govt. Benchmarks for ESD Projects<sup>2</sup></b>	<b>Project Results State &amp; Local Governments</b>	<b>State &amp; Local Government Benchmarks for ESD Projects</b>
<b>Fiscal Costs<sup>3</sup></b>	\$1,000,000	\$794,250	\$1,000,000	\$1,020,500
<b>Fiscal Benefits(Taxes)<sup>4</sup></b>	\$174,562	\$2,085,600	\$305,731	\$4,271,980
<b>Fiscal B/C Ratio</b>	0.17	3.00	0.31	10.60
	<b>Project Results</b>	<b>Benchmarks for ESD Projects</b>		
<b>Economic Benefits<sup>5</sup></b>	\$2,281,053	\$119,468,000		
<b>Economic B/C Ratio</b>	2.28	30.00		

1 Dollar values are present value calculated over a 7-year period. Separate evaluations are made and reported for New York State government assistance alone and for State and Local government.

2 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.

3 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).

4 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 construction employment, corporate and business incomes, excise and user taxes, property taxes, and other taxes.

5 Economic benefits are estimated project benefits measuring loan repayments and all tax revenues generated by the project and collected by state and local governments.

FOR CONSIDERATION

July 21, 2016

**TO:** The Directors

**FROM:** Howard A. Zemsky

**SUBJECT:** Rochester (Finger Lakes Region – Monroe County) – AIM Photonics Institute Capital – Upstate Revitalization Initiative and New York Works (Capital Grants)

**REQUEST FOR:** Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make Grants and to Take Related Actions

---

General Project Plan

I. Project Summary

**Grantee:** The Research Foundation for the State University of New York ("SUNY RF") on behalf of SUNY Polytechnic Institute on behalf of American Institute of Manufacturing Integrated Photonics ("AIM Photonics" or the "Institute")

**ESD\* Investment:** Grants of up to \$78 million to be used for the cost of purchasing tooling, instruments, process licenses and equipment, and operations for the Federally designated Institute.

\* The New York State Urban Development Corporation doing business as Empire State Development ("ESD" or the "Corporation")

**Project Location:** Monroe County

**Proposed Project:** Purchase tooling, instruments, process licenses and equipment, and operations for use by AIM Photonics and its consortium of industry/university partners

**Project Type:** Federal, state, university, and industry partnership

Regional Council: The Finger Lakes Regional Economic Development Council (the “Council”) has been made aware of this item. The project is consistent with the Council’s Plan to support and grow the region’s optics, photonics and imaging industry, identified by the Council as the region’s top industry cluster.

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>	
Instruments, Tooling, Process Licenses & Equipment Operations*	\$68,000,000 <u>10,000,000</u>	
Total Project Costs	<u>\$78,000,000</u>	
<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD-Grant (#AB070 & AB071)	\$68,000,000	50%
ESD-Grant (#AB070)	<u>10,000,000</u>	<u>50%</u>
Total Project Financing	<u>\$78,000,000</u>	<u>100%</u>

\*Operating costs consist of facilities maintenance, rent, utilities, supplies, salaries for support personnel, and miscellaneous program support costs. These may only be funded using Upstate Revitalization Initiative funds.

III. Project Description

A. Organization

Industry: Photonics, Optics and Imaging

Organizational History: Established in 1951, the Research Foundation for the State University of New York on behalf of SUNY Polytechnic Institute administers externally funded contracts and grants for and on behalf of the State University of New York. SUNY RF provides the administrative flexibility to respond quickly to the special demands of externally funded contracts and grants in a manner that facilitates their scientific or technical execution.

Ownership: SUNY RF is a not-for-profit educational corporation.

Size: SUNY RF has over 17,000 employees statewide.

Background: On July 27, 2015, Vice President Biden announced that Rochester was selected as the location of the American Institute for Manufacturing Integrated Photonics (“AIM Photonics”). The Research Foundation for

the State University of New York on behalf of SUNY Polytechnic Institute (“SUNY RF”) will lead the Institute to secure U.S. leadership in the manufacture of integrated photonics. These emerging technologies have the potential to transform many industries. Just as integrated electronic circuits allowed for advanced processing in computers and cellphones, integrated photonic components can pack even more processing power into a single chip, creating new possibilities for computing and telecommunications. As an emerging technology for carrying light-waves, integrated photonics has the potential to revolutionize entire industries – from increasing the carrying capacity of broadband communications ten-fold, to creating needle-free tests for common conditions like diabetes, and improving imaging capabilities in defense operations. Rochester won this designation over the competing areas of San Diego, CA and Tampa, FL.

The Department of Defense (“DOD”) awarded AIM Photonics to a consortium of 124 companies, not-for-profits, and universities led by SUNY RF. With a total investment of over \$610 million – \$110 million in federal funds, and more than \$500 million in non-federal contributions – it is the largest public-private commitment to date for such an institute launched in the U.S. It is the kind of investment designed to accelerate recent manufacturing progress and create the foundation for American manufacturing leadership for years to come.

AIM Photonics will help spark new growth in manufacturing, building on the area’s legacy of leading optical and photonics technology capabilities, and position the U.S. for continued leadership in this critical technology area. Already, member companies are demonstrating what is possible - including Harris Corporation, Sydor Optics and Optimax, which have all recently opened or expanded operations in the region, highlighting the region’s fast-growing photonics cluster.

The Institute is the sixth in the National Network of Manufacturing Innovation. From the first, focused on 3D printing technologies in Youngstown, OH, to the fifth, focused on advanced materials in Knoxville, TN, each institute is dedicated to securing U.S. leadership in the emerging technologies required to win the next generation of advanced manufacturing.

AIM Photonics will bridge advanced research and commercial product development, yielding critical defense and telecommunications advances while also investing in education and workforce development to train and position the next generation of manufacturers in integrated photonics. It will bring together companies, universities, other academic and training institutions, and Federal agencies to co-invest in key

emerging technology areas that can encourage investment and production in the U.S.

**ESD Involvement:** The AIM Photonics Board of Officers, at its January 21, 2016, meeting designated ESD as the fiscal agent for the New York State (“NYS”) funds, and at its June 22, 2016, meeting approved an initial \$106 million in NYS funds, of which \$78 million is being requested today. NYS has committed \$250 million to support AIM Photonics, leveraging the \$110 million DOD award and \$250 million in private support for a total investment of more than \$600 million. The budget will focus on economic development, workforce development and academic research, with a breakdown as follows: \$50 million over five years to support operations, staff, and research & development (“R&D”); with investment in the Rochester area and in Albany on a wafer fabrication line to build and equip the facilities, and business operations, with headquarters in the Legacy Tower; a possible incubator in the Sibley Building; investments in academic facilities in the region at SUNY Polytechnic’s Canal Ponds site, at the University of Rochester and at the Rochester Institute of Technology. (The remaining \$28 million of the \$106 million approved, to be used for acquisition, construction and/or renovation of the TAP facility, will be requested following a competitive procurement process to locate a site for AIM Photonics’ R&D and future manufacturing.)

**Competition:** The two other competing locations were San Diego, CA and Tampa, FL.

**Past ESD Support:** Although ESD has committed millions of dollars in past funding to projects benefitting from SUNY RF throughout the State, this is ESD’s first project to SUNY RF in the Finger Lakes Region.

**B. The Project**

**Completion:** July 2017

**Activity:** AIM Photonics, in cooperation with its partners, will acquire and install specialized instruments, tooling and equipment to support the Institute’s tooling and packaging operations (“TAP”). An equipment list is attached hereto. Due to long lead times and deposits needed to order this equipment, it is anticipated that certain advances of funds may be provided. Although, Federal and private funds are a significant part of the Institute’s financing, NYS will need to lay out the initial \$78 million to initiate purchases for TAP and for initial operating costs.

**Results:** By attracting hundreds of millions of dollars of new investment in photonics, and convening leading photonics capabilities from across the nation in Rochester, the Institute will accelerate the growth of this

industry in the upstate New York area, bringing thousands of jobs and millions of dollars in investment.

**Economic Growth**

**Investment Project:** This project is an Economic Growth Investment project that does not yet involve permanent job commitments or construction spending. While such projects generate significant long term fiscal and economic benefits, such benefits are not estimated within the short-term period used in the benefit cost analysis. Therefore, no benefit cost analysis is provided.

**Grantee Contact:** Michael Liehr, Ph.D., CEO AIM Photonics  
c/o SUNY Polytechnic Institute  
257 Fuller Road  
Albany, NY 12203  
Phone: (518) 437-8686

**ESD Project Nos.:** AB070, AB071

<b>Project Team:</b>	Origination	Vincent Esposito
	Project Management	Edward Muszynski
	Legal	Stephen Gawlik
	Contractor & Supplier Diversity	Geraldine Ford
	Finance	John Bozek
	Environmental	Soo Kang

**C. 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. The Grantee will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after ESD's announcement of the project. For this project, however, ESD's grants constitute the equity contribution.
4. Up to \$78 million will be disbursed to Grantee in a manner to be determined, allowing for advances to allow the Grantee to place advance orders for the purchase of instruments, tooling and equipment 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. Expenditures reimbursed by ESD must have been incurred after the date of today's Directors' approval. All disbursements must be requested by April 1, 2018.

Capital expenditures must be reimbursed solely from the New York Works funding, and that must be clearly stipulated in the Grant Disbursement Agreement. The Upstate Revitalization Initiative funding may be used for both capital and operating expenses.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$78 million 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 – Upstate Revitalization Initiative and New York Works

The Upstate Revitalization Initiative funding (AB070) was authorized in the 2015-2016 New York State budget and reappropriated in the 2016-2017 New York State budget. The New York Works funding (AB071) was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014, 2014-2015, and 2015-2016 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 approval of funding to be used for the cost of purchase and installation of tooling, instruments and equipment for the AIM Photonics project constitutes a Type II action as defined in the New York State Environmental Quality Review Act (“SEQRA”) and the implementing regulations of the New York State Department of Environmental Conservation and is functionally independent from the site selection and facility upgrade/construction phases of the project. Therefore, no further environmental review is required in connection with this authorization. ESD will ensure that any necessary SEQRA review is completed for the acquisition and upgrade/construction of the AIM Photonics facility prior to the approval of any funding for the facility.

#### 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 NYS certified Minority and Women-owned Business Enterprises (“MWBES”) in the performance of the Corporation’s contracts. ESD’s Non-Discrimination and Contractor & Supplier Diversity policy will apply to this initiative.

#### 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

AIM Photonics Equipment List

Photonics Industry Fact Sheet

Project Finance Memorandum

July 21, 2016

Rochester (Finger Lakes Region – Monroe County) – AIM Photonics Institute Capital – Upstate Revitalization Initiative and New York Works (Capital Grants) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant 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 Rochester (Finger Lakes Region – Monroe County) – AIM Photonics Institute Capital – Upstate Revitalization Initiative and New York Works (Capital Grants) 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to grants to The Research Foundation for the State University of New York for a total amount not to exceed Sixty Eight Million Dollars (\$68,000,000) from the Upstate Revitalization Initiative and Ten Million Dollars (\$10,000,000) from New York Works, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

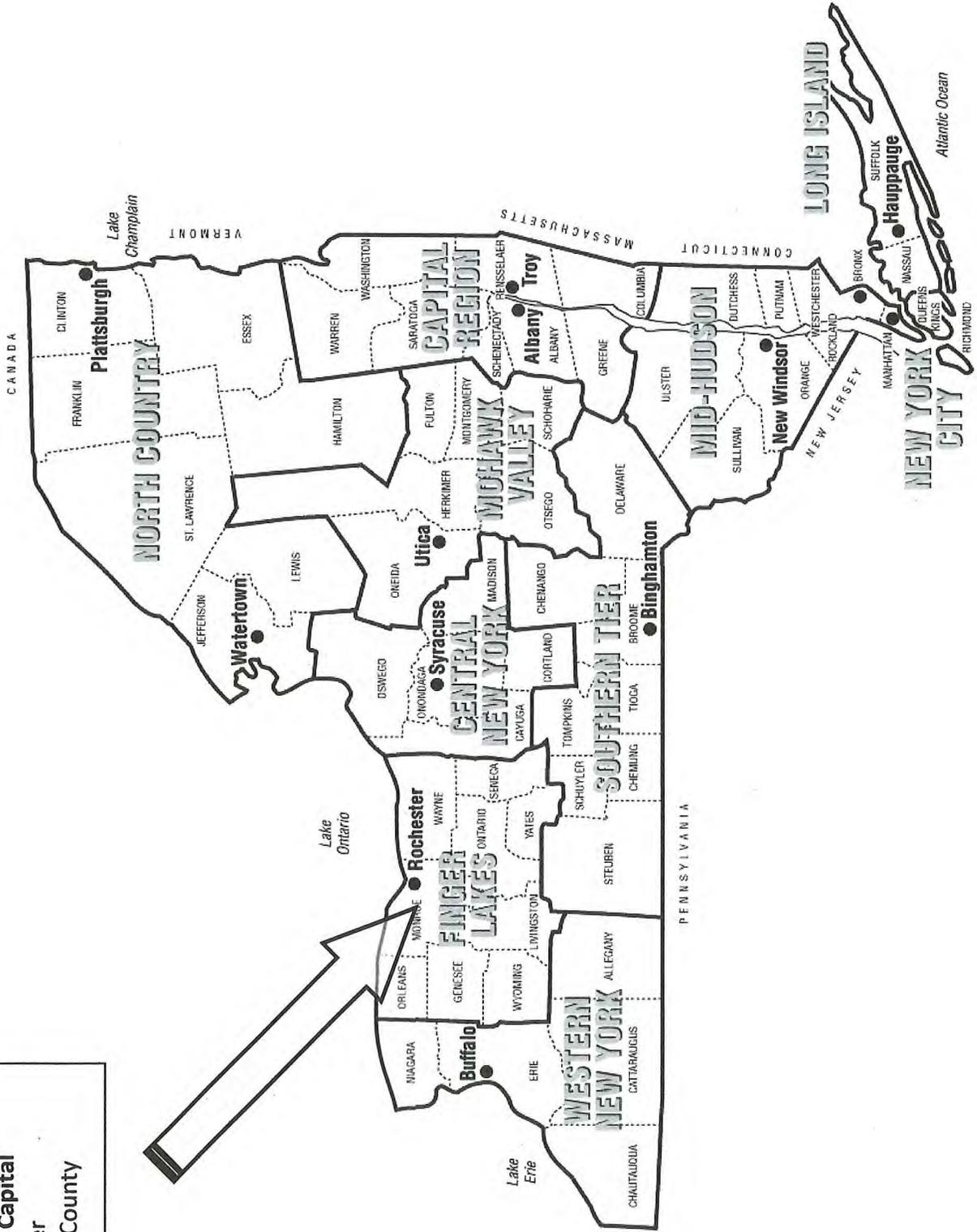
RESOLVED, that the President and Chief Executive Officer or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration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

\* \* \*

**AIM Photonics  
Institute Capital  
Rochester  
Monroe County**



1. Fiber Attach, Test and Metrology

Active Fiber Attach  
Analog Signal Generator  
Aqueous Board Cleaner  
Arbitrary Waveform Generator  
Atmospheric Plasma  
Characterization and Alignment  
Chassis for Arbitrary Waveform Generator  
Confocal Scanning Acoustic Microscope  
Cure Oven  
Desiccant Dry Cabinets  
Device Parameter Analyzer  
Digital Microscope  
Drying oven  
ESD Stations  
Fiber Cleavers - Laser  
Freezers  
High accuracy Comparator  
High-Definition Oscilloscope  
High-Performance SERIAL BERT  
In-line amplifier  
Inspection Microscope  
Interferometer  
IR Microscope  
Lightwave Component Analyzer  
Lightwave Multimeter  
Lightwave Probe LWP  
Microscope for Epi-Fluorescence XY Platform  
Motorized Micromanipulator Assembly  
Motorized Physiology Stage  
Optical Attenuator  
Optical Backscatter Reflectometer  
Optical Booster Amplifier  
Optical modulators 10 gbps  
Optical modulators 20 gbps  
Optical modulators 40 gbps  
Optical Preamplifier  
Optical Spectrum Analyzer  
Oscilloscope  
Passive Fiber Attach  
Photodetector 70 Ghz  
Photodetector 50 Ghz  
Reflectance Spectrometer

## AIM Photonics – Equipment List

Refrigerator  
RFIC & Wedge Probes  
Scientific camera  
Signal Analyzer  
Spectroscopic Ellipsometer  
Stereo Microscope  
Sub-zero freezer  
Tunable Laser  
Tunable Laser Source HIGH POWER  
Tunable Laser Source LOW SSE  
Tunable Laser with power meter  
Vacuum Tips  
X-ray Fluorescence System  
3-axis motorized translational stages 12mm  
3-axis motorized translational stages 25mm  
3-axis motorized translational stages 50mm

### 2. SMT

SMT Line  
Ionograph  
Hand soldering station

### 3. Chip Scale Packaging

3D Inspection  
Bake Oven  
Ball Attach Tool  
Coat/Dev Track  
Electrochemical Deposition - (ECD or Plating) with Analysis, Sn, Au, SnAg, Cu, Ni, AuSn  
Exposure  
Flip Chip Bonder  
Flux Cleaner  
Laser Scribe  
Overlay  
Photoresist Stripper  
Physical Vapor Deposition (PVD or Sputtering)  
Pick & Place  
Plasma surface treatment machine  
Plasma-Enhanced Chemical Vapor Deposition (PECVD)  
Post-mold Cleaner  
Reflow Oven  
Shear & Pull Tester

Wet Etch

Wire Bonder - Au, Al

Wire Bonder – Precision

#### 4. FAB Out – Undermold, Dice, Wirebond

100G/400G LN OPTICAL Modulator

Adhesive/Underfill Dispense

Datacom and Telecom Receivers

Digital Scanning Calorimetry

Dispensing, Assembling, Marking and Packaging

Extender Modules 12

Extender Modules 8

Floor Management Software

Microwave Network Analyzer

Molded Underfill

Multi-Port Data Generator/Data Analyzer Tunable Laser Source

Optical Burst-Mode Amplifier

Optical Modulation Analyzer

Optical Modulation Analyzer MCS

Optical Modulation Analyzer QAM

Optical Multiformat Transmitter

Optical Vector Analyzer

Oscilloscope Digital Communication Analyzer

Package Saw

Parallel BERT

Photodetector 100Ghz

PLC Connections

Probe Station

Scanning Electron Microscope

Silicon Thickness Measurement

Stereo Microscope

Synchronization Hub AWG

Synchronization Hub RFX

Ultrasonic Bath

UV exposure system

UV-VIS Spectrometer

Wafer dicing tape frame applicator

Wafer Ink System

Wafer Saw

Waveform Generator (AWG)

X-ray Scanning Tomography System

# Photonics Industry Fact Sheet

## Photonics Definition

- Photonics involves generating and controlling light waves and photons, which are the particles that make up light.

## Quick Facts

### Products Produced by the Photonics Industry<sup>1</sup>

*Note: This list is a small selection of the numerous photonic products produced by the photonics industry.*

Detectors	Lasers
Fiber Optics	LEDs
Gratings	Lenses
Image Sensors	Optical Filters
Inferred Imaging	Prisms

### International Photonics Industry<sup>2</sup>

- Located in 46 countries
- Strongest Performers: France, Germany, Japan, South Korea, United States
- Industry revenues: \$156,000,000,000
- Companies: 2,750
- Jobs created by industry: 700,000

### Finger Lakes Region and New York State's Photonics Industry<sup>3</sup>

#### **Finger Lakes Region**

- 55 % of all optics degrees are conferred by the University of Rochester<sup>4</sup>
- Jobs created by industry: 17,000
  - The Finger Lakes Region accounts for 68% of New York State's photonic industries jobs.
- Companies: 75
  - The Finger Lakes Region accounts for 25% of New York State's photonic industries companies.

#### **New York State**

- Jobs created by industry: 25,000
  - New York State accounts for 4% of the world's photonic industries jobs.
- Companies: 300
  - New York State accounts for 10% of the world's photonic industries companies.

<sup>1</sup> "Data on Core Photonics Market is Giving the Industry", Targeted News Services, September 5, 2014, Retrieved from: <http://search.proquest.com.ezproxy.rit.edu/docview/1560342138/DA73C29CADD45DDPQ/17?accountid=108>, July 22, 2015

<sup>2</sup> *Id.*

<sup>3</sup> Loundon, Bennett J, "Photonics Offers Upstate Job Boost", Press & Sun-Bulletin, July 06, 2014, Retrieved from: <http://search.proquest.com.ezproxy.rit.edu/docview/1543207876/B292343BAC984743PQ/14?accountid=108>, July 22, 2015

<sup>4</sup> "Optics and Imaging", Greater Rochester, NY Economic Development, Retrieved from: <http://www.rochesterbiz.com/DoingBusinessHere/IndustryExpertise/OpticsandImaging.aspx>, July 22, 2015



FOR CONSIDERATION

July 21, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Regional Council Award – Mineola (Long Island Region – Nassau County)  
– Winthrop Research Institute 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;  
Authorization to Make a Grant and to Take Related Actions;  
Determination of No Significant Effect on the Environment

---

General Project Plan

I. Project Summary

Grantee: Winthrop University Hospital (the “WUH” or the “Hospital”)

ESD\* Investment: A grant of up to \$1,000,000 to be used for a portion of the cost of purchase and installation of equipment, furniture and fixtures

\* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Location: 101 Mineola Boulevard, Mineola, Nassau County

Proposed Project: Construction of a new 95,245-square-foot research building, and purchase and installation of equipment, technology, furniture and furnishing associated with the new Winthrop Research Institute building

Project Type: Hospital’s research facility improvement and capital investment in equipment involving job creation and retention

Regional Council: The project is consistent with the Long Island Regional Economic

Development Council's Plan to improve existing health care and research assets by renovating and updating critical components of the region's health system.

Employment: Initial employment at time of ESD Incentive Proposal: 4,683  
 Current employment level: 8,185  
 Minimum employment on January 1, 2017: 4,728\*  
 \*45 new jobs at the Project Location

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>	
Construction	\$104,000,000	
Machinery and Equipment and FFE Acquisition	<u>3,700,000</u>	
<b>Total Project Costs</b>	<b><u>\$107,700,000</u></b>	
<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD Grant	\$1,000,000	.93%
Nassau County Local Economic Assistance Corporation Loan	104,750,000*	97.26%
Grantee Equity	<u>1,950,000</u>	<u>1.81%</u>
<b>Total Project Financing</b>	<b><u>\$107,700,000</u></b>	<b><u>100.00%</u></b>

\*October 2012-Revenue Bonds-\$65,000,000-3%-5% variable interest rate through 2042/first lien on RE  
 August 2014-Revenue Bonds-\$39,750,000-2.99% interest rate through 2036/first lien on RE

III. Project Description

A. Company

Industry: Medical/healthcare institution and research hospital

Company History: Winthrop University Hospital is a voluntary, 591-bed, acute care hospital, with a long and distinguished history as a provider of services for the residents of Nassau, Suffolk and Queens Counties. WUH provides access to a broad range of resources and services on an inpatient and outpatient basis. Founded in 1986 by a group of local physicians and concerned citizens, Long Island's first voluntary hospital is a university-affiliated medical center which offers sophisticated diagnostic and therapeutic care in virtually every specialty and subspecialty of medicine and surgery. WUH has NYSDOH designations as a New York State Regional Trauma Center and Stroke Center. WUH and Winthrop's Home Health Care Agency have received a full three year accreditation and the highest

praise from The Joint Commission.

Ownership: WUH is a not-for-profit organization.

Size: WUH has facilities in New York City and in Nassau and Suffolk counties. The Hospital's main location is in Mineola, NY.

Market: Nassau and Suffolk counties in Long Island, and Queens County in New York City

ESD Involvement: WUH's administration, clinical faculty and the Board of Directors have embarked on a restructuring of the Hospital's research enterprise. The result will be a new Winthrop Research Institute that will include investigators in basic, clinical, and outcomes research working with common scientific objectives in a supportive environment that includes state-of-the art laboratories and comprehensive support and core services to enhance the multi-disciplinary research effort. The financing of the project included a series of bond sales from the Nassau County Local Economic Assistance Corporation and the Hospital's fundraising efforts. In order to close the financing gap and secured the completion of the project, WUH requested ESD assistance. As a result of the Governor's Regional Economic Development Council initiative, Winthrop University Hospital was awarded \$1,000,000 through Round 2 of the Consolidated Funding Application process to help with the financing of the project.

Competition: N/A

Past ESD Support: Winthrop University Hospital has not been awarded funding for the past five years.

#### B. The Project

Completion: February 2015

Activity: In alliance with the Strategic Economic Development Plan for the Long Island Region, Winthrop University Hospital has transformed the downtown area of the Village of Mineola through the demolition of three aged buildings and the construction of the new 95,245-square-foot research building. The new building is located on the northwest corner of Mineola Boulevard and Second Street adjacent to the Nassau County Seat and within Mineola's development incentive business zone. The building includes specific floors devoted to basic research, clinical research, clinical care, and a simulation center. The facility also includes a community outreach center to provide an on-campus venue for the presentation of free health-related informational programs to area

residents.

**Results:** The completion of the project will enable WUH to centralize and expand its investigative endeavors in a state-of-science center. Since the acceptance of the incentive proposal on March 25, 2013, WUH has expanded substantially its workforce from 4,683 to 8,185 including the new 45 Full-time Permanent positions at the Project Location.

**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 \$10,037,752;
- Fiscal cost to NYS government is estimated at \$1,000,000;
- Project cost to NYS government per direct job is \$29,630;
- Project cost to NYS government per job (direct plus indirect ) is estimated at \$18,534;
- Ratio of project fiscal benefits to costs to NYS government is 10.04:1;
- Fiscal benefits to all governments (state and local) are estimated at \$18,809,596;
- Fiscal cost to all governments is \$1,000,000;
- All government cost per direct job is \$29,630;
- All government cost per total job is \$18,534;
- The fiscal benefit to cost ratio for all governments is 18.81:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at \$130,312,058, or \$2,415,264 per job (direct and indirect);
- The economic benefit to cost ratio is 130.31:1;
- Project construction cost is \$104,000,000, which is expected to generate 695 direct job years and 471 indirect job year of employment;
- For every permanent direct job generated by this project, an additional 0.62 indirect jobs are anticipated in the state's economy;

- The payback period for NYS costs is one year.

See Project Summary Benefit-Cost Evaluation (attached) for detail and definitions.

Grantee Contact: Mr. John Collins, President & CEO  
259 First Street  
Mineola, New York 11501  
Phone: (516) 663-4918

ESD Project No.: Y239

Project Team:	Origination	Barry Greenspan
	Project Management	Javier Roman-Morales
	Contractor & Supplier Diversity	Geraldine Ford
	Finance	John Bozek
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Grantee shall pay a commitment fee of 1% of the \$1,000,000 capital grant (\$10,000) 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. 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 \$1,000,000 will be disbursed to Grantee in a lump sum disbursement upon project completion, as evidenced by a certificate of occupancy or other documentation as ESD may require, documentation of construction, planning and soft costs, and purchase and installation of machinery and equipment, technology, furniture and furnishing totaling \$107,700,000, inclusive of a minimum expenditure of \$3,700,000 on equipment and FFE, and employment of at least 4,728 Full-time Permanent Employees, including 45 Full-time Permanent Employees at the Project Location (Employment Increment of 45), 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 reimbursed by ESD's grant must be incurred on or after March 25, 2013, to be considered eligible project costs. All disbursements must be requested by April 1, 2017.
6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$1,000,000, 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.
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	4,683
---------------------	-------

A	B
Date	Employment Goals
February 1, 2017	4,683 + X
February 1, 2018	4,683 + X
February 1, 2019	4,683 + X

X = Grantee's Employment Increment that will be the basis of the Initial Disbursement of the Grant as described in section C.5 above (i.e. X=45 and Employment Goals shall equal [4683 + X = 4728] if the Initial Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Initial Disbursement has not yet been made then X=0.

7. 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 2012-2013 New York State budget and reappropriated in the 2013-2014, 2014-2015, and 2015-2016 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

The Village of Mineola, as lead agency, has completed an environmental review of the proposed project, 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 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 2, 2011. 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 Recipient 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 an overall MWBE Participation Goal of 35%. The overall goal shall include a Minority Business Enterprise Participation Goal of 20% and a Women Business Enterprise Participation Goal of 10% related to the total value of ESD's funding.

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  
Project Photographs

July 21, 2016

Regional Council Award – Mineola (Long Island Region – Nassau County) – Winthrop Research Institute 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; Authorization to Make a Grant 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 Winthrop Research Institute 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to Winthrop University Hospital a grant for a total amount not to exceed One Million Dollars (\$1,000,000) 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the 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 his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver

any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

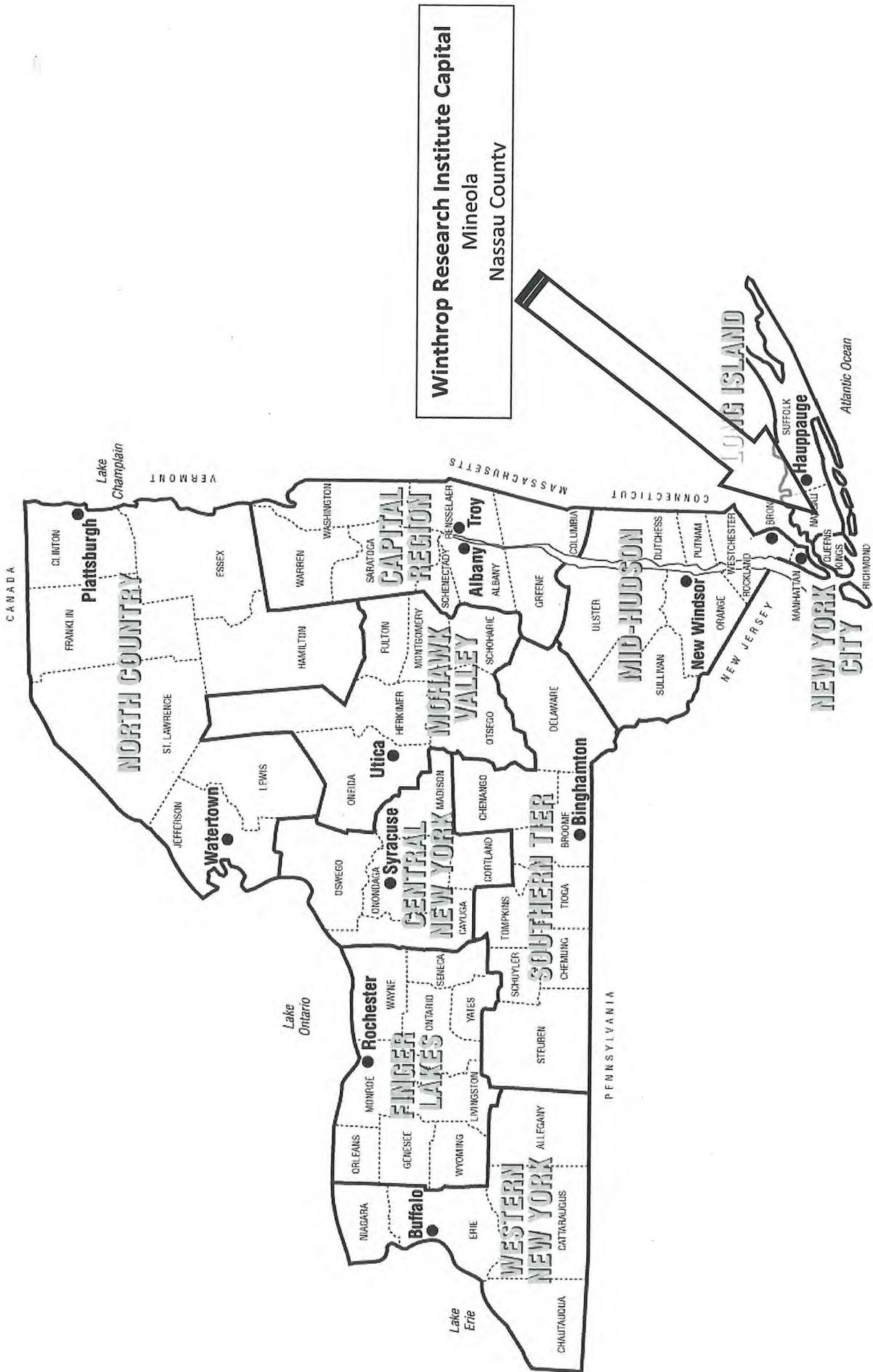
July 21, 2016

Regional Council Award – Mineola (Long Island Region – Nassau County) – Winthrop  
Research Institute Capital – Regional Council Capital Fund (Capital Grant) –  
Determination of No Significant Effect on the Environment

---

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

\* \* \*



**Winthrop Research Institute Capital**  
 Mineola  
 Nassau County





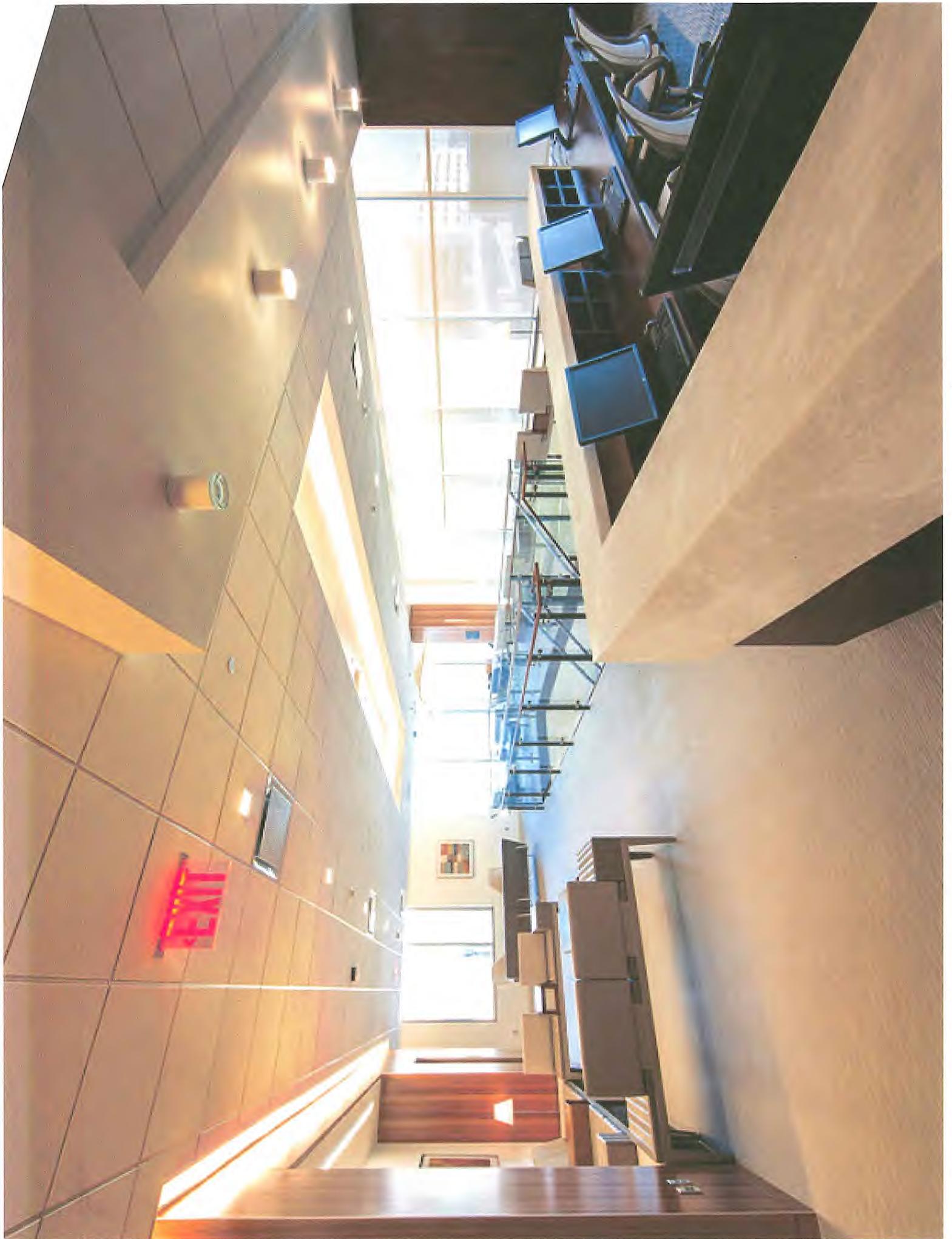
RESEARCH AND ACADEMIC CENTER

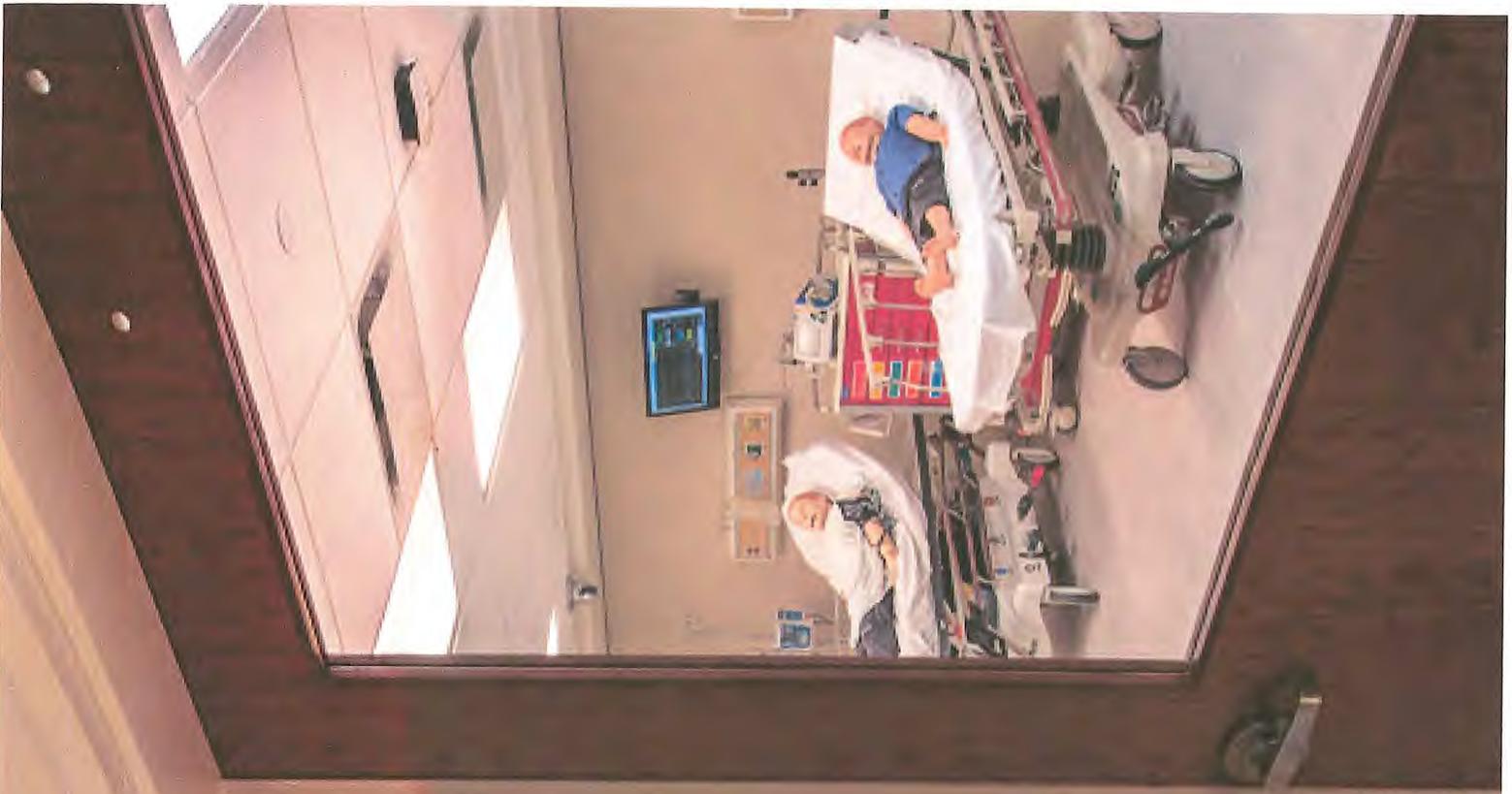
UNIVERSITY OF MICHIGAN MEDICAL CENTER

UNIVERSITY OF MICHIGAN MEDICAL CENTER

101  
HENDRIX AVENUE

UNIVERSITY OF MICHIGAN MEDICAL CENTER  
STANLEY H. HOAG ALUMNI CENTER  
Emergency  
Visitor Parking  
222 Station Plaza  
Main Hospital  
Direct Care







FOR CONSIDERATION

July 21, 2016

**TO:** The Directors

**FROM:** Howard A. Zemsky

**SUBJECT:** Buffalo (Western New York Region – Erie County) – Niagara Street Buffalo – Turner Brothers Lofts Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan)

**REQUEST FOR:** Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan and to Take Related Actions; Determination of No Significant Effect on the Environment

---

General Project Plan

I. Project Summary

**Borrower:** Niagara Street Buffalo, LLC (“Niagara Street Buffalo” or the “Company”)

**ESD\* Investment:** A loan of up to \$1,500,000 to be used for a portion of the costs of renovation and construction

\* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

**Project Location:** 285-295 Niagara Street, Buffalo, Erie County

**Proposed Project:** Renovation of a vacant and historic brownfield structure into a mixed-use development, Turner Brothers Loft

**Project Type:** Renovation and adaptive reuse

Regional Council: The Western New York Regional Economic Development Council oversees the Buffalo Billion Investment Development Plan. This project is part of Governor Cuomo’s Buffalo Billion Initiative to enhance residential and commercial density along major transportation corridors.

