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

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Meeting of the Directors

Thursday

September 22, 2016 – 9:30 a.m.

REVISED AGENDA

FOR CONSIDERATION

I. CORPORATE ACTION

A. Approval of Minutes of the August 18, 2016 Directors' Meeting

REPORTS – Oral

A. President's Report

B. Loans and Grants – Summary of Projects

II. PROJECTS

CENTRAL NEW YORK REGION

A. Regional Council Award – Priority Project – Syracuse (Central New York Region – Onondaga County) – Crouse Hospital Emergency Department 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

B. Regional Council Award – Priority Project – North Syracuse (Central New York Region – Onondaga County) – G.A. Braun 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 Take Related Actions; Determinations of No Significant Effect on the Environment

MID-HUDSON REGION

C. Fallsburg (Mid-Hudson Region - Sullivan County) – Metallized Carbon 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 Take Related Actions; Determination of No Significant Effect on the Environment

III. 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 Grants and Take Related Actions

Senate (Local Assistance)

A. New York City Department of Transportation Capital - City of New York (New York County) - $500,000

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

B. Sauquoit Creek Channel and Floodplain Restoration - Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital – Town of Whitestown - (Oneida County) - $311,500

III. NON-DISCRETIONARY PROJECTS CONSENT CALENDAR - Continued

Executive (Special Appropriation - Hurricane Irene/Tropical Storm Lee Flood Recovery Grant Program)

C. Fulmer Creek Floodplain Restoration and Floodplain Bench Construction - Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital - Town of German Flatts - (Herkimer County) - $392,480

REMOVED FROM AGENDA - Executive (Special Appropriation - New York Power Electronics Manufacturing Consortium

D. New York Power Electronics Manufacturing Consortium Capital II - Fuller Road Management Corporation (Albany County) - $33,500,000

IV. THE WOMEN'S BUILDING CIVIC AND LAND USE IMPROVEMENT PROJECT

A. New York City (New York County) – The Women's Building Civic and Land Use Improvement Project - Affirmation of Women's Building Civic and Land Use Improvement Project Findings of June 23, 2016 Pursuant to Section 10 of the New York State Urban Development Corporation, as amended (the "UDC Act"); Affirmation of the General Project Plan, as Modified (the "MGPP"); and Authorization to Take Related Actions

V. ADMINISTRATIVE ACTIONS

A. Land Bank Program - Approval of Land Bank Application and Authorization to Take All Related Actions

B. Procurement of Legal Services – Approval of the Contract with the Law Firm of Bryan Cave LLP to Continue to Provide Legal Services in Connection with the Long-Term Lease of the Former Bayview Correctional Facility and Authorization to Take Related Actions

C. Pre-Qualified Legal Counsel List – Extension of Pre-Qualified Legal Counsel List

DRAFT – SUBJECT TO REVIEW AND REVISION

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a Empire State Development
Meeting of the Directors
New York City Regional Office
633 Third Avenue
37th Floor Conference Room
New York, New York 10017

August 18, 2016

MINUTES

In Attendance Directors:	Howard A. Zemsky (Acting Chair) Peter Beshar Hilda Rosario Escher Cesar Perales Heather McArn, Designee - Superintendent (New York State Department of Financial Services – via video conference)
Present for ESD:	Simone Bethune, Project Manager – Loans and Grants Lindsey Boylan, Chief of Staff Thomas Conoscenti, Director - Real Estate Development and Planning Edwin Lee, Vice President – Economic Incentives Robert Godley, Treasurer and SVP, Capital Markets Jeff Janiszewski, Senior Vice President - Strategic Business Development Soo Kang, Senior Planner Elaine Kloss, Chief Financial Officer Benson Martin, Director of Compliance Kathleen Mize, Deputy Chief Financial Officer and Controller Arturo Rodriquez, Project Manager - Loans and Grants Debbie Royce, Assistant Corporate Secretary Rachel Shatz, Vice President – Planning and Environmental Review Joseph Tazewell, Director - New York City Regional Office Simon Wynn, Senior Counsel Kevin Younis, Chief Operating Officer

Also Present:

Kelly Baquerizo, Business Marketing Program Analyst
Clayton Besch, Director - NYS Innovation Venture Capital Fund
Vincent Esposito, Director - Finger Lakes Regional Office
Barry Greenspan, Long Island Regional Office
James Fayle, Director - Central New York Regional Office
Edward Muszynski – Finger Lakes Regional Office
Allison Nowak, Deputy Director - Mohawk Regional Office
Joseph Roman, Deputy Director - Southern Tier Regional Office
Meghan Taylor, Director – Mid-Hudson Regional Office

Also Present:

The Press
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 9:33 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.

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 July 21, 2016 Directors' meeting. There being no changes or corrections, upon motion duly made and seconded, the following resolution was unanimously adopted:

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE JULY 21, 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 July 21, 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 the Directors to approve the appointment of Elaine A. Kloss as an Officer of the Corporation, specifically, its Chief Financial Officer.

Following the full presentation, the Acting Chair called for questions or comments. Director Perales questioned the difference between being an employee or an officer of the Corporation and if they are being asked to approve a different status for Ms. Kloss.

Acting Chair Zemsky confirmed that they were being asked to approve Ms. Kloss as an Officer of the Corporation which gives her additional responsibilities.

There being no further questions or comments, 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 – Appointment of Officer – Chief Financial Officer

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BE IT RESOLVED, that the following individual be, and she hereby is, appointed to the office which appears opposite her name, until her earlier resignation or removal, such appointment to be effective as of August 1, 2016:

NAME	OFFICE
Elaine A. Kloss	Chief Financial Officer

and be it further

RESOLVED, that in accordance with and for all the purposes of the New York State Urban Development Corporation (the "Corporation") Act and the bylaws of the Corporation, including but not limited to the indemnification provisions thereof, the foregoing individual is an "officer" of the Corporation; and be it further

RESOLVED, that any and all actions taken by the foregoing individual since her nomination to the office identified herein be and hereby are ratified as the acts and deeds of the Corporation.

* * *

The Acting Chair then asked Robert Godley to present the next item on the Agenda which related to the designation of additional Officers of the Corporation to act as signatories for the Corporation's disbursements.

Mr. Godley asked the Directors to approve the appointment of Peter Heilbrunn, the Assistant Treasurer of Debt Management and Steve Johs, the Assistant Treasurer of Treasury Operations as Officers of the Corporation.

Mr. Godley then asked the Directors to make these positions, in addition to the Chief Operating Officer's position which is currently held by Kevin Younis, designated as authorized signatories on all bank accounts and trusted with the ability to disburse Corporate funds.

Following the full presentation, the Acting Chair called for questions or comments. Director Escher asked how many people would have this authority and Mr. Godley replied that

with these appointments, eight people would have the authority.

There being no further questions or comments, 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 – Officers of the Corporation and Signature Authority for Disbursements - Designation of Officers; and Designation of Additional Authorized Signatories for Disbursements

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WHEREAS, the Directors, by prior actions, have authorized the following five officers to disburse funds on behalf of the New York State Urban Development Corporation d/b/a Empire State Development (the "Corporation") from its bank accounts in accordance with the applicable policies and procedures for such disbursements: the Chief Financial Officer, General Counsel, Deputy General Counsel, Controller and Treasurer; and

WHEREAS, in order to ensure that at least two authorized signatories are available at any time and from time to time as may be needed to execute the disbursement of funds in accordance with such policies and procedures, it is advisable to name additional officers of the Corporation as authorized signatories; be it therefore

RESOLVED, that the following individuals be, and they hereby are, designated as officers of the Corporation, until their earlier resignation or removal:

NAME	OFFICE
Peter Heilbrunn	Assistant Treasurer, Debt Management
Steve Johs	Assistant Treasurer, Treasury Operations;

and be it further

RESOLVED, that in accordance with and for all the purposes of the New York State Urban Development Corporation Act and the bylaws of the Corporation, including but not limited to the indemnification provisions thereof, each of the foregoing individuals is an "officer" of the Corporation; and be it further

RESOLVED, that the following officers be, and each hereby is, designated and empowered, ex officio, to act as authorized signatories for all bank accounts and entrusted with the ability to disburse Corporate funds, in accordance with the applicable policies and procedures of the Corporation:

Chief Operating Officer
Assistant Treasurer, Debt Management
Assistant Treasurer, Treasury Operations;

and be it further

RESOLVED, that all actions heretofore or hereafter taken in furtherance of the above resolutions be, and the same hereby are, ratified and confirmed as the acts and deeds of the Corporation.

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

The Acting Chair then asked Meghan Taylor, Director of ESD's Mid-Hudson Regional Office to provide a report on that Region's economic development strategy.

Next, the Acting Chair asked Edwin Lee 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. Lee noted that the Directors will be asked to consider 14 projects totaling more than $59,395,350 in grants. He stated the projects included one Buffalo Billion Award, seven Regional Council Awards and six Discretionary Awards.

Mr. Lee further explained that these projects will leverage over $261 million of

additional investment, retain 702 jobs and create 505 jobs in the State.

Next, Acting Chair Zemsky asked Vincent Esposito, the Director of the Finger Lakes Regional Office to present the next three items on the Agenda.

Mr. Esposito noted that the first project the Directors were being asked to approve is a grant in the amount of $28 million to Western New York Science, Technology and Advanced Manufacturing Park ("STAMP"). He explained the grant will be used for the cost of land acquisition, engineering and infrastructure costs. The Board previously approved a $5 million grant on November 19, 2015 for the purchase of land and soft costs, with the balance of $28 million being used for construction which could not be approved until the environmental process was completed.

Mr. Esposito further explained that this is part of a $33 million allocation from the Buffalo Billion, with its release being contingent upon a commitment for a long term tenant at STAMP.