Loan Financing: The loan will provide permanent financing for a 30-year term

Security: Subordinate lien on real estate

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Demolition	\$344,481
Environmental Remediation	13,570
Construction/Renovation	7,726,684
Furniture, Fixtures & Equipment	60,000
Soft Costs & Contingency	1,015,826
Developer Fee	<u>225,000</u>
<b>Total Project Costs</b>	<b><u>\$9,385,561</u></b>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>	<u>Rate/Term/Lien</u>
ESD-Loan	\$1,500,000	15.98%	3%/30yrs/2 <sup>nd</sup> on RE
First Niagara Bank-Loan	3,600,000	38.36%	4.73%/30 yr/1 <sup>st</sup> on RE
National Grid Main Street-Grant	100,000	1.07%	
National Fuel Area Redevelopment Program-Grant	18,155	.19%	
Historic & Brownfield Tax Credit Equity	<u>4,167,406</u>	<u>44.40%</u>	
<b>Total Project Financing</b>	<b><u>\$9,385,561</u></b>	<b><u>100.00%</u></b>	

III. Project Description

A. Borrower

Industry: Real estate developer

Borrower History: Niagara Street Buffalo was formed by the principals of Schneider Development in 2014 to undertake the acquisition, construction, and ownership of a long-vacant structure into a mixed-use facility. Schneider

Development, founded in 2003, is engaged in real estate acquisition, development and asset management. Since inception, Schneider has redeveloped and manages over 400,000 square feet of multi-family, commercial, and retail space in Downtown Buffalo, and specializes in adaptive reuse of historic buildings and mixed use development.

**Ownership:** Niagara Street Buffalo is a privately-owned entity comprised of eight different investors, including the managing member, Jake Schneider.

**Size:** There is one location in Western New York

**Market:** Residential and commercial housing development

**ESD Involvement:** During Governor Cuomo's 2012 State of the State Address, he committed a \$1 billion investment in the Buffalo area economy (the "Buffalo Billion Initiative") to create thousands of jobs and spur \$5 billion in new investment and economic activity over several years. In early 2014, \$30 million of the Buffalo Billion Initiative was dedicated for the Better Buffalo Fund ("BBF"), a competitive loan/grant program encouraging density and growth along transportation corridors and the revitalization of neighborhood commercial districts within targeted areas in the City of Buffalo (the "City"). BBF consists of two segments, Transit-Oriented Development, administered by ESD, which assists with gap financing for adaptive reuse or infill capital projects promoting dense development within ¼ mile walking distance of transit stops, and the Buffalo Main Streets Initiative, modeled on the New York State Main Street program and administered by NYS Homes and Community Renewal, to revitalize historic downtowns and mixed-use neighborhood commercial districts. In October 2014, ESD commenced the application process for the first phase of BBF. In April 2015, \$11.722 million of BBF awards were announced for 21 projects, eight (\$7.96 million) of which were Transit-Oriented Development awards. During that first round of funding, Niagara Street Buffalo was provided a \$1,500,000 loan to offset the costs of renovating a vacant, historically-significant former manufacturing facility along the Niagara Street corridor into a mixed-use facility. Without assistance from ESD, this project would not be feasible.

The second phase of BBF was rolled-out in the 1<sup>st</sup> Quarter 2016; Awards are expected to be announced in June 2016.

**Competition:** N/A

**Past ESD Support:** This is the Company's first project with ESD.

## B. The Project

Completion: Residential Component: May 2016  
Commercial Component: August 2016

Activity: The project includes the renovation of a long vacant, approximate 55,000-square-foot series of joined structures including a six-story concrete-frame building constructed in 1910 and a four-story, former manufacturing facility, circa 1848, which was home to Turner Brothers, a manufacturer and retailer of ginger wine, bitters, cordials, syrups and other medicinals. The building, which is listed on the National Register of Historic Places, underwent environmental remediation; installation of all new mechanical, electrical, plumbing and HVAC systems; complete interior reconstruction; new roof; and the installation of furniture, fixtures and equipment, necessary to transform it into Turner Brothers Lofts. Many of the structure's historical features were preserved including the Gothic Revival frame and load bearing brick masonry, wrought iron pilasters, and 13-foot original wooden storefront doors with oversized windows. Renovation efforts included high-efficiency and sustainable criteria, including high-efficiency mechanical equipment; EnergyStar appliances, equipment and LED light fixtures; spray foam insulation; and water conservation fixtures.

Turner Brothers Lofts' 9,400-square-foot first floor will house wholesale production in addition to direct-to-consumer retail (restaurant/bar) space for Ru's Pierogies, a start-up gourmet pierogi manufacturer; the remainder of the structure offers 40 market-rate rental apartments (32 one-bedroom units with 804 to 906 square feet and 8 two-bedroom units with 1,316 to 1,349 square foot; rents ranging from \$925 to \$1,750/month) featuring walk-in closets, in-unit laundries and electric fireplaces; bicycle racks and storage; mezzanine storage; a pet wash station; rooftop deck with views of the downtown skyline and Lake Erie; and 47 on-site parking spaces. The apartments were designed, priced towards, and targeted to young professionals working in downtown Buffalo, including the Buffalo Niagara Medical Campus and large adjacent employers, including Rich Products.

Results: The project transformed a long-vacant decaying structure, located a half-mile from Buffalo's downtown Niagara Square and at the foot of the I-90 entrance/exit ramps, into a high-quality mixed-use facility, enhancing the Region's image; provides in-demand, market-rate housing and light manufacturing/retail offerings; promotes pedestrian and multi-modal transportation with a bus stop within thirty feet as well as markets, retail, educational institutions, major employers, entertainment venues, and hospitals within a mile; complements substantial local private and public

residential and commercial investments recently made or currently underway; and paves the way north to the burgeoning Niagara Street business district.

#### Economic Growth

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.

- Fiscal benefits to NYS government from the project are estimated at \$1,449,222;
- Fiscal cost to NYS government is estimated at \$1,500,000;
- Ratio of project fiscal benefits to costs to NYS government is 0.97:1;
- Fiscal benefits to all governments (state and local) are estimated at \$ 1,881,982;
- Fiscal cost to all governments is \$1,500,000;
- The ratio of project fiscal benefit to cost ratio to all governments is 1.25:1;
- Economic benefits (total fiscal plus total net resident disposable income from project construction employment) are estimated at \$8,497,463;
- The economic benefit to cost ratio is 5.66:1;
- Project construction cost is \$9,100,561 which is expected to generate 81 direct job years and 52 indirect job years of employment;
- The payback period for NYS costs is 15 years.

See Project Summary Benefit-Cost Evaluation (attached) for detail and definitions.

Borrower Contact: Mr. C. Jake Schneider, Managing Member  
443 Delaware Avenue  
Buffalo, NY 14202  
Phone: (716) 923-7000

ESD Project No.: AA073

Project Team:	Origination	Angela Rossi
	Project Management	Jean Williams
	Legal	Steve Gawlik
	Contractor & Supplier Diversity	Geraldine Ford
	Finance	John Bozek
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. The Borrower shall pay a commitment fee of 1% of the \$1,500,000 loan (\$15,000). In addition, at the time of closing, the Borrower will reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Borrower will demonstrate no materially adverse changes in its financial condition prior to closing.
3. Personal Guarantees are required from any individual or family members together owning 20% or more of the Borrower, including: M. Kathryn Schneider and C. Jake Schneider.
4. Corporate Guarantees are required from any entity or commonly controlled entities together owning 50% or more of the Borrower, including: REG, LLC.
5. The Borrower will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Borrower's written acceptance of ESD's offer. Equity is defined as cash injected into the project by the Borrower or by investors including Historic & Brownfield Tax Credit Investors and should be auditable through Borrower financial statements or Borrower accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.
6. Up to \$1,500,000 will be disbursed to the Borrower upon completion of the project substantially as described in these materials as evidenced by residential and commercial Certificates of Occupancy and upon documentation of \$9,385,561 in project expenditures. Expenditures reimbursed by ESD's loan must be incurred on or after April 24, 2015 to be considered eligible project costs. Disbursement of the loan must be requested by March 31, 2017.
7. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$1,500,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company 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.

8. Term: 30 years fully amortizing  
Loan becomes immediately due and payable if Recipient sells or closes Project Location or materially changes the use of the property without the prior written consent of ESD.
9. Interest: 3% (fixed).
10. Repayment Terms: Fully amortizing, 360 monthly principal and interest payments beginning after disbursement of the loan. No prepayment penalty.
11. The Borrower will submit to ESD annual reviewed or audited financial statements to be submitted at closing and annually.
12. Financial Disclosure: Updated financial disclosure on Borrower and all corporate and personal guarantors acceptable to ESD must be provided prior to closing.
13. Lien/Collateral: Subordinate lien on real estate with loan to-value ratio not to exceed 90%. For ESD's purposes, loan refers to total debt on collateral. Borrower must maintain a minimum debt coverage ratio of 1.1:1. Collateral review and appraisals acceptable to ESD.
14. Due Diligence: Legal appraisals and engineering and environmental reviews acceptable to ESD must be provided prior to closing, if applicable.

#### IV. Statutory Basis – Buffalo Regional Innovation Cluster Fund

The funding was authorized in the 2014-2015 New York State budget and re-appropriated in the 2015-2016 and 2016-2017 budgets. No residential relocation is required as there are no families or individuals residing on the site.

#### V. Environmental Review

The City of Buffalo Planning Board, as lead agency, has completed an environmental review of the proposed project, 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 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 October 7, 2014. 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 site's inclusion in the National Register 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 ("Section 14.09"). The project is in compliance with

the requirements of Section 14.09.

Due to ESD's mortgage position on the loan, a Phase I Environmental Site Assessment must be submitted to ESD for review and approval prior to closing on the loan.

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 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% 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
- Benefit-Cost Analysis
- Project Finance Memorandum
- Project Photographs

July 21, 2016

Buffalo (Western New York Region – Erie County) Niagara Street Buffalo – Turner Brothers Lofts Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan) – Findings and Determinations Pursuant to Section 10(g); Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan 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 Niagara Street Buffalo – Turner Brothers Lofts Capital – Better Buffalo Fund (Capital Loan) 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to Niagara Street Buffalo, LLC a loan for a total amount not to exceed One Million Five Hundred Thousand Dollars (\$1,500,000) from the Buffalo Regional Innovation Cluster 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 or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the loan and grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the loan or grant or collateral securing the loan as he or she may deem necessary or appropriate in the administration of the loan and 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 his designee(s) be, and each of

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

\* \* \*

July 21, 2016

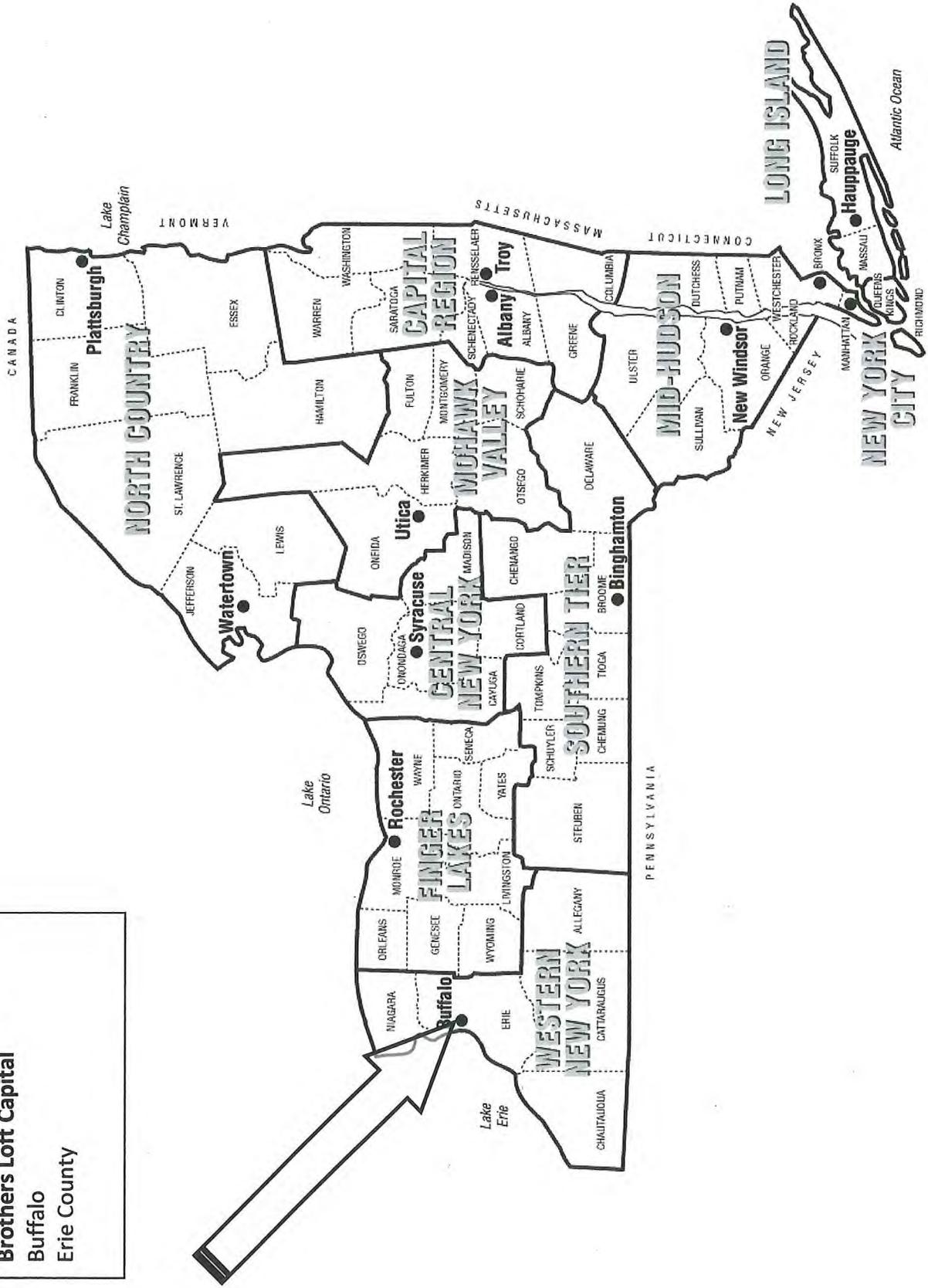
Buffalo (Western New York Region – Erie County) Niagara Street Buffalo – Turner Brothers Lofts Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan) – Determination of No Significant Effect on the Environment

---

RESOLVED, that based on the material submitted to the Directors with respect to the Niagara Street Buffalo – Turner Brothers Lofts Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan) Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

\* \* \*

Niagara Street Buffalo – Turner  
Brothers Loft Capital  
Buffalo  
Erie County



**Project Summary  
Benefit-Cost Evaluation<sup>1</sup>**

**Economic Growth Investment  
Niagara Street Buffalo LLC / Turner Brothers Lofts**

The benefits reported in the table reflect only the impact of construction-related activity. Unlike typical ESD projects, infrastructure and economic growth investment projects may involve no permanent job commitments. Such projects generate long term benefits not captured in the period of analysis. This is reflected in the benefit cost estimates as compared to benchmarks developed for infrastructure and economic growth investment projects.

**Construction Job Years (Direct): 81**

**Construction Job Years (Indirect): 52**

<b>Evaluation Statistics</b>	<b>Project Result NYS Govt.</b>	<b>NYS Govt. Benchmarks for ESD Projects<sup>2</sup></b>	<b>Project Results State &amp; Local Governments</b>	<b>State &amp; Local Government Benchmarks for ESD Projects</b>
<b>Fiscal Costs<sup>3</sup></b>	\$1,500,000	\$794,250	\$1,500,000	\$1,020,500
<b>Fiscal Benefits<sup>4</sup></b>	\$1,449,222	\$2,085,600	\$1,881,982	\$4,271,980
<b>Fiscal B/C Ratio</b>	0.97	3.00	1.25	10.60
	<b>Project Results</b>	<b>Benchmarks for ESD Projects</b>		
<b>Economic Benefits<sup>5</sup></b>	\$8,497,463	\$119,468,000		
<b>Economic B/C Ratio</b>	5.66	30.00		

<sup>1</sup> Dollar values are present value calculated over a 7-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.

<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 construction employment, corporate and business incomes, excise and user taxes, property taxes, and other taxes.

<sup>5</sup> Economic benefits are estimated project benefits measuring loan repayments and all tax revenues generated by the project and collected by state and local governments.

Niagara Street Buffalo – Turner Brothers Loft Capital, AA073

Before renovation



Niagara Street Buffalo – Turner Brothers Loft Capital, AA073

After renovation



FOR CONSIDERATION

July 21, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Buffalo (Western New York Region – Erie County) – Lofts at University Heights – CB-Emmanuel Realty Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan)

REQUEST FOR: Affirmation of the Directors June 23, 2016 Findings and Determinations Pursuant to Sections 10 and 16-n of the Act; Affirmation of the General Project Plan

---

I. Background

At their meeting on June 23, 2016, the ESD Directors adopted a General Project Plan (“GPP”) under Section 16 of the UDC Act, and made findings and determinations authorizing a \$2,000,000 loan to UH Lofts LLC, a limited liability company controlled by CB-Emmanuel Realty, LLC (“CB-Emmanuel”), for a portion of the project costs for construction and remediation for the rehabilitation and reuse of former Buffalo Public School #63 (“School 63”) creating approximately 44 mixed-income workforce rental apartments, which will be known as Lofts at University Heights.

As required by Section 16(2) of the UDC Act, a public hearing for the Project was held at Buffalo City Hall on Wednesday, July 6, 2016, from 9:00 a.m. – 10:00 a.m. to consider the GPP. ESD arranged the public hearing in accordance with all statutory requirements and applicable ESD policy. Specifically, a legal notice was published in *The Buffalo News* on June 24, 2016. The GPP was available at the office of the Erie County Clerk, and at ESD’s principal office.

One individual spoke at the public hearing; he did not represent any company or organization. A transcript of the testimony is attached hereto. He commented and raised concerns about CB-Emmanuel’s capacity to administer the project; the building’s use; and impact on the neighborhood.

## II. Adverse Testimony and ESD Response

The following is a summary of the adverse comments that were received and required responses.

(i) Comment: CB Emmanuel is also getting a loan to do a similar project in Niagara Falls at a former junior high school, a landmark building, and wanted to make sure that they have the capacity to handle two of these projects at the same time.

Response: All involved government agencies and financial institutions of both projects have reviewed and approved CB-Emmanuel's financial and staff capacity to execute both projects. In particular, JP Morgan Chase is involved in the investment of both projects. CB-Emmanuel's capacity is augmented by working with Edgemere Development, as consulting developer. It is normal practice and usually critical for a developer to have multiple projects underway at one time.

(ii) Comment: About a half mile from this project, the former Cantalician Center on Main Street has been vacant for a number of years and rumors were that that would also be housing at some point. The latest is that a charter school now wants to go into that school and it seems that this building having been a school would have made a better school project and that would have made a better apartment project.

Response: That determination is for the City of Buffalo (the "City") for School 63. The City provided a Request for Proposal for the sale and redevelopment of School 63 and designated CB-Emmanuel and its legal entities to be the developer. The project has been vetted and approved by the City. The development team is experienced at successfully adapting historic buildings and schools into apartments. These create unique apartments and revitalize a community asset. The developer was not asked to reconsider his proposal or use.

Cantalician Center is privately-owned. The Cantalician Center's mission includes education/school/employability. It is up to the owner to decide its use. CB-Emmanuel is not involved with this site.

(iii) Comment: There is going to be a large influx of apartments coming into this neighborhood and thinks that there is going to be a big impact on the whole neighborhood and how that effects the student rentals of the houses and just the overall concept of the whole thing.

Response: Interest and investment in the neighborhood indicates positive market. Housing is an economic engine to support the other businesses and services within a neighborhood. Although there are a number of apartment projects (Lofts at University Heights, Bethune Lofts and Green Leaf) within the neighborhood, it is unclear if there will be a significant number of student rental units or the impact on student housing in the near future. The Lofts at University Heights, as well as Bethune Lofts, are not student housing projects. Lofts

at University Heights is a workforce project and Bethune Lofts a market-rate, luxury, rental project primarily for professionals and empty-nesters. These projects would not conflict with student housing. The Green Leaf project is composed of both market-rate and student housing and the largest of the proposed projects. The impact of this project is unknown as it is currently in lease-up. Students are not eligible to live in tax credit properties generally; that is not the target population of Lofts at University Heights.

CB-Emmanuel has worked with the local neighborhood for three years on this project and concept. It submits bi-monthly reports and has been meeting with the Minnesota Ave Block since 2013. In 2013 and 2014, it held three meetings annually to gain support of concept, income ranges, etc. It also met with the University Heights Collaboration, the parent organization for University Heights Block Clubs, in fall 2015. Minnesota Block Club is also on record supporting the project by speaking in favor at the Site Planning Review Board in September 2015. CB-Emmanuel is a corporate member of the University Heights Block Club.

Lofts at University Heights is consistent with the City's Consolidated Plan of revitalizing distressed areas by removing blight from within the City limits. Market analysis found there are no other affordable family/workforce units in the 4-tract School 63 market area, and that there is a strong need and demand for the proposed units. The only other affordable properties within the area are senior restricted, Jill Joseph Tower, a 127-unit senior apartment community, and St. Clare Apartments, a 39-unit senior property. The senior units will not directly compete with School 63. There are two affordable properties outside the primary market area: a 24-unit, special needs property (Amherst Station) and a 71-unit property (Manhattan Square). Attracting different demographics to the neighborhood is a win-win situation for new residents and current stake holders as well.

### III. Summary

After review and consideration of comments received at the public hearing, ESD staff believes that the Lofts at University Heights – CB-Emmanuel Realty Capital project is an important part of the rehabilitation and adaptive reuse of the former School 63. ESD staff believes that the concerns raised at the hearing have been adequately addressed, and that the Project is expected to have a positive impact on the community.

### IV. Requested Action

The Directors are requested to affirm the findings related to the loan for UH Lofts LLC, made pursuant to the New York State Urban Development Corporation Act.

### Additional Submissions to Directors

Resolution

ESD Directors' Materials dated June 23, 2016

Transcript of the Public Hearing, dated July 6, 2016

July 21, 2016

Buffalo (Western New York Region – Erie County) – Lofts at University Heights – CB-Emmanuel Realty Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan and to Take Related Actions; Affirmation of the General Project Plan

---

WHEREAS, ESD staff has addressed the comments received at the public hearing on the GPP as set forth in the attached materials; it is hereby

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 Lofts at University Heights – CB-Emmanuel Realty Capital 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to UH Lofts LLC a loan for a total amount not to exceed Two Million Dollars (\$2,000,000) from the Buffalo Regional Innovation Cluster Fund – Better Buffalo 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or his 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 his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver

any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

July 21, 2016

Buffalo (Western New York Region – Erie County) – Lofts at University Heights – CB-Emmanuel Realty Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan) – Determination of No Significant Effect on the Environment

---

RESOLVED, that based on the material submitted to the Directors with respect to the Lofts at University Heights – CB-Emmanuel Realty Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

\* \* \*



FOR CONSIDERATION

June 23, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Buffalo (Western New York Region – Erie County) – Lofts at University Heights – CB-Emmanuel Realty Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan and to Take Related Actions; Determination of No Significant Effect on the Environment

---

General Project Plan

I. Project Summary

Borrower: UH Lofts LLC (“UH Lofts” or the “Company”), a limited liability company controlled by CB-Emmanuel Realty, LLC (“CB-Emmanuel”)

ESD\* Investment: A loan of up to \$2,000,000 to be used to reimburse a portion of the costs of construction and remediation

\* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Location: 91 Lisbon Avenue, Buffalo, Erie County 14214

Proposed Project: Rehabilitation and reuse of former Buffalo Public School #63 (“School 63”), creating approximately 44 mixed-income workforce rental apartments, which will be known as Lofts at University Heights

Project Type: Rehabilitation and adaptive reuse of a vacant property

Regional Council: The Western New York Regional Economic Development Council oversees the Buffalo Billion Investment Development Plan. This project is part of Governor Cuomo's Buffalo Billion Initiative to enhance residential and commercial density along major transportation corridors.

Loan Financing: The loan will provide permanent financing for a 30-year term

Security: Subordinate lien on real estate co-equal with NYS Housing Finance Agency ("HFA") Subsidy Loan

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Land Acquisition	\$11,940
Acquisition of Existing Assets	138,060
Construction Costs (including demolition and environmental remediation)	11,599,049
Soft Costs & Contingency	2,348,011
Reserves, Working Capital	233,001
Developer Fee	<u>1,685,096</u>
<b>Total Project Costs</b>	<b><u>\$16,015,157</u></b>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>	<u>Rate/Term/Lien</u>
ESD-Loan	\$2,000,000	12.5%	1%/30yrs/ co-equal 2 <sup>nd</sup> on RE*
NYS HFA	1,851,580	11.6%	1%/30yrs/co-equal 2 <sup>nd</sup> on RE*
Long Term Tax-exempt Bonds	470,000	2.9%	5%/30yrs/1 <sup>st</sup> on RE
City of Buffalo HOME	1,200,000	7.5%	1%/30yrs/3 <sup>rd</sup> on RE*
Low income Housing Tax Credit & Historic Tax-Credit Equity Investor**	10,160,326	63.4%	
Deferred Developer Fee	<u>333,251</u>	<u>2.1%</u>	
<b>Total Project Financing</b>	<b><u>\$16,015,157</u></b>	<b><u>100.00%</u></b>	

\*Subject to lien priority requirements of The HOME Investment Partnerships Program ("HOME") loan to Borrower from Buffalo Urban Renewal Agency/City of Buffalo (the "City"), and NYS HFA.

\*\*Source of Equity is Hudson Housing Capital (or equivalent), the tax credit investor member/syndicator

### III. Project Description

#### A. Borrower

- Industry:** Property Development
- Borrower History:** UH Lofts was formed by principals of CB-Emmanuel in 2015 to undertake the acquisition, construction, and management of a long-vacant structure into workforce rental apartments. CB-Emmanuel, established in 2005, is a Queens-New York City, based developer specializing in the development and management of low-income housing. CB-Emmanuel, which began with small projects secured from the New York City Department of Housing Preservation and Development, has been instrumental in the development of 21 affordable, preservation, rehabilitation, and/ or mixed-income projects with over 2,200 units of housing across New York State. The majority of projects have been in the Bronx and Brooklyn including the construction of 92 new apartments at Atlantic Commons (Brownsville, Brooklyn); the acquisition and rehabilitation of 290 apartments from the New York City Housing Authority and Livonia Terrace which involved the rehabilitation of 173 apartments in Brooklyn, NY. Sixty-one units are under construction in Niagara Falls utilizing RESTORE-NY funds. One of the principals, Benathan Upshaw, is a native of Buffalo and has a satellite office in Lockport, NY.
- Ownership:** UH Lofts is controlled and owned in part by CB-Emmanuel, which is privately-owned.
- Size:** CB-Emmanuel offices are located in Queens Village, NY with an upstate satellite in Lockport, NY. CB-Emmanuel owns and manages nine affordable properties in New York State.
- Market:** Property management and development
- ESD Involvement:** During Governor Cuomo's 2012 State of the State Address, he committed a \$1 billion investment in the Buffalo area economy (the "Buffalo Billion Initiative") to create thousands of jobs and spur \$5 billion in new investment and economic activity over several years. In early 2014, \$30 million of the Buffalo Billion Initiative was dedicated for the Better Buffalo Fund ("BBF"), a competitive loan/grant program encouraging density and growth along transportation corridors and the revitalization of neighborhood commercial districts within targeted areas in the City. BBF consists of two segments, Transit-Oriented Development, administered by ESD, which assists with gap financing for adaptive reuse or infill capital projects promoting dense development within ¼ mile walking distance of transit stops, and the Buffalo Main Streets Initiative, modeled on the New York State Main Street program and administered by NYS Homes and Community Renewal, to revitalize

historic downtowns and mixed-use neighborhood commercial districts. In October 2014, ESD commenced the application process for the first phase of BBF. In April 2015, \$11.722 million of BBF awards were announced for 21 projects, eight (\$7.96 million) of which were Transit-Oriented Development awards. During that first round of funding, UH Lofts was provided a \$2,000,000 loan to offset the costs of rehabilitation and the adaptive reuse of the vacant and National Register-eligible former School #63 into approximately 44 mixed-income workforce rental apartments. Without assistance from ESD, this project would not be feasible.

The second phase of BBF was rolled-out in the 1<sup>st</sup> Quarter 2016; awards are expected to be announced in June 2016.

Competition: N/A

Past ESD Support: This is the Borrower's first project with ESD.

#### B. The Project

Completion: November 2017

Activity: The project, Lofts at University Heights, will include the rehabilitation and adaptive reuse of the former School #63, which has been vacant for over nine years and has been rapidly deteriorating, causing neighborhood blight. Lofts at University Heights will consist of approximately 44 mixed-income rental workforce apartments; it is anticipated that former School #63's natatorium, cafeteria and auditorium will be used for units and/or community room. Five units or 11% of the units will be handicap accessible for those with physical disabilities and for veterans. Four percent of the units will be audio/sensory adapted. One bedroom apartments will range from 680 to 785 square feet and two bedrooms will range from 920 to 1,080 square feet. Due to the historic nature of the building, preserving historic elements will impact apartment sizes.

There will be required common space for tenants including an elevator, community room/computer workstation, common laundry, tenant storage, and rental office. No commercial or community facilities are planned at this time.

Lofts at University Heights will be a mixed-income rental project:

- 2 one-bedroom units targeted at or below 50% of Area Median Income ("AMI") – HOME rent
- 1 two-bedroom unit targeted at or below 50% of AMI - HOME rent
- 21 one-bedroom units at or below 60% of AMI

- 14 two-bedroom units at or below 60% of AMI
- 5 one-bedroom units from 61 to 90% of AMI
- 1 two-bedroom unit from 61 to 90% of AMI

The primary target market will consist of small mixed-income workforce households containing 1 to 3 persons, living in one or two-bedroom apartments, and earning from \$23,600 to \$54,513 per year. Estimated gross rents are approximately \$617 to \$850 per month, which are affordable for households at or below 50% of AMI, 51 to 60% of AMI, and 61 to 90% of AMI.

**Results:**

The project will transform a vacant, blighted structure in the University Heights neighborhood into 44 affordable rental apartments with approximately 55 onsite parking spaces. The project is oriented to attract and retain young adults (ages 18 to 35 years) and counteract a lack of immigration to the region by people in that age range as the project is geared to link young moderate income households with job and education opportunities in downtown Buffalo. It will also target individuals with physical disabilities and veterans as a Veterans Administration Medical Center is located within one mile. Lofts at University Heights will conveniently link moderate wage earners from the downtown Medical Campus, University of Buffalo South, and area jobs, education, and training opportunities offered in the Central City, since the Metro LaSalle station is less than .3 miles.

The project promotes smart growth by repurposing an existing neighborhood structure and utilizing existing infrastructure including utilities, sidewalks, transit stops, and streets. The project will not only increase affordable housing stock, but will place a non-taxable community eyesore onto the tax rolls, relieving the City from continued public and general liability. The project will encourage neighbors to invest in their own properties, increasing housing values, reducing blight, and laying the foundation for market stability and improved quality of life.

**Economic Growth**

**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.

- Fiscal benefits to NYS government from the project are estimated at \$1,767,609;
- Fiscal cost to NYS government is estimated at \$2,000,000;
- Ratio of project fiscal benefits to costs to NYS government is 0.88:1;
- Fiscal benefits to all governments (state and local) are estimated at \$2,432,820;
- Fiscal cost to all governments is \$2,000,000;
- The ratio of project fiscal benefit to cost ratio to all governments is 1.22:1;
- Economic benefits (total fiscal plus total net resident disposable income from project construction employment) are estimated at \$12,601,699;
- The economic benefit to cost ratio is 6.30:1;
- Project construction cost is \$13,988,781 which is expected to generate 124 direct job years and 79 indirect job years of employment;
- The payback period for NYS costs is not calculated.

See Project Summary Benefit-Cost Evaluation (attached) for detail and definitions.

Borrower Contact: Mr. Benathan Upshaw, Principal  
7202 Woodmere Court  
Lockport, New York 14094  
Phone: (716) 310-9136

ESD Project No.: AA911

Project Team:	Origination	Angela Rossi
	Project Management	Jean Williams
	Legal	Steve Gawlik
	Contractor & Supplier Diversity	Geraldine Ford
	Finance	John Bozek
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. The Borrower shall pay a commitment fee of 1% of the \$2,000,000 loan (\$20,000). In addition, at the time of closing, the Borrower will reimburse ESD for all out-of-pocket expenses incurred in connection with the project.
2. The Borrower will demonstrate no materially adverse changes in its financial condition prior to closing.

3. Guarantees: N/A
4. The Borrower will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Borrower's written acceptance of ESD's offer. Equity is defined as cash injected into the project by the Borrower or by investors, and should be auditable through Borrower financial statements or Borrower accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project. Equity may also include tax credit income used for project related costs secured by the Borrower.
5. Up to \$2,000,000 will be disbursed to the Borrower upon completion of the project substantially as described in these materials including documentation of approximately \$16 million and funding the NYS HFA Subsidy Loan, which may be funding simultaneously with the ESD Loan. Disbursement requires compliance with program requirements. Expenditures reimbursed by ESD's loan must be incurred on or after May 19, 2016 to be considered eligible project costs. Disbursement of the loan must be requested by June 30, 2018.
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 Company 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.
7. Term: 30 years from date of final advance.

Loan becomes immediately due and payable if Borrower sells or closes Project Location or materially changes the use of the property without the prior written consent of ESD, excepting sale or transfer of all or part of the 99.99% investor interest in UH Lofts LLC or transfer of the managing member interest due to removal for cause by the investor member.

8. 1% interest only payable annually to the extent of Excess Income. The first payment of interest for the period through the end of Recipient's fiscal year shall be due and payable within 120 days of the end of Recipient's fiscal year from Excess Income prior to distribution of any Return on Equity (which definitions and determinations shall be on the same terms as provided by the NYS HFA Subsidy Loan). Thereafter, interest shall be calculated on an annual basis and shall be payable annually within 120 days of the end of Recipient's fiscal year from Excess Income prior to distribution of any Return on Equity.

Distribution of Excess Income, if any, shall be applied first, to repay any deferred interest, then to pay current interest due on the Loan.

¶ Recipient can demonstrate to ESD's satisfaction that there is insufficient Excess Income to pay any amount due pursuant to the terms of this Note, then, so long as there shall be

no Event of Default (as defined in the Loan Documents), the amount due which exceeds Excess Income shall be deferred, and be due and payable on the next payment date and shall be aggregated with any other outstanding amounts. The Recipient shall submit audited/reviewed financial statements to ESD for verification of insufficient Excess Income. The deferred amount due shall not bear interest or be subject to penalty.

In the event that insufficient Excess Income is available to pay both the interest on the ESD \$2,000,000 loan and the interest on the NYS HFA Subsidy Loan, the combined interest shall be paid to the extent of Excess Income in the ratio of the principal amounts of the two loans.

9. Repayment Terms: Annual payments of interest as described above and payment in full of the principal amount and any accrued interest 30 years from the date of final advance.
10. Financial Disclosure: Updated financial disclosure on Borrower acceptable to ESD must be provided prior to closing.
11. Subordinate lien on real estate co-equal with NYS HFA Subsidy Loan. The obligations and liability of Recipient for payment of principal, interest thereon and charges shall be enforceable solely against any property (including, without limitation, the Mortgaged Property), security, collateral and/or assets (including the proceeds thereof) encumbered, pledged or assigned by Recipient. Recipient shall not be personally liable for the payment or satisfaction of such sums. In any action to foreclose the Mortgage and Security Agreement, ESD shall not enter any deficiency judgment against Recipient nor shall ESD enforce any monetary judgment on this Note for such sums against Recipient. The foregoing shall not affect ESD's liens, security interests, rights and remedies with respect to the Mortgaged Property or any other property, security, collateral and/or assets (including the proceeds thereof) encumbered, pledged or assigned by Recipient.  
  
Default under HFA Subsidy Loan shall be an event of default under the ESD loan. ESD shall enter into a subordination and intercreditor agreement, or other form of documentation acceptable to ESD, the City of Buffalo and HFA, to memorialize the lien priority of the HFA mortgage loans (both the HFA Subsidy Loan and the HFA First Mortgage Loan), City of Buffalo HOME Loan and ESD Loan as well as the respective rights, duties and obligations of the City of Buffalo, HFA and ESD as lenders to the Project.
12. Due Diligence: Legal appraisals and engineering and environmental reviews acceptable to ESD must be provided prior to closing, if applicable.
13. Conditions: Loan-to-value ratio not to exceed 90%. For ESD's purposes, loan refers to total debt on collateral.

14. Collateral review and appraisals acceptable to ESD. Reviewed or audited financials to be submitted at closing and annually.

#### IV. Statutory Basis – Buffalo Regional Innovation Cluster Fund

The funding was authorized in the 2014-2015 New York State budget and re-appropriated in the 2015-2016 and 2016-2017 budgets. No residential relocation is required as there are no families or individuals residing on the site.

#### V. Environmental Review

The City Planning Board, as lead agency, has completed an environmental review of the proposed project, 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 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 September 8, 2015. 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 building's eligibility for inclusion 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 ("Section 14.09"). The project is in compliance with the requirements of Section 14.09.

Due to ESD's mortgage position on the loan, a Phase I Environmental Site Assessment ("ESA") and if needed, a Phase II ESA will be required for ESD review and approval prior to closing on the loan.

#### 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 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% 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

Benefit-Cost Analysis

Project Finance Memorandum

Project Photographs

June 23, 2016

Buffalo (Western New York Region – Erie County) Lofts at University Heights – CB-Emmanuel Realty Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan) – Findings and Determinations Pursuant to Section 10(g); Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan 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 Lofts at University Heights – CB-Emmanuel Realty Capital – Better Buffalo Fund (Capital Loan) 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to UH Lofts LLC a loan for a total amount not to exceed Two Million Dollars (\$2,000,000) from the Buffalo Regional Innovation Cluster 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 or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the loan and grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the loan or grant or collateral securing the loan as he or she may deem necessary or appropriate in the administration of the loan and 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 his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

June 23, 2016

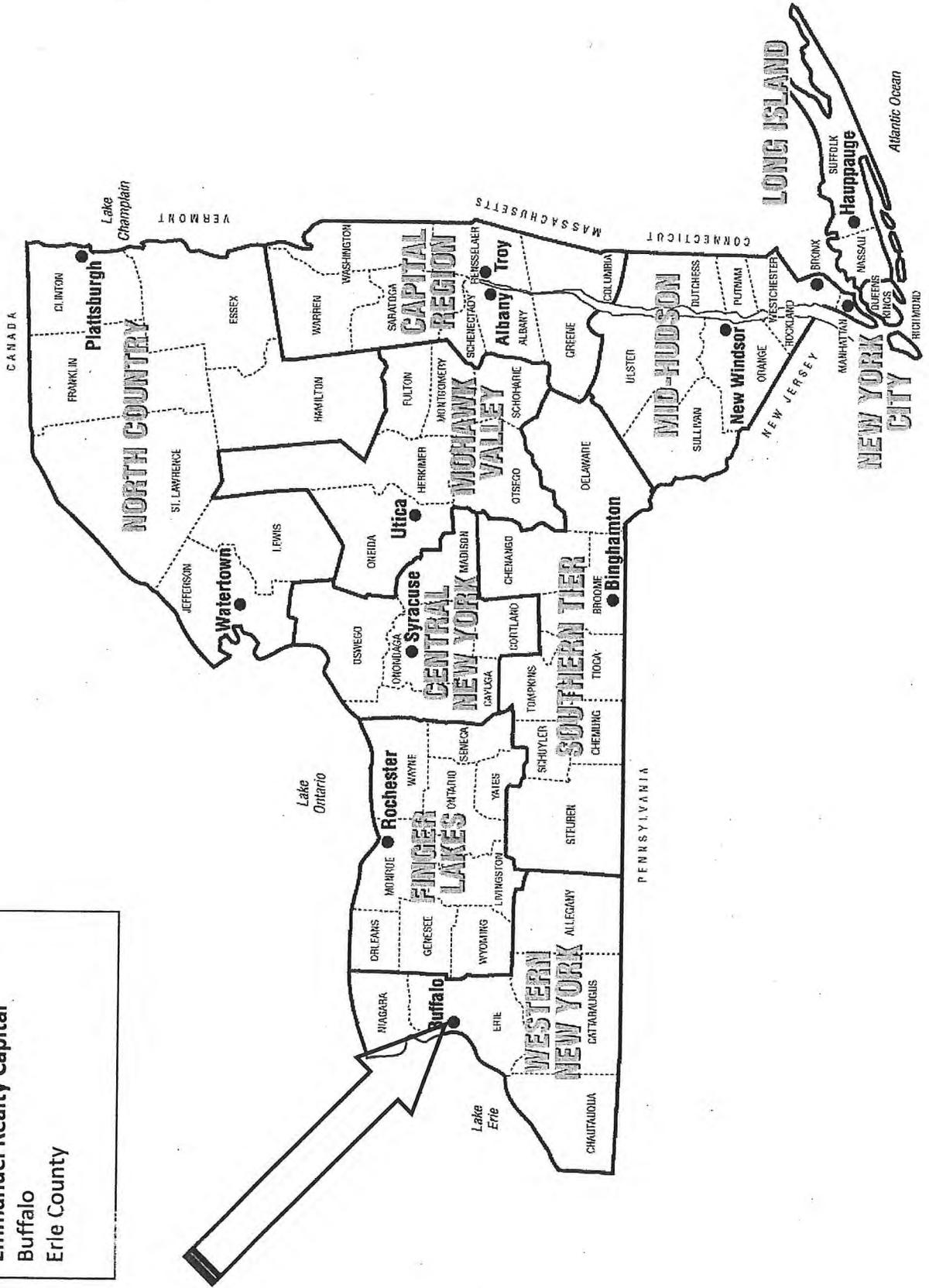
Buffalo (Western New York Region – Erie County) Lofts at University Heights – CB-Emmanuel Realty Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan) – Determination of No Significant Effect on the Environment

---

RESOLVED, that based on the material submitted to the Directors with respect to the Lofts at University Heights – CB-Emmanuel Realty Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan) Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

\* \* \*

**Lofts at University Heights – CB**  
**Emmanuel Realty Capital**  
 Buffalo  
 Erie County



**Project Summary  
Benefit-Cost Evaluation<sup>1</sup>**

**Economic Growth Investment Project**

**Lofts at University Heights – CB Emmanuel Realty Capital, WNY Region**

The benefits reported in the table reflect only the impact of construction-related activity. Unlike typical ESD projects, infrastructure and economic growth investment projects may involve no permanent job commitments. Such projects generate long term benefits not captured in the period of analysis. This is reflected in the benefit cost estimates as compared to benchmarks developed for infrastructure and economic growth investment projects.

**Construction Job Years (Direct): 124**

**Construction Job Years (Indirect): 79**

Evaluation Statistics	Project Result NYS Govt.	NYS Govt. Benchmarks for ESD Projects <sup>2</sup>	Project Results State & Local Governments	State & Local Government Benchmarks for ESD Projects
<b>Fiscal Costs<sup>3</sup></b>	\$2,000,000	\$794,250	\$2,000,000	\$1,020,500
<b>Fiscal Benefits(Taxes)<sup>4</sup></b>	\$1,767,609	\$2,085,600	\$2,432,820	\$4,271,980
<b>Fiscal B/C Ratio</b>	0.88	3.00	1.22	10.60
		<b>Benchmarks for ESD Projects</b>		
<b>Economic Benefits<sup>5</sup></b>	\$12,601,699	\$119,468,000		
<b>Economic B/C Ratio</b>	6.30	30.00		

<sup>1</sup> Dollar values are present value calculated over a 7-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.

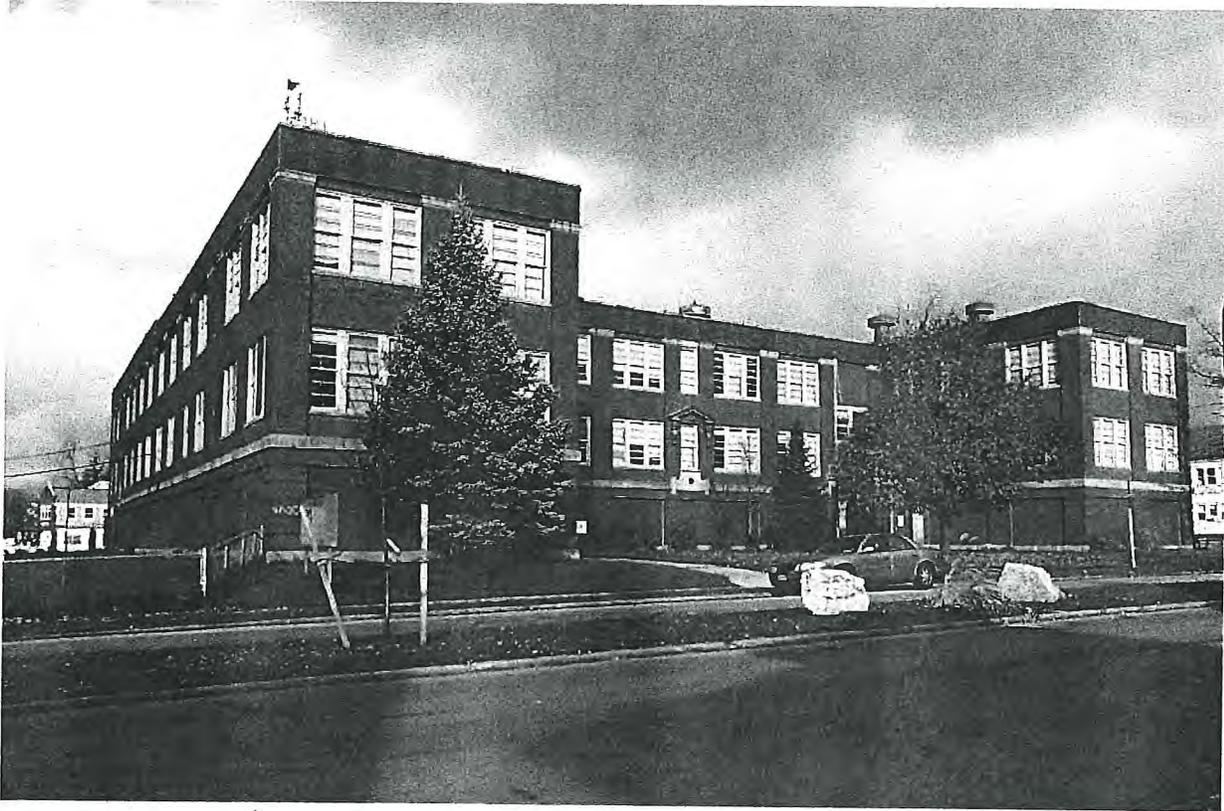
<sup>3</sup> Fiscal cost includes the value of grants, loans and associated default risks, and discretionary subsidies (such as tax exemptions or abatements on sales, property, and interest income).

<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 construction employment, corporate and business incomes, excise and user taxes, property taxes, and other taxes.

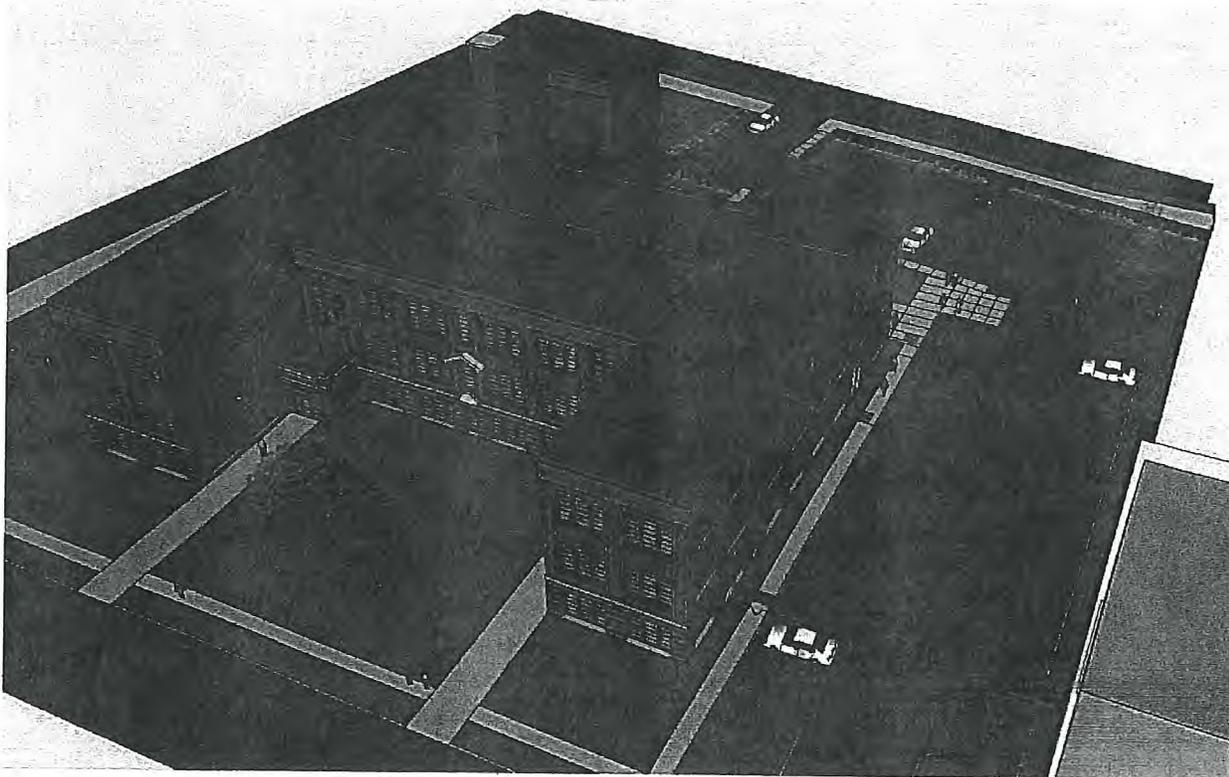
<sup>5</sup> Economic benefits are estimated project benefits measuring loan repayments and all tax revenues generated by the project and collected by state and local governments.

Lofts at University Heights – CB-Emmanuel Realty Capital, AA911

Current Condition



Rendering



LOFTS AT UNIVERSITY HEIGHTS

CB EMMANUEL REALTY CAPITAL PROJECT

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23

REQUEST FOR FINDING AND DETERMINATION PURSUANT TO SECTION  
16 - M AND 10 (g) OF THE ACT; AUTHORIZATION TO ADOPT THE  
PROPOSED GENERAL PROJECT PLAN; AUTHORIZATION TO TAKE  
RELATED ACTIONS.

-----

Public Hearing Minutes taken pursuant to Notice, held  
before Wendy Royce McCann, Registered Professional  
Reporter, Notary Public, at Buffalo City Hall, 65 Niagara  
Square, Council Chambers, Buffalo, New York on Wednesday,  
July 6, 2016 at 9:00 A.M., pursuant to Notice.

E X H I B I T S

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23

<u>EXHIBIT</u>	<u>DESCRIPTION</u>	<u>PAGE</u>
1	Public Notice that appeared in The Buffalo News on June 24, 2016	6
2	Document entitled: "Lofts at University Heights - CB Emmanuel Realty Capital - Buffalo Regional Innovation Cluster Fund - Better Buffalo Fund (Capital Loan) dated June 23, 2016"	6

**APPEARANCES:****RICHARD STARK, ESQ.**

6490 Main Street

Williamsville, New York 14221

(716) 345-9089

Appearing on behalf of the  
New York State Urban Development  
Corporation.**CHERYL KRAZMIEN****Assistant Project Manager**

95 Perry Street

Suite 500

Buffalo, New York 14203

(716) 846-8243,

Appearing on behalf of Empire  
Development Corporation.1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23

PROCEEDINGS

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23

MR. STARK: My name is Richard Stark and I am an attorney duly admitted to practice law in the State of New York. I have been asked by the New York State Urban Development Corporation doing business as Empire State Development ("ESD") to conduct today's public hearing, pursuant to Section 16 of the New York State Urban Development Corporation Act. This hearing is being held pursuant to a public notice, published in accordance with the UDC Act, in the June 24, 2016 edition of The Buffalo News.

The purpose of this hearing is to afford the general public an opportunity to make statements and comments about ESD's General Project Plan for CB Emmanuel Realty Capital Project. The hearing will remain open for a period of not less than one hour or until all members of the public who are present at the hearing have been given an opportunity to make statements or comments on the proposed Project. This is not a question and answer session. A stenographic transcript of this hearing is being made.

Comments presented at this hearing will be taken into consideration by ESD as part of the final approval of the proposed Project.

1           First, Cheryl Krazmien will present information  
2 about the Project on behalf of ESD. Then I will recognize  
3 anyone else who wishes to make a comment about the Project.  
4 If you wish to speak at today's hearing, please sign the  
5 register. Copies of ESD's General Project Plan for the  
6 proposed Project are available for your information and  
7 convenience.

8           In order to give everyone an ample opportunity to  
9 speak, I request that speakers keep their oral  
10 presentations to no more than five (5) minutes. Speakers  
11 representing organizations with a substantial number of  
12 members are asked to register and identify themselves as  
13 such and, depending on the number of speakers wishing to be  
14 heard, may be afforded up to ten (10) minutes for their  
15 presentation.

16           In order to ensure an accurate transcript and enable  
17 all assembled to hear your remarks, I ask each speaker,  
18 when called, to come to the front of the room. Please  
19 state your name and address. If you are appearing as a  
20 representative of an organization or governmental entity,  
21 please identify the organization or entity and state its  
22 address.

23           Finally, I want to remind the purpose of this

1 hearing is to afford you an opportunity to make comments  
2 about the ESD General Project Plan for the proposed  
3 Project. This is not a question and answer session.

4 Now, I'd like to take care of some administrative  
5 matters by asking the stenographer to mark the following  
6 documents as exhibits to the hearing transcript.

7  
8 (Whereupon, a Public Notice that  
9 appeared in The Buffalo News on June  
10 24, 2016 was then marked Exhibit 1  
11 for identification. Document  
12 entitled "Lofts at University  
13 Heights - CB Emmanuel Realty  
14 Capital - Buffalo Regional Innovation  
15 Cluster Fund -- Better Buffalo Fund  
16 (Capital loan) dated June 23, 2016"  
17 was then marked Exhibit 2 for  
18 identification.)

19  
20 MR. STARK: Exhibit 1 is Public Notice that appeared in The  
21 Buffalo News on June 24, 2016. Exhibit 2 is a document  
22 entitled: "Lofts at University Heights - CB Emmanuel Realty  
23 Capital - Buffalo Regional Innovation Cluster Fund - Better

1 Buffalo Fund (Capital Loan) dated June 23, 2016."

2 Thank you. Cheryl.

3

4 MS. KRAZMIEN: Good morning. My name is Cheryl Krazmien,  
5 Assistant Project Manager at ESD, and I am here today to  
6 present a brief summary of the Project. The \$16 million  
7 project involves rehabilitation and reuse of an existing  
8 vacant building creating 44 workforce rental apartments.

9 ESD proposes to make a loan of up to \$2 million to  
10 assist in the financing of this project. The project is  
11 expected to be complete in September 2017.

12

13 MR. STARK: Thank you, Cheryl. I would now like to ask the  
14 first speaker to approach the front of the room.

15

16 MR. ROZANSKI: Okay, my name is Jim Rozanski or James. I  
17 live at 92 West Winspear Avenue which is approximately a  
18 half mile from this project site. I can think back a few  
19 years ago when this first started. This is the former  
20 public school 63, I believe, it was a campus school. I  
21 might get some of this wrong, but at the first meeting a  
22 number of people from the community wanted this to have  
23 some entities dealing with artists in the community. They

1 wanted some art studios, some public studios, it was then  
2 decided they would sent the RFP out again and when it was  
3 redone, basically the same developer, CB Emmanuel, was  
4 chosen again and this is where we are at this point. Now  
5 Sylvia --

6 MS. KRAZMIEN: Off the record.

7 (Whereupon, a discussion was then  
8 held off the record.)

9 THE WITNESS: You mentioned that there were 44  
10 apartments in this and I believe somewhere, this is from  
11 the News article, it says 47 apartments, so I don't know,  
12 maybe there could be some clarification on that. Also in  
13 this article it's a 2 million dollar grant, but then in  
14 your public notice is says it's a 2 million dollar loan  
15 which has a difference.

16 MS. KRAZMIEN: It's a capital loan.

17 THE WITNESS: Yeah, I figured it was a loan and not  
18 a grant. In the News article it mentioned a target tenant  
19 base are people connected to the people at University of  
20 Buffalo and those working downtown at the Buffalo --  
21 Niagara Medical Campus, yet this is supposed to be  
22 affordable housing for people below the median income group  
23 and it would surprise me that the people working for the

1 University or the Buffalo Medical Campus would need  
2 affordable housing. Now that's possible, I am not sure  
3 everybody, I think I would fall into the affordable housing  
4 category. I worked for University of Buffalo for many  
5 years. I was very curious because CB Emmanuel also at this  
6 point is getting a loan to do a similar project in Niagara  
7 Falls at a former junior high school, a landmark building,  
8 I don't know if you are familiar with that. This is  
9 hopefully not a negative comment, but I would like to make  
10 sure they have the capacity to handle two of these projects  
11 at the same time. I think that one was delayed for a long  
12 period of time.

13 I actually came to ask some questions about rent, but  
14 that's not part of this, so I won't ask them, but I looked  
15 at some similar projects, they are projects going on in the  
16 city on Niagara Street, mid-town on Main Street, which are  
17 also affordable housing projects and I was looking at the  
18 rents on those and they are fairly reasonable. So --

19 MS. KRAZMIEN: In the materials here it says the  
20 estimated gross rent.

21 THE WITNESS: Okay, I will have to read that then  
22 and that will probably answer one of my questions. And  
23 that's basically it. I just came down to see what it was

1 all about, I am curious about it. I do have one question,  
2 about a half mile from this project, the former Cantalician  
3 Center on Main Street has been vacant for a number of years  
4 now and the rumors or whatever were that that would also be  
5 housing at some point and the latest is that a charter  
6 school now wants to go into that school and it just seemed  
7 to be that this building having been a school would have  
8 made a better school project and that would have made a  
9 better apartment project. I hope that's not totally  
10 negative to throw your whole thing off. There is also the  
11 consideration that near Mccarthy Park on LaSalle, I can't  
12 remember offhand how many apartments are being built there,  
13 so there is going to be a large influx of apartments coming  
14 into this neighborhood which at present I would say over  
15 fifty percent of the houses which are in zoning R-1 and  
16 R-2, are one and two-family houses, over fifty percent are  
17 now owned by offsite landlords and a large portion are  
18 rented to students. So I think there is going to be a big  
19 impact on the whole neighborhood how that effects the  
20 student rentals of the houses and just the overall concept  
21 of the whole thing. I guess that's about it. I am sorry I  
22 wasn't better prepared. I really wasn't too sure what this  
23 was going to be about. I hope that can add a little

1 clarity to the process and thank you for your time.

2 MR. STARK:                   Anyone else present that would like  
3 to make a comment regarding the Project? We will hold the  
4 hearing open until 10:00 a.m. in order to afford any  
5 latecomers an opportunity to make a statement. At this  
6 time I will call for a recess in these proceedings until  
7 such time as someone requests an opportunity to make a  
8 statement. The time is now 9:15 a.m. Again, at any time  
9 during this recess, those assembled here may request an  
10 opportunity to make additional statements.

11       The time is now 10:00 a.m. This hearing has been held  
12 open since 9:00 a.m. to allow for public comment on the  
13 proposed Project. Before we close the hearing, is there  
14 anyone else here who would like to make a statement  
15 regarding the Project.

16               The time is now 10:05 a.m. This hearing is now  
17 concluded. I thank you all for attending.

18

19                               (Whereupon, proceedings concluded.)

20

21

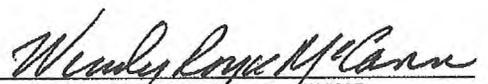
22

23

CERTIFICATE OF REPORTER

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23

I, WENDY ROYCE McCANN, hereby certify that I did report in machine shorthand the foregoing proceeding had in the above-entitled matter, at the time and place hereinbefore set forth; I do further certify that the transcript consisting of 11 pages, is a true and correct transcript of my said stenographic notes.

  
WENDY ROYCE McCANN

# THE BUFFALO NEWS

## -Affidavit-



Marcy Lombardo of the City of Buffalo, New York, being duly sworn, deposes and says that he/she is Principal Clerk of THE BUFFALO NEWS INC., Publisher of THE BUFFALO NEWS, a newspaper published in said city, that the notice of which the annexed printed slip taken from said newspaper is a copy, was inserted and published therein 1 times, the first insertion being on 06/24/2016 and the last insertion being on 06/24/2016

*Marcy Lombardo*

Dates Ad Ran:

Buffalo News (P1) 06/24/16

Sworn to before me this 24th day of June 2016

*Barbara Anne Juzwiak*  
Notary Public, Erie County, New York

BARBARA ANNE JUZWIAK  
Notary Public, State of New York  
Appointed in Niagara County  
My Commission Expires 6/30/2018

Ad ID: 1236737

AA911

### 764 Miscellaneous Notices



PLEASE TAKE NOTICE that the New York State Urban Development Corporation, doing business as Empire State Development ("ESD"), pursuant to Section 16(2) of the New York State Urban Development Corporation Act (Chapter 174, Section 1, Laws of 1968, as amended) (the "Act"), has adopted a General Project Plan (the "Plan") with respect to the Lofts at University Heights - CB Emmanuel Realty Capital Project (the "Project"), at the Directors' meeting on June 23, 2016. Copies of the Plan are available without charge to any person who shall make a request for the same at the office of the Corporation. The Corporation will file such Plan in the office of the Erie County Clerk at 92 Franklin Street, Buffalo, NY. A copy of the Plan is also on file at the principal office of the Corporation, 633 Third Avenue, New York, New York 10017, and is available for inspection by the general public Monday through Friday, between the hours of 9:00 a.m. and 5:30 p.m.

The \$16 million project involves rehabilitation and reuse of an existing vacant building into work-

### 764 Miscellaneous Notices

force rental apartments, known as Lofts at University Heights. ESD proposes to make a loan of up to \$2,000,000 to assist in the financing of this project. The project is expected to be complete in November 2017.

PLEASE TAKE FURTHER NOTICE, that, in accordance with Section 16(2) of the Act, a public hearing, open to all persons, will be held by ESD in Buffalo City Hall, Conference Room #1417, 65 Niagara Square, Buffalo, NY 14202 on July 6, 2016 from 9:00 am to 10:00 am to consider the Plan.

DATED: June 24, 2016  
New York, New York  
New York State Urban Development Corporation

By: Eileen McEvoy,  
Corporate Secretary



FOR CONSIDERATION

June 23, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Buffalo (Western New York Region – Erie County) – Lofts at University Heights – CB-Emmanuel Realty Capital – Buffalo Regional Innovation Cluster Fund – Better Buffalo Fund (Capital Loan)

REQUEST FOR: Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan and to Take Related Actions; Determination of No Significant Effect on the Environment

---

General Project Plan

I. Project Summary

Borrower: UH Lofts LLC (“UH Lofts” or the “Company”), a limited liability company controlled by CB-Emmanuel Realty, LLC (“CB-Emmanuel”)

ESD\* Investment: A loan of up to \$2,000,000 to be used to reimburse a portion of the costs of construction and remediation

\* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Location: 91 Lisbon Avenue, Buffalo, Erie County 14214

Proposed Project: Rehabilitation and reuse of former Buffalo Public School #63 (“School 63”), creating approximately 44 mixed-income workforce rental apartments, which will be known as Lofts at University Heights

Project Type: Rehabilitation and adaptive reuse of a vacant property

III. Project Description

A. Borrower

Industry: Property Development

Borrower History: UH Lofts was formed by principals of CB-Emmanuel in 2015 to undertake the acquisition, construction, and management of a long-vacant structure into workforce rental apartments. CB-Emmanuel, established in 2005, is a Queens-New York City, based developer specializing in the development and management of low-income housing. CB-Emmanuel, which began with small projects secured from the New York City Department of Housing Preservation and Development, has been instrumental in the development of 21 affordable, preservation, rehabilitation, and/ or mixed-income projects with over 2,200 units of housing across New York State. The majority of projects have been in the Bronx and Brooklyn including the construction of 92 new apartments at Atlantic Commons (Brownsville, Brooklyn); the acquisition and rehabilitation of 290 apartments from the New York City Housing Authority and Livonia Terrace which involved the rehabilitation of 173 apartments in Brooklyn, NY. Sixty-one units are under construction in Niagara Falls utilizing RESTORE-NY funds. One of the principals, Benathan Upshaw, is a native of Buffalo and has a satellite office in Lockport, NY.

Ownership: UH Lofts is controlled and owned in part by CB-Emmanuel, which is privately-owned.

Size: CB-Emmanuel offices are located in Queens Village, NY with an upstate satellite in Lockport, NY. CB-Emmanuel owns and manages nine affordable properties in New York State.

Market: Property management and development

ESD Involvement: During Governor Cuomo's 2012 State of the State Address, he committed a \$1 billion investment in the Buffalo area economy (the "Buffalo Billion Initiative") to create thousands of jobs and spur \$5 billion in new investment and economic activity over several years. In early 2014, \$30 million of the Buffalo Billion Initiative was dedicated for the Better Buffalo Fund ("BBF"), a competitive loan/grant program encouraging density and growth along transportation corridors and the revitalization of neighborhood commercial districts within targeted areas in the City. BBF consists of two segments, Transit-Oriented Development, administered by ESD, which assists with gap financing for adaptive reuse or infill capital projects promoting dense development within ¼ mile walking distance of transit stops, and the Buffalo Main Streets Initiative, modeled on the New York State Main Street program and administered by NYS Homes and Community Renewal, to revitalize

- 14 two-bedroom units at or below 60% of AMI
- 5 one-bedroom units from 61 to 90% of AMI
- 1 two-bedroom unit from 61 to 90% of AMI

The primary target market will consist of small mixed-income workforce households containing 1 to 3 persons, living in one or two-bedroom apartments, and earning from \$23,600 to \$54,513 per year. Estimated gross rents are approximately \$617 to \$850 per month, which are affordable for households at or below 50% of AMI, 51 to 60% of AMI, and 61 to 90% of AMI.

**Results:**

The project will transform a vacant, blighted structure in the University Heights neighborhood into 44 affordable rental apartments with approximately 55 onsite parking spaces. The project is oriented to attract and retain young adults (ages 18 to 35 years) and counteract a lack of immigration to the region by people in that age range as the project is geared to link young moderate income households with job and education opportunities in downtown Buffalo. It will also target individuals with physical disabilities and veterans as a Veterans Administration Medical Center is located within one mile. Lofts at University Heights will conveniently link moderate wage earners from the downtown Medical Campus, University of Buffalo South, and area jobs, education, and training opportunities offered in the Central City, since the Metro LaSalle station is less than .3 miles.

The project promotes smart growth by repurposing an existing neighborhood structure and utilizing existing infrastructure including utilities, sidewalks, transit stops, and streets. The project will not only increase affordable housing stock, but will place a non-taxable community eyesore onto the tax rolls, relieving the City from continued public and general liability. The project will encourage neighbors to invest in their own properties, increasing housing values, reducing blight, and laying the foundation for market stability and improved quality of life.

**Economic Growth**

**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.

3. Guarantees: N/A
4. The Borrower will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Borrower's written acceptance of ESD's offer. Equity is defined as cash injected into the project by the Borrower or by investors, and should be auditable through Borrower financial statements or Borrower accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project. Equity may also include tax credit income used for project related costs secured by the Borrower.
5. Up to \$2,000,000 will be disbursed to the Borrower upon completion of the project substantially as described in these materials including documentation of approximately \$16 million and funding the NYS HFA Subsidy Loan, which may be funding simultaneously with the ESD Loan. Disbursement requires compliance with program requirements. Expenditures reimbursed by ESD's loan must be incurred on or after May 19, 2016 to be considered eligible project costs. Disbursement of the loan must be requested by June 30, 2018.
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 Company 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.
7. Term: 30 years from date of final advance.

Loan becomes immediately due and payable if Borrower sells or closes Project Location or materially changes the use of the property without the prior written consent of ESD, excepting sale or transfer of all or part of the 99.99% investor interest in UH Lofts LLC or transfer of the managing member interest due to removal for cause by the investor member.

8. 1% interest only payable annually to the extent of Excess Income. The first payment of interest for the period through the end of Recipient's fiscal year shall be due and payable within 120 days of the end of Recipient's fiscal year from Excess Income prior to distribution of any Return on Equity (which definitions and determinations shall be on the same terms as provided by the NYS HFA Subsidy Loan). Thereafter, interest shall be calculated on an annual basis and shall be payable annually within 120 days of the end of Recipient's fiscal year from Excess Income prior to distribution of any Return on Equity.

Distribution of Excess Income, if any, shall be applied first, to repay any deferred interest, then to pay current interest due on the Loan.

If Recipient can demonstrate to ESD's satisfaction that there is insufficient Excess Income to pay any amount due pursuant to the terms of this Note, then, so long as there shall be

14. Collateral review and appraisals acceptable to ESD. Reviewed or audited financials to be submitted at closing and annually.

#### IV. Statutory Basis – Buffalo Regional Innovation Cluster Fund

The funding was authorized in the 2014-2015 New York State budget and re-appropriated in the 2015-2016 and 2016-2017 budgets. No residential relocation is required as there are no families or individuals residing on the site.

#### V. Environmental Review

The City Planning Board, as lead agency, has completed an environmental review of the proposed project, 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 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 September 8, 2015. 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 building's eligibility for inclusion 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 ("Section 14.09"). The project is in compliance with the requirements of Section 14.09.

Due to ESD's mortgage position on the loan, a Phase I Environmental Site Assessment ("ESA") and if needed, a Phase II ESA will be required for ESD review and approval prior to closing on the loan.

#### 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 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% 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.

FOR CONSIDERATION

July 21, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Regional Council Award – Blue Mountain Lake (North Country Region – Hamilton County) – Adirondack Historical Association 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;  
Authorization to Make a Grant and to Take Related Actions

---

General Project Plan

I. Project Summary

Grantee: Adirondack Historical Association, d/b/a Adirondack Museum  
( the “Museum”)

ESD\* Investment: A grant of up to \$1,400,000 to be used for a portion of the cost of construction, renovations and museum exhibits

\* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Location: State Route 30, Blue Mountain Lake, Hamilton County

Proposed Project: Facility improvements and museum exhibits to expand museum space and increase museum attendance

Project Type: Capital museum expansion

Regional Council: The project is consistent with the North Country Regional Economic Development Council’s plan to support existing employers and to support regional tourism.

## II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Renovation & Construction	\$1,865,000
Signage & Graphics	165,000
Contingency for extras	120,000
Museum Exhibits	<u>4,855,000</u>
<b>Total Project Costs</b>	<b><u>\$7,005,000</u></b>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>
ESD-Grant	\$1,400,000	20%
Organization Fundraising	4,900,000	70%
Organization Equity	<u>705,000</u>	<u>10%</u>
<b>Total Project Financing</b>	<b><u>\$7,005,000</u></b>	<b><u>100%</u></b>

## III. Project Description

### A. Company

Industry: Museum/Tourism

Organization History: The origins of the Adirondack Historical Association, locally known as the Adirondack Museum at Blue Mountain Lake go back to 1947, when local plans were made to preserve the history of the people and work of the Adirondacks. The present Museum opened in 1957 to collect, preserve and exhibit objects made or used by "Adirondackers". The Museum collections include 30,000 objects, 70,000 photographs, 9,500 books and 2,500 works of art.

Ownership: The Museum is a not-for profit organization.

ESD Involvement: The Museum needed assistance to improve the facilities and add new museum exhibits. The Museum needed to modernize the buildings and update aged exhibits with new interactive exhibits in order to maintain and grow attendance and memberships. The Museum applied for assistance through Round 3 of the Consolidated Funding Application process and was awarded \$1,400,000. Without ESD assistance the Museum's improvement project would not be possible.

Past ESD Support: This is the museums second project with ESD. The first project is complete.

Funding for the past five years 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
Regional Council Capital Fund-RC2	Y146	\$130,000	October 2014	December 2015	Green energy heat-wood fired boiler

**B. The Project**

**Completion:** July 2017

**Activity:** The Museum will plan, design and construct a new series of Adirondack Experience Exhibits and displays designed to connect visitors to the Adirondack Region's history and culture. The project also includes building improvements and site improvements for signage, lighting and parking.

**Results:** Completion of the Adirondack Experience Exhibits and modernization will help the Museum to attract more visitors and develop a more sustainable business model. The project provides the ability to expand regional tourism and the visitor base with additional Adirondack interpretative educational exhibits and new colorful displays for visitors to explore. The project is expected to generate additional Museum revenue through increased visitors and memberships.

**Economic Growth**

**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 \$130,599;
- Fiscal cost to NYS government is estimated at \$1,400,000 ;
- Ratio of project fiscal benefits to costs to NYS government is 0.09:1;
- Fiscal benefits to all governments (state and local) are estimated at \$223,525;
- Fiscal cost to all governments is \$1,400,000;
- The fiscal benefit to cost ratio for all governments is 0.16:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at \$1,604,475,
- The economic benefit to cost ratio is 1.15:1;
- Project construction cost is \$2,150,000 which is expected to generate 24 direct job years and 11 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 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: David Kahn, Executive Director  
9097 State Route 30  
Blue Mountain Lake, NY 12812  
Phone: (518) 352-7311

ESD Project No.: Y826

Project Team:	Origination	Rosemary Redmond
	Project Management	John Vandelloo
	Contractor & Supplier Diversity	Denise Ross
	Finance	Jonevan Hornsby
	Environmental	Soo Kang

### C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Grantee shall pay a commitment fee of 1% of the \$1,400,000 capital grant (\$14,000) 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.

Up to \$1,400,000 will be disbursed to the Grantee in three installments as follows:

- a) an Initial Advance of an amount equal to 50% of the grant (\$700,000) will be disbursed as an advance, upon execution of the Grant Disbursement Agreement ("GDA"), and receipt by ESD of required documentation, assuming project approvals have been completed, funds are available, and grantee is in compliance with program requirements. Payment will be made upon presentation to ESD of an invoice and such documentation as ESD may reasonably require, including but not limited to Annual Reports. Expenditures must be incurred after September 22, 2014 to be considered eligible project costs.
- b) a Second Disbursement of 25% of an amount equal to the grant (\$350,000) will be disbursed, upon documentation of the eligible expenditures, verified by a Certified Public Accountant of at least 75% of the initial advance (\$525,000) and receipt by ESD of required documentation provided Grantee is otherwise in compliance with program requirements. Payment will be made upon presentation to ESD of an invoice and such documentation as ESD may reasonably require. Expenditures must be incurred after September 22, 2014 to be considered eligible project costs.
- c) a Third Disbursement of an amount equal to 25% of the grant (\$350,000) will be disbursed, upon documentation of the eligible expenditures, verified by a Certified Public Accountant of at least 75% of the second advance (\$262,500), 100% of the initial advance (\$700,000), (cumulative total \$962,500) and receipt by ESD of required documentation provided Grantee is otherwise in compliance with program requirements. Payment will be made upon presentation to ESD of an invoice and such documentation as ESD may reasonably require. Expenditures must be incurred after September 22, 2014 to be considered eligible project costs.