The second item Mr. Esposito presented is an $18 million Upstate Revitalization Initiative capital grant to the first tenant of STAMP, for the benefit of 1366 Technologies, Inc. This grant will be used for the cost of building construction and onsite infrastructure.

Mr. Esposito explained that the Governor announced this project last October, noting

the company has pioneered a new approach to solar wafer manufacturing. He further noted that the company is currently based in Massachusetts, but after a worldwide search, chose the STAMP site for relocation.

Mr. Esposito also noted that further encouragement for the company to establish this manufacturing operation in New York came from a number of State agencies, as well as the Federal Department of Energy which provided incentives to allow this project to move forward and begin construction this fall with an expected completion date of December 2017.

The last item Mr. Esposito presented was the approval of a $1 million capital grant to Love Beets USA, which was part of an incentive proposal for the cost of infrastructure improvements and a new facility.

Mr. Esposito noted that Love Beets is a joint venture between two other companies, Lidestri Foods based in Rochester and a U.K. company, G's Fresh Limited, which is one of Europe's leading fresh food producers. He further noted that Governor Cuomo announced this proposal in April 2015.

Mr. Esposito explained that the company agreed to create 67 new jobs, but at the time of the grand opening, the company had surpassed that number and has created over 90 jobs.

Mr. Esposito further noted that much of the success of this project comes from the

movement to support locally grown farm to table foods. He also explained that before the grant is fully disbursed, the Company will be required to pro source its beets from local upstate New York farmers.

Following the full presentation, the Acting Chair called for questions or comments. Director Beshar asked Mr. Esposito to explain the equity contribution being lowered from two percent to zero in regards to the STAMP – 1366 Technology project.

Mr. Esposito explained that his question refers to the first grant. For the benefit of the Genesee County Economic Development Corporation it removes the equity component on infrastructure which is consistent with what has been done with other industrial parks of this scale as they received State assistance.

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

> Alabama (Finger Lakes Region – Genesee County) – Western New York Science, Technology and Advanced Manufacturing Capital – Buffalo Regional Innovation Cluster Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Amend the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Western New York Science, Technology and Advanced Manufacturing Capital – Buffalo Regional Innovation Cluster 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 is a feasible method for relocating 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 Amended General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer Designate 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 Designate 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 Designate of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center a grant for a total amount not to exceed an additional Twenty Eight Million Dollars ($28,000,000) (aggregate grant: $33,000,000) 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 Designate 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 Designate 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 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 Designate 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.

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Alabama (Finger Lakes Region – Genesee County) – Western New York Science, Technology and Advanced Manufacturing Capital – Buffalo Regional Innovation Cluster

Fund (Capital Grant) – Adoption of Amended Findings Pursuant to the State Environmental Quality Review Act

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RESOLVED, that with respect to the STAMP project changes, the Corporation hereby makes and adopts pursuant to the State Environmental Quality Review Act ("SEQRA") the following amended findings and determinations, which findings and determinations are made after full consideration of the Amended Findings Statement attached as Exhibit A hereto, which Exhibit A is hereby adopted by the Corporation and copies of which document are hereby filed with the records of the Corporation.

- The Corporation has given consideration to the SEQRA Update relative to the DGEIS, FGEIS, and ESD Findings prepared for the STAMP project (collectively referred to as "GEIS/Findings");
- The requirements of the SEQRA process, including the implementing regulations of the New York State Department of Environmental Conservation, have been met;
- Consistent with social, economic and other essential considerations from among the reasonable alternatives available, the project remains one that avoids or minimizes adverse environmental effects to the maximum extent practicable, including the effects disclosed in the GEIS/Findings and the Amended Findings Statement;
- Consistent with social, economic and other essential considerations, to the maximum extent practicable, adverse environmental effects revealed in the environmental review process will continue to be avoided or minimized to the maximum extent practicable by incorporating as conditions to the decision those mitigation measures described in the GEIS/Findings and the Amended Findings Statement; and
- The Project is in compliance with Section 14.09 of the State Historic Preservation Act.

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 take all actions as he or she may in his or her sole discretion consider to be necessary or proper to comply with the requirements of SEQRA in connection with the project.

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Alabama (Finger Lakes Region – Genesee County) – Western New York Science, Technology and Advanced Manufacturing Park - 1366 Technologies Capital – Upstate Revitalization Initiative Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Amend 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 Western New York Science, Technology and Advanced Manufacturing Park-1366 Technologies Capital – Upstate Revitalization Initiative 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 is a feasible method for relocating 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 Amended General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer Designate 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 Designate 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 Designate of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center a grant for a total amount not to exceed an Eighteen Million Dollars ($18,000,000) from the Upstate Revitalization Initiative 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 Designate 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 Designate 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 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 Designate 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.

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Alabama (Finger Lakes Region – Genesee County) – Western New York Science, Technology and Advanced Manufacturing Park - 1366 Technologies Capital – Upstate Revitalization Initiative Fund (Capital Grant) – Adoption of Amended Findings Pursuant to the State Environmental Quality Review Act

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RESOLVED, that with respect to the STAMP project changes, the Corporation hereby makes and adopts pursuant to the State Environmental Quality Review Act ("SEQRA") the following amended findings and determinations, which findings and determinations are made after full consideration of the Amended Findings Statement attached as Exhibit A hereto, which Exhibit A is hereby adopted by the Corporation and copies of which document are hereby filed with the records of the Corporation.

- The Corporation has given consideration to the SEQRA Update relative to the DGEIS, FGEIS, and ESD Findings prepared for the STAMP project (collectively referred to as "GEIS/Findings");
- The requirements of the SEQRA process, including the implementing regulations of the New York State Department of Environmental Conservation, have been met;
- Consistent with social, economic and other essential considerations from among the reasonable alternatives available, the project remains one that avoids or minimizes adverse environmental effects to the maximum extent practicable, including the effects disclosed in the GEIS/Findings and the Amended Findings Statement;
- Consistent with social, economic and other essential considerations, to the maximum extent practicable, adverse environmental effects revealed in the environmental review process will continue to be avoided or minimized to the maximum extent practicable by incorporating as conditions to the decision those mitigation measures described in the GEIS/Findings and the Amended Findings Statement; and
- The Project is in compliance with Section 14.09 of the State Historic Preservation Act.

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 take all actions as he or she may in his or her sole discretion consider to be necessary or proper to comply with the requirements of SEQRA in connection with the project.

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Greece (Finger Lakes Region – Monroe County) – Love Beets Production 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

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

(i) 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;

(ii) The project would be unlikely to take place in New York State without the requested assistance;

(iii) The project is reasonably likely to accomplish its stated objectives and that the likely benefits of the project exceed costs;

(iv) 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 Love Beets Production, LLC a grant for a total amount not to exceed One Million Dollars (1,000,000) 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 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, the Acting Chair called on Barry Greenspan, representing ESD's Long Island Regional Office, to present the Amneal Pharmaceutical Capital grant item for the Directors' consideration.

Mr. Greenspan explained that the Directors are being asked to approve a $3 million grant to Amneal Pharmaceutical to construct a 265,000 square foot addition to their existing plant which is located in Brookhaven, Suffolk County.

Mr. Greenspan noted that Amneal Pharmaceutical is a privately owned company with headquarters in both New Jersey and India. He further noted that the project created 400 jobs and retained 700 jobs in both their Brookhaven and Hauppauge locations. He said the project is near completion and is expected to open in 2017 with over 200 of the 400 committed jobs

already created at this site.

Following the full presentation, the Acting Chair called for questions or comments. A brief discussion was held on employee hiring at the facility.

The Acting Chair asked for any further questions or comment. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Regional Council Award – Priority Project – Brookhaven (Long Island Region – Suffolk County) – Amneal Pharmaceutical 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

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Amneal Pharmaceutical 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 Amneal Pharmaceutical, LLC 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 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.

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Regional Council Award – Priority Project – Brookhaven (Long Island Region – Suffolk County) – Amneal Pharmaceutical Capital – Regional Council Capital Fund (Capital Grant) – Determination of No Significant Effect on the Environment

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

* * *

Next, the Acting Chair called on James Fayle, Director of ESD's Central New York Regional Office, to present the next three items on Agenda.

Mr. Fayle stated the first item the Directors were being asked to approve is a grant in the amount of $1.1 million to World Racing Group, Inc.

Mr. Fayle explained that World Racing Group is the sponsoring agency for the Super Dirt Week Motor Sports racing event which takes place the first week of October every year, for the past 40 years, in the Central New York Region.

Mr. Fayle further explained that this race has historically taken place at the New York State Fairground at its grandstands. In connection with the announcement by Governor Cuomo concerning improvements to the fairgrounds, the Grandstand was torn down. Therefore, he noted the State worked with World Racing Group and negotiated a new ten-year contract that would keep them in Central New York but relocate them to a new raceway which is being built in Oswego County.

Mr. Fayle stated that since the new raceway is still being constructed, Oswego Speedway is being used as the contingency plan for the event. He advised the grant is being used to improve grandstands and upgrade some utilities and amenities needed to host an event which brings about 10,000 visitors.

Next, Mr. Fayle asked the Directors to approve a capital grant in the amount of $444,000 to Southside Community Coalition. He advised the grant was used to construct a 3,500 square foot food co-op in Syracuse so that local farmers can bring their fresh food into the neighborhood. He further noted that the project is completed, the facility is open and they have met their job creation goal of four jobs.

The final project Mr. Fayle presented was a $1.28 million grant to Cazenovia Hospitality that will be used to construct an 80-room hotel and conference center in Cazenovia, New York.

Following the full presentations of all three items, the Acting Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

Oswego (Central New York Region – Oswego County) – Super Dirt Week at Oswego Speedway 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

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Super Dirt Week at Oswego Speedway 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, President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to World Racing Group, Inc. a grant for a total amount not to exceed One Million, One Hundred and Seventy-Seven Thousand Dollars ($1,177,000) 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 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.

* * *

Oswego (Central New York Region – Oswego County) – Super Dirt Week at Oswego Speedway Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) – Determination of No Significant Effect on the Environment

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RESOLVED, that based on the material submitted to the Directors with respect to the Super Dirt Week at Oswego Speedway Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Regional Council Award – Priority Project – Syracuse (Central New York Region – Onondaga County) – Southside Community Coalition Capital – Economic Development Purposes Fund Business Improvement (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

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Southside Community Coalition Capital -- Economic Development Purposes 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, President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Southside Community Coalition a grant for a total amount not to exceed Four Hundred and Forty Four Thousand Dollars ($444,000) from the Economic Development Purposes 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.

* * *

Regional Council Award – Cazenovia (Central Region – Madison County) – Cazenovia Hospitality Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section and 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Cazenovia Hospitality 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 Cazenovia Hospitality LLC a grant for a total amount not to exceed One Million Two Hundred and Eighty Thousand Dollars ($1,280,000) 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.

* * *

Regional Council Award – Cazenovia (Central Region – Madison County) – Cazenovia Hospitality Capital – Regional Council Capital Fund (Capital Grant) – Determination of No Significant Effect on the Environment

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

* * *

Next, Acting Chair Zemsky called on Arturo Rodriguez to present the Pier A Taste NY Capital item for the Directors' consideration. Mr. Rodriquez explained the Directors were being asked to approve a $600,000 capital grant to Pier A Battery Park Association, LLC, which will be used to outfit and brand a 1,000 square foot Taste New York space located at Pier A and leverage employment for 60 new positions at Pier A in addition to the 219 positions they currently employ.

Mr. Rodriguez explained that Pier A is a municipal pier on the Hudson River at Battery Park near the south end of Manhattan. He also noted that the Pier had been added to the National Register of Historic Places in 1975 and was designated landmark status in 1977.

Mr. Rodriguez further noted that the project started in November 2015 and will be completed in December 2016.

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

New York (New York City Region – New York County) – Pier A Taste NY Capital – Empire State Economic Development Fund (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

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Pier A Taste NY Capital – Empire State Economic Development Fund Capital 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 Pier A Battery Park Associates LLC a grant for a total amount not to exceed Six Hundred Thousand Dollars ($600,000) 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.

* * *

Next, the Acting Chair called on Joe Tazewell, Director of ESD's New York City Regional Office, to present the Silvercup Studios capital grant for the Directors' consideration.

Mr. Tazewell stated that the Directors were being asked to approve a $1.6 million capital grant to Silvercup Studios to be used for construction and equipping of the new production center in the Port Morris section of the Bronx. He advised the new facility includes the $17.6 million transformation of a 115,000 square-foot warehouse that will feature four production studios, including space for shops, offices and other support space.

Mr. Tazewell further explained that Silvercup Studios has been based in Long Island City since 1983; and in 1999 opened another facility on Star Avenue in Long Island City; and that together Silvercup houses 19 studios. He noted the project will create 16 direct new jobs and 400 new production jobs.

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:

Regional Council Award – Bronx (New York City Region – Bronx County) – Silvercup Studios 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

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Silvercup Studios 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 Silvercup Studios Associates Limited Partnership a grant for a total amount not to exceed One Million Six Hundred Thousand Dollars ($1,600,000) 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.

* * *

Regional Council Award – Bronx (New York City Region – Bronx County) – Silvercup Studios Capital – Regional Council Capital Fund – Determination of No Significant Effect on the Environment

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

* * *

Next, the Acting Chair called on Allison Nowak, the Deputy Director of ESD's Mohawk Valley Regional Office, to present the Mohawk Valley Community College UAS capital grant for the Directors' consideration.

Ms. Nowak stated that the Directors were being asked approve a $300,000 grant to Mohawk Valley Community College to be used for a portion of the costs to launch a new Unmanned Aerial System Training and Degree program. She noted ESD's participation is 20 percent of the total project cost of $1.5 million.

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:

Regional Council Award – Rome (Mohawk Valley Region – Oneida County) – Mohawk Valley Community College UAS 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

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Mohawk Valley Community College UAS 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 Mohawk Valley Community College a grant for a total amount not to exceed Three Hundred Thousand Dollars ($300,000) 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, Acting Chair Zemsky called on Joe Roman, Deputy Director of the Southern Tier Regional Office, to present the Southern Tier Regional Economic Development Corporation – Rural Initiative Venture Fund capital grant for the Directors' consideration.

Mr. Roman explained that the Directors were being asked to approve a $1,650,000 grant to the Southern Tier Regional Economic Development Corporation, which is the local development corporation comprised of all eight counties in the Southern Tier Region.

Mr. Roman further stated that this entity administers a regional low interest revolving loan program that helps to reduce financial risk and increase the sustainability of agriculture and forestry ventures in the region. He also noted that this program has put over 400 acres

back into agriculture production and has retained 30 jobs and created 157 new jobs.

Following the full presentation, the Acting Chair called for questions or comments. Director Perales asked if the loans were being repaid on time and Acting Chair Zemsky asked if this was a loan or grant program.

Mr. Roman responded that initially the application allowed for the borrower to apply for a loan or a grant. He advised it was ultimately decided that the program would only allow for loans and that to date there are no defaults.

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

Regional Council Award – Priority Project - Southern Tier Region - Southern Tier Region Economic Development Corporation – Rural Initiative Venture Fund 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

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Southern Tier Rural Initiative Venture Fund 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 Southern Tier Region Economic Development Corporation a grant for a total amount not to exceed One Million Six Hundred Fifty Thousand Dollars ($1,650,000) 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.

* * *

Kelly Baquerizo then requested the Directors to authorize ESD to make a $273,350 Market New York capital grant in connection with the 2017 World Canals Conference.

Ms. Baquerizo noted that the grant will be awarded to the Erie Canal Way Heritage Fund to be used to co-host the 2017 World Canals Conference that will take place September 24th through September 28th in 2017.

Ms. Baquerizo noted that it is expected that this event will bring international attention

as well as increased tourism to Syracuse and the overall Central New York Region.

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:

Syracuse (Onondaga County) – (Working Capital Grant) – Empire State Economic Development Fund – 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

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Empire State Economic Development Fund Project identified below (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 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;

Empire State Economic Development Fund

	Project Name	Proj #	Grantee	Assistance up to
	Empire State Economic			

	Development Fund			
A	World Canals Conference 2017 Working Capital	AA541	Erie Canalway Heritage Fund, Inc.	$273,350
	TOTAL EDF PROJECTS - 1		**TOTAL**	**$273,350**

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.

* * *

Simone Bethune then requested the Directors to authorize ESD to make a $1,621,000 Restore New York capital grant to the Village of New Square in Rockland County in connection with a project in the Heritage Park Industrial Complex.

Ms. Bethune noted that the grant will be used for the demolition of an existing poultry plant and the eventual construction of a two-story, mixed-use development which will include offices, a supermarket and a poultry packaging facility to be located in the Heritage Park Industrial Complex.

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 – Restore NY Communities – Capital Grants – Land Use Improvement Findings and Determinations Pursuant to Sections 10(c), 10(g) and 16-n of the Act; Authorization to Adopt the Proposed General Project Plans; Authorization to Make Grants and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Restore NY Communities Capital Grant Project (the "Project"), the Corporation hereby determines pursuant to Sections 16-n and 10 of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that

1. The area in which the project is to be located is a substandard or unsanitary area, or is in danger of becoming a substandard or unsanitary area and tends to impair or arrest sound growth and development of the municipality.

2. The project consists of a plan or undertaking for the clearance, replanning, reconstruction and rehabilitation of such area and for recreational and other facilities incidental or appurtenant thereto.

3. The plan or undertaking affords maximum opportunity for participation by private enterprise, consistent with the sound needs of the municipality as a whole.

4. There are no families or individuals 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 upon written findings 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 findings 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 a to grant to the party and for the amount listed below from Restore NY Communities, 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

Restore NY Communities – Project Summary Table

	Grantee	Project Name	Proj #	Grant	Village, Town, City	County
A	Village of New Square	New Square - RESTORE III - Heritage Park Industrial Complex	W794	$1,621,000	New Square	Rockland
		TOTAL		**$1,621,000**		

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.

* * *

Spring Valley (Mid-Hudson Region – Rockland County) – New Square - RESTORE III - Heritage Park Industrial Complex – RestoreNY Comm 08-09 Restore – Determination of No Significant Effect on the Environment

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RESOLVED, that based on the material submitted to the Directors with respect to the New Square - RESTORE III - Heritage Park Industrial Complex Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Next, the Acting Chair asked Jeff Janiszewski, Senior Vice President of Strategic Business Development, to present a marketing grant item being awarded to the New York State Economic Development Council. Mr. Janiszewski proceeded to give a brief history of the organization.

Mr. Janiszewski stated that the Directors were being asked to approve a grant in the

amount of $450,000 to help fund four initiatives with a total cost of $900,000.

Mr. Janiszewski explained the four initiatives being undertaken: the first is to employ a third-party marketing firm to pursue leads for ESD; the second initiative involves ESD co-sponsoring the semi-annual forms of the International Asset Management Council ("IAMC"); the third initiative consists of studies where ESD is trying to gather market intelligence; and the fourth initiative looks into the potential leverage ESD has and potential projects it could glean from the Homeland Security and Cyber Security industries.

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

Statewide – NYSEDC Study Working Capital – Urban and Community Development Program (Working Capital) - Findings and Determinations Pursuant to Sections 16-d and 10(g) of the Act; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the NYSEDC Study Working Capital -- Urban and Community Development Program (Working 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 President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to New York State Economic Development Council a grant for a total amount not to exceed Four Hundred and Fifty Thousand Dollars ($450,000) from the Urban and Community Development 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 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, Ed Muszynski presented the August 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 and development, and civic organizations.