Within 24 months of the third advance ESD will require project documentation of an additional \$5,605,000 in eligible project expenditures (cumulative \$7,005,000), including \$1,865,000 in demolition/renovation/construction costs, as verified by a Certified Public Accountant, otherwise a portion of the \$1,400,000 will be subject to recapture. The project requires attainment of a certificate of occupancy and other documentation as ESD may reasonably require verifying project completion.

All disbursements require compliance with program requirements and must be requested by April 1, 2019. Expenditures incurred prior to September 22, 2014 are

not eligible project costs and cannot be reimbursed by ESD grant funds

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$1,400,000, 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.
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.

#### IV. Statutory Basis – Regional Council Capital Fund

The funding was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015, 2015-2016 and 2016-2017 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 (“SEQRA”) 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 Diversity policy will apply to the Project. The Company shall be required to use “good faith efforts” (pursuant to NYCRR § 142.8) to achieve an overall Minority and Women Business Enterprise (“MWBE”) Participation goal of 30%,

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.

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

Benefit-Cost Analysis

Project Finance Memorandum

Project Photograph

July 21, 2016

Regional Council Award – Priority Project –Blue Mountain Lake (North Country Region – Hamilton County) – Adirondack Historical Association 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; Authorization to Make a Grant 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 Adirondack Historical Association 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 his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his 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 his designee(s) be, and each of them hereby is, authorized to make to Adirondack Historical Association a grant for a total amount not to exceed One Million Four Hundred Thousand Dollars (\$1,400,000) 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the 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 his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver

any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*



**Project Summary  
Benefit-Cost Evaluation<sup>1</sup>**

**Economic Growth Investment Project  
Adirondack Historical Association**

The benefits reported in the table reflect only the impact of construction-related activity. Unlike typical ESD projects, infrastructure and economic growth investment projects may involve no permanent job commitments. Such projects generate long term benefits not captured in the period of analysis. This is reflected in the benefit cost estimates as compared to benchmarks developed for infrastructure and economic growth investment projects.

**Construction Job Years (Direct): 24**

**Construction Job Years (Indirect): 11**

<b>Evaluation Statistics</b>	<b>Project Result NYS Govt.</b>	<b>NYS Govt. Benchmarks for ESD Projects<sup>2</sup></b>	<b>Project Results State &amp; Local Governments</b>	<b>State &amp; Local Government Benchmarks for ESD Projects</b>
<b>Fiscal Costs<sup>3</sup></b>	\$1,400,000	\$794,250	\$1,400,000	\$1,020,500
<b>Fiscal Benefits(Taxes)<sup>4</sup></b>	\$130,599	\$2,085,600	\$223,525	\$4,271,980
<b>Fiscal B/C Ratio</b>	0.09	3.00	0.16	10.60
	<b>Project Results</b>	<b>Benchmarks for ESD Projects</b>		
<b>Economic Benefits<sup>5</sup></b>	\$1,604,745	\$119,468,000		
<b>Economic B/C Ratio</b>	1.15	30.00		

<sup>1</sup> Dollar values are present value calculated over a 7-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.

<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 construction employment, corporate and business incomes, excise and user taxes, property taxes, and other taxes.

<sup>5</sup> Economic benefits are estimated project benefits measuring loan repayments and all tax revenues generated by the project and collected by state and local governments.





FOR CONSIDERATION

July 21, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Market NY Grant Program – Regional Council Capital Fund – Market New York – Tourism Marketing Competition (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make A Grant and to Take Related Actions

I. Project Summary

	Project Name	Proj #	Grantee	Assistance up to
	<b>Market NY Program</b>			
A	National Comedy Center Marketing Working Capital	AA651	National Comedy Center, Inc.	\$525,000
	<b>TOTAL MARKET NY PROJECTS</b>		<b>TOTAL</b>	<b>\$525,000</b>

ESD\* Investment: Up to a total of \$180,000 from Market NY Round 3 to be used for a tourism capital project in the Finger Lakes region of New York State

\* The New York State Urban Development Corporation doing business as Empire State Development (“ESD” or the “Corporation”)

Project Locations: Statewide - See Schedule A attached

Proposed Projects: See Schedule A 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

II. Project Cost and Financing Sources

See Schedule A attached.

III. Project Description

A. Background

Rounds 4 and 5 of the Regional Council Consolidating Funding Application included up to \$12 million for *Market NY* and Round 3 included up to \$10 million for a program that will support regionally themed New York focused projects. *Market NY* will help to bolster tourism growth by promoting tourism destinations, attractions, and special events. Additionally, Market New York will support capital grant funding for tourism facilities in New York. The Market New York program and each funded proposal will work to support the Regional Council's long term strategic plans for economic growth in the regions, as well as to attract visitors to New York State.

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, including 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 Project

ESD will make available a total of \$525,000 from Round 5 to fund one working capital project. The grantee(s) has identified and prioritized Regional Marketing and Capital Tourism a projects 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 Schedule A attached.

ESD Project No's.: See Table Above

Project Team:	Project Management	See schedule A attached
	Program Director	Kelly Baquerizo
	Contractor & Supplier Diversity	Geraldine Ford
	Environmental	Soo Kang

## Financial Terms and Conditions

ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$180,000, collectively for the project, 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.

## IV. Statutory Basis

### Market NY – DED

The funding was authorized in the 2014-2015 New York State budget and reappropriated in the 2015-2016 and 2016-2017 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

## V. Environmental Review

Unless otherwise noted on a project summary attached as Schedule A, ESD staff has determined that the projects described in Schedule A 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.

## VI. 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.

## VII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since these projects 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. 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.

Recommendation

Based on the foregoing, I recommend approval of the requested actions.

Additional Submissions to Directors

Resolutions  
Schedule A

July 21, 2016

Jamestown (Chautauqua County) – (Working Capital Grant) – Market New York – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; 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 and Market NY – DED 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; 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

RESOLVED, that the President and Chief Executive Officer of the Corporation or his 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;

Market New York Program

	<b>Project Name</b>	<b>Proj #</b>	<b>Grantee</b>	<b>Assistance up to</b>
	<b>Regional Council Capital Fund</b>			
A	National Comedy Center Marketing Working Capital	AA651	National Comedy Center, Inc.	\$525,000
	<b>TOTAL MARKET NY PROJECTS</b>		<b>TOTAL</b>	<b>\$525,000</b>

and be it further

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

\* \* \*

## National Comedy Center Marketing Working Capital (AA651)

July 21, 2016

### General Project Plan

- Grantee:** National Comedy Center, Inc. (“NCC” or the “Organization”)
- ESD Investment:** A grant of up to \$525,000 to be used for regional tourism marketing funding
- Project Location:** 2 West Third Street, Jamestown, Chautauqua County
- Proposed Project:** Implementation of a marketing program and promotion of a new tourism destination
- Regional Council:** The Western New York Regional Economic Development Council has been made aware of this project. The Incentive Offer was accepted in April 2016. The project is consistent with the Regional Plan to promote tourism within the Western New York Region and across New York State.

### **Background:**

#### Industry – Arts and culture

Organizational History – The NCC was established in 1996 for the purpose of utilizing a portion of the late Lucille Ball’s estate to establish the Lucy-Desi Museum (the “Museum”) in a small Jamestown storefront. Lucille Ball’s wish was to establish a destination public place and programs to celebrate comedy. The Museum, which was dedicated to Lucille Ball and her late husband and co-star in the 1950’s sitcom “I Love Lucy” (the “Sitcom”), Desi Arnaz (1917–1986), was renamed the Lucy Desi Center for Comedy and expanded to house the extensive exhibits of the Museum; a retail component; and Desilu Studios consisting of Sitcom original props, costumes, memorabilia, and stage re-creations including Lucy and Ricky Ricardo’s New York City apartment.

The organization has now expanded to establish the first national-scale cultural institution with programs and a museum dedicated to the celebration of all comedy. The National Comedy Center and its programs in Jamestown represent the fulfillment of Lucille Ball’s original wish. In May of 2016, the organization made national headlines by acquiring the extensive archives of the late comedian George Carlin, and in August of 2016 will present Lewis Black, Trevor Noah, Brian Regan, the Farrelly Brothers and the daughters of Lenny Bruce, Richard Pryor and George Carlin at its annual festival program.

Ownership – NCC is a not-for-profit 501(c)3 organization.

**National Comedy Center Marketing Working Capital (AA651)**

July 21, 2016

ESD Involvement – A \$525,000 grant from the Market NY Grant Program

Past ESD Support – This is the Organization’s first project with ESD. This project has also been awarded two additional ESD grants which have not yet received board approval. for final development and construction.

**The Project:**

Completion date – June 2017

Activity – The Organization will market and promote the National Comedy Center as a new tourism destination in Western New York. The overall project will be an experiential attraction, museum of comedic arts and artists, archive of cultural heritage, incubator and retreat destination for the industry, live performance venue, year-round programmer of contemporary comedy, comprehensive educational center for the comedic arts, and a place where the great minds, moguls and legends of comedy and their bodies of work are forever honored.

Results – The project will initiate marketing and promotion of the National Comedy Center, which is designed to be a national attraction based on the celebration of comedy: the craft and its contributors, and embodies Lucille Ball’s vision for her hometown of Jamestown. The NCC will serve as a gateway into NYS adding to its abundant attractions and enhancing its image as an international, national and regional destination.

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
Multi-media Promotions	\$625,000	ESD Grant	\$525,000
Licensing/Talent Fees	50,000	Grantee Equity	175,000
Tour Bus Promotions	25,000		
Total Project Costs	\$700,000	Total Project Financing	\$700,000

Grantee Contact: Ms. Journey Gunderson, Executive Director  
2 West Third Street  
Jamestown, New York 14701-5104  
Phone: (716) 484-0800

Project Team:

Origination	Kelly Rabideau-Baquerizo
Project Management	Cheryl Krazmien
Contractor & Supplier Diversity	Geraldine Ford
Environmental	Soo Kang

## National Comedy Center Marketing Working Capital (AA651)

July 21, 2016

### 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 25% 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.
3. Up to \$525,000 will be disbursed to Grantee, no more frequently than quarterly, 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). Expenditures must be incurred on or after December 10, 2015, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2020.
4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$525,000 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.
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:

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 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% related to the total value of ESD's funding.

**National Comedy Center Marketing Working Capital (AA651)**

July 21, 2016

**Statutory Basis – Market New York Program:**

The funding was authorized in the 2014-2015 New York State budget and reappropriated in the 2015-2016 New York State budgets. 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.

FOR CONSIDERATION

July 21, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Statewide – Entrepreneurial Assistance Program (“EAP”)  
(Training and Technical Assistance Grants)

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

---

I. Project Summary

Grantees: Twenty-Four New York State Entrepreneurial Assistance Program Centers (the “EAP Centers” or the “Centers”) - see attached Schedule A.

ESD\* Investment: Grants totaling up to \$1,902,300 will be awarded to eligible not-for-profit corporations and community colleges.

\* The New York State Urban Development Corporation doing business as the Empire State Development (“ESD”).

Project Locations: See attached Schedule A (24).

Proposed Projects: To support the ongoing operations of 24 EAP Centers.

Regional Council: The Regional Councils have been made aware of its respective items.

Anticipated Appropriation Sources: Entrepreneurial Assistance Program (“EAP”)

II. Project Descriptions

A. Background

The Omnibus Economic Development Law of 1987 authorized the Department of Economic Development d/b/a Empire State Development (“ESD”), through the Entrepreneurial Assistance Program (“EAP” or the “Program”), to issue contracts to not-for-profit corporations, community colleges and boards of cooperative educational services for the development of EAP Centers.

Encouraging the formation and growth of small businesses is an important strategic goal of New York State. Effective EAP programs provide intensive, community-based training, technical assistance and other related services to small business owners or entrepreneurs, particularly minorities and women, to stimulate new business development and to strengthen businesses in the early stages of development (1-5 years). Such assistance is especially important in economically distressed areas where high levels of unemployment and declining infrastructure further limit the ability for these young businesses to develop. Effective programs are built on a working knowledge of the needs and resources of a community and its region.

During the 2015-16 contract year the Program provided services to 1,483 clients who have started, retained or expanded over 1,193 businesses, increased sales by \$31.9 million, secured \$7.8 million in financing, increased employment by 556.5 and helped retain 1,604.5 employees.

In addition to its regular assistance to the small business community the EAP also provided 175 "Starting Your Own Business" seminars to area Office of New American Centers located throughout NYS with 2,167 perspective business owners in attendance.

#### B. The Project

There are currently twenty-four EAP Centers located throughout the state. These Centers provide comprehensive assistance in enterprise development to owners and prospective owners of small businesses, with a particular interest in serving minority group members, women, dislocated workers, and individuals with special needs.

Centers funded by ESD are required to provide the following:

- A. One sixty-hour entrepreneurship training course supplemented by intensive technical assistance to help new entrepreneurs complete business plans and to help them develop viable businesses. Technical assistance encompasses refinement of business concepts, break-even analysis and financial management, marketing plans, and market development.
- B. Enterprise expansion assistance for existing but still young businesses (under five years old). Centers assist these firms to make the transition into small-growth companies. Enterprise expansion technical assistance includes the following: working capital and cash-flow management; general management skills; new market development; hiring and managing employees; managing growth; and accessing credit and capital.

The 2016-2017 New York State budget includes an allocation of \$1,764,000; an additional \$138,300 is available from previous funding. Twenty-Two of the EAP Centers will be funded with grants of \$80,900 for 12 month contracts and two with a pro-rated grant amount of \$61,250 (based on \$1,764,000 funding allocation) for 10 month contracts. EAP Centers are required to match these grants one-to-one (50% or more in cash and no more than 50% in-kind).

The contract period for 21 of the 24 EAP centers is June 1, 2016 through May 31, 2017 and two others from August 1, 2016 to May 31, 2017 due to a recent request for proposals. Suffolk County Community College will have a contract period from July 1, 2016 through June 30, 2017 because of a previous contract extension.

EAP Centers will use allocated funds for expenses related to training and technical assistance as outlined above; operating expenses including, but not limited to, salaries of EAP coordinators and additional support staff; promotional and marketing materials; travel; classroom materials, and supplies.

EAP Centers are required to provide reports relating to their specific achievements during the contract period. In addition, financial reports and documentation of expenditures will be required for disbursement of funds. ESD will verify that each Center is in compliance with Program regulations and guidelines and is following all existing contractual arrangements by reviewing, verifying and approving the required documentation, including financial reports and payment requests.

ESD will enter into an agreement with each center that will stipulate the manner in which program funds will be disbursed.

ESD Project Nos.: AA946-AA949, AA957-AA974, AB086-AB087

Project Team:	Program Director	Joyce Smith
	Environmental	Rachel Shatz
	Contractor & Supplier Diversity	Jazmin Thomas

#### D. Financial Terms and Conditions

ESD may reallocate the project funds to another form of assistance, at an amount no greater than the amount approved, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company 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

The Entrepreneurial Assistance Program is authorized in the 2016-2017 New York State budget and Article 9 of the Economic Development Law. No residential relocation is required as there are no families or individuals residing on the sites.

#### V. Environmental Review

ESD staff has determined that the approval of the Entrepreneurial Assistance Program grants does not constitute an action 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 action.

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 businesses (MWBs) in the performance of ESD projects. For purposes of this project, however, goals will not be established due to the nature of this initiative and the unavailability of certified MWBs for performance of this Project.

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  
Schedule A (24)

July 21, 2016

Statewide – Entrepreneurial Assistance Program (Training and Technical Assistance 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 Empire State Development (“ESD”), relating to the Entrepreneurial Assistance Program (Training and Technical Assistance Grants) Projects, (the “Projects”), ESD 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 or his designee(s) be, and each of them hereby is, authorized to make grants for a total amount not to exceed One Million Nine-Hundred Two Thousand Three Hundred (\$1,902,300) from the Entrepreneurial 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 or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or his 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 his 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.

\* \* \*

## Entrepreneurial Assistance Program

### Regional Listing

1. ACCORD Corporation (Western New York Region - Allegany County)
2. Adirondack Economic Development Corporation (North Country Region - Jefferson County)
3. Bedford Stuyvesant Restoration Corporation (New York City Region – Kings County)
4. Binghamton Local Development Corporation (Southern Tier Region - Broome County)
5. Business Outreach Center, Inc. (New York City Region - Queens County (Jamaica/Corona))
6. Business Training Institute, Inc. (Mohawk Valley Region - Oneida County)
7. CAMBA (New York City Region - Kings County)
8. Capital Chamber Foundation, Inc. of Albany-Colonie Regional Chamber of Commerce (Capital Region - Albany County)
9. Chinatown Manpower Project, Inc. (New York City Region - New York County)
10. Hofstra University (Long Island Region - Nassau County)
11. Hot Bread Kitchen, Ltd. (New York City Region – New York County)
12. IBERO American Action League – Medaille College Buffalo (Western New York Region - Erie/Niagara Counties)
13. IBERO American Action League - Waverly (Southern Tier Region – Chemung County)
14. Local Development Corporation of East New York (New York City Region - Kings County)
15. Queens Economic Development Corporation (New York City Region - Queens County)
16. Renaissance Economic Development Corporation (New York City Region - New York County)
17. South Bronx Overall Economic Development Corporation (New York City Region – Bronx County)
18. South Bronx Overall Economic Development Corporation (New York City Region – Bronx County (South Bronx))
19. Suffolk County Community College (Long Island Region - Suffolk County)
20. Syracuse University (Central New York Region - Onondaga County)
21. Urban League of Rochester (Finger Lakes Region - Monroe County)
22. Washington Heights Inwood Development Corporation (New York City Region – New York County)
23. Women’s Enterprise Development Center Inc. (Mid-Hudson Region – Westchester County)
24. Women’s Enterprise Development Center Inc. (Mid-Hudson Region – Dutchess, Orange, Sullivan, Ulster and Putnam Counties)



## SCHEDULE A-1

### ACCORD Corporation Entrepreneurial Assistance Program, (AA946)

- Grantee:** ACCORD Corporation (“ACCORD” or the “Corporation”)
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** ACCORD Corp/Allegany Business Center  
6087 State Route 19N, Belmont NY 14813
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State’s Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the Western New York Regional Economic Development Council initiative to foster a strong culture of entrepreneurship through training, incubators and public awareness.

**Background:**

Company History – ACCORD Corporation and its’ Business and Community Development Division operates the Allegany Business Center and exclusively provides entrepreneurial assistance to rural Allegany, Cattaraugus, Wyoming, and Steuben counties for the last 24 years.

Ownership – ACCORD is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State’s Entrepreneurial Assistance Program (“EAP”) was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support - ACCORD was awarded its first grant in 1995. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program’s inception. To date, ACCORD has received approximately \$1,018,163 in EAP grant funds.

**The Project:**

Completion - May 31, 2017

Activity - ACCORD will help prepare entrepreneurs and existing business owners for the world of business by teaching business principles, thereby reducing business failures, facilitating self-sufficiency and profitability, expansion and assistance with securing capital.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 117,703	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	1,000	Organization Cash Match	40,450	25%
Project Expenses	34,236	Organization In-kind Match	40,450	25%
Indirect Costs	8,861			
Total Project Costs	\$ 161,800	Total Project Financing	\$ 161,800	100%

**Grantee Contact:** Lesley Gooch-Christman, Executive Director  
**Telephone:** (585)268-7605  
**Fax:** (585)268-5085  
**E-Mail:** [lchristman@accordcorp.org](mailto:lchristman@accordcorp.org)

**Project Team:** Program Director Joyce Smith  
Contractor and Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-2

### Adirondack Economic Development Corporation Entrepreneurial Assistance Program, (AA947)

- Grantee:** Adirondack Economic Development Corporation (“AEDC” or the “Corporation”)
- ESD Investment:** A grant of up to \$80,900 will be awarded to cover operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 67 Main Street - Suite 300, Saranac Lake NY, 12893
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State’s Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the North Country Regional Economic Development Council goals to support small business development while encouraging and assisting entrepreneurs in the region with growth and development.

#### **Background:**

Company History – The AEDC is a not-for-profit economic development corporation whose mission is to “foster and support the growth of sustainable North County communities through support of aspiring entrepreneurs and existing small business owners.

Ownership – Adirondack Economic Development is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State’s Entrepreneurial Assistance Program (“EAP”) was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support - Adirondack Economic Development was awarded its first grant in 1990. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program’s inception. To date, Adirondack Economic Development has received approximately \$725,300 in EAP grant funds.

**The Project:**

Completion - May 31, 2017

Activity – AEDC will provide an array of services including but not limited to business training using the NxLevelL business curriculum which is designed to guide the participant through the process of building a business plan and technical assistance which includes a comprehensive assessment of the client’s skills and needs to build a solid foundation for business success.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$136,968	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/ Staff Development	2,000	Other Cash Match	80,900	50%
Project Expenses	22,832			
Total Project Costs	\$161,800	Total Project Financing	\$161,800	100%

**Grantee Contact:** James Murphy, Executive Director  
**Telephone:** (518) 891-5523 ext. 101  
**Fax:** (518) 891-9820  
**E-Mail:** jamesmurphy52@me.com

**Project Team:** Program Director Joyce Smith  
Contractor and Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon

execution of the Grant Disbursement Agreement (“GDA”), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD’s satisfaction.

## SCHEDULE A-3

Bedford Stuyvesant Restoration Corporation  
Entrepreneurial Assistance Program, AA948

- Grantee:** Bedford Stuyvesant Restoration Corporation (“BSRC” or the “Corporation”)
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 1368 Fulton Street, Brooklyn, NY 11216
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State’s Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the New York City Regional Economic Development Council with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.
- Background:**

Company History – Bedford-Stuyvesant Restoration Corporation “BSRC”, the nation’s first community development corporation, is dedicated to working with residents and businesses to attain the comprehensive revitalization of Central Brooklyn. BSRC has been an active participant in community economic revitalization by providing technical assistance to new and existing businesses.

Ownership – Bedford Stuyvesant Restoration Corporation is a 501(c) (3) not-for-profit corporation.

ESD Involvement – New York State’s Entrepreneurial Assistance Program (“EAP”) was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Bedford Stuyvesant Restoration Corporation was awarded its first EAP grant in 2015. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program’s inception. To date, Bedford Stuyvesant Restoration Corporation has received approximately \$88,000.

**The Project:**

Completion - May 31, 2017

Activity – BSRC will provide services to individuals seeking to start or expand their business, and programs and services designed to help them identify and implement good business planning practices and to instill the concept of continuous learning over the life of their business.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

EAP Project Budget

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 141,465	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	1,000	Organization Cash Match	66,673	41%
Project Expenses	12,114	Organization In-kind Match	11,433	7%
Indirect Costs	7,221	Other In-kind Match	2,794	2%
Total Project Costs	\$ 161,800	Total Project Financing	\$ 161,800	100%

**Grantee Contact(s):** Gordon Bell, Executive Vice President Strategy and Business  
 Telephone: (718) 636-6984  
 Fax: (718) 636-0511  
 E-Mail: [gbell@restorationplaza.org](mailto:gbell@restorationplaza.org)

**Project Team:**

Program Director	Joyce Smith
Office of Contractor Supplier Diversity	Jazmin Thomas
Environmental	Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-4

Binghamton Local Development Corporation  
Entrepreneurial Assistance Program, (AA949)

- Grantee:** Binghamton Local Development Corporation (“BLDC” or the “Corporation”)
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** Broome Community College - Center for Community Education 907 Upper Front Street, Binghamton, NY 13905
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State’s Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the Southern Tier Regional Economic Development Council with its goals to develop the region’s downtowns, commercial and retail opportunities by providing business services and other necessary assistance to new and aspiring entrepreneurs in the region.
- Background:**

Company History – The Binghamton Local Development Corporation exists to further sustainable economic development in the City of Binghamton by attracting new business, retaining and growing established business, building industrial and commercial capacity, promoting employment, and fostering entrepreneurship and innovation. BLDC will deliver the EAP program through a consortium entitled the Broome Triad. The Triad consists of the following three organizations, Broome Community College, The Broome Employment Center of Broome Tioga Workforce Development and The Broome County Urban League.

Ownership – Binghamton Local Development Corporation is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State’s Entrepreneurial Assistance Program (“EAP”) was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Binghamton Local Development Corporation was awarded its first grant in 1995. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program’s inception. To date, Binghamton Local Development Corporation has received approximately \$949,000 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – Binghamton Local Development Corporation and The Broome Triad will provide assistance in enterprise development to minority group members, women, dislocated workers and individuals with special needs who are seeking to start their own business venture; or who are seeking to expand their early-stage firms.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 111,310	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	2,590	Other Cash Match	41,220	25%
Contractual (Training)	20,980	Other In-kind Match	39,680	25%
Business Plan Competition	6,000			
Project Expenses	20,920			
<b>Total Project Costs</b>	<b>\$ 161,800</b>	<b>Total Project Financing</b>	<b>\$ 161,800</b>	<b>100%</b>

**Grantee Contact:** Robert Murphy, Executive Director  
**Telephone:** (607) 772-7161  
**E-Mail:** [rcmurphy@cityofbinghamton.com](mailto:rcmurphy@cityofbinghamton.com)

**Project Team:**

Program Director	Joyce Smith
Contractor and Supplier Diversity	Jazmin Thomas
Environmental	Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-5

Business Outreach Center Network, Inc.  
Entrepreneurial Assistance Program, (AB086)

- Grantee:** Business Outreach Center Network, Inc.
- ESD Investment:** A grant of up to \$61,250 to be used for a portion of the costs of operating expenses, training and technical assistance from August 1, 2016 through May 31, 2017.
- Project Location:** 96-11 46<sup>th</sup> Road, Corona, NY 11368
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the New York City Regional Economic Development Council with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

### **Background:**

Company History – The Business Outreach Center (BOC) Network is a not-for-profit membership organization dedicated to small business development and community-based job creation. BOC's mission is to improve the economic prospects of traditionally underserved groups, with a focus on low-and moderate-income entrepreneurs and their communities, and thereby create genuinely brighter futures.

Ownership – Business Outreach Center is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – The Business Outreach Center Network, Inc. was awarded its first EAP grant in 2016. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program's inception. To date, no funds have been disbursed to the Business Outreach Center Network, Inc.

## The Project:

Completion – May 31, 2017

Activity – The EAP center will implement a 60-hour training program that will help participants learn the business skills to open or expand their businesses. Goals include client orientation, 60 hour training, technical assistance, and preparation of business action plans and other services to help clients achieve business success.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

### EAP Project Budget

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 90,570	ESD Grant	\$ 61,250	50%
Contractual Services/Curriculum/Staff Development	1,000	Organization Cash	13,620	11%
Consultant(s) Training	13,030	Other Cash	33,100	27%
Project Expenses	17,900	Organization In-kind	6,000	5%
		Other In-kind	8,530	7%
<b>Total Project Costs</b>	<b>\$122,500</b>	<b>Total Project Financing</b>	<b>\$122,500</b>	<b>100%</b>

**Grantee Contact(s):** Nancy Carin, Executive Director  
**Telephone:** (718) 624-9115 ext.1011  
**Fax:** (718) 246-1881  
**E-Mail:** [ncarin@bocnet.org](mailto:ncarin@bocnet.org)

**Project Team:** Program Director  
Contractor and Supplier Diversity  
Environmental

Joyce Smith  
Jazmin Thomas  
Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$30,625) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$30,625) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$6,125) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-6

Business Training Institute, Inc.  
Entrepreneurial Assistance Program, (AA957)

- Grantee:** Business Training Institute, Inc. (the "Corporation")
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** The Radisson Centre - 200 Genesee Street, Utica, NY 13502
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the Mohawk Valley Regional Economic Development Council strategies to ensure that the region maintains a focused business outreach and retention effort to stabilize existing businesses, promote an atmosphere that foster innovation and entrepreneurial growth.
- Background:**

Company History – The Entrepreneur Assistance Program Center was established over twenty-one years ago and is the only Entrepreneur Assistance Program serving Oneida, Madison and Herkimer counties.

Ownership – Business Training Institute, Inc. is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Business Training Institute, Inc. was awarded its first grant in 1995. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program's inception. To date, Business Training Institute has received approximately \$969,891 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – The EAP center will implement a 60-hour training program that will help participants learn the business skills to open or expand their businesses. Goals include client orientation, 60 hour training, technical assistance, and preparation of business action plans and other services to help clients achieve business success.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

**EAP Project Budget**

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 143,430	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	6,940	Other Cash Match	80,900	50%
Project Expenses	11,430			
<b>Total Project Costs</b>	<b>\$ 161,800</b>	<b>Total Project Financing</b>	<b>\$ 161,800</b>	<b>100%</b>

**Grantee Contact(s):** Dr. Patricia Laino, Executive Director  
**Telephone:** (315) 733-9848  
**Fax:** (315) 733-0247  
**E-Mail:** [lainoleo@aol.com](mailto:lainoleo@aol.com)

**Project Team:** Program Director  
Contractor and Supplier Diversity  
Environmental

Joyce Smith  
Jazmin Thomas  
Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-7

CAMBA, Inc.  
Entrepreneurial Assistance Program, (AA958)

**Grantee:** CAMBA, Inc.

**ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.

**Project Location:** 2211 Church Avenue - Suite 207, Brooklyn, NY 11226

**Proposed Project:** Business Training and Technical Assistance

**Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the New York City Regional Economic Development Council with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

### Background:

Company History – CAMBA's mission is to provide services that connect people with opportunities to enhance their quality of life. Since 1995 CAMBA Small Business Services has successfully operated an Entrepreneurial Assistance Program Center.

Ownership – CAMBA, Inc. is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – CAMBA, Inc. was awarded its first grant in 1995. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program's inception. To date, CAMBA, Inc. has received approximately \$968,779 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – CAMBA’s EAP center provides entrepreneurial training and technical assistance to low-income entrepreneurs in business formation for new enterprises and business expansion for existing businesses. CAMBA will provide a 10-week 60-hour business training course, with a focus on business plan development. In addition participants will receive technical assistance, loan packaging and assistance with acquiring financing.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

**EAP Project Budget**

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$140,888	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	1,400	Other Cash Match	80,900	50%
Project Expenses	19,512			
Total Project Financing	\$161,800	Total Project Financing	\$161,800	100%

**Grantee Contact:** Joanne M. Oplustil, Executive Director  
Telephone: (718)287-2600  
Fax: (718)856-4647  
E-Mail: [joanneO@camba.org](mailto:joanneO@camba.org)

**Project Team:** Program Director Joyce Smith  
Contractor and Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-8

### Capital Region Chamber Entrepreneur Boot Camp Entrepreneurial Assistance Program, (AA959)

- Grantee:** Capital Chamber Foundation, Inc.
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** Five Computer Drive South, Albany, NY 12205
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the Capital Regional Economic Development Council goals to support small business development while encouraging and assisting entrepreneurs in the region with growth and development.

#### **Background:**

Company History – The Capital Chamber Foundation, Inc. provides technical assistance and financial assistance through the Entrepreneurial Assistance Program since 1991. The mission is to give opportunity to the targeted population of low to moderate income individuals, minorities, and women, individuals with special needs, dislocated workers and disenfranchised business owners to become successful entrepreneurs.

Ownership – Capital Chamber Foundation, Inc. of Albany-Colonie is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – The Capital Chamber Foundation of Albany Colonie was awarded its first grant in 1991. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program's inception. To date, The Capital Chamber Foundation of Albany Colonie has received approximately \$941,331 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – The Capital Chamber Foundation of Albany-Colonie seeks to increase the number of successful businesses within the community by providing expert technical assistance and improved access to capital. This is done by providing a multitude of services including a 60-hour business training course, technical assistance and access to capital.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

**EAP Project Budget**

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 96,650	ESD Grant	\$ 80,900	50%
Contractual Services/ Curriculum/Staff Development	5,000	Organization Cash Match	35,000	22%
Contractual (Training)	34,000	Other Cash Match	5,450	3%
Project Expenses	12,300	Company In-kind Match	10,450	6%
Business Plan Competition	3,400	Other In-kind Match	30,000	19%
Enrollment Fees	10,450			
Total Project Costs	\$161,800	Total Project Costs	\$161,800	100%

**Grantee Contact:** Patricia Maguire, Chief Operating Officer  
Telephone: (518) 431-1416  
Fax: (518) 431-1452  
Email: [PatM@acchamber.org](mailto:PatM@acchamber.org)

**Project Team:** Program Director Joyce Smith  
Contractor and Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

### **Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-9

Chinatown Manpower Project, Inc.  
Entrepreneurial Assistance Program, (AA960)

- Grantee:** Chinatown Manpower Project, Inc.
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 70 Mulberry Street, New York, NY 10013
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the New York City Regional Economic Development Council with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

### Background:

Company History – Chinatown Manpower, founded in 1972, is a micro-enterprise/small business development alliance that delivers customized business services to under-served entrepreneurs in New York City.

Ownership – Chinatown Manpower, Inc. is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Chinatown Manpower, Inc. was awarded its first grant in 1995. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program's inception. To date, Chinatown Manpower, Inc. has received approximately \$861,632 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – Chinatown Manpower, Inc. assist small business owners and entrepreneurs and immigrants and refugees who are establishing their financial lives in this country. Chinatown Manpower, Inc. offers free one-on-one counseling, networking and referral services as well as relevant workshops and seminars.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

**EAP Project Budget**

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 112,372	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	5,000	Organization Cash Match	35,293	22%
Contractual (Training)	33,000	Other Cash Match	9,000	6%
Project Expenses	10,428	Organization In-kind Match	9,396	6%
Registration Fees	1,000	Other In-kind Match	27,211	16%
Total Project Costs	\$ 161,800	Total Project Financing	\$ 161,800	100%

**Grantee Contact:** Stephanie Lau, Assistant Executive Director  
Telephone (212) 571-1691  
Fax: (212) 571-1686  
Email: [StephanieLlau@cmpny.org](mailto:StephanieLlau@cmpny.org)

**Project Team:** Program Director Joyce Smith  
Contractor and Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-10

Hofstra University  
Entrepreneurial Assistance Program, (AA961)

- Grantee:** Hofstra University
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 250 Hofstra University, Hempstead NY 11549
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the Long Island Regional Economic Development Council initiatives to strengthen the economic activity and competitiveness of businesses located in the region.

### Background:

Company History – Hofstra University is located in Hempstead NY and is surrounded by the communities of Hempstead, Freeport, New Cassel, Roosevelt and Uniondale which are classified as “economically distressed”. Hofstra University's Entrepreneurial Assistance Program provides many comprehensive programs consisting of entrepreneurship skills training, business management, technical assistance with linkages for accessing credit and capital for the target population.

Ownership – Hofstra University is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program (“EAP”) was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Hofstra University was awarded its first grant in 1990. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program's inception. To date, Hofstra University has received approximately \$1,658,390 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – Hofstra University’s Center for Entrepreneurship provides business assistance to minority group members, women, dislocated workers and individuals with special needs who are seeking to start or are starting their own business ventures or are seeking to expand their business.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

EAP Project Budget

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 164,743	ESD Grant	\$ 80,900	43%
Contractual Services/Curriculum/Staff Development	1,000	Organization Cash Match	95,643	51%
Contractual (Training)	8,800	Organization In-kind Match	10,000	6%
Project Expenses	12,000			
Total Project Costs	\$ 186,543	Total Project Financing	\$ 186,543	100%

**Grantee Contact:** Judith Tyne, Associate Dean, Project Director  
Telephone: (516) 463-5285  
Fax: (516) 463-3907  
E-Mail: [Judith.Tyne@hofstra.edu](mailto:Judith.Tyne@hofstra.edu)

**Project Team:** Program Director Joyce Smith  
Contractor and Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-11

Hot Bread Kitchen, Ltd.  
Entrepreneurial Assistance Program, (AA962)

- Grantee:** Hot Bread Kitchen, Ltd. ("HBK")
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 1590 Park Avenue, New York, NY 10029
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the Long Island Regional Economic Development Council initiatives to strengthen the economic activity and competitiveness of businesses located in the region.

### **Background:**

Company History – Hot Bread Kitchen, Ltd. is an innovative nonprofit that builds lasting economic security for low-income immigrant and minority women and men by creating pathways to professional opportunities. Through their employer-driven workforce development and business incubator program they help individuals professionalize their skills and passion in the culinary arts, transcend common barriers to fair wage employment and achieve financial independence and success as bakers and food entrepreneurs. To date, Hot Bread Kitchen's incubator program, HBK Incubates, has only serviced start-up food businesses. However, their business enterprise support services, including financial and technical assistance, address broader business issues like financial planning and marketing. In 2015, Hot Bread Kitchen will begin providing business services to other types of businesses through the NYS Entrepreneurial Assistance Program.

Ownership – Hot Bread Kitchen, Ltd. is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Hot Bread Kitchen was awarded its first EAP grant in 2015. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program’s inception. To date, Hot Break Kitchen has received \$77,000 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – Hot Bread Kitchen for Entrepreneurship provides business assistance to minority group members, women, dislocated workers and individuals with special needs who are seeking to start or are starting their own business ventures or are seeking to expand their business.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

EAP Project Budget

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$144,000	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	4,000	Organization Cash Match	78,000	48%
Project Expenses	13,800	Company In-kind	2,900	2%
Total Project Costs	\$161,800	Total Project Financing	\$161,800	100%

**Grantee Contact:** Debbie Kellogg, Development Manager  
**Telephone:** (212) 369-3331 ext. 109  
**E-Mail:** dkellogg@hotbreadkitchen.org

**Project Team:** Program Director Joyce Smith  
 Contractor and Supplier Diversity Jazmin Thomas  
 Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-12

### IBERO American Action League EAP Center/Medaille College Entrepreneurial Assistance Program, (AA964)

- Grantee:** IBERO American Action League (“IBERO” or the “Corporation”)
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** Medaille College, 18 Agassiz Circle, Buffalo NY 14214
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State’s Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the Western New York Regional Economic Development Council initiative to foster a strong culture of entrepreneurship through training, incubators and public awareness.
- Background:**

Company History – Erie and Niagara counties where IBERO American Action League has been operating an Entrepreneurial assistance Center since 2008 are economically distressed regions of the state.

Ownership – IBERO American Action League is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State’s Entrepreneurial Assistance Program (“EAP”) was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support - IBERO American Action was awarded its first grant in 2008. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program’s inception. To date, IBERO American Action League has received approximately \$716,800 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – IBERO will hold at least 1 60-hour business training session starting in September 2014 and another possibly in the spring of 2013. IBERO will work with current business owners who are successfully operating their own businesses as well as those looking to start a business. Other services provided will be technical assistance and access to capital.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

**EAP Project Budget**

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$158,797	ESD Grant	\$ 80,900	41%
Contractual Services/Curriculum/Staff Development	4,760	Organization In-kind Match	76,560	38%
Project Expenses	36,562	Organization In-kind Match	42,659	21%
Total Project Costs	\$200,119	Total Project Financing	\$200,119	100%

**Grantee Contact:** Gladys Burgos, Vice President of Operations  
**Telephone:** (585) 256-8900 ext. 634  
**Fax:** (585) 442-0683  
**E-Mail:** [gladys.burgos@iaal.org](mailto:gladys.burgos@iaal.org)

**Project Team:**

Program Director	Joyce Smith
Contractor and Supplier Diversity	Jazmin Thomas
Environmental	Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



### SCHEDULE A-13

IBERO American Action League/Waverly Center  
Entrepreneurial Assistance Program, (AA963)

- Grant Recipient:** IBERO American Action League, Inc.
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 106 Chemung Street, Waverly, NY 14892
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the Southern Tier Regional Economic Development Council with its goals to develop the region's downtowns, commercial and retail opportunities by providing business services and other necessary assistance to new and aspiring entrepreneurs in the region.