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

Mr. Muszynski noted that there was one Executive sponsored grant on the Consent Calendar in the amount of $25 million to Cold Spring Harbor Lab in Nassau County to be

considered for approval by the Directors this month.

Mr. Muszynski explained that the grant will be used for major renovations to modernize the laboratory and to purchase new equipment to establish a new center for therapeutics research. He also noted the project is expected to be completed in December 2016.

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:

Transformative Investment 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

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Transformative Investment 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 Transformative Investment Program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or 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 Transformative Investment 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;

Transformative Investment Program – Executive – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
A	Cold Spring Harbor Lab CTR Capital	AB060	Cold Spring Harbor Laboratory	$25,000,000
			TOTAL	**$25,000,000**

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 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, Tom Conoscenti presented an item relating to the Fountain Avenue Land Use Improvement and Residential Project (the "Project") for the Directors' consideration.

Mr. Conoscenti stated that the Directors were being asked to approve the affirmation of Land Use Improvement and Residential Project findings, affirm the General Project Plan as

modified and adopt the State Environmental Quality Review Act findings.

Following the full presentation, the Acting Chair called for questions or comments. Director Escher asked if any money was coming from the Office for Persons with Development Disabilities ("OPWDD"). Mr. Conoscenti stated that they are only involved with the operation of the units that will be set aside for OPWDD. He further stated that there is no ESD funding involved in the project.

The Acting Chair called for further questions and 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 – Affirmation of Land Use Improvement and Residential Project Findings (the "UDC Findings") Pursuant to Section 10 of the New York State Urban Development Corporation Act, as amended (the "UDC Act"); Affirm the General Project Plan ("GPP"), as Modified (the "MGPP"); Adoption of State Environmental Quality Review Act ("SEQRA") Findings; and Authorization 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 (the "Materials"), the Corporation hereby affirms the General Project Plan as Modified for the Fountain Avenue Land Use Improvement and Residential Project (the "Project"), based on and after due consideration of the testimony given at the public hearing on May 24, 2016, all comments received by the Corporation during the comment period concluding on June 23, 2016 and other findings, statements of facts and conclusions, and other determinations made previously and herein by the Corporation; and be it further

RESOLVED, that with respect to the Fountain Avenue Land Use Improvement and Residential Project the UDC Findings previously adopted and set forth in the Materials, are hereby affirmed; and be it further

RESOLVED, that with respect to the Fountain Avenue Land Use Improvement and Residential Project, the Corporation hereby makes and adopts pursuant to the State Environmental Quality

Review Act the following findings and determinations, which findings and determinations are made after full consideration of the Findings Statement attached as Exhibit A hereto, which Exhibit A is hereby adopted by the Corporation and copies of which document are hereby filed with the records of the Corporation:

- The Corporation has given consideration to the Final Environmental Impact Statement ("FEIS") prepared for the project;
- The requirements of the SEQRA process, including the implementing regulations of the New York State Department of Environmental Conservation, have been met;
- Consistent with social, economic and other essential considerations from among the reasonable alternatives available, the Project is one that avoids or minimizes adverse environmental effects to the maximum extent practicable, including the effects disclosed in the FEIS;
- Consistent with social, economic and other essential considerations, to the maximum extent practicable, adverse environmental effects revealed in the environmental impact statement process will be avoided or minimized to the maximum extent practicable by incorporating as conditions to the decision those mitigative measures which were identified as practicable; and
- The action is consistent with applicable coastal policies set forth in 19 NYCRR 600.5, and with the New York City Waterfront Revitalization Program.

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 any and all documents and to take all actions as may be considered necessary or appropriate to effectuate the foregoing resolutions; 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 take all actions as he or she may in his or her sole discretion consider to be necessary or proper to comply with the requirements of SEQRA in connection with the Project and that all actions previously taken by such officers consistent with the authorizations herein, are hereby ratified and confirmed.

* * *

Next, Clayton Besch asked the Directors to authorize approval of a co-investment of $750,000 from the New York State Innovation Venture Capital Fund in Graphenix Development, Inc. in the current round of $2.27 million convertible note.

Mr. Besch explained that Graphenix Development, Inc. is a Buffalo based start-up working with Kodak Film Lab in the Eastman Business Park to develop a high energy, high density anode for the growing ultra-capacitor market.

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

New York State Innovation Venture Capital Fund - Authorization of an Investment of NYSIVCF Funds in Graphenix Development 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 $750,000, in Graphenix Development 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.

* * *

Acting Chair Zemsky called on Robert Godley to present the approval of the slate of Underwriters and Financial Advisors in connection with the Corporation's bond issuances.

Mr. Godley explained that the Directors were being asked to adopt the list of approved firms. He further explained that ESD issued a Request for Proposal ("RFP") seeking firms to serve in these capacities. He stated the RFP was advertised in the New York State Contract Reporter, as well as The Bond Buyer, and was posted on ESD's website and additionally was e-mailed to over 150 representatives of 52 firms. He advised that 45 firms responded and of those, 13 are MWBE firms and three are service-disabled veteran owned businesses.

Mr. Godley further explained that all of the responses were evaluated by an ESD team of individuals from the Treasury; Portfolio Management; Legal; and Office of Contractor and Supplier Diversity departments.

In addition, Mr. Godley noted that the Board was being asked to approve a slate of 13 senior managers, 23 co-managers and four financial advisors for a two-year period. Lastly, he also asked the Board to grant the CFO and the Treasurer, the authority to extend the term for one year and grant the CEO the authority to further extend the term for an additional year.

Following the full presentation, the Acting Chair called for questions or comments. Director Perales requested a breakdown of the number of MWBEs that were selected and Mr.

Godley provided the information.

There being no further question or comments, and upon motion duly made and seconded, the following resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION – Slate of Underwriters and Financial Advisors for Bond Issuance – Authorization to Approve a Rotating Team of Underwriters and Financial Advisors

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of ESD (the "Materials"), there is hereby appointed the following team of underwriters, to serve on a rotating basis as needed, for a term of two years; it is also recommended that authority be granted to the Chief Financial Officer or Treasurer to extend the term for one year and that the Chief Executive Officer can further extend the term for an additional year:

Senior Managers:

Barclays Capital Inc.
Citigroup Global Markets Inc.
Goldman, Sachs & Co.
Jefferies LLC
J.P. Morgan Securities LLC
Loop Capital Markets LLC
Merrill Lynch, Pierce, Fenner & Smith (Bank of America / Merrill Lynch)
Morgan Stanley & Co. LLC
Raymond James & Associates, Inc.
RBC Capital Markets, LLC
Samuel A. Ramirez & Co., Inc.
Seibert Brandford Shank & Co. LLC
Wells Fargo Bank, N.A.

Co-Managers:

Alamo Capital

Co-Managers (continued):

Academy Securities, Inc.
Blaylock Beal Van, LLC
BNY Mellon Capital Markets, LLC
Cabrera Capital Markets, LLC
Drexel Hamilton, LLC

Fidelity Capital Markets, a division of National Financial Services LLC
First Tennessee Bank N.A., DBA FTN Financial Capital Markets
Great Pacific Securities
Janney Montgomery Scott LLC
KeyBanc Capital Markets Inc.
M&T Securities, Inc.
Mesirow Financial, Inc.
Mischler Financial Group, Inc.
Oppenheimer & Co. Inc.
Piper Jaffray & Co.
Rice Securities LLC
Roosevelt & Cross Incorporated
Robert W. Baird & Co. Incorporated
Stern Brothers & Co.
Stifel, Nicolaus & Company, Incorporated
The Williams Capital Group, L.P.
US Bancorp Investments, Inc.

and be it further

RESOLVED, that on the basis of the Materials, the following firms are appointed as approved financial advisors for a term of two years; it is also recommended that authority be granted to the Chief Financial Officer or Treasurer to extend the term for one year and that the Chief Executive Officer can further extend the term for an additional year:

Financial Advisors:
Frasca & Associates, LLC
Hilltop Securities Inc.
Public Financial Management, Inc.
Public Resources Advisory Group, Inc.

and be it further

RESOLVED, that the Chief Executive Officer, Chief Financial Officer, and the Treasurer of ESD or their 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 necessary or proper to effectuate the foregoing.

* * *

Next, Soo Kang asked the Directors to approve a contract amendment with Li-Saltzman Architects, PC, to provide historic preservation services in connection with The Women's Building Civic and Land Use Improvement Project.

Ms. Kang went on to explain that the contract amendment is needed to cover additional costs due to an expansion of a scope of work for completing the required reports.

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 City (New York County) – The Women's Building Civic and Land Use Improvement Project - Authorization to Amend the Contract with Li/Saltzman Architects, PC to Provide Historic Preservation Consulting Services for the Project

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RESOLVED, that based upon the materials presented at this meeting and ordered filed with the records of the Corporation (the "Materials"), the Corporation hereby finds Li/Saltzman Architects, PC to be responsible; and be it further

RESOLVED, that on the basis of the Materials, the Corporation be, and hereby is, authorized to amend its existing contract with Li/Saltzman Architects, PC to provide additional historic preservation consulting services in connection with The Women's Building Civic and Land Use Improvement Project; and be it further

RESOLVED, that the total compensation for services pursuant to the contract, as amended, shall not exceed $273,000, including reimbursables; 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.

* * *

Next, Simon Wynn presented a contract amendment with the law firm of Hoguet Newman Regal & Kenney, LLP to continue to provide legal services in connection with labor and

employment matters.

Mr. Wynn explained that the Directors were being asked to approve the contract extension for two-years retroactive to June 2016 when the first contract expired. He also noted that the Directors were being asked to add an additional $55,000 to the contract.

Following the full presentation, the Acting Chair called for questions or comments. Director Perales asked if this was a minority firm and Mr. Wynn responded that is was a State Certified Women Business Enterprise.