**Background:**

Company History – IBERO American League, Inc. absorbed all operations and assets of Worker Ownership Resource Center which was the original grantee for the EAP in Waverly, New York. The program has been assisting women and low-income individuals located in distressed communities along the Southern Tier regions of Upstate New York since 1995.

IBERO American Action League, Inc. is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support - EAP grants are based on the availability of funds and have ranged from \$35,000 to \$99,593 since the program began. To date, the EAP in Waverly has received approximately \$1,061,153 in grant funds.

**The Project:**

Completion – May 31, 2017

Activity – EAP plays a crucial role in the continuing effort to develop and maintain small business owners in these areas, by providing 60-hour training and 10-hours of technical assistance.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

EAP Project Budget

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 116,277	ESD Grant	\$ 80,900	49%
Contractual Services/Curriculum/Staff Development	4,760	Other Cash Match	41,760	25%
Project Expenses	44,282	Organization In-kind	42,659	26%
Total Project Costs	\$ 165,319	Total Project Financing	\$ 165,319	100%

**Grantee Contact:** Gladys Burgos, Vice President of Operations  
**Telephone:** (585) 256-8900 ext. 634  
**Fax:** (585) 442-0683  
**E-Mail:** [gladys.burgos@iaal.org](mailto:gladys.burgos@iaal.org)

**Project Team:** Program Director Joyce Smith  
Office of Contractor Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-14

Local Development Corporation of East New York,  
Entrepreneurial Assistance Program, (AA965)

- Grantee:** Local Development Corporation of East New York (“LDCENY”)
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 80 Jamaica Avenue, Brooklyn, NY 11207
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State’s Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the New York City Regional Economic Development Council with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

### Background:

Company History – The mission of the LDCENY is to retain and promote industry and commerce in East Brooklyn so as to preserve and improve economic opportunities for businesses and residents.

Ownership – The LDCENY is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State’s Entrepreneurial Assistance Program (“EAP”) was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – The LDCENY was awarded its first grant in 1990. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program’s inception. To date, LDCENY has received approximately \$861,800 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – The goal of the project is to stimulate local economic development by providing existing businesses the training, technical competence and financing required to stay in business and expand their operation.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 148,940	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	1,000	Other Cash Match	80,900	50%
Contractual (Training)	4,000			
Project Expenses	7,860			
Total Project Costs	\$ 161,800	Total Project Financing	\$ 161,800	100%

**Grantee Contact:** Sherry Roberts, Executive Director  
**Telephone:** (718) 385-6700 ext. 11  
**Fax:** (718) 385-7505  
**E-Mail:** [sdroberts100@aol.com](mailto:sdroberts100@aol.com)

**Project Team:** Program Director  
Contractor and Supplier Diversity  
Environmental  
Joyce Smith  
Jazmin Thomas  
Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-15

Queens Economic Development Corporation  
Entrepreneurial Assistance Program, (AA966)

- Grant Recipient:** Queens Economic Development Corporation
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 122-55 Queens Blvd, Kew Gardens NY 11424
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the New York City Regional Economic Development Council with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

### Background:

Company History - Queens Economic Development Corporation has been active for over 33 years with a mission to create and retain jobs through programming that grows the surrounding neighborhood and assists small businesses, promotes tourism and marketing of Queens County.

Ownership – Queens Economic Development Corporation is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Queens Economic Development Corporation was awarded its first grant in 1992. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program's inception. To date, Queens Economic Development Corporation has received approximately \$1,746,207 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – EAP is designed for individuals committed to starting a business or who need further assistance in the growth of their existing business. Through the 60 hour training course, and actionable “to-do” items during consultations, clients are consistently encouraged to setup follow-up appointments to continue to work on their business development and seek additional services in order to access a minimum of 10-hours of technical assistance.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

**EAP Project Budget**

Financing Uses		Financing Sources	Amount	Percent
Salaries/Fringe	\$ 148,800	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	1,000	Organization Cash	68,900	43%
Project Expenses	12,000	Organization In-kind	12,000	7%
Total Project Costs	\$ 161,800	Total Project Financing	\$ 161,800	100%

**Grantee Contact(s):** Seth Bornstein, Executive Director  
Telephone: (718) 263-0546  
Fax: (718) 263-0595  
E-Mail: sbornstein@queensny.org

**Project Team:** Program Director Joyce Smith  
Contractor and Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-16

### Renaissance Economic Development Corporation Entrepreneurial Assistance Program, (AA967)

- Grant Recipient:** Renaissance Economic Development Corporation
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 1 Pike Street, New York, NY 10002
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the New York City Regional Economic Development Council with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

#### **Background:**

Company History - Renaissance Economic Development Corporation has been established since 1997 dedicated to providing financial and technical assistance to minority and women owned business enterprises in immigrant and/or low to moderate-income communities where the barriers of language, culture, and conventional loan underwriting have stymied the growth of micro and small businesses.

Ownership – Renaissance Economic Development Corporation is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Renaissance Economic Development Corporation was awarded its first grant in 2007. EAP grants are based on the availability of funds and have ranged from \$35,000 and \$99,593 since the program's inception. To date, Renaissance Economic Development has received approximately \$625,707 in EAP grant funds.

**The Project:**

Completion - May 31, 2017

Activity – EAP provides enterprise formation assistance to startups and enterprise expansion assistance to young businesses in immigrant and minority communities with a focus on assisting minority and women entrepreneurs.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

EAP Project Budget

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 135,190	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	1,000	Other Cash Match	80,900	50%
Contractual (Training)	8,700			
Project Expenses	16,910			
Total Project Costs	\$ 161,800	Total Project Financing	\$ 161,800	100%

**Grantee Contact(s):** Siu Kwan Chan, Director of Operations  
Telephone: (212) 964-6022  
Fax: (212) 964-6003  
E-Mail: siukwanc2000@yahoo.com

**Project Team:** Program Director: Joyce Smith  
Contractor and Supplier Diversity: Jazmin Thomas  
Environmental: Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-17

### South Bronx Overall Economic Development Corporation Entrepreneurial Assistance Program, (AA968)

- Grant Recipient:** South Bronx Overall Economic Development Corp. ("SoBRO")
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 555 Bergen Avenue, Bronx, NY 10455
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the New York City Regional Economic Development Council with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

#### **Background:**

Company History – SoBRO has been assisting microenterprises in the South Bronx for the past 20 years through its Entrepreneurial Development Program. The problems facing aspiring micro-entrepreneurs in the community are twofold: lack of entrepreneurial know-how and availability of credit.

Ownership – South Bronx Overall Economic Development Corp. is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – SoBRO was awarded its first grant in 1996 EAP grants are based on the availability of funds and have ranged from \$35,000 to \$99,593 since the program's inception. To date, SoBRO has received approximately \$1,361,453 in EAP grant funds.

**The Project:**

Completion - May 31, 2017

Activity – EAP fills a critical void in the entrepreneurial development of the Bronx; SoBRO is strategically located in the heart of the South Bronx at the core of the NYC Empowerment Zone and the State’s Empire Zone. The program delivers quality training and assistance designed to cater to the distinct needs of clients in this high needs area.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

**EAP Project Budget**

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 128,558	ESD Grant	\$ 80,900	48%
Contractual Services/Curriculum/Staff Development	4,406	Other Cash Match	88,071	52%
Contractual Training	13,000			
Project Expenses	23,007			
Total Project Costs	\$ 168,971	Total Project Financing	\$ 168,971	100%

**Grantee Contact:** Phillip Morrow, President  
**Telephone:** (718) 292-3113  
**Fax:** (718) 292-3115  
**E-Mail:** pmorrow@sobro.org

**Project Team:** Program Director Joyce Smith  
Contractor and Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-18

SoBRO Venture Entrepreneurial Assistance Program Center, (AB087)

<b>Grant Recipient:</b>	South Bronx Overall Economic Development Corporation
<b>ESD Investment:</b>	A grant of up to \$61,250 to be used for a portion of the costs of operating expenses, training and technical assistance from August 1, 2016 through May 31, 2017.
<b>Project Location:</b>	199 Lincoln Avenue, Bronx New York 10454
<b>Proposed Project:</b>	Business Training and Technical Assistance
<b>Regional Council:</b>	New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the New York City Regional Economic Development Council with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

### **Background:**

Company History – SoBRO has been assisting microenterprises in the South Bronx for the past 20 years through its Entrepreneurial Development Program. The problems facing aspiring micro-entrepreneurs in the community are twofold: lack of entrepreneurial know-how and availability of credit. SoBRO will expand to provide business services to the Spanish speaking community at its South Bronx Venture Center location.

Ownership – South Bronx Overall Economic Development Corp. is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – SoBRO was awarded its first grant in 1996 EAP grants are based on the availability of funds and have ranged from \$35,000 to \$99,593 since the program's inception. To date, SoBRO has received approximately \$1,361,453 in EAP grant funds.

**The Project:**

Completion - May 31, 2017

Activity – EAP fills a critical void in the entrepreneurial development of the Bronx; SoBRO is strategically located in the heart of the South Bronx at the core of the NYC Empowerment Zone and the State’s Empire Zone. The program delivers quality training and assistance designed to cater to the distinct needs of clients in this high needs area.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

**EAP Project Budget**

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 98,090	ESD Grant	\$ 61,250	48%
Contractual Services/Curriculum/Staff Development	5,653	Other Cash Match	31,500	25%
Contractual Training	6,340	Company In-kind	35,000	27%
Project Expenses	17,667			
Total Project Costs	\$ 127,750	Total Project Financing	\$ 127,750	100%

**Grantee Contact:** Ayca Ergeneman  
Senior Vice President Program Design,  
Development and Evaluation  
Telephone: (718) 292-3113  
Fax: (718) 292-3115  
E-Mail: aergeneman@sobro.org

**Project Team:** Program Director Joyce Smith  
Contractor and Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$30,625) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$30,625) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$6,125) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-19

Suffolk County Community College  
Entrepreneurial Assistance Program, (AA969)

- Grant Recipient:** Suffolk County Community College (“SCCC”)
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from July 1, 2016 through June 30, 2017.
- Project Location:** Sally Ann Slacke Building, Michael J. Grant Campus  
1001 Crooked Hill Road, Brentwood NY 11717
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State’s Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the Long Island Regional Economic Development Council initiatives to strengthen the economic activity and competitiveness of businesses located in the region.

### **Background:**

Company History – Suffolk County Community College is a two-year unit of the State University of New York (SUNY). It is the largest community college in the SUNY system, enrolling 26,719 students. It offers 70 degree and certificate programs. There are three (3) campuses and two downtown satellite educational centers. The campuses are Michael J Grant in Brentwood, Ammerman in Selden and the Eastern Campus in Riverhead. The downtown satellite locations are in Sayville, and Riverhead.

Ownership – Suffolk Community College is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State’s Entrepreneurial Assistance Program (“EAP”) was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Suffolk Community College was awarded its first grant in 1994. EAP grants are based on the availability of funds and have ranged from \$35,000 to \$99,593 since the program’s inception. To date, SCCC has received approximately \$805,500 in EAP grant funds.

**The Project:**

Completion - July 30, 2017

Activity – EAP is a resource for Suffolk County residents interested in starting and/or expanding their businesses. SCCC conducts several programs geared towards empowering clients with information in creating and developing a business enterprise.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

**EAP Project Budget**

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 106,450	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	1,000	Organization Cash Match	40,450	25%
Project Expenses	53,900	Organization In-kind Match	40,450	25%
Total Project Costs	\$ 161,350	Total Project Financing	\$ 161,800	100%

**Grantee Contact:** Dr. Shaun L. McKay, President  
**Telephone:** (631) 451-4736  
**Fax:** (631) 451-4715  
**E-Mail:** mckays@suffolk.edu

**Project Team:** Program Director Joyce Smith  
Contractor and Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-20

South Side Innovation Center  
Entrepreneurial Assistance Program, (AA970)

- Grant Recipient:** Syracuse University
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 2610 South Salina, Syracuse NY 13205
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the Central New York Regional Economic Development Council initiatives to support the regions businesses efforts to compete in the global economy, expand their recent efforts to invest in entrepreneurs and risk-takers and play an important role in reflecting that the regions small businesses drive regional and national economy.

### Background:

Company History – Syracuse University supports entrepreneurs with results oriented services, including networking, technical training that develops problem-solving skills, classroom instruction, and provide financing assistance to help them succeed as they take the next step in developing their business.

Ownership – Syracuse University is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Syracuse University was awarded its first grant in 2008. EAP grants are based on the availability of funds and have ranged from \$35,000 to \$99,593 since the program's inception. To date, Syracuse University has received approximately \$675,100 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – EAP provides hands on counseling, training, mentoring to entrepreneurs including new and early stage of a business. The Center incubates businesses which develop a three year timeline. Assists at least 10% of total clientele in creating a business, of which at least 30-50 begin operating within that 12-month period. Also provides assistance to existing companies and creates a minimum of 50 jobs.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

EAP Project Budget

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 115,269	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	4,153	Organization Cash Match	75,483	47%
Consultant (Training)	1,264	Organization In-kind	2,000	1%
Project Expenses	7,095	Other In-kind	3,417	2%
Indirect Costs	32,269			
Business Plan Challenge Awards Program	1,750			
Total Project Costs	\$ 161,800	Total Project Financing	\$ 161,800	100%

**Grantee Contact:** Meghan MacBlane, Research Administrator  
**Telephone:** (315) 443-2807  
**Fax:** (315) 443-9361  
**E-Mail:** [mtmachbla@syr.edu](mailto:mtmachbla@syr.edu)

**Project Team:** Program Director Joyce Smith  
Contractor and Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-21

Urban League of Rochester, N.Y., Inc.  
Entrepreneurial Assistance Program, (AA971)

- Grant Recipient:** Urban League of Rochester, N.Y., Inc.
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 265 North Clinton Ave, Rochester NY 14605
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the Finger Lakes Regional Economic Development Council initiative to Optimize Business Creation, Retention and Expansion in the region.

### **Background:**

Company History – Urban League of Rochester, N.Y., Inc. was founded in 1965 as a community-based, non-profit affiliate of the National Urban League providing direct services to low-income and minority individuals within the Rochester metropolitan area and surrounding counties.

Ownership – Urban League of Rochester, N.Y., Inc. is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support- Urban League of Rochester, N.Y., Inc. was awarded its first grant in 1991. EAP grants are based on the availability of funds and have ranged from \$35,294 to \$99,593 since the program's inception. To date, Urban League of Rochester, N.Y., Inc. has received approximately \$1,708,277 in EAP grant funds.

## The Project:

Completion – May 31, 2017

Activity – EAP provides business development services to minorities, women, dislocated workers, economically disadvantaged individuals and people with special needs, who are seeking to start a business, are in the process of starting their own business ventures, or are early-stage firms (businesses already existing for less than 5 years). Services provided include information about starting a business, start-up assistance, business development business retention, and business expansion services through intensive workshops and one-on-one technical assistance.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

### EAP Project Budget

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 97,930	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	1,970	Organization Cash Match	19,727	12%
Contractual (Training)	25,697	Organization In-kind Match	21,950	14%
Indirect/General and Management	16,180	Other Cash Match	20,723	13%
Project Expenses	20,023	Other In-kind Match	18,500	11%
Total Project Costs	\$ 161,800	Total Project Financing	\$ 161,800	100%

**Grantee Contact:** William G. Clark, President/CEO  
**Telephone:** (585) 325-6530 ext. 3003  
**Fax:** (585) 325-4864  
**E-Mail:** wclark@ulr.org

**Project Team:**

Program Director	Joyce Smith
Contractor and Supplier Diversity	Jazmin Thomas
Environmental	Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-22

### Washington Heights and Inwood Development Corporation Entrepreneurial Assistance Program, (AA972)

- Grant Recipient:** Washington Heights and Inwood Development Corporation
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 57 Wadsworth Avenue, New York NY 10033
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the New York City Regional Economic Development Council with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

#### **Background:**

Company History – Washington Heights and Inwood Development Corporation was incorporated in 1978 and has provided business development services since its inception. It provides both classroom and one-on-business development assistance, legal assistance and business loans of up to \$50,000 to businesses in Upper Manhattan and the Bronx.

Ownership – Washington Heights and Inwood Development Corporation is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support - Washington Heights and Inwood Development Corporation was awarded its first grant in 2008. EAP grants are based on the availability of funds and have ranged from \$35,000 to \$99,593 since the program's inception. To date, Washington Heights and Inwood Development Corporation has received approximately \$626,300 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – EAP will help build and strengthen commercial activity by providing local minority and/or women entrepreneurs with intensive business assistance and training. The Program will provide businesses and entrepreneurs with the tools necessary to allow them to start, sustain and/or expand their businesses, fueling local economic development, increasing local business equity and creating job growth. The target audience consists of minorities and women, including recent immigrants and limited-English speaking participants.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

**Project Budget**

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$122,580	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	5,000	Organization Cash Match	70,900	44%
Contractual (Training)	300	Other In-kind	10,000	6%
Project Expenses	33,920			
<b>Total Project Costs</b>	<b>\$161,800</b>	<b>Total Project Financing</b>	<b>\$161,800</b>	<b>100%</b>

**Grantee Contact:** Dennis C. Reeder, Executive Director  
**Telephone:** (212) 795-1600  
**Fax:** (212) 781-4051  
**E-Mail:** whidc@aol.com

**Project Team:**

Program Director	Joyce Smith
Contractor and Supplier Diversity	Jazmin Thomas
Environmental	Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-23

Women's Enterprise Development Center Inc.  
Entrepreneurial Assistance Program (Westchester Center), (AA973)

- Grant Recipient:** Women's Enterprise Development Center Inc.
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** 1133 Westchester Avenue, Suite N-220, White Plains NY 10604
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the Mid-Hudson Regional Economic Development Council goals to promote entrepreneurship, start-ups, and small businesses through a variety of measures that include business training, technical assistance, and access to capital.

### **Background:**

Company History – Women's Enterprise Development Center Inc. began in 1997 as a pilot program with 12 students in a 15-week entrepreneurial training program in Yonkers. In 2003, it was designated an SBA women's business center for Westchester County and the Lower Hudson Valley. It is the only organization in the area that provides entrepreneurs with the entire range of vital small business services; from helping clients develop a business idea to helping them maintain and grow a successful enterprise.

Ownership – Women's Enterprise Development Center Inc. is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – In 2015 Women's Enterprise Development Center Inc. expanded its reach to other areas of the Mid-Hudson Region including Dutchess, Orange, Sullivan, Ulster and Putnam counties under a new grant. EAP grants are based on the availability of funds and have ranged from \$35,000 to \$99,593 since the program's inception. To date, Women's Enterprise Development Center Inc. (Westchester Center) has received approximately \$613,300 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – The EAP training model consists of in-depth multi-course training program covering the full range of entrepreneurial development issues at all stages of business development. The program is offered in both English and Spanish.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

EAP Project Budget

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$113,900	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	14,100	Organization Cash Match	80,900	50%
Contractual (Training)	10,000			
Project Expenses	23,800			
Total Project Costs	\$161,800	Total Project Financing	\$161,800	100%

**Grantee Contact:** Anne Janiak, Executive Director  
Telephone: (914) 948-6098 ext. 12  
Fax: (914) 470-2972  
E-Mail: [ajaniak@westchester.org](mailto:ajaniak@westchester.org)

**Project Team:** Program Director Joyce Smith  
Contractor and Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.



## SCHEDULE A-24

Women's Enterprise Development Center Inc.  
Entrepreneurial Assistance Program (Poughkeepsie Center), (AA974)

- Grant Recipient:** Women's Enterprise Development Center Inc.
- ESD Investment:** A grant of up to \$80,900 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2016 through May 31, 2017.
- Project Location:** Office of Economic Development, 3 Neptune Road  
Poughkeepsie, NY 12601
- Proposed Project:** Business Training and Technical Assistance
- Regional Council:** New York State's Entrepreneurial Assistance Program has provided business services for almost 3 decades in the region and is poised to assist the Mid-Hudson Regional Economic Development Council goals to promote entrepreneurship, start-ups, and small businesses through a variety of measures that include business training, technical assistance, and access to capital.

### **Background:**

Company History – Women's Enterprise Development Center Inc. began in 1997 as a pilot program with 12 students in a 15-week entrepreneurial training program in Yonkers. In 2003, it was designated an SBA women's business center for Westchester County and the Lower Hudson Valley. It is the only organization in the area that provides entrepreneurs with the entire range of vital small business services; from helping clients develop a business idea to helping them maintain and grow a successful enterprise.

Ownership – Women's Enterprise Development Center Inc. is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes Centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support Women's Enterprise Development Center Inc. was awarded its first grant in 2008. EAP grants are based on the availability of funds and have ranged from \$35,000 to \$99,593 since the program's inception. To date, Women's Enterprise Development Center Inc. (Poughkeepsie Center) has received approximately \$88,000 in EAP grant funds.

**The Project:**

Completion – May 31, 2017

Activity – The EAP training model consists of in-depth multi-course training program covering the full range of entrepreneurial development issues at all stages of business development. The program is offered in both English and Spanish.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

**EAP Project Budget**

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	\$ 123,605	ESD Grant	\$ 80,900	50%
Contractual Services/Curriculum/Staff Development	2,304	Organization Cash Match	53,900	33%
Contractual (Training)	3,000	Other In-kind	27,000	17%
Project Expenses	32,891			
Total Project Costs	\$ 161,800	Total Project Financing	\$ 161,800	100%

**Grantee Contact:** Anne Janiak, Executive Director  
Telephone: (914) 948-6098 ext. 12  
Fax: (914) 470-2972  
E-Mail: [ajaniak@westchester.org](mailto:ajaniak@westchester.org)

Barbara Venturi, Chief Operating Officer  
Telephone: (914) 948-6098 Ext. 11  
Fax: (914) 470-2972  
E-mail: [bventuri@wedcbiz.org](mailto:bventuri@wedcbiz.org)

**Project Team:** Program Director Joyce Smith  
Contractor and Supplier Diversity Jazmin Thomas  
Environmental Rachel Shatz

**Financial Terms and Conditions:**

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.
2. The Grantee will match the EAP grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.
3. An advance of up to 50% of the ESD Grant (\$40,450) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the ESD Grant (\$40,450) will be disbursed once ESD receives all supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant (\$8,090) until all of the tasks and reports have been completed to ESD's satisfaction.

**FOR CONSIDERATION**

July 21, 2016

**TO:** The Directors

**FROM:** Howard A. Zemsky

**SUBJECT:** Non-Discretionary Projects

**REQUEST FOR:** Findings and Determinations Pursuant to Section 10(g) of the Act; Adoption of General Project Plans; Authorization to Make Grants and to Take Related Actions

Attached is the summary of the projects sponsored by the New York State Executive and Legislative branches:

	Project Name	Proj #	Grantee	Assistance up to
	<b>Executive (Hurricane Irene-Tropical Storm Lee Flood Recovery Grant Program)</b>			
A	Herkimer County – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital	AB055	Milone & MacBroom, Inc.	\$653,275
	<b>Executive (Division of Homeland Security and Emergency Services Disaster Assistance Program)</b>			
B	Herkimer County – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital	AB056	Milone & MacBroom, Inc.	33,231
	<b>Executive (Arts/Cultural)</b>			
C	New York City AIDS Memorial Capital	AA705	New York City AIDS Memorial, Inc.	500,000
	<b>Executive (Special Appropriation Nano Utica)</b>			
D	Nano Utica Initiative – ams AG Capital	AB059	Fort Schuyler Management Corporation	535,900,000
E	Nano Utica Initiative – MVEDGE – ams AG Capital	AB076	Economic Development Growth Enterprises d/b/a Mohawk Valley EDGE	49,100,000
F	Nano Utica Initiative – NY-PEMC Center for Advanced Packaging Technologies Capital	AB064	Fort Shuyler Management Corporation	50,000,000

	<b>Executive (Special Appropriation State and Municipal Facilities Program)</b>			
G	Nano Utica Initiative – NY-PEMC Center for Advanced Packaging Technologies Capital	AB065	Fort Schuyler Management Corporation	50,000,000
	<b>Executive (Special Appropriation Clarkson Trudeau)</b>			
H	Trudeau Partnership Working Capital	AB080	Trudeau Institute	7,250,000
I	Clarkson University Capital	AB081	Clarkson University	4,750,000
	<b>TOTAL NON-DISCRETIONARY – 9 PROJECTS</b>		<b>TOTAL</b>	<b>\$698,186,506</b>

I. Statutory Basis

The project was sponsored by the Executive, Assembly or Senate, and was authorized or reappropriated in the 2016-2017 New York State budget. No residential relocation is required as there are no families or individuals residing on the site(s).

II. 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.

\* The New York State Urban Development Corporation doing business as the Empire State Development Corporation ("ESD" or the "Corporation")

III. 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.

IV. 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.

V. 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.

VI. 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 a number of 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.

VII. Additional Submissions to Directors

Resolutions  
Project Summary  
New York State Map

July 21, 2016

Hurricane Irene-Tropical Storm Lee Flood Recovery Grant Program – Findings and Determinations Pursuant to Section 10(g) of the Act; Adoption of the Proposed General Project Plans; 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 Hurricane Irene-Tropical Storm Lee Flood Recovery Grant Program 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(s); and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to a make grant to the party and for the amount listed below from Hurricane Irene-Tropical Storm Lee Flood Recovery Grant 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plans (the "Plans") for the applicable Projects included in these materials, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, copies of which Plans, together with such changes, shall be maintained with the records of the Corporation; and be it further

RESOLVED, if applicable, that upon further written finding that no substantive negative testimony or comment has been received at the public hearings held on the Plans, such Plans shall be effective at the conclusion of such hearings, and that upon such written findings being made, staff is authorized to make a grant to the parties and for the amounts listed below from Hurricane Irene-Tropical Storm Lee Flood Recovery Grant Program, for the purposes, and substantially on the terms and conditions, set forth in these materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the 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;

Division of Homeland Security and Emergency Services Disaster Assistance Program – Executive – Project Summary Table

	<b>Project Name</b>	<b>Proj #</b>	<b>Grantee</b>	<b>Assistance up to</b>
B	Herkimer County – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital	AB056	Milone & MacBroom, Inc.	\$33,231
			<b>TOTAL</b>	<b>\$33,231</b>

and be it further

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

\* \* \*

July 21, 2016

Division of Homeland Security and Emergency Services Disaster Assistance Program – Findings and Determinations Pursuant to Section 10(g) of the Act; Adoption of the Proposed General Project Plans; 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 Division of Homeland Security and Emergency Services Disaster Assistance Program 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(s); and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make a grant to the party and for the amount listed below from Division of Homeland Security and Emergency Services Disaster 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plans (the “Plans”) for the applicable Projects included in these materials, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, copies of which Plans, together with such changes, shall be maintained with the records of the Corporation; and be it further

RESOLVED, if applicable, that upon further written finding that no substantive negative testimony or comment has been received at the public hearings held on the Plans, such Plans shall be effective at the conclusion of such hearings, and that upon such written findings being made, staff is authorized to make a grant to the parties and for the amounts listed below from Division of Homeland Security and Emergency Services Disaster Assistance Program, for the purposes, and substantially on the terms and conditions, set forth in these materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the 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;

Hurricane Irene-Tropical Storm Lee Flood Recovery Grant Program – Executive – Project Summary Table

	<b>Project Name</b>	<b>Proj #</b>	<b>Grantee</b>	<b>Assistance up to</b>
A	Herkimer County – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital	AB055	Milone & MacBroom, Inc.	\$653,275
			<b>TOTAL</b>	<b>\$653,275</b>

and be it further

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

\* \* \*

July 21, 2016

Arts/Cultural – Findings and Determinations Pursuant to Section 10(g) of the Act;  
Adoption of the Proposed General Project Plans; Authorization to Make a 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 Arts/Cultural 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(s); and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to a make grant to the party and for the amount listed below from Arts/Cultural, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plans (the "Plans") for the applicable Projects included in these materials, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, copies of which Plans, together with such changes, shall be maintained with the records of the Corporation; and be it further

RESOLVED, if applicable, that upon further written finding that no substantive negative testimony or comment has been received at the public hearings held on the Plans, such Plans shall be effective at the conclusion of such hearings, and that upon such written findings being made, staff is authorized to make a grant to the parties and for the amounts listed below from Arts/Cultural, for the purposes, and substantially on the terms and conditions, set forth in these materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the 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;

Arts/Cultural – Executive – Project Summary Table

	<b>Project Name</b>	<b>Proj #</b>	<b>Grantee</b>	<b>Assistance up to</b>
C	New York City AIDS Memorial Capital	AA705	New York City AIDS Memorial, Inc.	\$500,000
			<b>TOTAL</b>	<b>\$500,000</b>

and be it further

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

\* \* \*

July 21, 2016

Special Appropriation Nano Utica – Findings and Determinations Pursuant to Section 10(g) of the Act; Adoption of the Proposed General Project Plans; Authorization to Make a 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 Special Appropriation Nano Utica 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(s); and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to a make grant to the party and for the amount listed below from Special Appropriation Nano Utica, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plans (the "Plans") for the applicable Projects included in these materials, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, copies of which Plans, together with such changes, shall be maintained with the records of the Corporation; and be it further

RESOLVED, if applicable, that upon further written finding that no substantive negative testimony or comment has been received at the public hearings held on the Plans, such Plans shall be effective at the conclusion of such hearings, and that upon such written findings being made, staff is authorized to make a grant to the parties and for the amounts listed below from Special Appropriation Nano Utica, for the purposes, and substantially on the terms and conditions, set forth in these materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the 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;

Special Appropriation Nano Utica – Executive – Project Summary Table

	<b>Project Name</b>	<b>Proj #</b>	<b>Grantee</b>	<b>Assistance up to</b>
D	Nano Utica Initiative – ams AG Capital	AB059	Fort Schuyler Management Corporation	\$535,000,000
E	Nano Utica Initiative – MVEDGE – ams AG Capital	AB076	Economic Development Growth Enterprises d/b/a Mohawk Valley EDGE	49,100,000
F	Nano Utica Initiative – NY-PEMC Center for Advanced Packaging	AB064	Fort Schuyler Management Corporation	50,000,000
			<b>TOTAL</b>	<b>\$634,100,000</b>

and be it further

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

\* \* \*

July 21, 2016

Special Appropriation State and Municipal Facilities Program – Findings and Determinations Pursuant to Section 10(g) of the Act; Adoption of the Proposed General Project Plans; Authorization to Make a 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 Special Appropriation State and Municipal Facilities Program 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(s); and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to a make grant to the party and for the amount listed below from Special Appropriation State and Municipal Facilities 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 his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plans (the "Plans") for the applicable Projects included in these materials, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, copies of which Plans, together with such changes, shall be maintained with the records of the Corporation; and be it further

RESOLVED, if applicable, that upon further written finding that no substantive negative testimony or comment has been received at the public hearings held on the Plans, such Plans shall be effective at the conclusion of such hearings, and that upon such written findings being made, staff is authorized to make a grant to the parties and for the amounts listed below from Special Appropriation State and Municipal Facilities Program, for the purposes, and substantially on the terms and conditions, set forth in these materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the 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;

Special Appropriation State and Municipal Facilities Program – Executive – Project Summary Table

	<b>Project Name</b>	<b>Proj #</b>	<b>Grantee</b>	<b>Assistance up to</b>
G	Nano Utica Initiative – NY-PEMC Center for Advanced Packaging	AB065	Fort Schuyler Management Corporation	\$50,000,000
			<b>TOTAL</b>	<b>\$50,000,000</b>

and be it further

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

\* \* \*

July 21, 2016

Special Appropriation-Clarkson Trudeau – Findings and Determinations Pursuant to Section 10(g) of the Act; Adoption of the Proposed General Project Plans; Authorization to Make a 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 Special Appropriation-Clarkson Trudeau 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(s); and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to a make grant to the party and for the amount listed below from Special Appropriation-Clarkson Trudeau, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plans (the "Plans") for the applicable Projects included in these materials, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, copies of which Plans, together with such changes, shall be maintained with the records of the Corporation; and be it further

RESOLVED, if applicable, that upon further written finding that no substantive negative testimony or comment has been received at the public hearings held on the Plans, such Plans shall be effective at the conclusion of such hearings, and that upon such written findings being made, staff is authorized to make a grant to the parties and for the amounts listed below from Special Appropriation-Clarkson Trudeau, for the purposes, and substantially on the terms and conditions, set forth in these materials; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the 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;

Special Appropriation-Clarkson Trudeau – Executive – Project Summary Table

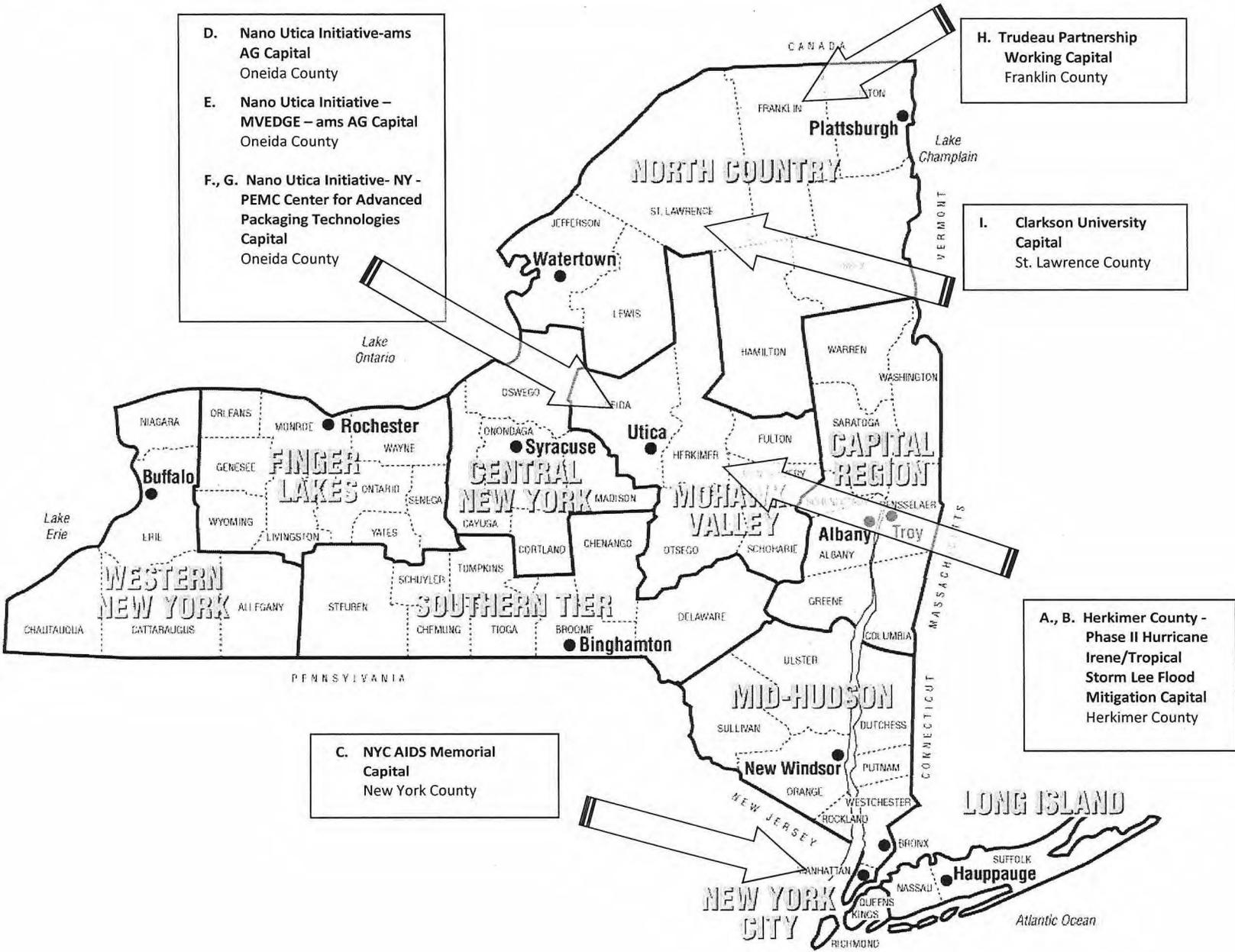
	<b>Project Name</b>	<b>Proj #</b>	<b>Grantee</b>	<b>Assistance up to</b>
H	Trudeau Partnership Working Capital	AB080	Trudeau Institute	7,250,000
I	Clarkson University Capital	AB081	Clarkson University	\$4,750,000
			<b>TOTAL</b>	<b>\$12,000,000</b>

and be it further

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

\* \* \*

# Non-Discretionary Project Map



**A., B. Herkimer County – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital  
(AB055, AB056)**

July 21, 2016

General Project Plan

- Grantee:** Milone & MacBroom, Inc. (“MMI” or “The Grantee”)
- Beneficiary Organizations:** Town of German Flatts, Village of Ilion, and Village of Frankfort
- ESD Investment:** Grants of up to \$686,506 to be used for a portion of the cost of planning, engineering design, and surveying for flood mitigation projects within Herkimer County.
- Project Locations:** Fulmer Creek, Herkimer County  
Steele Creek, Herkimer County  
Moyer Creek, Herkimer County  
Columbia Parkway, Herkimer County
- Proposed Project:** Engineering and design work for flood mitigation or flood control projects in the creeks, streams and brooks impacted by Hurricane Irene and/or Tropical Storm Lee.
- Project Type:** Flood mitigation planning efforts to reduce future floods at the Project Locations.
- Regional Council:** The Mohawk Valley Regional Economic Development Council has been made aware of this item.

**Background:**

Industry - MMI is a multidisciplinary firm that offers services in water resource engineering flood analysis mitigation, fluvial geomorphology; hydrologic and hydraulic analysis; infrastructure design and environmental planning/regulatory permitting.

Company History – MMI was founded in 1984 and is one of the largest consulting firms in the northeast offering a diverse set of specialty practices in the fields of engineering, planning, landscape architecture, and environmental science.

Ownership – MMI is a privately held corporation

Size - MMI has offices in Connecticut, Maine, Massachusetts, South Carolina, Vermont and New York.

**Herkimer County – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital  
(AB055, AB056)**

July 21, 2016

Market – Major customers include municipal, county, and state agency government, non-government organizations and non-profit groups, and private clients.

ESD Involvement - A \$686,506 appropriation was included in the FY 2011-2012 New York State budget and reappropriated in the 2013-2014, 2014-2015, 2015-2016 and 2016-2017 New York State Budgets

Past ESD Support - This is the Company's first project with ESD.

**The Project:**

Completion - July 2018

Activity – MMI will undertake the following five projects in the Town of German Flatts, including two villages therein. The projects will commence in the summer of 2016 and are expected to conclude in the summer of 2018.

**Fulmer Creek High Bank Failure:** This project involves engineering and design plans and specifications such that Fulmer Creek can be relocated away from a large failing bank that is threatening properties on top of the hillslope as well as the stream itself. Implementation of the design will protect the stream from becoming filled with eroded bank material, create a more stable stream, and remove a residential structure out of the floodplain.

**Steele Creek Implementation and Phasing Plan:** This project involves providing the Town and Village with a clear understanding of the feasibility and cost of flood mitigation measures. It will further provide an understanding of how single projects and combinations of projects will provide flood relief in highly developed flood prone areas surrounding Steele Creek.

**Moyer Creek West Main Street Bridge:** This project involves engineering design plans and specifications to replace a hydraulically undersized bridge and improve flooding in the West Main Street along Moyer Creek.

**Steele Creek Channel and Floodplain Restoration:** This project involves design plans to widen the channel and create floodplain benches to increase flood flow conveyance and capacity and reduce flooding within the Village of Ilion along Steele Creek.

**Columbia Parkway Channel Restoration:** This project involves providing engineering design plans to provide flood mitigation along an unnamed tributary that causes flooding in the Columbia Parkway area.

**Herkimer County – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital  
(AB055, AB056)**

July 21, 2016

Results - The projects will provide planning, and engineering designs in an effort to remediate, mitigate and reduce future flooding in the selected areas affected by Hurricane Irene and Tropical Storm Lee.

Financing Uses	Amount	Financing Sources	Amount	Percent
Flood Mitigation Planning Projects	\$686,506	ESD Grant (AB055)	\$653,275	95%
		ESD Grant (AB056)	\$33,231	5%
Total Project Costs	\$686,506	Total Project Financing	\$686,506	100%

Grantee Contact - Jeanine A. Gouin, Vice President, Managing Director  
231 Main Street, Suite 102  
New Paltz, NY 12561  
Phone: (203) 271-1773

Beneficiary Contacts - Frank Spatto, Town Supervisor, German Flatts  
66 East Main Street  
Mohawk, NY 13407  
(315) 866-4960

Terry Leonard, Village Mayor, Ilion  
49 Morgan Street  
Ilion, NY 13357  
(315) 895-7449 ext. 3065

Frank Moracco, Village Mayor, Frankfort  
110 Railroad Street  
Frankfort, NY 13340  
(315) 895-7651

Project Team - Project Management Wilfredo Florentino  
Contractor & Supplier Diversity Denise Ross  
Environmental Soo Kang

**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.

**Herkimer County – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital  
(AB055, AB056)**

July 21, 2016

3. Up to \$686,506 will be disbursed to the Grantee as follows:

Fulmer Creek High Bank Failure: Up to \$141,986 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least \$141,986.

Steele Creek Implementation and Phasing Plan: Up to \$200,000 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least \$200,000.

Moyer Creek West Main Street Bridge: Up to \$150,000 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least \$150,000.

Steele Creek Channel and Floodplain Restoration: Up to \$110,440 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least \$110,440.

Columbia Parkway Channel Restoration: Up to \$84,080 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least \$84,080.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$686,506, 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 MWBEs for any contractual opportunities generated in connection with the Project and 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 ESD's funding.

**Statutory Basis – Local Assistance:**

The funding was authorized via two appropriations. (AB055) The Hurricane Irene-Tropical Storm Lee Flood Recovery Grant Program was authorized in the 2011-2012 New York State budget and reappropriated in the 2013-2014, 2014-2015, 2015-2016 and 2016-2017 New York State Budgets. (AB056) The Division of Homeland Security and Emergency Services Disaster

**Herkimer County – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital  
(AB055, AB056)**

July 21, 2016

Assistance Program was authorized in the 2013-2014, 2014-2015, 2015-2016 and 2016-2017 New York State Budgets. No residential relocation is required as there are no families or individuals being displaced by the project.

**Disclosure and Accountability Certifications:**

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.



## C. NYC AIDS Memorial Capital (AA705)

July 21, 2016

### General Project Plan

**Grantee:** New York City AIDS Memorial, Inc. (“NYCAM” or the “Organization”)

**ESD Investment:** A grant of up to \$500,000 to be used for a portion of the cost of design and construction of the New York City AIDS Memorial

**Project Location:** West 12 Street & Greenwich Avenue, New York City, New York County

**Proposed Project:** Design and construction of the New York City AIDS Memorial

**Project Type:** New construction

**Regional Council:** The New York City Regional Council has been made aware of this item.

### **Background:**

Industry – AIDS Advocacy

Organizational History – Founded in 2011 as a grass roots advocacy group, New York City AIDS Memorial is dedicated to the recognition and preservation of the ongoing history of the AIDS crisis. The Organization is working to build New York City’s first free-standing permanent tribute to the City’s 100,000+ men, women, and children who have died from AIDS, and to commemorate and celebrate the efforts of the caregivers and activists who responded to fight the disease.

Ownership – NYCAM is a not-for-profit corporation

Size - All facilities are located in New York, NY.

ESD Involvement - A \$500,000 appropriation was included in the FY 2015-2016 New York State budget.

Past ESD Support - This is the Organization’s first project with ESD.

### **The Project:**

Completion – November 2016

Activity – NYCAM will construct an 18-foot canopy structure comprised of three intricate triangles that create a strong gateway to a park and a sheltered venue for people to gather. A central granite water feature will serve as a focal point for meditation. The memorial will be open 24-hours a day and beautifully lit at night. The memorial’s

## NYC AIDS Memorial Capital (AA705)

July 21, 2016

surface will include an inspiring engraved stone installation using text from Walt Whitman's "Song of Myself." The New York City AIDS Memorial will be the first such public space in New York City.

Results – An international design competition was launched in November 2011 to generate ideas for the Memorial design. Studio a+i, based in Brooklyn, won the competition to become the Memorial's architect. Furthermore, NYCAM will continue the development and introduction of educational programming that complements the AIDS Memorial and leverages the physical spaces as a resource for the community.

Financing Uses	Amount	Financing Sources	Amount	Percent
Construction	\$4,300,000	ESD Grant	\$500,000	8%
Virtual Memorial	500,000	Private Donations	2,200,000	35%
Programming	500,000	Other Public Funding*	3,600,000	57%
Design	500,000			
Operations	500,000			
Total Project Costs	\$6,300,000	Total Project Financing	\$6,300,000	100%

\*Sources include New York City agencies and Borough Presidents

Grantee Contact - Christopher Tepper, Vice President  
350 Seventh Avenue, #1603  
New York, NY 10001  
Phone: (212) 244-4880

Project Team - Project Management Arturo Rodriguez  
Contractor & Supplier Diversity Denise Ross  
Environmental Soo Kang

### 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 \$500,000 will be disbursed to Grantee upon, 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. All project expenditures must have been incurred after April 1, 2015, the date that the

## NYC AIDS Memorial Capital (AA705)

July 21, 2016

New York State budget, in which the project is authorized, was passed.

4. 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:**

The proposed New York City AIDS Memorial would be located at the Triangle Site park proposed as part of the larger Saint Vincent's Campus Redevelopment project which was the subject of an environmental review performed by the New York City Department of City Planning, as lead agency. A Final Environmental Impact Statement ("FEIS") was prepared pursuant to the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. The FEIS was accepted as complete by the lead agency on January 12, 2012. In addition, a Technical Memorandum (the "Tech Memo"), dated August 18, 2014, reviewed project modifications to locate the proposed AIDS Memorial on the Triangle Site park. The Tech Memo concluded that the modifications would not result in any new or different significant adverse environmental impacts not already identified in the FEIS. ESD staff reviewed the Tech Memo and concurs. Therefore, no further environmental review is required under SEQRA.

### **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 MWBEs for any contractual opportunities generated in connection with the Project and 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 ESD's funding.

### **Statutory Basis – Local Assistance:**

The funding was authorized in the 2015-2016 New York State budget and reappropriated in the 2016-2017 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.



## D. Nano Utica Initiative – ams AG Capital (AB059)

July 21, 2016

### General Project Plan

- Grantee:** Fort Schuyler Management Corporation (“FSMC”)
- Beneficiary Company:** ams AG (“ams” or “The Beneficiary”)
- ESD Investment:** A grant of up to \$535,900,000 to be used for a portion of the cost of design, construction, renovations and the purchase of machinery, equipment, tooling, technology, intellectual property, know-how and software licensing.
- Project Location:** Marcy Nanocenter, Marcy, Oneida County; Quad C; Albany NanoTech Complex
- Proposed Project:** Facility and infrastructure build-out to house ams’ advanced packaging and micro-electromechanical systems (“MEMS”) research and development, ams’ high performance analog semiconductor manufacturing operations, and design center at Albany NanoTech
- Project Type:** Business creation including design, construction related to specialized equipment and technology
- Regional Council:** The Mohawk Valley Regional Economic Development Council has been made aware of this item.

### **Background:**

Industry - High tech manufacturing, design and packaging.

Grantee/Beneficiary History - FSMC is a key component in New York’s knowledge driven economy, as envisioned by Governor Cuomo. FSMC is a private, not-for-profit, 501(c)(3) corporation that facilitates research and economic development opportunities in support of New York’s emerging nanotechnology and semiconductor clusters. Specifically, FSMC develops, constructs and manages world-class research, development and commercialization facilities to enable public-private partnerships. Consistent with its scientific, educational, and not-for-profit purposes, and in accordance with Governor Cuomo’s knowledge driven economy, the mission of FSMC is to advance high-tech research, development, and commercialization opportunities through the acquisition, construction, and management of state-of-the-art facilities, while promoting economic development and education and workforce training throughout New York. FSMC’s vision is to further expand New York’s global leadership in nanotechnology by leveraging cutting edge facilities and infrastructure, in conjunction with the world class resources and

## Nano Utica Initiative – ams AG Capital (AB059)

July 21, 2016

expertise of SUNY Poly, to enable innovation, private and corporate investments, and job creation across New York.

ams AG is a multinational company employing around 1,700 people in over 20 countries, and is a leading provider of high performance sensors and analog integrated circuits. ams develops and manufactures high performance analog semiconductors that solve its customers' most challenging problems with innovative solutions. ams products are aimed at applications which require extreme precision, accuracy, dynamic range, sensitivity, and ultra-low power consumption. ams' product range includes sensors, sensor interfaces, power management integrated circuits, and wireless integrated circuits for customers in the consumer, industrial, medical, mobile communications and automotive markets.

ESD Involvement - A \$638,000,000 appropriation was included in the FY 2016-2017 New York State budget, of which \$535,900,000 is allocated to this item. \$49,100,000 from this appropriation is also allocated to Economic Development Growth Enterprises d/b/a Mohawk Valley EDGE for site and infrastructure improvements associated with the establishment of ams AG at the Marcy Nanocenter.

Past ESD Support - Funding for the past five years to the Grantee is summarized in the following chart:

Program	Project #	Amount	DateStart (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration or Job Requirement)	Purpose
Local Assistance	V062	\$2,250,000	October 2009 (\$4M was originally awarded to EDGE in May 2007)	May 2011	Working Capital Grant – Advanced rent payment to FSMC for the 15-year ground lease of the Marcy Nanocenter site by EDGE.
New York State Economic Development Assistance Program	W277	\$1,300,000	November 2009 (\$10M was originally awarded to EDGE in September 2008)	March 2013	Capital Grant – \$1.3 M for design and construction of the 300mm wafer clean room for the Computer Chip Commercialization Center ("Quad C").
Economic Transformation Program	X812	\$15,000,000	November 2003	December 2014	Capital Grant – Construction of a 253,000- square-foot Quad C.

**Nano Utica Initiative – ams AG Capital (AB059)**

July 21, 2016

Program	Project #	Amount	DateStart (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration or Job Requirement)	Purpose
Upstate Revitalization Initiative Round 1	AA718	\$70,000,000	February 2016	December 2017	Capital Grant- acquisition of real property, facility infrastructure and build out, purchase and installation of specialized manufacturing equipment at Central New York Hub for Emerging Nano
State and Municipal Facilities Program	Y728	\$20,000,000	January 2014	December 2014	CapitalGrant- Purchase and install new advanced technology semiconductor packaging equipment and construction of
SP APPROP State and Municipal Facilities Program	AA717	\$20,000,000	February 2016	December 2017	Capital Grant- acquisition of real property, facility infrastructure and build out, purchase and installation of specialized manufacturing equipment at Central New York Hub for
Buffalo Regional Innovation Cluster	Y365	\$50,000,000	March 2014	December 2019	CapitalGrant- Real estate and equipment acquisition to establish the Buffalo Medical Innovation and Commercialization Hub.
	Y962	\$18,000,000	March 2014	December 2019	CapitalGrant- Design and planning costs and new machinery and equipment to establish the Buffalo High-Tech
	Z328	\$107,000,000	June 2014	December 2019	Capital Grant- Real estate acquisition, site and infrastructure development, and construction costs to establish the Buffalo High- Tech

**Nano Utica Initiative – ams AG Capital (AB059)**

July 21, 2016

Buffalo Regional Innovation Cluster	Z254	\$55,000,000	June 2014	December 2019	Capital Grant-Real estate acquisition and renovation and the acquisition and installation of new equipment and software to establish the Buffalo Information Technologies
	Z733	\$125,000,000	May 2015	December 2019	Capital Grant- Construction costs to establish the Buffalo High- Tech Manufacturing Hub at
Buffalo Regional Innovation Cluster	AA725	\$25,000,000	February 2016	December 2017	Capital Grant-facility improvements, machinery and equipment for Athenex business
	AA613	\$441,926,304.23	April ,2016	December 2027	Capital Grant-real estate acquisition, planning and design, construction, machinery and equipment costs, sit improvement costs, utilities, site infrastructure and remediation for the Buffalo High- Tech
Regional Council Capital Fund	Z054	\$3,100,000	April 2015	December 2019	Capital Grant – Construction and fit-out of the Quad C
Nano Utica	Y729	\$180,000,000	April 2015	December 2019	Capital Grant – Construction and fit-out of the Quad C

**The Project:**

Completion – June 2018

Activity - Serving as anchor partner, along with establishing its advanced packaging and MEMS research, development and manufacturing operations at Quad-C, and ams design center at Albany Nanotech, ams will establish its manufacturing, business, and other related operations at an approximately 360,000-square-foot wafer enabled fabrication facility, associated offices, and related support facilities that will house its high

**Nano Utica Initiative – ams AG Capital (AB059)**

July 21, 2016

performance analog semiconductor manufacturing operations on a portion of the Marcy Nanocenter. Along with the fit-up and equipping of space within Quad-C to house ams advanced packaging and MEMS research, development, and manufacturing operations, FSMC is designing, constructing, and fitting-up an approximately 360,000-square-foot wafer enabled fabrication facility, associated offices, related support facilities and required infrastructure to house ams’ high performance analog semiconductor manufacturing operations on a portion of the Marcy Nanocenter. FSMC is purchasing and acquiring rights to manufacturing equipment and technology, which will be owned or licensed by FSMC or an affiliate, located in the wafer enabled fabrication facility, and used by ams for its manufacturing operations.

Results – The project will support the creation of 452 full time equivalent (“FTE”) jobs within 5 years of manufacturing facility completion and additional 288 FTE jobs by the 10<sup>th</sup> year after the date of manufacturing facility completion (commensurate with the ramp up of manufacturing operations in the balance of the shelled cleanroom tooled at 300 mm technology). ams and FSMC will work together to attract and locate support jobs from the contractors, subcontractors, suppliers, and partners necessary to establish the full ecosystem necessary to support the ams manufacturing operations in NYS. It is estimated that 500 such jobs could be attracted and located within the ecosystem. The project will also establish ams packaging and MEMS operations, with the creation of 60 ams jobs and 20 contractor, supplier and other support jobs over five years, and establish ams’ design center with the creation of 25 ams jobs over five years.

Financing Uses	Amount	Financing Sources	Amount	Percent
Manufacturing Facility	\$165,000,000	ESD Grant	\$535,900,000	100%
Central Utility Buildings	109,000,000			
Infrastructure and Utilities	85,000,000			
Office Building	16,000,000			
Tooling/Equipment	85,900,000			
Planning, Design, Fit-up of Packaging Facility (Quad C) and Design Facilities	60,000,000			
Technology, Intellectual Property and Know How, and Software Licensing	15,000,000			
<b>Total Project Costs</b>	<b>\$535,900,000</b>	<b>Total Project Financing</b>	<b>\$535,900,000</b>	<b>100%</b>

**Nano Utica Initiative – ams AG Capital (AB059)**

July 21, 2016

Grantee/Beneficiary

Contact - Scott Bateman, Associate Vice President for Finance  
SUNY Polytechnic Institute  
College of Nanoscale Science and Engineering  
257 Fuller Road  
Albany, NY 12203  
Phone: (518) 437-8686

Project Team - Project Management Wilfredo Florentino  
Contractor & Supplier Diversity Denise Ross  
Environmental Soo Kang

**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 a material adverse change in its financial condition prior to disbursement.
3. Up to \$535,900,000 will be disbursed to the Grantee, no more frequently than monthly, upon documentation of eligible project costs, assuming that all project approvals have been completed and funds are available, and provided the Grantee is otherwise in compliance with ESD's Design & Construction requirements and the terms and conditions of the Grant Disbursement Agreement. The final 10% of the grant will be disbursed upon documentation of the full \$535,900,000 in eligible project costs. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Eligible expenses may be incurred prior to April 1, 2016, the date that the New York State budget, in which the project is authorized, was passed.
4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$535,900,000 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:**

For the Marcy Nanocenter site, pursuant to the State Environmental Quality Review Act ("SEQRA"), Article 8 of the Environmental Conservation Law, and its implementing regulations (6 NYCRR Part 617), ESD Directors adopted SEQRA Findings on May 17, 2007 based on the Final Generic Environmental Impact Statement ("FGEIS") and supplemental analyses. By adoption of SEQRA Findings, the Directors certified that the requirements of 6 NYCRR Part 617 have been met. In addition, the Town Board of the Town of Marcy, as lead agency, has conducted SEQRA reviews

## **Nano Utica Initiative – ams AG Capital (AB059)**

July 21, 2016

for subsequent modifications to the Marcy Nanocenter project including zoning changes for additional parcels, amendment to the preliminary planned development and approval of an electrical interconnection project, and issued Negative Declarations on April 25, 2013, December 5, 2013, and July 11, 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.

For the Quad C site, pursuant to SEQRA and in connection with the approval of previous funding for the Quad C project, the Directors made a Determination of No Significant Effect on the Environment at their meeting of November 18, 2013. This determination addressed all aspects of the project. Therefore, no further environmental review is required.

The project at the Albany NanoTech Complex constitutes a Type II action as defined by SEQRA. Therefore, no further environmental review is required.

### **Agriculture and Markets Review:**

Due to a portion of the project site's location within the Oneida County Agricultural District No. 7 in the Town of Marcy, pursuant to Section 305(4) of the Agriculture and Markets Law, ESD has filed the Preliminary and Final Notices of Intent with the Commissioner of the New York State Department of Agriculture and Markets and the Oneida County Agriculture and Farmland Protection Board. The requirements of Section 305(4) of the Agriculture and Markets Law have been met, and consistent with social, economic and other essential considerations, to the maximum extent practicable, adverse agricultural impacts revealed in the notice of intent process will be minimized or avoided.

### **Smart Growth Public Infrastructure Review:**

Pursuant to the requirements of the State Smart Growth Public Infrastructure Policy Act (the "SG Act"), and in connection with a previous grant for the Marcy Nanocenter project approved by the Directors on November 15, 2012, ESD's Smart Growth Advisory Committee reviewed a Smart Growth Impact Statement ("SGIS"). This review found it is impracticable for the project to be developed in a manner consistent with the relevant State Smart Growth Public Infrastructure Criteria ("Smart Growth Criteria") due to the project's site requirements, but that the project is justified by the site's access to existing infrastructure, location adjacent to SUNYIT (now part of SUNY Polytechnic Institute) and the public benefits that would result from the project including increase in high quality jobs. The designee of the Chief Executive Officer of the Corporation has attested that it is impracticable for the project to meet the relevant Smart Growth Criteria set forth in the SG Act and that the project is justified for the reasons stated in the SGIS. This attestation addressed all aspects of the proposed project. Therefore, no further smart growth public infrastructure review is required in connection with this action.

### **Statutory Basis – Special Appropriation Nano Utica:**

The funding was authorized in the 2016-2017 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

**Nano Utica Initiative – ams AG Capital (AB059)**

July 21, 2016

**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 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.

**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.

July 21, 2016

Marcy (Mohawk Valley Region – Oneida County) – Nano Utica Initiative - ams AG Capital – Special Appropriation Nano Utica (Capital Grant) – Determination of No Significant Effect on the Environment

---

RESOLVED, that based on the material submitted to the Directors with respect to the Nano Utica Initiative - ams AG Capital – Special Appropriation Nano Utica (Capital Grant) Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

\* \* \*



**E. Nano Utica Initiative – MVEDGE - ams AG Capital (AB076)**

**July 21, 2016**

General Project Plan

- Grantee:** Economic Development Growth Enterprises d/b/a Mohawk Valley EDGE (“MVEDGE” or the “Organization”)
- ESD Investment:** A grant of up to \$49,100,000 to be used for a portion of the cost of infrastructure improvements and site work
- Project Location:** Marcy Nanocenter (“MNC”), Utica, Oneida County
- Proposed Project:** Site and infrastructure improvements associated with the establishment of ams AG at the Marcy Nanocenter.
- Project Type:** New construction including infrastructure development
- Regional Council:** The Mohawk Valley Regional Council has been made aware of this item.

**Background:**

Industry - Economic Development Corporation

Organizational History - MVEDGE, formed in 1996, provides business and economic development assistance in Oneida and Herkimer counties. MVEDGE is the region’s primary marketing organization and works with businesses that are considering expansion or relocation opportunities in upstate New York. MVEDGE spearheaded the redevelopment of the Griffiss Business and Technology Park in Rome, which leveraged more than \$585 million in public and private investment. MVEDGE is also the designated developer for the Marcy Nanocenter. MNC is a 428 + acre Greenfield site just west of the main portion of the SUNY Polytechnic campus. The site is zoned for semiconductor, nano electronic and advanced manufacturing.

Ownership - MVEDGE is a not-for-profit organization.

ESD Involvement - A \$638,000,000 appropriation was included in the FY 2016-2017 New York State Budget for the Nano Utica initiative, of which \$49,100,000 has been allocated to this project.

Past ESD Support - Funding for the past five years to the Grantee is summarized in the following chart:

**Nano Utica Initiative – MVEDGE - ams AG Capital (AB076)  
July 21, 2016**

<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>
Empire State Economic Development Fund	U148	\$2,200,000	April 19, 2007	May 6, 2011	Working Capital – Funds for 31 companies to retain and upgrade the skills of 2,900 employees.
Local Assistance (S)	V062	\$4,000,000	May 17, 2007	May 2, 2011	Working Capital – Funds for the marketing and development of the West Campus site at the SUNY Institute of Technology, the Marcy Nanocenter.
Economic Transformation Project – RC 1	X623	\$5,000,000	August 18, 2011	December 31, 2014	Capital Grant –Funds for the construction of a two-lane heavy duty industrial access road.
Local Assistance Base Retention 12-13	Y069	\$300,000	January 17, 2013	March 31, 2015	Capital Grant - Funds for a technical study, website development, and other cyber security research-related start up activities.
Economic Transformation Project - RC1	X624	\$5,000,000	February 21, 2013	December 31, 2014	Capital Grant – funds for Site development of the Marcy Nanocenter at SUNYIT for the manufacturing of 300/450 MM semiconductor wafers and related uses.

**Nano Utica Initiative – MVEDGE - ams AG Capital (AB076)  
July 21, 2016**

Local Assistance Base Retention 2012-2013	Y568	\$600,000	October 17, 2013	June 30, 2014	Working Capital – Funds to create a linkage between the Air Force Research Laboratory (“AFRL”) and key New York State public and private universities on cyber security.
Economic Development Purposes Fund 2012-2013	Y685	\$55,000	December 19, 2013	December 31, 2013	Capital Grant – Funds to retain an outside consultant to perform a regional high technology workforce assessment.
Regional Council Capital Fund - RC4	Z800	\$1,000,000	May 18, 2015	December 31, 2019	Capital Grant – funds for site development at the Marcy Nanocenter.
Regional Council Capital Fund - RC3	Z427	\$3,250,000	May 18, 2015	December 31, 2019	Capital Grant – funds for site development at the Marcy Nanocenter.
Regional Council Capital Fund - RC3	Y907	\$700,000	June 23, 2016	December 31, 2018	Capital Grant – funds for Construction of a new sewer crossing of the Erie Canal for the Oneida County Interceptor Sewer Upgrade Project
Empire State Economic Development Fund	AA642	\$5,000,000	June 23, 2016	November 30, 2016	Site development of the Marcy Nanocenter/Nano Utica site for a semiconductor fabrication plant

**Nano Utica Initiative – MVEDGE - ams AG Capital (AB076)**  
**July 21, 2016**

**The Project:**

Completion – December 2017

Activity – The project involves critical site and infrastructure improvements to support the construction of FAB C 300mm enabled wafer fabrication facility and support facilities for ams AG. Headquartered in Austria, ams AG is a multinational semiconductor manufacturer with a product range includes sensors, sensor interfaces, and power management for customers in the consumer, industrial, medical, mobile communications and automotive markets.

Project activities include: construction of water and sewer transmission lines to termination points inside the Marcy Nanocenter site; completion of the Ring Road paving; installation of 12" natural gas main loop section within Marcy Nanocenter site; construction of a dual circuit 115 kV transmission line that will run 1.4 miles from National Grid's Edic Substation to the proposed customer substation that will be located on the Marcy Nanocenter site; pre-payment of capital costs to National Grid for upgrades to its Edic Substation; and purchase of two 448 MVA autotransformers that will take electric service from Edic Substation at 345kV and step it down to 115kV for delivery of transmission level service to the Marcy Nanocenter site. The power improvements will support transmission and delivery of 340 MW of power to the Marcy site to support ams AG and full build out of the site for semiconductor and related advanced electronics manufacturing.

Results - The project will move the Marcy Nanocenter closer to completion and to provide a campus-style layout for manufacturing, R&D, work force training, and recreational spaces. The site development in Marcy is a critical component of the Nano Utica initiative, strategically led to grow the nanotechnology hub in upstate New York. Benefits to the local and regional community will include new employment opportunities, median income increase, a larger tax base and regional population growth and diversity.

The construction of a 300mm enabled wafer fabrication facility and ancillary support facilities will support nearly 900 construction jobs and in addition to indirect job impacts associated with this project, the development of the Marcy Nanocenter site will also induced economic benefits in the form of commercial development, residential and greater business service development within the region.

**Nano Utica Initiative – MVEDGE - ams AG Capital (AB076)  
July 21, 2016**

Financing Uses	Amount	Financing Sources	Amount	Percent
Substation Transformer Improvements	\$30,600,000	ESD Grant	\$49,100,000	100%
Dual Circuit 115KV Transmission Line	10,400,000			
Ring Road Construction	2,300,000			
Water & Sewer Line Construction	3,000,000			
12" Gas Main Distribution	1,900,000			
Engineering/CM/Soft Costs & Fees	900,000			
<b>Total Project Costs</b>	<b>\$49,100,000</b>	<b>Total Project Financing</b>	<b>\$49,100,000</b>	<b>100%</b>

Grantee Contact - Steven J. Dimeo, Executive Vice President  
584 Phoenix Drive  
Rome, NY 13441  
Phone: (315) 338-0393

Project Team - Project Management Arturo Rodriguez  
Contractor & Supplier Diversity Denise Ross  
Environmental Soo Kang

**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 \$49,100,000 will be disbursed to the Grantee, no more frequently than monthly, upon documentation of eligible project costs, assuming that all project approvals have been completed and funds are available, and provided the Grantee is otherwise in compliance with the terms and conditions of the Grant Disbursement Agreement. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses reimbursed by ESD's grant must be incurred on or after April 1, 2016, the date that the New York State budget, in which the project is authorized, was passed.

**Nano Utica Initiative – MVEDGE - ams AG Capital (AB076)**  
**July 21, 2016**

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$49,100,000, 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:**

Pursuant to the State Environmental Quality Review Act (“SEQRA”), Article 8 of the Environmental Conservation Law, and its implementing regulations (6 NYCRR Part 617), ESD Directors adopted SEQRA Findings on May 17, 2007 based on the Final Generic Environmental Impact Statement (“FGEIS”) and supplemental analyses for the Marcy Nanocenter where the ams AG project will be located. By adoption of SEQRA Findings, the Directors certified that the requirements of 6 NYCRR Part 617 have been met. In addition, the Town Board of the Town of Marcy, as lead agency, has conducted SEQRA reviews for subsequent modifications to the Marcy Nanocenter project including zoning changes for additional parcels, amendment to the preliminary planned development and approval of an electrical interconnection project, and issued Negative Declarations on April 25, 2013, December 5, 2013, and July 11, 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.

**Agriculture and Markets Review:**

Due to a portion of the project site’s location within the Oneida County Agricultural District No. 7 in the Town of Marcy, pursuant to Section 305(4) of the Agriculture and Markets Law, ESD has filed the Preliminary and Final Notices of Intent with the Commissioner of the New York State Department of Agriculture and Markets and the Oneida County Agriculture and Farmland Protection Board. The requirements of Section 305(4) of the Agriculture and Markets Law have been met, and consistent with social, economic and other essential considerations, to the maximum extent practicable, adverse agricultural impacts revealed in the notice of intent process will be minimized or avoided.

**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 NYS certified Minority and Women-owned Business Enterprises (“MWBES”) in the performance of the Corporation’s contracts. ESD’s Non-Discrimination and Contractor & Supplier Diversity policy will apply to this initiative.

**Smart Growth Public Infrastructure Review:**

Pursuant to the requirements of the State Smart Growth Public Infrastructure Policy Act (the “SG Act”), and in connection with a previous grant for the Marcy Nanocenter project approved by the Directors on November 15, 2012, ESD’s Smart Growth Advisory Committee reviewed a Smart Growth Impact Statement (“SGIS”). This review found it is impracticable for the project

**Nano Utica Initiative – MVEDGE - ams AG Capital (AB076)**

**July 21, 2016**

to be developed in a manner consistent with the relevant State Smart Growth Public Infrastructure Criteria (“Smart Growth Criteria”) due to the project’s site requirements, but that the project is justified by the site’s access to existing infrastructure, location adjacent to SUNYIT and the public benefits that would result from the project including increase in high quality jobs. The designee of the Chief Executive Officer of the Corporation has attested that it is impracticable for the project to meet the relevant Smart Growth Criteria set forth in the SG Act and that the project is justified for the reasons stated in the SGIS. This attestation addressed all aspects of the proposed project. Therefore, no further smart growth public infrastructure review is required in connection with this action.

**Statutory Basis – Special Appropriation Nano Utica:**

The funding was authorized in the 2016-2017 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.

July 21, 2016

Marcy (Mohawk Valley Region – Oneida County) – Nano Utica Initiative - MVEDGE -  
ams AG Capital – Special Appropriation Nano Utica (Capital Grant) – Determination of  
No Significant Effect on the Environment

---

RESOLVED, that based on the material submitted to the Directors with respect to the Nano  
Utica Initiative – MVEDGE - ams AG Capital – Special Appropriation Nano Utica (Capital Grant)  
Project, the Corporation hereby determines that the proposed action will not have a significant  
effect on the environment.

\* \* \*



**F., G. Nano Utica Initiative – NY-PEMC Center for Advanced Packaging Technologies Capital  
(AB064 & AB065)**

July 21, 2016

General Project Plan

- Grantee:** Fort Schuyler Management Corporation (“FSMC”)
- Beneficiary Company:** General Electric Corporation (“GE”)
- ESD Investment:** Grants of up to \$100,000,000 to be used for a portion of the cost of design, construction, renovations and the purchase of machinery and equipment, tooling and technology
- Project Location:** Computer Chip Commercialization Center (“Quad C”), SUNY Polytechnic Institute, Utica, Oneida County
- Proposed Project:** Facility and infrastructure build-out for an advanced packaging operation for the New York Power Electronics Manufacturing Consortium (“NY-PEMC”) Center. The project will include one or more automated, state-of-the-art manufacturing lines for the production of Silicon Carbide and Silicon power modules, an R&D line and advanced packaging lines for commercial production. FSMC will lease office and cleanroom space within the facility, and equipment to GE and/or its corporate partners.
- Project Type:** Business creation including design, construction related to specialized equipment and technology
- Regional Council:** The Mohawk Valley Regional Economic Development Council has been made aware of this item.

**Background:**

Industry - Electronics manufacturing

Grantee/Beneficiary History - FSMC is a key component in New York’s knowledge driven economy, as envisioned by Governor Cuomo. FSMC is a private, not-for-profit, 501(c)(3) corporation that facilitates research and economic development opportunities in support of New York’s emerging nanotechnology and semiconductor clusters. Specifically, FSMC develops, constructs and manages world-class research, development and commercialization facilities to enable public-private partnerships. Consistent with its scientific, educational, and not-for-profit purposes, and in accordance with Governor Cuomo’s knowledge driven economy, the mission of FSMC is to advance high-tech research, development, and commercialization

**Nano Utica Initiative – NY-PEMC Center for Advanced Packaging Technologies Capital  
(AB064 & AB065)**

July 21, 2016

opportunities through the acquisition, construction, and management of state-of-the-art facilities, while promoting economic development and education and workforce training throughout New York. FSMC’s vision is to further expand New York’s global leadership in nanotechnology by leveraging cutting edge facilities and infrastructure, in conjunction with the world class resources and expertise of SUNY Poly, to enable innovation, private and corporate investments, and job creation across New York.

GE is an American multinational conglomerate corporation incorporated in New York and headquartered in Fairfield, Connecticut. In 2011, GE ranked among the Fortune 500 as the 26th-largest firm in the U.S. by gross revenue, as well as the 14th most profitable. However, the company is listed the fourth-largest in the world among the Forbes Global 2000, further metrics being taken into account. Other rankings for 2011/2012 include No. 7 Company for leaders (*Fortune*), No. 5 best global brand (*Interbrand*), No. 63 green company (*Newsweek*), No. 15 most admired company (*Fortune*), and No. 19 most innovative company (*Fast Company*).

ESD Involvement - A \$638,000,000 appropriation was included in the FY 2016-2017 New York State budget, of which \$50,000,000 is allocated to this item. \$50,000,000 from the State and Municipal Facilities Program is also allocated to this item for a total of \$100,000,000.

Past ESD Support - Funding for the past five years to the Grantee is summarized in the following chart:

Program	Project #	Amount	DateStart (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration or Job Requirement)	Purpose
Local Assistance	V062	\$2,250,000	October 2009 (\$4M was originally awarded to EDGE in May 2007)	May 2011	Working Capital Grant – Advanced rent payment to FSMC for the 5-year ground lease of the Marcy Nanocenter site by EDGE.

**Nano Utica Initiative – NY-PEMC Center for Advanced Packaging Technologies Capital  
(AB064 & AB065)  
July 21, 2016**

New York State Economic Development Assistance Program	W277	\$1300,000	November 2009 (\$10M was originally awarded to EDGE in September 2008)	March 2013	CapitalGrant- \$1.3 M for design and construction of the 300mm wafer clean room for the Computer Chip Commercialization Center ("Quad C").
Economic Transformation Program	X812	\$15,000,000	November 2003	December 2014	Capital Grant – Construction of a 253,000- square-foot Quad C.
Upstate Revitalization Initiative Round 1	AA718	\$70,000,000	February 2016	December 2017	Capital Grant- acquisition of real property, facility infrastructure and build out, purchase and installation of specialized manufacturing equipment at Central New York Hub for Emerging Nano Industries-Soraa Capital
State and Municipal Facilities Program	Y728	\$20,000,000	January 2014	December 2014	CapitalGrant- Purchase and install new advanced technology semiconductor packaging equipment and construction of the Quad C.
SP APPROP State and Municipal Facilities Program	AA717	\$20,000,000	February 2016	December 2017	Capital Grant- acquisition of real property, facility infrastructure and build out, purchase and installation of specialized manufacturing equipment at Central New York Hub for Emerging Nano Industries-Soraa Capital
Buffalo Regional Innovation Cluster	Y365	\$50,000,000	March 2014	December 2019	CapitalGrant- Real estate and equipment acquisition to establish the Buffalo Medical Innovation and Commercialization Hub.
	Y962	\$118,000,000	March 2014	December 2019	CapitalGrant– Design and planning costs and new machinery and equipment to establish the Buffalo High-Tech Manufacturing Innovation Hub at RiverBend Park.

**Nano Utica Initiative – NY-PEMC Center for Advanced Packaging Technologies Capital  
(AB064 & AB065)  
July 21, 2016**

Buffalo Regional Innovation Cluster	Z328	\$107,000,000	June 2014	December 2019	Capital Grant-Real estate acquisition, site and infrastructure development, and construction costs to establish the Buffalo High- Tech Manufacturing Hub at River Bend Park.
	Z254	\$55,000,000	June 2014	December 2019	Capital Grant-Real estate acquisition and renovation and the acquisition and installation of new equipment and software to establish the Buffalo Information Technologies Innovation and Commercialization Hub.
	Z733	\$125,000,000	May 2015	December 2019	Capital Grant- Construction costs to establish the Buffalo High- Tech Manufacturing Hub at River Bend Park.
Buffalo Regional Innovation Cluster	AA725	\$25,000,000	February 2016	December 2017	Capital Grant-facility improvements, machinery and equipment for Athenex business expansion
	AA613	\$441,926,304.23	April ,2016	December 2027	Capital Grant-real estate acquisition, planning and design, construction, machinery and equipment costs, sit improvement costs, utilities, site infrastructure and remediation for the Buffalo High- Tech Manufacturing Hub at River Bend Park
Regional Council Capital Fund	Z054	\$3,100,000	April 2015	December 2019	Capital Grant – Construction and fit-out of the Quad C
Nano Utica	Y729	\$180,000,000	April 2015	December 2019	Capital Grant – Construction and fit-out of the Quad C

**The Project:**

Completion - June 2017

**Nano Utica Initiative – NY-PEMC Center for Advanced Packaging Technologies Capital  
(AB064 & AB065)**

July 21, 2016

Activity - The Grantee will renovate/fit-up and equip a portion of the Quad-C facility building in Utica. The facility will be made available by FSMC to GE and partner companies, including SEMATECH, for a term of 10 years for an advanced packaging operation for the NY-PEMC Center relating to one or more automated, state-of-the-art manufacturing lines for the production of Silicon Carbide and Silicon power modules. The activities at the Quad-C facility will include, without limitation, an R&D line along with advanced packaging lines for commercial production. FSMC will lease to GE and/or its corporate partners office and cleanroom space within the Quad-C facility, as well as certain equipment to be purchased by FSMC, for the advanced packaging operations.

Results – The project will support the establishment and operation of packaging facilities, along with the start-up and operation of NY-PEMC and foster job growth as a result of the broad-based economic impact of the construction and operation of such facilities. Approximately 400 jobs will be created as a result of these packaging operations from the ecosystem of partners, contractors, and suppliers supporting the packaging operations. GE and its corporate partners will invest and spend over 10 years at least \$400 million associated with the packaging operations at the Quad-C facility.