In response to a question by Director Escher about how often are the bids put out, Mr. Wynn responded that ESD was just completing the process for a new slate of pre-qualified counsel and will probably be coming before the ESD Board for approval in October or November.

Mr. Wynn further explained the renewal process for extending contracts.

There being no further questions or comments, 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 - Authorization to Amend the Contract with the Law Firm of Hoguet Newman Regal & Kenney LLP to Continue to Provide Legal Services in Connection with Labor and Employment Matters and to Take Related Actions

DRAFT – SUBJECT TO REVIEW AND REVISION

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

RESOLVED, that the Corporation is hereby authorized to amend its existing contract with Hoguet Newman Regal & Kenney LLP to add an additional two years to the contract term, and an additional Fifty-five Thousand Dollars ($55,000) to the original contract amount for a new total not-to-exceed contract amount of One Hundred Thousand Dollars ($100,000), for the purposes and services, and substantially on the terms and conditions, as set forth in the Materials, which includes all services rendered as of June 1, 2016; 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.

* * *

After the Acting Chair noted the last item on the Agenda was for informational purposes and there being no further business, the meeting was adjourned at 11:10 a.m.

Respectfully submitted,

Debbie Royce
Assistant Corporate Secretary

NEW YORK STATE OF OPPORTUNITY. | Empire State Development

FOR CONSIDERATION
September 22, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Regional Council Award – Priority Project – Syracuse (Central New York Region – Onondaga County) – Crouse Hospital Emergency Department 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

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General Project Plan

I. Project Summary

Grantee: Crouse Health Hospital, Inc. d/b/a Crouse Hospital ("Crouse" or the "Hospital")

ESD* Investment: A grant of up to $2,000,000 to be used for a portion of the cost of construction and renovation

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

Project Location: 736 Irving Avenue, Syracuse, Onondaga County

Proposed Project: Crouse Health Hospital will expand its emergency department from under 8,000 square feet to a new space that is approximately 16,000 square feet and relocate its urgent care service.

Project Type: Facility expansion involving job creation and retention

Regional Council: The project is consistent with the Central New York Regional Economic Development Council's Plan strengthen targeted industry concentrations that leverage unique economic assets in the healthcare industry by improving levels of care, patient experience and outcomes while

attracting and retaining top notch medical professionals.

Employment:	Initial employment at time of ESD Incentive Proposal:	2,291
	Minimum employment on January 1, 2019:	2,315

II. Project Cost and Financing Sources

Financing Uses	Amount
Building Renovation	$7,017,745
New Construction	16,915,360
Soft Costs	8,137,256
Furniture, Fixtures, Equipment	2,775,317
Total Project Costs	$34,845,678

Financing Sources	Amount	Percent	Rate/Term
ESD-Grant	$2,000,000	6%	
M&T Bank	25,295,678	72%	3.15%/15 year*
Company Equity	7,550,000	22%	
Total Project Financing	$34,845,678	100%	

*Tax exempt multi model bond.

III. Project Description

A. Company

Industry: Healthcare

History: Founded in 1887, Crouse began as the Syracuse Women's Hospital and Training School for Nurses. In 1902, its name was changed to Syracuse Hospital for Women and Children, and by 1908 the Hospital began to admit men. In 1918, the name was changed to Syracuse Memorial Hospital to reflect its broader range of services. In 1929, the Hospital moved to its present location on Irving Avenue. Crouse Irving Hospital was founded by a group of physicians and investors under the leadership of Dr. William L. Wallace in 1912. Crouse Hospital, as it is currently configured, came into existence in 1968 through the merger of Crouse Irving Hospital and Syracuse Memorial Hospital in a community-wide effort to consolidate medical facilities and maximize access to healthcare. In June 1996, a new name and updated graphic identity were announced, changing Crouse Irving Memorial Hospital to Crouse Health Hospital.

Ownership: Crouse Health System is the parent company and sole member of Crouse.

Corporate members and affiliates include Plaza Corporation of CNY, Laboratory Alliance of CNY, MDR/Crouse Technical Services, and Crouse Medical Practice PLLC.

Size: Crouse has over 2,200 employees and a medical staff of more than 800 physicians. It is licensed for 506 acute care adult beds and 57 bassinets and serves more than 23,300 inpatients, 72,000 emergency services patients and 310,000 outpatients a year from a 15-county area in Central and Northern New York.

ESD Involvement: Crouse Hospital is expanding its urgent care facility from 8,000 square feet to 16,000 square feet in anticipation of the increased daily admissions in the emergency department due to the Affordable Care Act, expansion of neuroscience services and planned Center of Excellence designation. The Hospital serves a 15-county area and is the hospital of choice for EMS providers due to the excellent level of care and how quickly patients are transferred from an ambulance to the Hospital. However, the costs of expansion while maintaining daily operations are high.

In 2014, the Hospital applied to Round 4 of the Consolidated Funding Application and was awarded $2,000,000 from ESD. The expansion will enable the Hospital to better meet and exceed the local demand for both emergency and neuroscience services provided at Crouse.

Competition: N/A

Past ESD Support: 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	Y260	$575,000	August 21, 2014	December 31, 2019	Capital – Facility expansion.

B. The Project

Completion: December 2018

Activity: The project involves the expansion of the existing emergency department

from 8,000 square feet to 16,000 square feet. Additionally, the prompt care walk-in facility will be moved from the current location across the street into the space now occupied by the emergency department for integration of care. New operating rooms and imaging services will be added as part of the expansion of the neuroscience services provided at Crouse.

Results: Retain 2,291 existing jobs and create 24 new jobs.

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 $2,311,433;
- Fiscal cost to NYS government is estimated at $2,000,000;
- Project cost to NYS government per direct job is $155,556;
- Project cost to NYS government per job (direct plus indirect) is estimated at $84,076;
- Ratio of project fiscal benefits to costs to NYS government is 1.16:1;
- Fiscal benefits to all governments (state and local) are estimated at $4,081,083;
- Fiscal cost to all governments is $2,000,000;
- All government cost per direct job is $155,556;
- All government cost per total job is $84,076;
- The fiscal benefit to cost ratio for all governments is 2.04:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $30,169,247, or $1,268,257 per job (direct and indirect);
- The economic benefit to cost ratio is 15.08:1;
- Project construction cost is $25,129,760, which is expected to generate 217 direct job years and 127 indirect job year of employment;
- For every permanent direct job generated by this project, an additional 0.86 indirect jobs are anticipated in the state's economy;

- The payback period for NYS costs is five years.

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

Grantee Contact: Kimberly Boynton, Chief Executive Officer
736 Irving Avenue
Syracuse, NY 13210
Phone: (315) 470-7376

ESD Project No.: Z655

Project Team:		
	Origination	Zachery Becker
	Project Management	Charise Liggins
	Contractor & Supplier Diversity	Geraldine Ford
	Finance	Angela Pitto
	Design & Construction	Joseph Macaluso
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the $2,000,000 capital grant ($20,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. The Company will demonstrate no materially adverse changes in its financial condition prior to closing.

3. The Company will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed. Equity is defined as cash injected into the project by the Company or by investors, and should be auditable through Company financial statements or Company accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.

4. Prior to disbursement, the Company 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 $2,000,000 will be disbursed to the Grantee in four installments as follows:
   a) an Initial Disbursement of an amount equal to 25% of the grant ($500,000) upon documentation of project costs totaling $13,903,000 including $8,206,921 in construction costs, in compliance with ESD Requirements, and documentation of the employment of at least 2,291 Full-time Permanent Employees at the Project Location, assuming that all project approvals have been completed and funds are available;
   b) a Second Disbursement of an amount equal to 25% of the grant ($500,000) upon documentation of cumulative project costs totaling $20,967,000 including $14,457,195 in construction costs, in compliance with ESD Requirements, and documentation of the employment of at least 2,299 Full-time Permanent Employees at the Project Location (Employment Increment of 8), assuming that all project approvals have been completed and funds are available;
   c) a Third Disbursement of an amount equal to 25% of the grant ($500,000) upon documentation of cumulative project costs totaling $30,538,970 including $16,915,360 in construction costs, in compliance with ESD Requirements, and documentation of the employment of at least 2,307 Full-time Permanent Employees at the Project Location (Employment Increment of 8), assuming that all project approvals have been completed and funds are available;
   d) a Fourth Disbursement of an amount equal to 25% of the grant ($500,000) upon documentation of cumulative project costs totaling $34,845,678, in compliance with ESD Requirements, a Certificate of Occupancy, and upon completion of the project substantially as described in these materials], and documentation of the employment of at least 2,315 Full-time Permanent Employees at the Project Location (Employment Increment of 8), 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 3, 2015, to be considered eligible project costs. All disbursements must be requested by April 1, 2019.

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. 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	2,291

A	B
Reporting Date	Employment Goals
February 1, 2017	2,291+X+Y+Z
February 1, 2018	2,291+X+Y+Z
February 1, 2019	2,291+X+Y+Z
February 1, 2020	2,291+X+Y+Z
February 1, 2021	2,291+X+Y+Z

X = Grantee's Employment Increment that will be the basis of the Second Disbursement of the Grant as described in section C.5 above (i.e. X=8, and Employment Goals shall equal [2,291 + X = 2,299] if the Second Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Second Disbursement has not yet been made then X=0.
Y = Grantee's Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. Y=8, and Employment Goals shall equal [2,291 + X + Y = 2,307] if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then Y=0.
Z = Grantee's Employment Increment that will be the basis of the Fourth Disbursement of the Grant as described in section C.5 above (i.e. Z=8, and Employment Goals shall equal [2,291 + X + Y + Z= 2,315] if the Fourth Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Fourth Disbursement has not yet been made then Z=0.

IV. Statutory Basis – Regional Council Capital Fund

The funding was authorized in the 2014-2015 New York State budgets 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. Design and Construction

ESD staff will review the project budget, plans, specifications, along with the other documents that ESD may require for scheduled payment projects. Submission of Payment Requisitions to ESD will be made according to disbursement terms outlined in the Grant Disbursement Agreement.

VI. Environmental Review

ESD staff has completed an environmental review 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 determined the project to be an Unlisted Action, which would not have a significant effect on the environment. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

VII. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women 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 50% related to the total value of ESD's funding.

VIII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

IX. Additional Submissions to Directors

Resolutions
New York State Map
Benefit-Cost Analysis
Project Finance Memorandum

September 22, 2016

Regional Council Award – Priority Project – Syracuse (Central New York Region – Onondaga County) – Crouse Hospital Emergency Department 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 Crouse Hospital Emergency Department 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 Crouse Health Hospital, Inc. d/b/a Crouse Hospital a grant for a total amount not to exceed Two Million Dollars ($2,000,000) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or 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.

* * *

September 22, 2016

Regional Council Award – Priority Project – Syracuse (Central New York Region – Onondaga County) – Crouse Hospital Emergency Department Capital – Regional Council Capital Fund (Capital Grant) – Determination of No Significant Effect on the Environment

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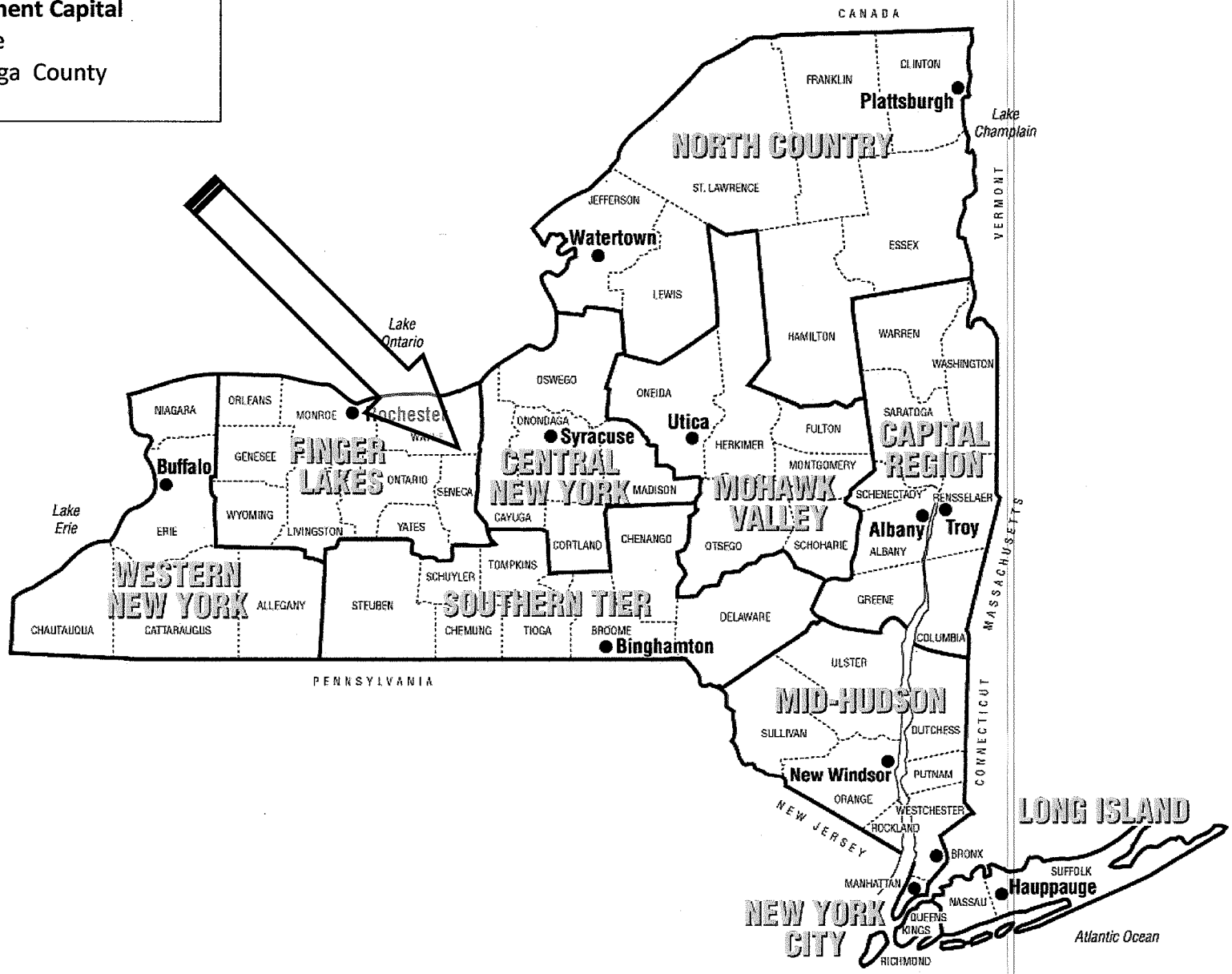
RESOLVED, that based on the material submitted to the Directors with respect to the Crouse Hospital Emergency Department Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Crouse Hospital Emergency Department Capital
Syracuse
Onondaga County



Project Summary
Benefit-Cost Evaluation[1]

Crouse Hospital – Business Investment

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits reported in the table below typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the table typically reflects only construction-related activity. Benchmarks for each type of project are noted in the footnotes.

Initial Jobs: **2,291** | **Construction Job Years (Direct):** **217**
New Jobs: **24 over three years** | **Construction Job Years (Indirect):** **127**

Evaluation Statistics	Project Results NYS Gov't.	NYS Gov't. Benchmarks[2]	Project Results State & Local Government	State & Local Government Benchmarks
Fiscal Costs[3]	$2,000,000	$794,250	$2,000,000	$1,020,500
Fiscal Benefits[4]	$2,311,433	$2,085,600	$4,081,083	$4,271,980
Fiscal Cost /Direct Job	$155,556	$3,000	$155,556	$4,110
Fiscal Cost/Total Jobs	$84,076	$1,424	$84,076	$1,964
Fiscal B/C Ratio	1.16	7.00	2.04	10.60
	Project Results	**Benchmarks**		
Economic Benefits[5]	$30,169,247	$119,468,000		
Econ. Benefits/Total Jobs	$1,268,757	$147,600		
Economic B/C Ratio	15.08	75.00		

[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. Business Investment project benchmarks are 7.00 (Fiscal) and 75.00 (Economic). Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 30.00 (Economic).

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

[5] Economic benefits are estimated project benefits measuring fiscal flows to government plus net resident disposable income from project direct and indirect employment net of transfers, without adjusting for individual income earners' opportunity cost of employment.

NEW YORK STATE OF OPPORTUNITY. | Empire State Development

FOR CONSIDERATION
September 22, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Regional Council Award – Priority Project – North Syracuse (Central New York Region – Onondaga County) – G.A. Braun Capital – New York Works (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

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General Project Plan

I. Project Summary

Grantee: G.A. Braun, Inc. ("G.A. Braun" or the "Company")

Beneficiary Company: CNY Fabrication, LLC ("CNY Fabrication")

ESD* Investment: A grant of up to $1,500,000 to be used for a portion of the cost of construction

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

Project Location: 79 General Irwin Boulevard, North Syracuse, Onondaga County

Proposed Project: Construction, renovations, and the purchase and installation of machinery and equipment for expansion of commercial laundry machine manufacturing and fabrication facility

Project Type: Business expansion involving job retention and creation

Regional Council: The project is consistent with the Central New York Regional Plan to support advanced manufacturing, a key industry sector.

Employment:	Initial employment at time of ESD Incentive Proposal:	155*
	Current employment level:	186*
	Minimum employment on January 1, 2018:	185*

*Combined jobs of G.A. Braun and CNY Fabrication. G.A. Braun will retain 140 jobs. CNY Fabrication will retain 15 jobs and create 30 jobs.

II. Project Cost and Financing Sources

Financing Uses	Amount
Construction	$6,450,000
Soft Costs	985,000
Production Machinery and Equipment	$3,500,000
Total Project Costs	$10,935,000

Financing Sources	Amount	Percent
ESD-Grant	$1,500,000	14%
Company Equity	9,435,000	86%
Total Project Financing	$10,935,000	100%

III. Project Description

A. Company

Industry: Advanced Manufacturing

Company History: Founded in 1946, G.A. Braun manufactures industrial laundry equipment, ranging from washers and dryers to laundry operations software. The Company has pioneered two notable firsts in the laundry industry. In the 1970s, it became the first manufacturer to include microprocessor controls in laundry machines. During the 1990s, G.A. Braun was the first laundry equipment company to develop control software that would run on Microsoft Windows. In 2008, the Company founded CNY Fabrication, a full-service design and fabrication firm, as a wholly owned affiliate. Both companies are co-located in North Syracuse.

Ownership: The Company is privately and family owned.

Size: G.A Braun and CNY Fabrication have headquarters and manufacturing facilities in North Syracuse, NY.

Market: G.A Braun and CNY Fabrication primarily serve the North American market.

ESD Involvement:	In 2013, to remain competitive in its core markets, G.A. Braun saw the need to diversify and expand CNY Fabrication. Due to a reduction of North American market demand and market growth, and it risked losing its competitive edge if it did not strategically expand to become a full-service design, software and hardware company. G.A. Braun could not finance this vital expansion on its own. As a result of the Governor's Regional Economic Development Council initiative, in 2013 CNY Fabrication was awarded a $1,500,000 capital grant through Round 3 of the Consolidated Funding Application process. In 2015, the grantee was switched to G.A. Braun, since it would be incurring the bulk of the project costs.
Competition:	N/A
Past ESD Support:	This is the Company's first project with ESD. The Company is Empire Zone ("EZ") certified in the Onondaga County EZ, and has received over $1.16 million in credits for tax years 2003 and 2014.