Financing Uses	Amount	Financing Sources	Amount	Percent
Renovations/Fit-up	\$21,300,000	ESD Grant (AB064)	\$50,000,000	50%
Equipment	54,000,000	ESD Grant (AB065)	\$50,000,000	50%
Equipment Installation	10,000,000			
Equipment Qualification	14,700,000			
<b>Total Project Costs</b>	<b>\$100,000,000</b>	<b>Total Project Financing</b>	<b>\$100,000,000</b>	<b>100%</b>

Grantee/Beneficiary

Contact - Scott Bateman, Assistant Treasurer  
257 Fuller Road  
Albany, NY 12203  
Phone: (518) 437-8689

Project Team -

Project Management	Wilfredo Florentino
Contractor & Supplier Diversity	Denise Ross
Environmental	Soo Kang

**Nano Utica Initiative – NY-PEMC Center for Advanced Packaging Technologies Capital  
(AB064 & AB065)**

July 21, 2016

**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 a material adverse change in its financial condition prior to disbursement.
3. Up to \$100,000,000 will be disbursed to the Grantee, no more frequently than monthly, upon documentation of eligible project costs, assuming that all project approvals have been completed and funds are available, and provided the Grantee is otherwise in compliance with ESD's Design & Construction requirements and the terms and conditions of the Grant Disbursement Agreement. The final 10% of the grant will be disbursed upon documentation of the full \$100,000,000 in eligible project costs. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Eligible expenses may be incurred prior to April 1, 2016, the date that the New York State budget, in which the project is authorized, was passed.
4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$100,000,000 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.

**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 approval of funding for the Quad C project, the Directors made a Determination of No Significant Effect on the Environment at their meeting of November 18, 2013. This determination addressed all aspects of the proposed project. Therefore, no further environmental review is required in connection with this action.

**Statutory Basis – Special Appropriation Nano Utica & Special Appropriation State and Municipal Facilities Program:**

The funding for Nano Utica Special Appropriation (AB064) was authorized in the 2016-2017 New York State budget. The funding for Special Appropriation State and Municipal Facilities Program (AB065) was authorized in the 2015-2016 New York State budget and reappropriated in the 2016-2017 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

**Nano Utica Initiative – NY-PEMC Center for Advanced Packaging Technologies Capital  
(AB064 & AB065)**

July 21, 2016

**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 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.

**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.



## H. Trudeau Partnership Working Capital (AB080)

July 21, 2016

- Grantee:** Trudeau Institute ("Trudeau" or "TI")
- ESD Investment:** A grant of up to \$7,250,000 to be used for a portion of the costs of ongoing programs, operations, and staffing at Trudeau Institute's biomedical research laboratories and to continue a joint Trudeau Institute-Clarkson University-SUNY Upstate Medical University multi-year plan for future operations.
- Project Location:** 154 Algonquin Avenue, Saranac Lake, Franklin County
- Proposed Project:** Trudeau Institute, in partnership with Clarkson University and SUNY Upstate, will continue the multi-year plan for future operations towards the development of novel biomedical sciences and technology in immunoengineering.
- Project Type:** Working Capital
- Regional Council:** The North Country Regional Economic Development Council has been made aware of this item.

### Background:

Industry - Biomedical research

Grantee History - Trudeau Institute, formed in 1884 by Dr. Edward L. Trudeau and located in Saranac Lake, New York, is a world-renowned center for immunological research with a mission to make breakthrough discoveries regarding infection and immunity, including immune responses to major infectious disease and the role of the immune system in cancer, autoimmunity and aging. The Institute is among the five most influential research institutes in the U.S.

Ownership - Trudeau is a not-for-profit organization.

Size - Trudeau Institute is located on a 42-acre campus in Saranac Lake, NY.

Market - Trudeau conducts biomedical research to develop new treatments and treatment-prevention strategies against disease. The Institute conducts contract research projects for the National Institute of Health ("NIH"). Trudeau primarily competes with other biomedical research organizations for biomedical research projects from the federal government under programs of the NIH. Trudeau also competes for qualified high-level scientists to conduct biomedical research projects at the Institute.

## Trudeau Partnership Working Capital (AB080)

July 21, 2016

ESD Involvement - Trudeau requested ESD assistance as part of a plan to continue operations and create a joint Trudeau Institute-Clarkson University, multi-year plan to coordinate biomedical research and expand technology-based economic development through this initiative (the "Partnership"). In November 2013, a \$35 million Memorandum of Understanding was signed between the State of New York, Trudeau Institute, and Clarkson University to support this initiative. Without assistance from ESD, the retention and future expansion of Trudeau would not be possible.

Past ESD Support - In the past 5 years, Trudeau has received ESD funds totaling \$18,800,000 under the State's Memorandum of Understanding as follows:

Program	Project #	Amount	Date Start (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration)	Purpose
Empire State Economic Development Fund	Y731	\$5,000,000	December 2012	August 2015	Working Capital – operations and staffing of a biomedical research laboratory
Economic Development Purposes Fund	Z413	\$3,600,000	August 2014	December 2014	Working Capital – operations and staffing of a biomedical research laboratory
Sp Appr Clarkson Trudeau	Z568	\$6,200,000	December 2014	December 2015	Working Capital – operations and staffing of a biomedical research laboratory
Sp Appr Clarkson Trudeau	AA328	\$4,000,000	January 2016	December 2016	Working Capital – operations and staffing of a biomedical research laboratory

**Trudeau Partnership Working Capital (AB080)**

July 21, 2016

**The Project:**

Completion – December 2017

Activity - This initiative is part of a five year \$35 million Empire State Development investment for the Trudeau Institute-Clarkson University Partnership. The partnership is designed to provide financial and operational stability to Trudeau by integrating its activities with Clarkson University (“Clarkson”), in adjoining St. Lawrence County, to leverage Trudeau’s expertise in expanding Clarkson’s educational curriculum and research program into the biomedical area. Building on this momentum; the Partnership proposes a new Center for Immunoengineering and Infectious Diseases, combining Trudeau’s expertise in immunologic and infectious disease research with Clarkson’s strength in applied research and innovation to advance both discovery-based and translational research.

As the last tranche of the original partnership with Clarkson University, the primary focus of this current funding is to provide resources for TI and SUNY Upstate Medical University (“SUNY Upstate”), in Syracuse, to explore opportunities for potential collaboration. TI will deploy the Trudeau Research Network to provide integrated immunology and preclinical capabilities for advancing innovative vaccines and therapeutics to SUNY Upstate, which possesses significant international infectious disease clinical research capability.

Results – The new partnership with SUNY Upstate will allow TI to refocus its business model moving away from traditional academic grant revenue to a multiple diversified sources of revenue to provide TI with needed financial sustainability. With SUNY Upstate, TI will broaden into training for medical school students and professional student in the health sciences field extending bilateral engagements into the private sector. Revenue diversification will enable the facility and the jobs to stay in the current location furthering economic growth in the North Country Region.

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 & Fringe Benefits	\$4,060,000	ESD Grant	\$7,250,000	100%
Operating Expenses	3,190,000			
Total Project Costs	\$7,250,000	Total Project Financing	\$7,250,000	100%

**Trudeau Partnership Working Capital (AB080)**

July 21, 2016

Grantee Contact - William Chapin, Controller  
154 Algonquin Avenue  
Saranac Lake, NY 12983  
Phone: (518) 891-3080

<u>Project Team</u> -	Project Management	Javier Roman-Morales
	Contractor & Supplier Diversity	Denise Ross
	Environmental	Soo Kang

**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 \$7,250,000 will be disbursed to Grantee, upon documentation of costs of ongoing programs, operations, and staffing at Trudeau Institute's biomedical research laboratories, 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, 2016, 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 \$7,250,000, 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 policy will apply to the project. Trudeau, a non-profit organization, shall be required to use good faith efforts to achieve an overall Minority and Women Business Enterprise (MWBE) Participation goal of 20% of the total value of ESD's funding for eligible expenses, and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the project.

**Trudeau Partnership Working Capital (AB080)**

July 21, 2016

**Statutory Basis – Special Appropriation Clarkson Trudeau:**

The project was authorized in the 2016-2017 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.



## I. Clarkson University Capital (AB081)

July 21, 2016

### General Project Plan

- Grantee:** Clarkson University (“Clarkson” or the “University”)
- ESD Investment:** A grant of up to \$4,750,000 to be used for a portion of the cost of building renovation and scientific equipment purchase
- Project Location:** 321 Science Center, Clarkson Campus, Potsdam, St. Lawrence County
- Proposed Project:** Building renovation and scientific equipment purchase for the Clarkson Science Center and Center for Advanced Materials Processing to support collaboration with Trudeau Institute
- Project Type:** Scientific Research
- Regional Council:** The North Country Regional Economic Development Council has been made aware of this project. The project is consistent with the Regional Plan to advance biotech research in the region.

### **Background:**

#### Industry – Higher Education Institution

Organizational History – Founded in 1896, Clarkson University is one of the smallest nationally ranked education and research institution associated with engineering and with a broad capability to support biotechnology research. The University-an independent, co-educational institution situated in a 640-acre campus-offers three major programs: the Wallace K. Coulter School of Engineering (where about half of the students are enrolled), the School of Business, and the School of Arts and Sciences. In February 2016, Clarkson acquired Union Graduate College, located in Schenectady. The merger created the Clarkson Capital Region campus which provides the opportunity for growth in professional graduate programs.

Ownership – Clarkson is a not-for-profit organization.

Size – Clarkson University is located in a 640-wooded acre area adjacent to the Adirondack Park in the North Country Region. The University employs over 700 people and account for a 3,247 undergraduate and 1,037 graduate student’s enrollment.

ESD Involvement – Clarkson requested ESD assistance as part of the “Trudeau-Clarkson Biotech Initiative,” a program to expand biotechnical and biomedical research in cooperation with the Trudeau Institute (“Trudeau”) and the State of New York. In November 2013, a \$35 million multi-year Memorandum of Understanding was signed

## Clarkson University Capital (AB081)

July 21, 2016

between the State of New York, Trudeau Institute and Clarkson University to support this initiative. Without assistance from ESD, the Trudeau-Clarkson Biotech Initiative and the expansion of valuable related research programs would not be possible.

Past ESD Support - In the past 5 years, Clarkson has received ESD funds totaling \$4,800,000 under the State's Memorandum of Understanding as follows:

Program	Project #	Amount	Date Start (ESD Directors' Approval Date)	Date End (Project Completion: Contract Expiration)	Purpose
Special Appropriation Clarkson-Trudeau Partnership	Y733	\$3,800,000	August 21, 2014	December 31, 2020	Upgrade laboratory facilities and equipment purchase
Special Appropriation Clarkson-Trudeau	AA317	\$1,000,000	January 21, 2016	December 31, 2016	Upgrade laboratory facilities and equipment purchase

### The Project:

Completion – December 2018

Activity – The project consists of the renovation of biology, chemistry, and biomolecular engineering labs to the Clarkson Science Center and the Center for Advanced Materials Processing building. This will include replacement of long-outdated mechanical, electrical and plumbing systems, installation of improved air handling and crucial life safety features, such as fume hoods, and improved computer assisted learning technologies over the existing ones in the new laboratories. In addition, new state-of-the-art laboratory instrumentation and laboratory equipment will be purchased and installed to conduct leading-edge engineering research that will complement and create commercialization potential for Trudeau's bio-medical research.

Results – The newly renovated and equipped, high-tech spaces will help Clarkson to recruit new faculty as well as additional high-quality graduate and undergraduate students. As a result of this project, Clarkson's faculty and students will collaborate with Trudeau's scientists and open new opportunities for commercialization of innovative ideas and products and attract start-up technology companies and created new jobs that will grow the biotechnology cluster in the region.

## Clarkson University Capital (AB081)

July 21, 2016

Financing Uses	Amount	Financing Sources	Amount	Percent
Building Improvements	\$600,000	ESD Grant	\$4,750,000	90%
Scientific Equipment	4,750,000	Grantee Equity	527,250	10%
Program Costs	527,250			
Total Project Costs	\$5,277,250	Total Project Financing	\$5,277,250	100%

Grantee Contact - James Fish, Chief Financial Officer  
8 Clarkson Avenue  
Potsdam, New York 13699  
Phone: (315) 268-6689

Project Team - Project Management Javier Roman-Morales  
Contractor & Supplier Diversity Denise Ross  
Environmental Soo Kang

### 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 closing.
3. The Grantee will be required to contribute at least 10% of the total project cost in the form of equity contributed after the Grantee's written 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 \$4,750,000 will be disbursed to Grantee as reimbursement for eligible project costs no more frequently than quarterly, assuming that all project approvals have been completed and funds are available. The final disbursement, which shall be at least 10% of the grant, shall be made to the Grantee upon completion of the project. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred after April 1, 2016, the date that the New York State budget, in which the project is authorized, was passed, to be considered eligible project costs.

**Clarkson University Capital (AB081)**

July 21, 2016

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than \$4,750,000, 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.

**Statutory Basis – Special Appropriation Clarkson/Trudeau:**

The project was authorized in the 2016-2017 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.

FOR CONSIDERATION

July 21, 2016

**TO:** The Directors

**FROM:** Howard A. Zemsky

**SUBJECT:** New York City (Kings County) – Fountain Avenue Land Use Improvement and Residential Project

**REQUEST FOR:** Authorization to Accept and Approve the Final Environmental Impact Statement (“FEIS”); Authorization to Publish, File and Circulate the FEIS; and Authorization to Take Related Actions

---

BACKGROUND

On April 21, 2016, the ESD\* Directors: (i) authorized adoption of a proposed General Project Plan (“GPP”) for the Fountain Avenue Land Use Improvement and Residential Project (the “Project”); (ii) authorized acceptance of the Draft Environmental Impact Statement (“DEIS”) for the Project as satisfactory with respect to its scope, content and adequacy for purposes of commencing public review under the State Environmental Quality Review Act (“SEQRA”) and the implementing regulations of the New York State Department of Environmental Conservation; and (iii) authorized the Corporation to hold a duly noticed public hearing on the DEIS under SEQRA. Pursuant to these authorizations, the DEIS was appropriately filed and publicly distributed on April 21, 2016, the public hearing was held in two sessions on May 24, 2016 (together with additional statutory hearings on the project under the Urban Development Corporation Act (the “UDC Act”), also as authorized by the Directors) and the period within which the Corporation accepted written comments on the DEIS remained open until June 23, 2016. ESD staff, with assistance from environmental and legal consultants, have prepared responses to all substantive comments received during this process.

The Project involves the redevelopment of two parcels, totaling approximately 6.7 acres of surplus property at the Brooklyn Developmental Center, into a mixed use development comprised of: approximately 1,169 affordable rental housing units (including up to 200 units for seniors); approximately 105,460 square feet of commercial, retail, community facility space; on-site parking; and the creation of a privately-owned publicly accessible landscaped thoroughfare with seating and plantings.

---

\*The New York State Urban Development Corporation doing business as Empire State Development “ESD” or the “Corporation”

The FEIS has now been finalized in conformity with SEQRA and its implementing regulations. The FEIS describes the Project and its goals, assesses probable environmental impacts of the Project (including community facilities, traffic, construction and other conditions), identifies feasible measures to mitigate significant adverse environmental impacts from the Project, considers the reasonableness and relative environmental merits of alternatives, and responds to comments submitted on the DEIS. A copy of the FEIS is enclosed herewith.

SEQRA requires ESD in its capacity as lead agency for the Project's environmental review to file and publicly distribute the FEIS in the same manner as the DEIS and to afford members of the public an opportunity of not less than 10 days duration to consider the document before issuing a written findings statement and making a determination as to whether to approve the Project. Before the FEIS is issued, however, ESD must make a determination that it is complete. It is important to emphasize that, in approving the FEIS, the Directors are not being asked at this time to approve the Project. The Directors are only being asked to determine that the FEIS is complete, adequately assesses the environmental impacts of the Project and otherwise meets the requirements of SEQRA, and is in proper form for distribution to the public.

#### FUTURE ACTIVITIES

Following acceptance of the FEIS and providing the requisite time for the public, as well as involved and interested agencies, to consider the document, ESD will then have the ability and authority to make the findings required under SEQRA and the UDC Act and to act on the proposed Project.

#### REQUESTED ACTIONS

The Directors are requested: (i) to accept and approve the Final Environmental Impact Statement as complete with respect to scope, content and adequacy; and (ii) to authorize its publication, filing and circulation in accordance with applicable law.

#### RECOMMENDATION

Based on the foregoing, I recommend approval of the requested actions.

#### ATTACHMENTS

Resolutions  
Final Environmental Impact Statement

July 21, 2016

New York City (Kings County) – Fountain Avenue Land Use Improvement and Residential Project – Authorization to Accept and Approve the Final Environmental Impact Statement (“FEIS”); Authorization to Publish, File and Circulate the FEIS; and Authorization to Take Related Actions

---

RESOLVED, that in connection with the Fountain Avenue Land Use Improvement and Residential Project (the “Project”) and on the basis of materials submitted prior to and during this meeting, the Corporation hereby determines that the Final Environmental Impact Statement (“FEIS”) is complete with respect to scope, content and adequacy, and adequately assesses the environmental impacts of the Project, and otherwise meets the requirements of the New York State Environmental Quality Review Act and is in proper form for publication, filing and circulation to the public; and be it further

RESOLVED, that the President and Chief Executive Officer or his designee, and each of the same, hereby is authorized to publish, file and circulate the FEIS and to take any and all such other action as may be deemed necessary or appropriate in connection with the distribution of the FEIS, including without limitation, the publication of a notice relating to such issuance; and be it further

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

RESOLVED, that any and all acts performed by any officers of the Corporation prior to the date of these resolutions in furtherance of these resolutions, are hereby ratified, adopted, confirmed and approved in all respects.

\* \* \*

**FOR CONSIDERATION**

July 21, 2016

TO: The Directors

FROM: Howard Zemsky

SUBJECT: New York State Innovation Venture Capital Fund (NYSIVCF)

REQUEST FOR: Authorization of an investment of NYSIVCF funds in NOHMs Inc.

---

**Project Summary**

Awardees: NOHMs Technologies Inc. (the "Company")

Amount: Up to \$500,000 in Preferred Equity

Project Location: Rochester, NY

Anticipated  
Funding Source: The liquid assets held by ESD for NYSIVCF.

ESD Project No.: AB072

Project Team:	Origination	Brian Keil
	Project Management	Brian Keil
	Legal	Richard Dorado
	Contractor & Supplier Diversity	Jazmin Thomas
	Environmental	Soo Kang

**Background**

Pursuant to the Authorizing Legislation, the New York State Innovation Venture Capital Fund may invest up to \$100 million in eligible seed and early stage small businesses located in, or that in writing agree to be located in, New York State that (i) have the potential to generate additional economic activity in the State and (ii) are working in an emerging technology fields or are achieving, or have the potential to achieve, technological advances, innovation, transformation or development. The target portfolio companies demonstrate a potential for substantial growth and job development, and have the potential to generate additional economic activity in the State.

NYSIVCF also provides funding for the Technology Commercialization fund of funds supporting pre-seed investment opportunities throughout the State. The NYSIVCF is part of a larger equity investment strategy that includes the Innovate NY Fund, a \$45 million fund of funds that invests in seed stage equity opportunities.

#### Past State Support for NOHMs Technologies Inc.

To date, the only government monies that NOHMs Technologies Inc. has received is \$2.4M in grant funding from NYSERDA.

#### Project Status

Nohms Technologies Inc., a startup based in Rochester's Eastman Business Park, provides advanced materials solutions for Lithium Ion batteries used in electric vehicles and other energy storage applications. The Company has over 20 patent-pending inventions for novel materials and manufacturing technologies based on research conducted at Cornell University. At present, the Company has 14 fulltime employees with plans to increase that number as they build out the manufacturing space on site.

Lithium Ion batteries consist of an anode, a cathode and liquid electrolytes to move lithium ions stored on the anode to the cathode, releasing energy. The standard electrolyte currently consists of a lithium salt known as LiPF<sub>6</sub>. LiPF<sub>6</sub> has several undesirable characteristics that are driving efforts in the industry to find replacement. LiPF<sub>6</sub> is unstable above 60°C and at charge voltages above 4.3 volts. It also has a flashpoint around 35°C that can result in an explosion when there is extreme Li-ion cell failure.

Nohms has developed an electrolyte formulation which can operate at higher temperature and higher voltage. The result is improved safety (non-flammable formula), longer runtime (boosting output to 5 volts), and a lower battery cost (~ 40%). Improvements in Lithium Ion battery performance enabled by Nohms are key elements to ramping up the growth of the electric vehicle market.

Leveraging core expertise, the Company also is developing technology that could improve the number of charge cycles that otherwise limit the very promising Lithium Sulfur batteries when competing with current Lithium Ion batteries.

In order to fund its activities over the next 18 months, the Company is raising \$5M in Preferred Equity. The NYSIVCF will invest up to \$0.5M into the round resulting a 3.6% post-financing ownership, with the balance being provided by private sector investors.

As part of the due diligence process, NYSIVCF staff and an external Investment Review Committee (IRC) evaluated the Company's business plan, growth prospects as well as the terms of the investment. As a result of that analysis, NYSIVCF and the IRC both agree that the market

opportunity and growth potential offered by this upstate New York company warrants an investment by the Fund and recommend its approval.

#### Statutory Basis

In order to attract private sector investment in new research, translate research into marketable products, strengthen university/industry connections, and prepare New York businesses to compete for private-sector venture investment, Laws of New York 2013 Chapter 59 Part JJ (the "Authorizing Legislation") authorized the New York State Urban Development Corporation d/b/a Empire State Development ("ESD" or the "Corporation") to establish and administer the New York State Innovation Venture Capital Fund (the "Fund") in order to provide critical seed-stage and early-stage funding to incentivize new business formation and growth in the State of New York and facilitate the transition from ideas and research to marketable products.

#### 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 of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the authorization.

#### 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 (MWBEs) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that there exists no potential for MWBE participation. As such, participation goals will not be established or required.

#### Additional Submissions to Directors

Resolutions

Schedule A – Summary of Description of NOHMs Technologies Inc.

Schedule B – Summary of the Investment Terms

July 21, 2016

New York State Innovation Venture Capital Fund - Authorization of an investment of NYSIVCF funds in NOHMs Technologies Inc.

---

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 \$500,000, in NOHMs Technologies 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 his 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 his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

**Schedule A**  
**New York State Innovation Venture Capital Fund:**  
**Summary Description of NOHMs Technologies Inc.**  
**Board of Directors Meeting**  
**July 21, 2016**

**NOHMs Technologies Inc.**

Nohms Technologies Inc., a startup based in Rochester's Eastman Business Park, provides advanced materials solutions for Lithium Ion batteries used in electric vehicles and other energy storage applications. The company has over 20 patent-pending inventions for novel materials and manufacturing technologies based on research conducted at Cornell University. At present, the Company has 14 fulltime employees with plans to increase that number as they build out the manufacturing space on site.

NOHMs Technologies provides a lithium ion battery component called electrolyte which can reduce battery cost by 40% while improving safety (non-flammable formula) and runtime (boosting output to 5 volts), thereby accelerating the takeoff of the electric vehicle market.

Leveraging core expertise the Company also is developing technology that could improve the number of charge cycles that otherwise limit the very promising Lithium Sulfur batteries when competing with current Lithium Ion batteries.

The company's innovative business model and technology have garnered multiple competitive awards from the NY State Energy and Research Development Authority and the National Science Foundation.

**Schedule B**  
**New York State Innovation Venture Capital Fund:**  
**NOHMs Technologies, Inc. Investment**  
**Summary of Series B Preferred Financing Terms**  
**Board of Directors Meeting**  
**July 21, 2016**

<b>Company:</b>	NOHMs Technologies, Inc. (the "Company").
<b>Founders:</b>	Nathan Ball, Dr. Shivaun Archer, Professor Lynden Archer
<b>Existing Investors:</b>	MCC (Metallica Commodities Corp.) and individual Angels
<b>Amount of Investment:</b>	A total of at least \$5.85 million invested in two tranches, in accord with the following provisions, at a pre-money valuation of \$5,594,750 as to the Series B-1 Tranche and \$11,606,075 as to the Series B-2 Tranche. A first tranche of \$2.35 million (the "Series B-1 Tranche") at \$1.15 per share (the "Original Series B-1 Purchase Price"), based on the Series B-1 post-financing valuation set forth below and including the conversion of \$850,000 in Convertible Bridge Notes from the previous investors unless there is a material adverse change to the Company prior to closing in the view of the New Investors, plus a second tranche of \$3.50 million (the "Series B-2 Tranche") at \$1.50 per share, based on the B-2 Tranche post-financing valuation.
<b>Co-Investment Syndicate:</b>	Series B-1: Phoenix Venture Partners L.P. ("PVP) (Lead) – A Silicon Valley based venture capital firm that invests in advanced materials science startups. Solvay Chemical Group – A Belgian-based global chemical company which supplies compounds to manufacture lithium batteries and is a Limited Partner in PVP.
<b>Form of Investment:</b>	\$2.35 million Series B-1 Convertible Preferred Stock, \$0.0000149 par value (including the converted Bridge Notes \$0.85 million), and \$3.50 million Series B-2 Convertible Preferred Stock, \$0.0000149 par value (collectively, the "Series B Preferred"). All shares of the Company's Preferred Stock shall be referred to herein collectively as the "Preferred Stock".
<b>Use of Proceeds:</b>	Working capital
<b>Protective Provisions:</b>	For so long as at least 1,000,000 shares of the Series B Preferred remain outstanding, consent of the holders of at least a majority of the Series B Preferred which must include PVP holdings will be required for: (i) any sale, lease, license, transfer or other disposition of more than 50% of the Company's assets, (ii) any merger of the Company with another entity, or recapitalization or reorganization of the Company, (iii) any liquidation or winding up of the Company (including a deemed

Liquidation Event), (iv) any amendment of the Company's charter documents in a manner adverse to Series B Preferred, (v) the authorization or designation of any security senior to or on parity with the Series B Preferred, (vi) any increase or decrease in the authorized number of shares of Common Stock or Preferred Stock, (vii) borrowings in excess of \$100,000, (viii) any increase in the number of shares issuable pursuant to the Stock Option Plan, (ix) the payment of any dividend on, or the purchase, redemption or other acquisition of, any security, or (x) any increase or decrease in the authorized size of the Company's Board of Directors.

**Voting:** Except with respect to election of directors and certain protective provisions or as required by law, the Preferred Stock will vote together with the Common Stock with the right to that number of votes equal to the number of shares held by each (provided that in the case of the Series B Preferred the number of shares will be determined on an as-converted to Common Stock basis).

**Series B Preferred Director:** Two representatives of the Series B Preferred, which shall be designated by PVP; and one industry representative, who shall be designated by Solvay.

**Co-Investment Syndicate:** Other Series B Preferred Investors:  
Phoenix Venture Partners – a venture capital firm based in San Mateo, CA that invests in and partners with entrepreneurs to commercialize breakthrough materials science innovations.  
Solvay Ventures – Solvay Ventures is the venture capital arm of Solvay, a Belgian chemical company

Previous Investors:  
Metallica Commodities Corp – located in White Plains, NY operates core businesses in the metal and minerals trading, mineral asset development and the mining and sale of aggregates and dimension stone.

**Series B Preferred Round – Overview**

	<b>#Shares</b>	<b>Value</b>	<b>Ownership</b>
Phoenix Venture Capital	2,187,291	\$3,000,000	21.25%
Solvay	1,093,645	\$1,500,000	10.82%
NYSIVC Fund	364,549	\$500,000	3.61%
<b>Total Ownership</b>	<b>3,645,485</b>	<b>\$5,000,000</b>	<b>35.68%</b>

FOR CONSIDERATION

July 21, 2016

TO: The Directors

FROM: Howard Zemsky

SUBJECT: New York State Innovation Venture Capital Fund (“NYSIVCF”)

REQUEST FOR: Authorization of an Investment of NYSIVCF Funds in ChannelEyes, Inc.

---

Project Summary

Awardees: ChannelEyes, Inc. (the “Company”)

Amount: Up to \$500,000 in preferred equity

Project Location: Troy, NY

Anticipated  
Funding Source: The liquid assets held by ESD for NYSIVCF.

ESD Project No.: TBD

Project Team:

Origination	Brian Keil
Project Management	Brian Keil
Legal	Richard Dorado
Contractor & Supplier Diversity	Jazmin Thomas
Environmental	Soo Kang

Background

Pursuant to the Authorizing Legislation, the New York State Innovation Venture Capital Fund may invest up to \$100 million in eligible seed and early stage small businesses located in, or that in writing agree to be located in, New York State that (i) have the potential to generate additional economic activity in the State and (ii) are working in emerging technology fields or are achieving, or have the potential to achieve, technological advances, innovation, transformation or development. The target portfolio companies demonstrate a potential for substantial growth and job development, and have the potential to generate additional economic activity in the State.

NYSIVCF also provides funding for the Technology Commercialization fund of funds supporting pre-seed investment opportunities throughout the State. The NYSIVCF is part of a larger equity investment strategy that includes the Innovate NY Fund, a \$45 million fund of funds that invests in seed stage equity opportunities.

### Past State Support for ChannelEyes

ChannelEyes is a participant in the START-UP NY program.

### Project Status

ChannelEyes, a company based in Troy, NY, provides marketing and sales software for channel sales professionals. The Company currently offers two products: Optyx, a data-driven workflow tool, and ChannelCandy, a marketing and communication platform.

Channel (or indirect) sales professionals have limited technology solutions to help them manage their distribution and partnership relationships. Sales decisions are often made based on intuition and the channel sales process entails a large degree of uncertainty. Existing sales relationship management systems (e.g., Salesforce) are better suited for direct sales processes, not channel sales.

ChannelEyes' marketing and sales software solutions help channel sales vendors manage and optimize their sales networks. The Optyx sales analytics platform sources internal and third-party sales channel data, visualizes and analyzes this information, and provides actionable insights and sales recommendations to help vendors maximize sales. The ChannelCandy marketing platform allows vendors to communicate with their channel partners and disseminate real-time product and promotional information, improving partner interactions.

According to ChannelEyes' estimates, the addressable market for its products consists of over 100,000 channel sales vendors representing \$4B of potential software spending. The Company has an existing customer base of 50+ companies with over 25,000 active individual users through its first product, ChannelCandy. ChannelEyes' current clients include companies with large, established channel programs including HP, Dell, and Motorola. ChannelEyes' newest product, Optyx, is the first data analytics software platform for channel management, and the Company expects Optyx to generate significant increases in revenue going forward.

The Company also boasts an experienced management team that is well-versed in both channel sales and software development, with several decades of professional experience among them and strong ties to the Troy/Rensselaer engineering community.

In order to fund its activities over the next 18-24 months, the Company is raising up to \$1.75M in preferred equity at a pre-money valuation of \$8M. The NYSIVCF will invest up to \$500,000 into this investment round with the balance being provided by private sector investors.

As part of the due diligence process, NYSIVCF staff and an external Investment Review Committee (IRC) evaluated the Company's business plan and growth prospects as well as the terms of the investment. As a result of that analysis, NYSIVCF and the IRC both agree that the market opportunity and growth potential offered by this New York State company warrants an investment by the NYSIVCF and recommend its approval.

### Statutory Basis

In order to attract private sector investment in new research, translate research into marketable products, strengthen university/industry connections, and prepare New York businesses to compete for private-sector venture investment, Laws of New York 2013 Chapter 59 Part JJ (the "Authorizing Legislation") authorized the New York State Urban Development Corporation d/b/a Empire State Development ("ESD" or the "Corporation") to establish and administer the New York State Innovation Venture Capital Fund in order to provide critical seed-stage and early-stage funding to incentivize new business formation and growth in the State of New York and facilitate the transition from ideas and research to marketable products.

### 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 of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the authorization.

### 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 (MWBES) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that there exists no potential for MWBE participation. As such, participation goals will not be established or required.

Additional Submissions to Directors

Resolutions

Schedule A – Summary Description of ChannelEyes

Schedule B – Summary of the Investment Terms

July 21, 2016

New York State Innovation Venture Capital Fund - Authorization of an Investment of NYSIVCF Funds in ChannelEyes, Inc.

---

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 \$500,000, in ChannelEyes, 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 his 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 his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

\* \* \*

**Schedule A**  
**New York State Innovation Venture Capital Fund:**  
**Summary Description of ChannelEyes, Inc.**  
**Board of Directors Meeting**  
**July 21, 2016**

**ChannelEyes**

ChannelEyes, a company based in Troy, NY, provides marketing and sales software for channel sales professionals. The Company currently offers two products: Optyx, a data-driven workflow tool, and ChannelCandy, a marketing and communication platform.

Channel (or indirect) sales professionals have limited technology solutions to help them manage their partnership relationships and sales processes. Existing sales relationship management software platforms like Salesforce are designed for direct sales processes, not channel sales. As a result, channel sales decisions are often made based on intuition rather than tangible data or insights, and the sales process entails a large degree of uncertainty.

ChannelEyes' marketing and sales software solutions help channel sales vendors manage and optimize their sales networks. The Optyx sales analytics platform sources third-party sales channel data, visualizes and analyzes this data, and provides actionable insights and sales recommendations to help vendors maximize sales. The ChannelCandy marketing platform allows vendors to communicate with their channel partners and disseminate real-time product and promotional information, improving partner interactions.

**Schedule B**  
**New York State Innovation Venture Capital Fund:**  
**ChannelEyes, Inc. (the "Company")**  
**Summary of Series Seed 2 Preferred Financing Terms**  
**Board of Directors Meeting**  
**July 21, 2016**

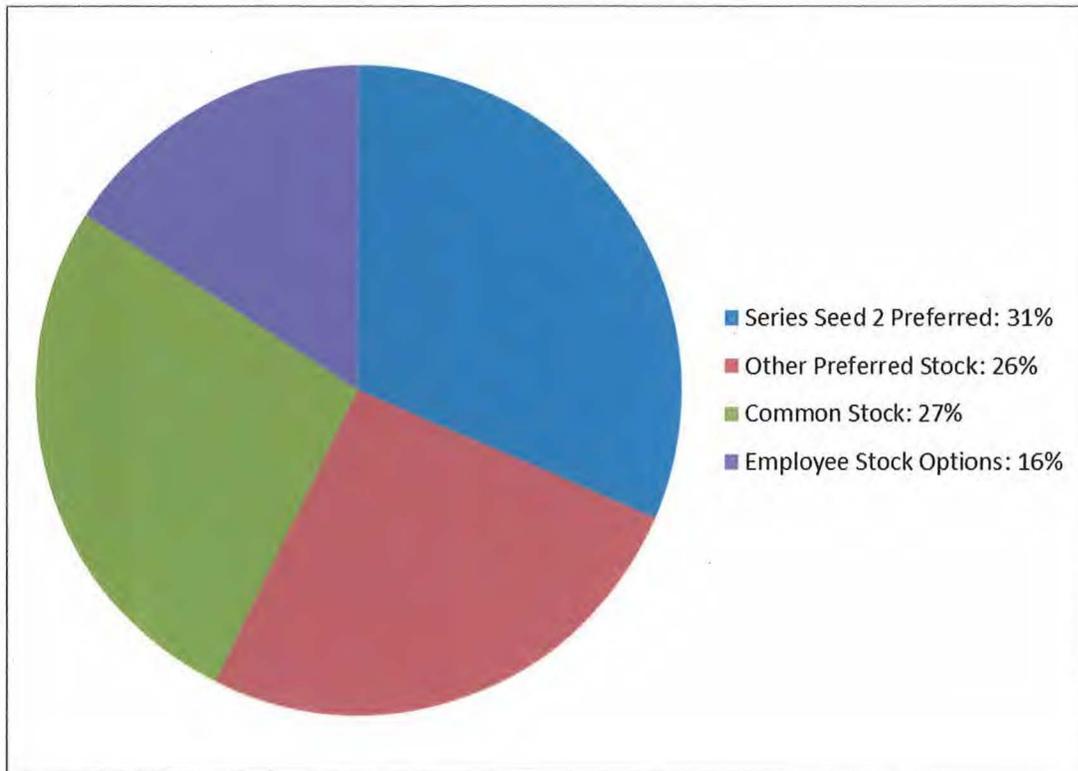
<u>Type of Security:</u>	Series Seed 2 Convertible Preferred Stock (the "Series Seed 2 Preferred")
<u>Investment Amount; Use of Proceeds:</u>	Up to a total of \$1.75M. Funds will be used solely for working capital requirements of the Company.
<u>Principal Terms of the Series Seed 2 Preferred:</u>	<p><u>Liquidation Preference:</u> In the event of a liquidation of the Company, the holders of the Series Seed 2 Preferred will receive, prior to and in preference over holders of Common Stock, the greater of (i) an amount per share equal to 1x the original Series Seed 2 Preferred purchase price plus any accrued but unpaid dividends or (ii) such amount as would have been payable had all shares of the Series Seed 2 Preferred been converted to Common Stock immediately prior to such liquidation.</p> <p><u>Conversion:</u> A holder of Series Seed 2 Preferred will have the right to convert its shares, at any time, into shares of Common Stock at a 1:1 ratio.</p> <p><u>Dividends:</u> Dividends will be paid on the Series Seed 2 Preferred only on an as-converted basis when, as, and if paid on the Common Stock.</p>
<u>Protective Provisions:</u>	<p>For so long as any shares of the Series Seed 2 Preferred remain outstanding, consent of the holders of at least two-thirds of the Series Seed 2 Preferred will be required for any action that:</p> <ul style="list-style-type: none"> <li>(i) results in any voluntary dissolution or liquidation of the Company;</li> <li>(ii) results in the purchase, redemption or payment of any dividend on any capital stock prior to the Series Seed 2 Preferred or Series Seed Preferred, other than stock repurchased from former employees or consultants;</li> <li>(iii) creates or authorizes the creation of any debt security (other than leases or bank lines of credit, unless such debt has previously been approved by the Company's Board of Directors);</li> <li>(iv) creates or results the holding of capital stock of any subsidiary that is not wholly-owned, or disposes of any subsidiary stock or substantially all of any subsidiary assets; or</li> <li>(v) increases or decreases the authorized size of the Company's Board</li> </ul>

	<p>of Directors.</p> <p>Additionally, the consent of the holders of a majority of the Series Seed 2 Preferred shall be required for any action that:</p> <ul style="list-style-type: none"> <li>(i) amends, alters, or repeals any provision of the Certificate of Incorporation or Bylaws in a manner adverse to the Series Seed 2 Preferred; or</li> <li>(ii) creates any new class or series of shares having any rights, preferences or privileges senior to or on a parity with the Series Seed 2 Preferred (or reclassifies any existing junior security to cause it to be senior to the Series Seed 2 Preferred).</li> </ul>
<u>Voting:</u>	<p>Subject to the Protective Provisions above, the Series Seed 2 Preferred will vote together with the Common Stock and Series Seed Preferred. Each share of Series Seed 2 Preferred will have a number of votes equal to the number of shares of Common Stock then issuable upon conversion of the Series Seed 2 Preferred.</p>
<u>Series Seed 2 Preferred Director:</u>	<p>One member of the Company's Board of Directors shall be approved by the Series Seed 2 Preferred lead investor, Pereg Ventures.</p>
<u>Co-Investment Syndicate:</u>	<p>Other Series Seed 2 Preferred Investors:</p> <ul style="list-style-type: none"> <li>• Pereg Ventures (lead)</li> <li>• Startup Capital Ventures</li> <li>• Laconia Capital Group</li> </ul> <p>Previous Investors:</p> <ul style="list-style-type: none"> <li>• Bowery Capital</li> <li>• Illuminate Ventures</li> </ul>

## Series Seed 2 Preferred Round: Co-Investors

1. Pereg Ventures: Pereg Ventures is a venture capital firm based in New York City. The firm invests in market intelligence technologies, spend management tools, advertising solutions, and online and mobile enablers sectors.
2. Startup Capital Ventures: Startup Capital Ventures is a venture capital firm based in Menlo Park, CA. The firm invests in early-stage companies in the fintech, application software, technology enabled service, security, healthtech and internet of thing sectors.
3. Laconia Capital Group: Laconia Capital Group is a venture capital firm based in New York City. The firm invests in the marketing service, data management, mobile communications, publishing, media, sports, and entertainment sectors.
4. Bowery Capital: Bowery Capital is a venture capital firm based in New York City. The firm invests in companies operating in the information technology, media and information services, e-commerce and telecommunication sectors.
5. Illuminate Ventures: Illuminate Ventures is a venture capital firm based in Oakland, CA. The firm invests in the technology, cloud computing, big data, business applications, security, digital media, wireless communications and mobile sectors.