B. The Project

Completion:	October 2016
Activity:	The Company has substantially completed construction of a 100,000-square-foot addition to its existing manufacturing facility, which expanded its industrial laundry equipment fabrication capabilities for sheet metal and plate steel processing along with paint/powder coating. These capabilities afford G.A. Braun the ability to market itself as a full service design and fabrication house, which will enhance its strategic domestic and international business development.
Results:	The project will retain 155 jobs and create 30 new jobs. G.A. Braun and CNY Fabrication have already exceeded its job commitment, having created 31 new jobs.
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 $5,627,346;
- Fiscal cost to NYS government is estimated at $1,500,000;
- Project cost to NYS government per direct job is $10,928;
- Project cost to NYS government per job (direct plus indirect) is estimated at $4,986;
- Ratio of project fiscal benefits to costs to NYS government is 3.75:1;
- Fiscal benefits to all governments (state and local) are estimated at $9,759,381;
- Fiscal cost to all governments is $1,500,000;
- All government cost per direct job is $10,928;
- All government cost per total job is $4,986;
- The fiscal benefit to cost ratio for all governments is 6.51:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $74,693,714, or $248,280 per job (direct and indirect);
- The economic benefit to cost ratio is 49.80:1;
- Project construction cost is $7,435,000, which is expected to generate 67 direct job years and 39 indirect job year of employment;
- For every permanent direct job generated by this project, an additional 1.19 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: Joel Graham, CFO
P.O. Box 3029
Syracuse, NY 13220
Phone: (315) 299-3208

ESD Project No.: Y836

Project Team:		
	Origination	Jason Chiesa
	Project Management	Edward Muszynski
	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 Company shall pay a commitment fee of 1% of the $1,500,000 capital grant ($15,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. The Company will demonstrate no materially adverse changes in its financial condition prior to disbursement.

3. The Company will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Company's acceptance of ESD's offer. Equity is defined as cash injected into the project by the Company or by investors, and should be auditable through Company financial statements or Company accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.

4. Prior to disbursement, the Company 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 $1,500,000 will be disbursed to the Grantee in three installments as follows:
   a) an Initial Disbursement of an amount equal to 50% of the grant ($750,000) upon documentation of building construction project costs and related soft costs totaling $6,200,000, including a certificate of occupancy, and the employment of at least 155 Full-time Permanent Employees at the Project Location, assuming that all project approvals have been completed and funds are available;
   b) a Second Disbursement of an amount equal to 25% of the grant ($375,000) will be disbursed upon documentation of the employment of at least 170 Full-time Permanent Employees at the Project Location (Employment Increment of 15), provided Grantee is otherwise in compliance with program requirements;
   c) a Third Disbursement of an amount equal to 25% of the grant ($375,000) will be disbursed upon documentation of machinery and equipment project costs totaling $3,300,000 (aggregate project costs of $9,500,000), and the employment of at 185 Full-time Permanent Employees at the Project Location (Employment Increment of 15), provided Grantee is otherwise in compliance with program requirements.

   Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses reimbursed by ESD's grant must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements must be requested by April 1, 2019.

6. 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.

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	155

A	B
Reporting Date	Employment Goals
February 1, 2018	155+X+Y
February 1, 2019	155+X+Y
February 1, 2020	155+X+Y
February 1, 2021	155+X+Y

X = Grantee's Employment Increment that will be the basis of the Second Disbursement of the Grant as described in section C.5 above (i.e. X=15, and Employment Goals shall equal [155 + X =170] if the Second Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Second Disbursement has not yet been made then X=0.

Y = Grantee's Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. Y=15, and Employment Goals shall equal [155 + X + Y = 185] if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then Y=0.

IV. Statutory Basis – New York Works

The funding was authorized in the 2012-2013 New York State budget and reappropriated 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 residing on the site.

V. Environmental Review

The Onondaga County Industrial Development Agency, 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 December 11, 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.

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 23% 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

September 22, 2016

Regional Council Award – Priority Project – North Syracuse (Central New York Region - Onondaga County) – G.A. Braun 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 G.A. Braun 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 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 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 G.A. Braun, Inc., a grant for a total amount not to exceed One Million Five Hundred Thousand Dollars ($1,500,000) 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 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 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 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.

* * *

September 22, 2016

Regional Council Award – Priority Project – North Syracuse (Central New York Region – Onondaga County) – G.A. Braun Capital – New York Works (Capital Grant) – Determination of No Significant Effect on the Environment

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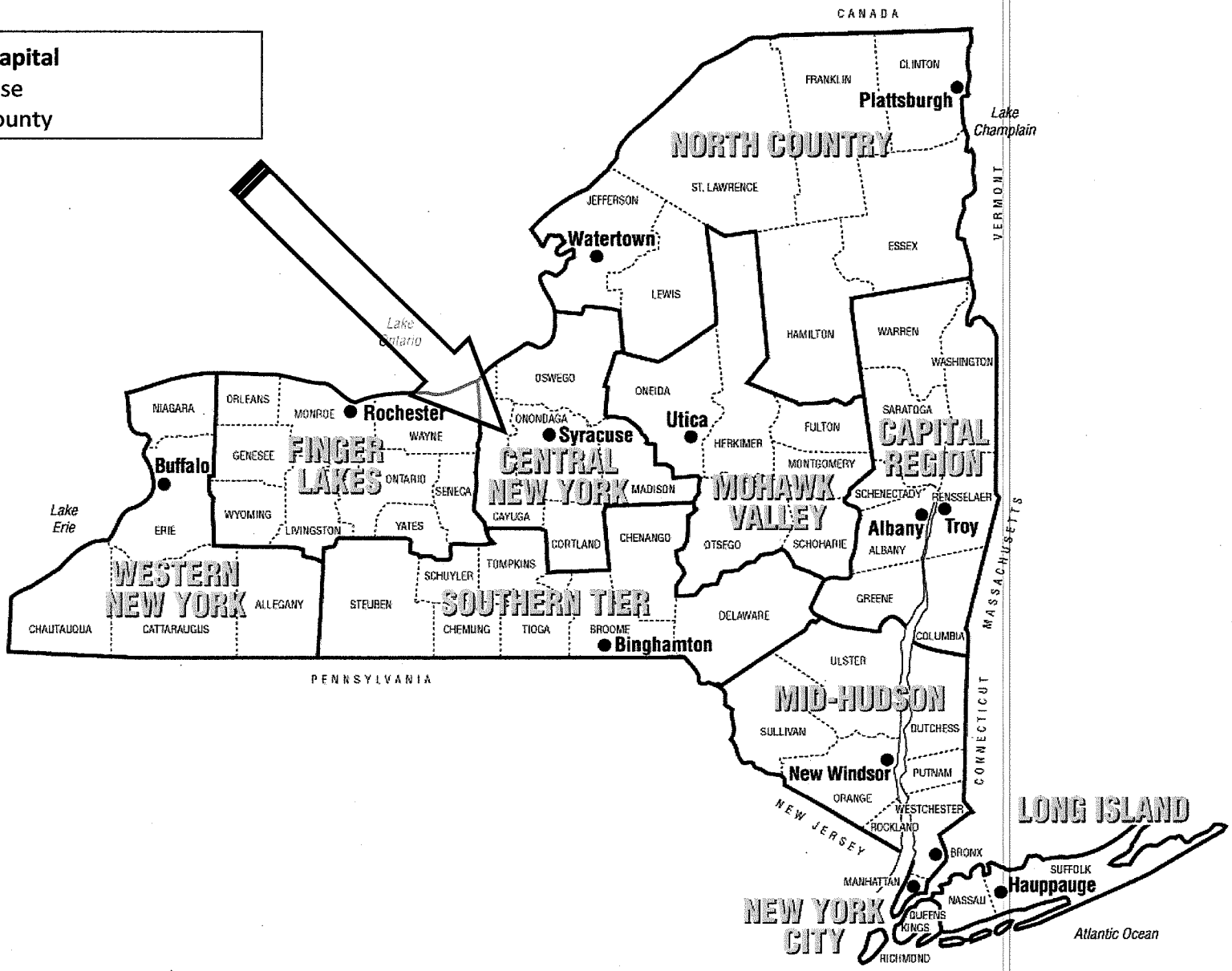
RESOLVED, that based on the material submitted to the Directors with respect to the G.A. Braun Capital – New York Works (Capital Grant) Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

G.A. Braun Capital
North Syracuse
Onondaga County



Project Summary
Benefit-Cost Evaluation[1]

G.A. Braun Inc. – Business Investment

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits reported in the table below typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the table typically reflects only construction-related activity. Benchmarks for each type of project are noted in the footnotes.

Initial Jobs: 155 | **Construction Job Years (Direct):** 67
New Jobs: 30 over three years | **Construction Job Years (Indirect):** 39

Evaluation Statistics	Project Results NYS Gov't.	NYS Gov't. Benchmarks[2]	Project Results State & Local Government	State & Local Government Benchmarks
Fiscal Costs[3]	$1,500,000	$794,250	$1,500,000	$1,020,500
Fiscal Benefits[4]	$5,627,346	$2,085,600	$9,759,381	$4,271,980
Fiscal Cost /Direct Job	$10,928	$3,000	$10,928	$4,110
Fiscal Cost/Total Jobs	$4,986	$1,424	$4,986	$1,964
Fiscal B/C Ratio	3.75	7.00	6.51	10.60
	Project Results	**Benchmarks**		
Economic Benefits[5]	$74,693,714	$119,468,000		
Econ. Benefits/Total Jobs	$248,280	$147,600		
Economic B/C Ratio	49.80	75.00		

[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. Business Investment project benchmarks are 7.00 (Fiscal) and 75.00 (Economic). Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 30.00 (Economic).