## Overview of Company Ownership





FOR CONSIDERATION

July 21, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Planning Services for the Downtown Revitalization Initiative

REQUEST FOR: Authorization to Enter into Contracts for Planning Services; Authorization to Take Related Actions

---

CONTRACT SUMMARY

Contractors: HR&A Advisors, Inc.  
BJH Advisors LLC  
Buckhurst Fish & Jacquemart, Inc. (BFJ Planning)  
Stantec Consulting Services, Inc.  
Bergman Associates, Inc.

Scope of Services: To provide planning services to 10 areas designated as part of the Downtown Revitalization Initiative under the management of the New York State Department of State (DOS) in partnership with New York State Homes and Community Renewal (HCR), and Empire State Development (ESD), collectively, the "Project Sponsors."

Contract Term: Each firm will be retained for a period not to exceed one year, with all services expected to be completed by the end of February 2017.

Contract Amounts: Each contract will not exceed the following amounts, inclusive of contingency and all out-of-pocket reimbursements:

HR&A Advisors, Inc.: \$900,000.00  
BJH Advisors LLC: \$300,000.00  
Buckhurst Fish & Jacquemart, Inc.: \$600,000.00  
Stantec Consulting Services, Inc.: \$900,000.00  
Bergman Associates, Inc.: \$300,000.00  
Total: \$3,000,000

Funding Source(s): Special Appropriation Municipal Restructuring

## **BACKGROUND**

On January 10, 2016, New York State Governor Andrew M. Cuomo announced a new program called the Downtown Revitalization Initiative (DRI) as a component of his 2016 State of the State Address. As part of the initiative, each of the ten Regional Economic Development Councils (REDCs) in the state will nominate one downtown area (DRI Area) of a community in their region to participate in the DRI. DRI Areas are expected to be announced in early July 2016.

Once DRI Areas are designated, each DRI Area will be assigned a Consultant to work with them to prepare a Strategic Investment Plan. Consultants will be primarily managed by the New York Department of State (DOS) in partnership with HCR and ESD, and with the support of additional state agency experts, all of which will be further overseen by a local DRI Planning Committee.

Each DRI Strategic Investment Plan will include an assessment of local assets and opportunities and development of a unique community vision to guide and direct public and private investment within and around the downtown. The plans will include identification of economic development, transportation, housing, and community projects that align with that vision and that can be leveraged for additional investment. Activities and projects proposed in the DRI Strategic Investment Plans must be viable and economically feasible, and must be organized around the central goal of neighborhood transformation.

In addition to receiving state-funded planning services, municipalities in which DRI Areas are located will also each receive \$10 million of state funding towards implementation of their Strategic Investment Plans. Strategic Investment Plans will be expected to leverage additional public and private investments, and will be further supported by the state prioritizing DRI Areas for future state capital funding.

## **SCOPE OF SERVICES**

The purpose of these contracts will be to hire Consultants to the development of Strategic Investment Plans for the ten DRI Areas.

Although the below Scope of Services provides a framework for the tasks required to complete a Strategic Investment Plan, the specific final scope of each plan will be determined after negotiations based on the characteristics of each selected DRI Area. Specifically, while the overall scope will remain the same, the emphasis on individual components may change. As one example, a DRI Area which has been the subject of recent revitalization planning may not need as much work on master planning-related tasks, and greater emphasis may therefore be placed on the project development-focused tasks.

Overall, the responsibilities of the Consultants shall include, but not be limited to the following:

### ***A. Local Planning Committee Coordination (Beginning August 2016)***

Consultants will be expected to prepare for and staff regular DRI Local Planning Committee meetings and public outreach events.

***B. Community Engagement Strategy***

The Consultant shall prepare a public engagement strategy specifying the level, type, format, and purpose of community engagement throughout the planning process. Public engagement should occur early and consistently throughout the process and should encourage participation from a broad and diverse population.

***C. Downtown Profile and Assessment***

Working with the DRI Planning Committee and key municipal representatives, and drawing on any existing plans and strategies, the Consultant will develop a profile of the downtown.

***D. Downtown Vision, Goals and Objectives***

Building on any existing plans and strategies, the Consultant shall assist the Planning Committee to prepare a clearly articulated, ambitious yet realistic vision for revitalizing the downtown that takes into consideration the unique characteristics of the downtown and surrounding region.

***E. Revitalization Strategy Outline (Due October 2016)***

The Consultant shall prepare an update and outline of the Revitalization Strategy for the REDC, presenting the key features of the downtown, including assets, strengths, weaknesses, market potential and community vision.

***F. Revitalization Strategies and Action Plan***

Based on the Downtown Vision, goals and objectives, the Consultant shall establish creative and ambitious strategies to direct future development and investment in the downtown. The strategy should include identification of a comprehensive Action Plan that recommends coordinated and interconnected economic development, transportation, housing, and community projects and initiatives that, together, represent a holistic approach to downtown revitalization.

***G. Priority Project Profiles***

The Consultant shall assist the Planning Committee to select priority catalytic projects as candidates for implementation using the DRI funding. Selected projects should be those key to the overall revitalization strategy and having the potential to leverage additional investment.

***I. Implementation Strategy***

The Consultant will prepare a detailed strategy to achieve the desired vision and objectives for the downtown. The strategy will guide and direct implementation of the plan and its proposed public and private redevelopment projects and initiatives, including: prioritization and phasing; estimated project costs; responsible parties; and potential funding resources and mechanisms.

**J. Performance Indicators/Metrics**

The Consultant shall develop performance indicators/metrics and a monitoring framework to track progress toward reaching goals and priorities established in the plan.

**K. Final DRI Plan (Due February 2017)**

The Consultant shall develop and present the findings and recommendations leading to downtown revitalization in a DRI Plan which will be presented to the DRI Local Planning Committee and REDC for acceptance. The plans will include identification of economic development, transportation, housing, and community projects that align with the vision of revitalization and that can be leveraged for additional investment.

**SELECTION PROCESS**

In May 2013, the Corporation advertised in the Contract Reporter and requested bids from real estate development and planning related consulting firms to pre-qualify to serve the Corporation in related practice areas. On August 22, 2013, the Directors approved, among others, a slate of 36 practitioners in the practice area of “Urban Design and Master Planning” studies and 23 practitioners in “Market and Financial Feasibility” studies.

On April 14, 2016, ESD staff sent letters to 25 pre-qualified planning consulting firms requesting proposals to work with ESD, DOS and HCR to provide services in connection with the DRI. The 25 invited firms were selected based upon the firms’ general skills, experience and abilities. Firms were allowed to submit proposals to serve a maximum of three of the 10 total DRI Areas.

On May 12, ESD received proposals from 14 teams, some of which included multiple prequalified firms on the same team. All proposals were evaluated by the Project Sponsors based on the selection criteria provided with the mini-solicitation:

1. Technical Approach (25 points)
2. Experience (20 points)
3. Capacity (20 points)
4. Cost Proposal (20 points)
5. Creativity (10 points)
6. Diversity Practices (5 points)

After evaluating the submitted proposals, and following the selection of the DRI Areas, the highest-scored Consultants were matched with between one and three individual DRI Areas. Consultants were assigned to DRI Areas that were appropriate for the consultant team’s experience, qualifications, and expertise, as demonstrated in the submitted Proposal. The number of DRI Areas assigned was determined based on the capacity of the Respondent team, and the extent to which the qualifications, expertise and experience of the Respondent team were closely matched to one or more DRI Areas. The potential for added efficiencies in assigning multiple DRI Areas to a single Consultant was also considered.

Based on this approach, the following Consultants were selected for the below DRI Areas:

1. New York City - HR&A Advisors, Inc.
2. Long Island - BJH Advisors LLC
3. Mid-Hudson - Buckhurst Fish & Jacquemart, Inc.
4. Capital District - Buckhurst Fish & Jacquemart, Inc.
5. Mohawk Valley - Stantec Consulting Services, Inc.
6. North Country - HR&A Advisors, Inc.
7. Central New York - Stantec Consulting Services, Inc.
8. Southern Tier - Stantec Consulting Services, Inc.
9. Finger Lakes - Bergman Associates, Inc.
10. Western New York - HR&A Advisors, Inc.

**CONTRACT TERM, PRICE AND FUNDING**

Each firm will be retained for a period not to exceed one year, with all services expected to be completed by the end of February 2017.

The contract is not to exceed \$300,000 per region per firm (total amounts as detailed in contract summary).

The contract will be funded from the Special Appropriation, Municipal Restructuring fund in the 2016-2017 New York State Budget.

**RESPONSIBLE PARTIES**

The ESD Legal Department has undertaken an examination of each selected firm’s “responsibility” as defined in State Finance Law §163, and as provided in ESD’s Procurement Guidelines, Article 8.13. 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 (“FLIP review”), all selected firms are found to be responsible vendors.

**STATUTORY BASIS – SPECIAL APPROPRIATION, MUNICIPAL RESTRUCTURING**

The funding was authorized in the 2015-2016 New York State budget and reappropriated in the 2016-2017 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

**NON-DISCRIMINATION AND CONTRACTOR AND 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 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 30%. The overall goal shall include a Minority-owned Business Enterprise Participation Goal of 15% and a Women-owned Business Enterprise Participation Goal of 15% related to the total value of ESD’s funding.

**SERVICE-DISABLED VETERAN-OWNED BUSINESSES**

ESD’s Service-Disabled Veteran-Owned Business (“SDVOB) policies will also apply to this Project. The Recipient shall be required to solicit and utilize SDVOBs in the fulfillment of the requirements of this contract. The Recipient must demonstrate the use of good faith efforts pursuant to 9 NYCRR 252.2 to achieve a goal of 3% for SDVOB participation.

**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 for the New York State Department of Environmental Conservation. No further environmental review is required.

**REQUESTED ACTIONS**

The Directors are requested to (1) make a determination of responsibility with respect to the proposed contractor; (2) authorize the Corporation to enter into a contract [amend a contract] with

- BJH Advisors LLC for Long Island in an amount not to exceed \$300,000;
- Buckhurst Fish & Jacquemart, Inc. for Mid-Hudson and Capital-District in an amount not to exceed \$600,000;
- HR&A Advisors, Inc. for New York City, Western New York and North Country in an amount not to exceed \$900,000;
- Stantec Consulting Services, Inc. for Southern Tier, Central New York and Mohawk Valley in an amount not to exceed \$900,000;
- Bergman Associates, Inc. for the Finger Lakes in an amount not to exceed \$300,000.

**RECOMMENDATION**

Based on the foregoing, I recommend approval of the requested actions.

**ATTACHMENTS**

Resolution

July 21, 2016

NEW YORK CITY (NEW YORK COUNTY) – Empire State Development Corporation –  
Authorization to Enter into Contracts for Planning Services; 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 finds BJH Advisors LLC, Buckhurst Fish & Jacquemart, Inc., HR&A Advisors, Inc., Stantec Consulting Services, Inc and Bergman Associates, Inc to be responsible; and be it further

RESOLVED, that in accordance with the Materials, the Corporation is hereby authorized to enter into contracts as set forth below for the purposes and services, and substantially on the further terms and conditions, set forth in the Materials:

- BJH Advisors LLC for Long Island in an amount not to exceed \$300,000;
- Buckhurst Fish & Jacquemart, Inc. for Mid-Hudson and Capital-District in an amount not to exceed \$600,000;
- HR&A Advisors, Inc. for New York City, Western New York and North Country in an amount not to exceed \$900,000;
- Stantec Consulting Services, Inc. for Southern Tier, Central New York and Mohawk Valley in an amount not to exceed \$900,000;
- Bergman Associates, Inc. for the Finger Lakes in an amount not to exceed \$300,000.

and be it further

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

\* \* \*



**FOR CONSIDERATION**

July 21, 2016

TO: The Directors

FROM: Howard Zemsky

SUBJECT: New York City (New York County) – Empire Station Complex - Moynihan Station Civic and Land Use Improvement Project

REQUEST FOR: Authorization to Amend the Contract with Ernst and Young Infrastructure Advisors, LLC for Market and Financial Feasibility Services; Authorization to Take Related Actions

---

**INTRODUCTION**

In May 2013, the New York State Urban Development Corporation d/b/a Empire State Development (“ESD” or the “Corporation”) advertised in the Contract Reporter and requested bids from real estate development and planning related consulting firms to pre-qualify to serve the Corporation in ten (10) different practice areas. On August 22, 2013, the Directors approved a slate of 24 practitioners in the practice area of “Market and Financial Feasibility” studies. The Corporation’s Real Estate staff and Moynihan Station Development Corporation (“MSDC”), a subsidiary of the Corporation, requested bids from three such prequalified firms. These firms were interviewed and scored. Ernst & Young Infrastructure Advisors, LLC (“E&Y”) was selected based on price and expertise to conduct financial feasibility analysis and develop financing strategies for Moynihan Station and the redevelopment of Penn Station.

On November 18, 2013 the ESD Directors authorized a contract for market and financial feasibility services with the firm of E&Y in order to assist the Corporation and MSDC with respect to developing a financing strategy for Phase 2 of the Moynihan Station project and associated passenger rail and transit improvements.

In this capacity, E&Y has provided critical analytical support to the development of the financial feasibility plan and the overall project finance strategy for Moynihan Station Phase 2, including invaluable support in ongoing negotiations with private sector development partners and other project stakeholders, such as Amtrak.

On February 19, 2015, the Directors authorized an extension to this contract for an additional twelve months in order for E&Y to continue providing strategic advice on the project finance

plan for Moynihan Station Phase 2. E&Y has provided quality analysis and carried out its services with a high degree of professionalism and speed.

In January of 2016, Governor Andrew M. Cuomo commenced implementation of an initiative for the development of a commuter and intercity passenger railroad terminal to be known as the Empire Station Complex. In furtherance of that initiative, ESD with the Metropolitan Transportation Authority (“MTA”), MTA’s operating entity Long Island Rail Road (“LIRR”) and National Passenger Railroad Corporation (“Amtrak”) have issued a Joint Solicitation for the Development of the Empire Station Complex. The solicitation consists of (i) a request for expressions of interest and qualifications for the redevelopment of New York Pennsylvania Station (the “Penn Station”), owned by Amtrak and, in part, long term net leased to LIRR by Amtrak and (ii) a request for proposals (“RFP”) for the private redevelopment (the “Farley Project”)<sup>1</sup> of the ESD-owned James A. Farley Building property (“Farley”) that would include a new railroad passenger train hall (the “Moynihan Train Hall”), new facilities in the Penn Station train-shed that will provide vertical circulation between the train hall and the train-shed’s passenger platform and concourses, passenger and operations facilities for LIRR and Amtrak, permanent space for the United States Postal Service (“USPS”), and commercial use (*e.g.*, retail, office, and hotel) development space.

MSDC oversees Phase 1 (*i.e.*, work beneath Farley in the Penn Station train-shed and associated work in Farley) of the Farley Project. Phase 1 is nearing completion. In connection with the Empire Station Complex initiative, Phase 2 of the Farley Project will occur mostly within ESD-owned Farley. ESD will advance Phase 2 as part of the Empire Station Complex initiative.

The process for Phase 2 will involve design, development, and construction by a private developer (selected by ESD in accordance with the RFP) of new facilities in and beneath Farley. As part of this process, ESD must analyze redevelopment proposals, and negotiate construction related agreements with MTA, LIRR and Amtrak and one or more developers. These aspects of the Farley Project require public/private financial analysis expertise and response times that cannot be provided by ESD’s staff acting alone. In order to assist ESD’s staff and advise ESD on the Empire Station solicitation and federal and/or bond financing, it is necessary that ESD and MSDC continue to have the services of a firm that is familiar with the with the complexities of the Farley Project.

The original authorized contract amount was for a not to exceed total of \$973,500, inclusive of reimbursable expenses and an approximate 10% contingency amount. The contract was amended in March 2016 by \$600,000, for a total contract amount of \$1,573,500. Staff recommends amending this contract for an additional \$350,000, for an aggregate contract limit of \$1,923,500. The additional \$350,000 is needed to carry the contract through the Empire Station RFP solicitation process.

---

<sup>1</sup> The Farley Project is currently designated by ESD as the Moynihan Station Civic and Land Use Improvement Project.

## **CONTRACT SUMMARY**

### **Contractor:**

Ernst and Young Infrastructure Advisors, LLC  
5 Times Square  
New York, New York 10036

### **Scope of Services:**

To assist the Corporation and MSDC, a subsidiary of the Corporation, with respect to developing a financing strategy for Phase 2 of the Moynihan Station project and associated passenger rail and transit improvements.

### **Contract Term:**

Extended through March 31, 2017.

### **Contract Amount:**

The original authorized contract amount was for a not to exceed total of \$973,500, inclusive of reimbursable expenses and an approximate 10% contingency amount. The contract was amended in March 2016 by \$600,000, for a total contract amount of \$1,573,500. Staff recommends amending this contract for an additional \$350,000, for an aggregate contract limit of \$1,923,500, based on a budget developed by E&Y in consultation with MSDC and ESD Real Estate for advisory services in support of the Empire Station Solicitation.

### **Funding Source(s):**

Funding from this contract will come from revenues generated by events held at the Farley Building restricted for the Moynihan Project costs.

## **SCOPE OF WORK**

Ernst & Young will continue to provide the Corporation and MSDC with assessments of the current proposed financing options available for Moynihan Station Phase 2 and improvements to the existing Penn Station and will advise on the potential for new sources of revenue, bond finance and equity investment vehicles, and other considerations based upon sophisticated financial modeling. In addition, Ernst & Young will analyze strategic and financial issues relating to the procurement process and cost effective options for completing the proposed transportation improvements and associated mixed use development while also evaluating strategies for leveraging the value of the Farley building's transferable development rights and the possible sale or lease of these real estate interests. Ernst & Young will further evaluate cost estimates and identify policy considerations related to the initiative while providing support in any discussion or negotiations with the federal government, City of New York, Amtrak and any private developers or investors.

**CONTRACT TERM, PRICE AND FUNDING**

The term of the contract will be extended for an additional twelve months. The amount of the contract shall not exceed \$1,923,500. The source of funding is revenues generated by events held at the Farley Building.

**NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY**

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will continue to apply to this contract. Ernst & Young 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 an overall MWBE Participation Goal of 23%. The overall goal shall include a Minority Business Enterprise ("MBE") Participation Goal of 13% and a Women Business Enterprise ("WBE") Participation Goal of 10% related to the total value of ESD's funding.

**RESPONSIBLE PARTIES**

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

**ENVIRONMENTAL REVIEW**

ESD staff has determined that the proposed authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act and its implementing regulations. No further environmental review is required in connection with the authorization.

**REQUESTED ACTIONS**

The Directors are being asked to authorize the Corporation to amend the contract with the firm of Ernst & Young for an extension through March 31, 2017, with the contract aggregate limit of \$1,923,500.

**RECOMMENDATION**

Based on the foregoing, I recommend approval of the requested actions.

**ATTACHMENTS**

Resolutions

July 21, 2016

EMPIRE STATE DEVELOPMENT – Authorization to Amend the Contract with Ernst and Young Infrastructure Advisors, LLC for Market and Financial Feasibility Services; Authorization to Take Related Actions

---

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 firm of Ernst and Young Infrastructure Advisors, LLC to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to amend the Corporations existing contract with the firm of Ernst and Young Infrastructure Advisors, LLC 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 his 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**

July 21, 2016

**TO:** The Directors

**FROM:** Howard A. Zemsky

**SUBJECT:** New NY Broadband Program - Procurement of GIS Mapping and Cost-Modeling Services

**REQUEST FOR:** Authorization to Amend ESD's Contract with CostQuest Associates, Inc., to Provide GIS Mapping and Cost-Modeling Services for the New NY Broadband Program and to Take Related Actions

---

**CONTRACT NEEDS AND JUSTIFICATION**

**I. Contract Summary**

**Contractor:** CostQuest Associates, Inc. ("CostQuest")

**Scope of Services:** The NYS Broadband Program Office (the "BPO") is seeking authorization to amend ESD's contract with CostQuest to provide Geographic Information Systems ("GIS")-related support and cost-modeling analyses in connection with the evaluation and selection of applications to the New NY Broadband Program (the "Program"), to engage CostQuest to support the Program's anticipated second funding round ("Phase 2"). The scope of services would include (1) performing GIS and data-processing services to confirm applicants' eligibility for the Program and to select applications for the Program, as well as to identify target areas for Phase 2; and (2) performing cost-modeling analyses needed to determine the appropriate award value for each successful applicant, based upon the terms of the New NY Broadband Program Request for Proposal Guidelines.

**Contract Term:** Original Term: May 2, 2016 – March 1, 2017  
New Proposed Term: May 2, 2016 – June 1, 2017

Contact Amount: Not to Exceed \$167,440 (Vendor Cost Proposal) + \$16,744 (10% Contingency), \$184,184.00 (total)

Proposed Amendment Amount: \$239,184 (\$217,440 + \$21,744 Contingency)

New Proposed Total Contact Amount: \$384,880 + 10% Contingency (\$38,488), **\$423,368.00 (total)**

Funding Source(s): 2016-17 Funding for the New NY Broadband Program

## II. Background

The New NY Broadband Program will provide grants to qualifying applicants to incentivize the expansion of broadband access to unserved and underserved areas throughout the State. Authorized by the 2015-2016 NYS Budget, the Program makes available \$500 million to applicants agreeing to make co-investments in the funded infrastructure projects. Program funds will be 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 21st, this Board approved Guidelines for the Program (the "Program Guidelines"). ESD accepted applications for the Program's first funding round ("Phase 1") from March 1 - April 15, 2016, through the NYS Consolidated Funding Application Portal.

In parallel to the Program's launch, on January 22, 2016, ESD issued two Requests for Proposals (RFP's) seeking vendors to support the Program. One of these RFP's sought the services of a contractor to provide GIS-related support efforts on an "as needed" basis in connection with the evaluation and selection of applications for Program funding, and to perform cost-modeling analyses to inform the BPO's determination of the appropriate award value to each successful applicant based upon the terms of the Program Guidelines (the "Broadband GIS RFP"). As stated in the RFP, ESD solicited these services to support Phase 1 of the Program, but reserved the discretion to extend the scope of the engagement to include future solicitations.

CostQuest, along with one other vendor, was selected as a result of the Broadband GIS RFP.<sup>1</sup> CostQuest supported the BPO's review of Phase 1 applications. The Phase 1 engagement is now nearly complete. With Phase 1 drawing to a close, the Governor's Office has directed ESD to advance Phase 2 of the Program. The BPO, therefore, proposes to amend ESD's current contract with CostQuest, to engage CostQuest to support Phase 2.

---

<sup>1</sup> The second RFP sought the services of a vendor to support the BPO's evaluation and selection of applications to the Program (the "Broadband Application Review RFP"). Tilson Technology Management, Inc. was selected as a result of the Broadband Application Review RFP.

### III. Contractor Selection Process

CostQuest was one of five vendors that submitted written proposals in response to this RFP, and received the second-highest overall ranking after interviews and evaluations of all five respondents. As set forth in the RFP, each vendor could receive a potential maximum score of 100 points, based on their technical capabilities (up to 76 points), diversity practices (up to 4 points), and the cost of their proposals (up to 20 points). An evaluation panel consisting of members of the BPO, ESD's Office of Counsel, and the NYS Office of Information Technology Services scored each vendor's technical capabilities, considering their Staff Experience and Qualifications; their ability to perform GIS mapping; their ability to perform telecommunications cost-modeling and data analysis; their ability to manage and implement statewide projects; and their proposed methodologies and work plans. ESD's Office of Supplier and Contractor Diversity scored each vendor for diversity practices. ESD's Finance Office scored each proposal for cost, awarding the maximum number of points to the firm with the lowest blended hourly billing rate.

CostQuest and one other vendor were selected pursuant to the RFP process. Given the closeness of the scores, the strength of both proposals, and the complementary nature of the two firms' respective core capabilities, the BPO determined that it would be in the best interest of the Program to engage both firms. CostQuest has unique capabilities in cost-modeling, which made the BPO feel that it was important CostQuest was retained.

Based on the results of this RFP selection process and the technical considerations described above, ESD entered into contracts with both vendors to support Phase 1 of the Program. The BPO contracted with CostQuest for total amount not-to-exceed \$184,184, inclusive of CostQuest's \$167,440 RFP cost proposal and a 10% contingency (\$16,744).

Founded in 1999, CostQuest has grown to be a leader in telecommunications network modeling and geospatial solutions. CostQuest provides network design services through its GIS, engineering, modeling, and costing knowledge. Most notably, CostQuest assisted the Federal Communications Commission ("FCC") with the development of the National Broadband Plan and currently serves as the model consultant for the FCC's Connect America Fund ("CAF"), a national program that awards federal funding to support broadband deployment in high-cost areas. Additionally, CostQuest has performed data collection, GIS mapping and data development, cost/network modeling, and state/local broadband plan development in connection with state broadband initiatives in the following six states: Alabama, Idaho, Kansas, West Virginia, Wisconsin, and Wyoming. CostQuest's economic cost/engineering models have been used in the telecommunications industry in many jurisdictions, for a variety of purposes. CostQuest's references strongly recommended the firm.

CostQuest is now nearing completion of the Phase 1 engagement, and, based on CostQuest's performance, the BPO believes that it would be in ESD's best interest to extend CostQuest's contract to support Phase 2 of the Program. CostQuest proved to be an invaluable partner to the BPO throughout its review of the Phase 1 applications, demonstrating a unique

and deep understanding of the economics of broadband deployment. James Stegeman, the President and Founder of CostQuest, who leads the team and has been directly engaged in the project, is the leading network/cost-modeling expert in the U.S.

#### **IV. Scope of Work**

The Scope of Services as set forth in the RFP and CostQuest's existing contract with ESD would be extended to Phase 2 of the Program. CostQuest will continue to perform the services described therein, in collaboration with the other vendor.

It is anticipated that CostQuest will perform any spatial, analytical, and mapping services required for the planning and structuring of Phase 2, including the identification of additional areas of unserved and underserved areas throughout the State.

CostQuest will perform various GIS-related services, including spatial analyses, the development of maps, the processing of data submissions and creation of data deliverables, to confirm each Phase 2 applicant's eligibility for the Program and to select applications for the Program. The BPO will utilize CostQuest to, among other things, use spatial, analytical, and mapping tools, to determine that an application meets the Program's requirements concerning minimum service areas, as set forth in the Program Guidelines, and verify the number of Units to be served by a proposed project.

Additionally, CostQuest will provide assistance in determining the appropriate award value for each successful applicant, based upon the terms of the Program Guidelines. This cost-analysis will utilize a Network Investment Study (the "Study"), developed for the BPO pursuant to a prior vendor contract, which represents the cost to deploy broadband ubiquitously across the State via selected technologies. The Study is an interactive MS Excel workbook populated with summary files that contain network investments for selected technology platforms. This cost-analysis will inform the Program's allocation of funds.

#### **V. Contract Term, Price and Funding**

The existing contract term is March 24, 2016 – March 1, 2017. The BPO proposes amending the contract timeframe, to extend it to June 1, 2017.

Under the BPO's existing authorization, CostQuest's contract amount may not exceed \$184,184.00. This amount includes the vendor's cost proposal for review of Phase 1 applications (\$167,440), along with a 10% contingency (\$16,744).

The BPO is seeking authorization to add \$239,184 to ESD's contract with CostQuest, for a contract not-to-exceed \$423,368.00 in total. This amount would cover total estimated costs associated with Phases 1 and 2 of the Program (\$384,880 in total), along with a 10% contingency (\$38,488).

The funding source will be 2016-17 funding for the New NY Broadband Program.

A Contract Reporter Exemption has been approved to permit the amendment of this contract.

**VI. Non-Discrimination and Contractor & Supplier Diversity**

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. CostQuest 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 an overall MWBE Participation Goal of 30% related to the total value of ESD's funding.

**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 CostQuest'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 CostQuest to be responsible.

**IX. Requested Action**

The Directors are requested to (1) make a determination of responsibility with respect to the proposed contractor; (2) authorize the Corporation to amend a contract with CostQuest for an additional amount not to exceed \$239,184 (inclusive of a 10% contingency).

**X. Recommendation**

Based on the foregoing, I recommend approval of the requested actions.

Attachment  
Resolutions

July 21, 2016

New NY Broadband Program – Procurement of GIS Mapping and Cost-Modeling Services  
Authorization to Amend ESD’s Contract with CostQuest Associates, Inc., to Provide GIS Mapping  
and Cost-Modeling Services for the New NY Broadband Program and Take Related Actions

---

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 CostQuest Associates, Inc., to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to amend the contract with **CostQuest Associates, Inc., for an additional amount not to exceed TWO HUNDRED THIRTY NINE THOUSAND ONE HUNDRED EIGHTY FOUR DOLLARS (\$239,184) for a total new contract amount not to exceed FOUR HUNDRED TWENTY THREE THOUSAND THREE HUNDRED SIXTY EIGHT DOLLARS (\$423,368)** inclusive of a ten percent contingency for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

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

\* \* \*

**FOR CONSIDERATION**

July 21, 2016

**TO:** The Directors

**FROM:** Howard A. Zemsky

**SUBJECT:** New NY Broadband Program - Procurement of Services

**REQUEST FOR:** Authorization to Amend ESD's Contract with Tilson Technology Management, Inc., to Support the Review of Applications to the New NY Broadband Program and to Take Related Actions

---

**CONTRACT NEEDS AND JUSTIFICATION****I. Contract Summary**

**Contractor:** Tilson Technology Management, Inc. ("Tilson")

**Scope of Services:** The NYS Broadband Program Office (the "BPO") is seeking authorization to amend ESD's contract with Tilson, to cover certain final costs associated with Tilson's engagement for the first funding round ("Phase 1") of the New NY Broadband Program (the "Program") and to engage Tilson to support the Program's anticipated second funding round ("Phase 2"). Extending Tilson's existing scope of services, to support the review of applications for Phase 1 of the Program, the amended contract would include (1) advising the BPO on the planning and structuring of Phase 2, and (2) support for the BPO's review of Phase 2 applications, including advising the BPO on whether applications meet the Program's eligibility requirements, evaluation of the reasonableness and technical efficacy of proposed broadband network designs, and the ranking of applications.

**Contract Term:** Original Term: April 15, 2016 – March 1, 2017  
New Proposed Term: April 15, 2016 – June 1, 2017

**Contact Amount:** Not to Exceed \$215,000.00 + 10% Contingency (\$21,500),  
\$236,500 (total)

Proposed Amendment Amount: \$588,500 (\$535,000+\$53,500 Contingency)

New Proposed Total Contact Amount: \$750,000 + 10% Contingency (\$75,000), **\$825,000.00 (total)**

Funding Source(s): 2016-17 Funding for the New NY Broadband Program

## II. Background

The New NY Broadband Program will provide grants to qualifying applicants to incentivize the expansion of broadband access to unserved and underserved areas throughout the State. Authorized by the 2015-2016 NYS Budget, the Program makes available \$500 million to applicants agreeing to make co-investments in the funded infrastructure projects. Program funds will be 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<sup>st</sup>, this Board approved Guidelines for the Program (the "Program Guidelines"). ESD accepted applications for Phase 1 from March 1 - April 15, 2016, through the NYS Consolidated Funding Application Portal.

In parallel to the Program's launch, on January 22, 2016, ESD issued two Requests for Proposals (RFP's) seeking vendors to support the Program. Due to the technical complexities of proposals to construct broadband infrastructure and the expansive scope of the Program, one RFP sought the services of a vendor to support the BPO's evaluation and selection of applications to the Program (the "Broadband Application Review RFP"). As stated in the RFP, ESD solicited these services to support Phase 1 of the Program, but reserved the discretion to extend the scope of the engagement to include future solicitations.

Tilson was selected as a result of the Broadband Application Review RFP, and supported the BPO's review of Phase 1 applications.<sup>1</sup> The Phase 1 engagement is nearly complete. With Phase 1 drawing to a close, the Governor's Office has directed ESD to advance Phase 2 of the Program. The BPO, therefore, proposes to amend ESD's current contract with Tilson, to cover certain final Phase 1 costs associated with the intake of a greater number of applications than anticipated, to close out Phase 1, and to engage Tilson to support Phase 2.

---

<sup>1</sup> The second RFP sought the services of a vendor to perform cost-modelling and geospatial/data analysis services to support the BPO's review and selection of applications to the Program (the "Broadband GIS RFP"). CostQuest Associates, Inc. and Michael Baker Engineering, Inc. were selected as a result of the Broadband GIS RFP.

### **III. Contractor Selection Process**

Tilson was one of two vendors that submitted written proposals in response to the Broadband Application Review RFP, and received the highest overall ranking after interviews and evaluations of both respondents. As set forth in the Broadband Application Review RFP, each vendor could receive a potential maximum score of 100 points, based on their technical capabilities (up to 72 points), diversity practices (up to 8 points), and the cost of their proposals (up to 20 points). An evaluation panel consisting of members of the BPO and a representative of ESD's Finance Office scored each vendor's technical capabilities, considering their ability to manage and implement statewide projects; their experience on broadband and telecommunications projects; their ability to perform financial analysis; their ability to perform technical analysis of broadband and telecommunications networks, including evaluations of network designs; and their proposed methodologies and work plans. ESD's Office of Supplier and Contractor Diversity scored each vendor for diversity practices. ESD's Finance Office scored each proposal for cost, awarding the maximum number of points to the firm with the lowest blended hourly billing rate. Tilson received the highest overall score following this process.

Based on the results of this RFP selection process, ESD entered into a contract with Tilson to support the New NY Broadband Program, for a total amount not-to-exceed \$236,500, inclusive of Tilson's \$215,000 RFP cost proposal and a 10% contingency (\$21,500).

Founded in 1996, Tilson is a multi-service information technology firm that advises communities throughout America and helps municipalities achieve their economic development goals through wired and wireless broadband and smart grid developments. Tilson has 140 employees, which includes an in-house professional consulting team with experience in business analysis and community broadband planning. During the recent wave of federally funded American Recovery and Reinvestment Act (ARRA) broadband projects, Tilson managed the deployment of over 2,400 miles of new fiber optic facilities in several states, including the extension of broadband service into 1,400 community anchor institutions. For the Phase 1 engagement, Tilson partnered with subcontractors Camoin Associates, a leading economic development consulting firm; Omnibroad Solutions LLC, a Minority-Owned Business Enterprise that provides voice and data communications consulting services; and Axiom Wireless Solutions, LLC, an Internet Service Provider with particular expertise in fixed wireless technology.

In addition to receiving the highest overall ranking based on the predetermined criteria, the firm had prior experience with ESD and an understanding of the complexities of the organization; Tilson performed field audits of Connect NY and Regional Economic Development Council-funded broadband projects under a prior contract with the BPO.

Tilson and its associated subcontractors are now nearing completion of their Phase 1 engagement, and, based on the team's performance, the BPO believes that it would be in ESD's best interest to extend Tilson's contract to support Phase 2 of the Program. Tilson proved to be an invaluable partner to the BPO throughout its review of the Phase 1 applications.

Additionally, because ESD received a greater number of applications than anticipated in Phase 1, this amendment would also cover certain final costs associated with the current round, to allow the BPO to close out Phase 1.

**IV. Scope of Work**

The Scope of Services, as set forth in the RFP and Tilson’s existing contract with ESD, would be extended to Phase 2 of the Program. Tilson’s responsibilities would include verifying that all applicant materials have been submitted in the form required by the application instructions; advising the BPO as to whether applications meet the eligibility criteria enumerated in the Program Guidelines, including, but not limited to, the Program’s Internet speed and technology requirements, requirements concerning applicant co-investments in the projects, and applicant financial and management capabilities; evaluating the reasonableness and technical efficacy of proposed broadband network designs; and ranking applications in accordance with the terms set forth in the Program Guidelines. Additionally, the BPO would amend the contract to include advising the BPO on the planning and structuring of Phase 2.

**V. Contract Term, Price and Funding**

The existing contract term is March 24, 2016 – March 1, 2017. The BPO proposes amending the contract timeframe, to extend it to June 1, 2017.

Under the BPO’s existing authorization, Tilson’s contract may not exceed \$236,500 in total. This includes the vendor’s cost-proposal for review of Phase 1 applications (\$215,000), along with a 10% contingency (\$21,500).

The BPO is seeking authorization to add \$588,500 to ESD’s contract with Tilson, for a contract not-to-exceed \$825,000 in total. This amount would cover total estimated costs associated with Phases 1 and 2 of the Program (\$750,000 in total), along with a 10% contingency (\$75,000).

The funding source will be 2016-17 funding for the New NY Broadband Program.

A Contract Reporter Exemption has been approved to permit the amendment of this contract.

**VI. Non-Discrimination and Contractor & Supplier Diversity**

ESD’s Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. 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 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. 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 Tilson'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 Tilson to be responsible.

**IX. Requested Action**

The Directors are requested to (1) make a determination of responsibility with respect to the proposed contractor; (2) authorize the Corporation to amend a contract with Tilson Technology Management Inc. for an additional amount not to exceed \$588,500 (inclusive of a 10% contingency).

**X. Recommendation**

Based on the foregoing, I recommend approval of the requested actions.

Attachment  
Resolutions

July 21, 2016

New NY Broadband Program – Procurement of Services - Authorization to Amend ESD's Contract with Tilson Technology Management, Inc., to Support the Review of Applications to the New NY Broadband Program and Take Related Actions

---

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 amend the contract with Tilson Technology Management, Inc. **for an additional amount not to exceed FIVE HUNDRED EIGHTY EIGHT THOUSAND, FIVE HUNDRED DOLLARS (\$588,500) for a total new contract amount not to exceed EIGHT HUNDRED TWENTY FIVE THOUSAND DOLLARS (\$825,000)** inclusive of a ten percent contingency for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

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

\* \* \*