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

[5] Economic benefits are estimated project benefits measuring fiscal flows to government plus net resident disposable income from project direct and indirect employment net of transfers, without adjusting for individual income earners' opportunity cost of employment.

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NEW YORK STATE OF OPPORTUNITY. | Empire State Development

FOR CONSIDERATION
September 22, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Fallsburg (Mid-Hudson Region – Sullivan County) – Metallized Carbon Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant)

REQUEST FOR: 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; Determination of No Significant Effect on the Environment

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General Project Plan

I. Project Summary

Grantee: Metallized Carbon Corporation ("Metallized Carbon" or the "Company")

ESD* Investment: A grant of up to $650,000 to be used for a portion of the cost of construction, renovation, infrastructure, site work and machinery and equipment

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

Project Location: Glen Wild Industrial Park, Fallsburg, Sullivan County*
19 South Water Street, Ossining, Westchester County

*Project activity site; other is job-retention site

Proposed Project: The Company will acquire 7.5 acres in Glen Wild Industrial Park and construct a 15,000-square-foot building to house metal melting and material handling equipment for production of aerospace material.

Project Type: Facility expansion involving job creation and retention

Regional Council: The Mid-Hudson Regional Economic Development Council has been

made aware of this item. The project is consistent with the Regional Plan to target job-creation investments and support long-term sustainability and growth of the high-tech manufacturing industry.

Employment:	Initial employment at time of Application to ESD:	112
	Current employment level:	112*
	Minimum employment on January 1, 2018:	127

*New employees cannot be transferred from other NYS locations

II. Project Cost and Financing Sources

Financing Uses	Amount
Construction/Renovation	$2,596,277
Machinery & Equipment	2,310,800
Infrastructure/Site Work	1,219,500
Land Acquisition	212,500
Total Project Costs	$6,339,077

Financing Sources	Amount	Percent
ESD-Grant	$650,000	10.3%
NYSEG*	400,000	6.3%
County of Sullivan IDA*	46,000	0.7%
Company Equity	5,243,077	82.7%
Total Project Financing	$6,339,077	100%

* New York State Electric and Gas Corp credit of $400,000 and County of Sullivan IDA consists of $34,000 sales tax abatement for construction and $12,000 mortgage tax abatement

III. Project Description

A. Company

Industry: High-tech manufacturing

Company History: Founded in 1945, Metallized Carbon Corporation is the producer of highly engineered self-lubricating mechanical components utilizing a carbon matrix as the structural component and graphite for lubrication. The materials are manufactured under the trade name METCAR ® and are designed to provide lubrication in the most severe environments including temperature extremes and strong chemicals. In 2006, the

Company established METCAR Mexico in Mexico City and entered into a joint venture in Singapore to support the Asia markets in 2010.

Ownership: Metallized Carbon is a privately owned S Corporation.

Size: Metallized Carbon has 112 employees.

Market: The primary industries utilizing this technology are involve in high temperature processing equipment and fluid management systems including automotive, aircraft, aerospace, petrochemical, building products and power generation.

ESD Involvement: Expanding the metal melting process is an essential component to the growth of Metallized Carbon. More space is needed to support the increasing demand for the Company's products being generated by the aircraft and aerospace industry, especially in components for the next generation of propulsion engines for General Electric and other companies.

In 2016, Metallized Carbon accepted an Incentive Proposal from ESD for $650,000 to acquire 7.5 acres of land and build a 15,000-square-foot facility to house their metal melting and material handling equipment. The Company also received a tax credit from the Excelsior Jobs Program for $310,000.

Competition: Virgina and Ohio

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

B. The Project

Completion: October 2018

Activity: Property acquisition of 7.5 acres in Glen Wild Industrial Park and construction of a 15,000-square-foot building. The Company will purchase and install high temperature baking equipment and induction furnace equipment to reduce emissions and improve production efficiencies.

Results: Retain 112 existing jobs and create 15 new jobs.

Grantee Contact: Mike Moles, Chief Financial Officer
19 South Water Street

Ossining, NY 10562
Phone: (914) 941-3738

ESD Project No.: AA294

Project Team:		
	Origination	Monique LeGendre
	Project Management	Charise Liggins
	Contractor & Supplier Diversity	Denise Ross
	Finance	Jonevan Hornsby
	Design & Construction	Joseph Macaluso
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the $650,000 capital grant ($6,500) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. The Company will demonstrate no materially adverse changes in its financial condition prior to disbursement.

3. The Company will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed. Equity is defined as cash injected into the project by the Company or by investors, and should be auditable through Company financial statements or Company accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.

4. Prior to disbursement, the Company 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 $650,000 will be disbursed to the Grantee in four installments as follows:
a) an Initial Disbursement of an amount equal to 25% of the grant ($162,500) upon documentation of real estate, construction, renovation, infrastructure, site work and machinery and equipment project costs project costs totaling $1,584,769 and

documentation of at least 112 Full-time Permanent Employees at the Project Location, assuming that all project approvals have been completed and funds are available;
b) a Second Disbursement of an amount equal to 25% of the grant ($162,500) will be disbursed upon documentation of real estate, construction, renovation, infrastructure, site work and machinery and equipment project costs totaling $3,169,539 and documentation of the employment of at least 117 Full-time Permanent Employees at the Project Location (Employment Increment of 5), provided Grantee is otherwise in compliance with program requirements;
c) a Third Disbursement of an amount equal to 25% of the grant ($162,500) will be disbursed upon documentation of real estate, construction, renovation, infrastructure, site work and machinery and equipment project costs totaling $4,754,308 and documentation of the employment of at least 122 Full-time Permanent Employees at the Project Location (Employment Increment of 5), provided Grantee is otherwise in compliance with program requirements;
d) a Fourth Disbursement of an amount equal to 25% of the grant ($162,500) will be disbursed upon documentation of real estate, construction, renovation, infrastructure, site work and machinery and equipment project costs totaling $6,339,077 and documentation of the employment of at least 127 Full-time Permanent Employees at the Project Location (Employment Increment of 5), provided Grantee is otherwise in compliance with program requirements.

Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses reimbursed by ESD's grant must be incurred on or after April 21, 2016, to be considered eligible project costs. All disbursements must be requested by April 1, 2020.

6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $650,000, 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. 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	112
A	**B**
Date	Employment Goals
February 1, 2017	112+X+Y+Z
February 1, 2018	112+X+Y+Z
February 1, 2019	112+X+Y+Z
February 1, 2020	112+X+Y+Z

X = Grantee's Employment Increment that will be the basis of the Second Disbursement of the Grant as described in section C.5 above (i.e. X=5, and Employment Goals shall equal [112 + X = 117] if the Second Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Second Disbursement has not yet been made then X=0.
Y = Grantee's Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. Y=5, and Employment Goals shall equal [112 + X + Y = 122] if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then Y=0.
Z = Grantee's Employment Increment that will be the basis of the Fourth Disbursement of the Grant as described in section C.5 above (i.e. Z=5, and Employment Goals shall equal [112 + X + Y + Z= 127] if the Fourth Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Fourth Disbursement has not yet been made then Y=0.

IV. Statutory Basis

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.

As a result of this project, the Company will maintain its employment level of 112 and

create 15 new jobs.

2. The proposed project would be unlikely to take place in New York State without the requested assistance.
The Company considered relocating its operations to Ohio or Virgina. ESD's assistance helped to reduce costs and make the project feasible in New York.

3. The project is reasonably likely to accomplish its stated objectives and the likely benefits of the project exceed costs.

Business Investment
Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits 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 $4,747,763;
- Fiscal cost to NYS government is estimated at $650,000;
- Project cost to NYS government per direct job is $6,398;
- Project cost to NYS government per job (direct plus indirect) is estimated at $3,566;
- Ratio of project fiscal benefits to costs to NYS government is 7.30:1;
- Fiscal benefits to all governments (state and local) are estimated at $8,715,865;
- Fiscal cost to all governments is $650,000;
- All government cost per direct job is $6,398;
- All government cost per total job is $3,566;
- The fiscal benefit to cost ratio for all governments is 13.41:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $57,438,406, or $315,123 per job (direct and indirect);
- The economic benefit to cost ratio is 88.37:1;
- Project construction cost is $3,815,777, which is expected to generate 26 direct job years and 13 indirect job year of employment;
- For every permanent direct job generated by this project, an additional 0.81 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.

4. The requirements of Section 10(g) of the Act are satisfied.
No residential relocation is required because there are no families or individuals residing on the site.

V. Design and Construction

ESD staff will review the project budget, plans, and specifications, along with the other documents that ESD may require for scheduled payment projects. Submission of Payment Requisitions to ESD will be made according to disbursement terms outlined in the Grant Disbursement Agreement.

VI. Environmental Review

The Town of Fallsburg Planning Board, as lead agency, has completed an environmental review of the Glen Wild Industrial Park where the proposed project will be located, 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 Glen Wild Industrial Park 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 April 14, 2005. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

VII. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Company 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 40%. The overall goal shall include a Minority Business Enterprise ("MBE") Participation Goal of 20% and a Women Business Enterprise ("WBE") Participation Goal of 20% related to the total value of ESD's funding.

VIII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

IX. Additional Submissions to Directors

Resolutions
New York State Map
Benefit-Cost Analysis
Project Finance Memorandum
Project Photographs

Fallsburg (Mid-Hudson Region – Sullivan County) – Metallized Carbon 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

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Metallized Carbon 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 Metallized Carbon Corporation a grant for a total amount not to exceed Six Hundred and Fifty Thousand Dollars ($650,000) 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.

* * *

September 22, 2016

Fallsburg (Mid-Hudson Region – Sullivan County) – Metallized Carbon Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) – Determination of No Significant Effect on the Environment

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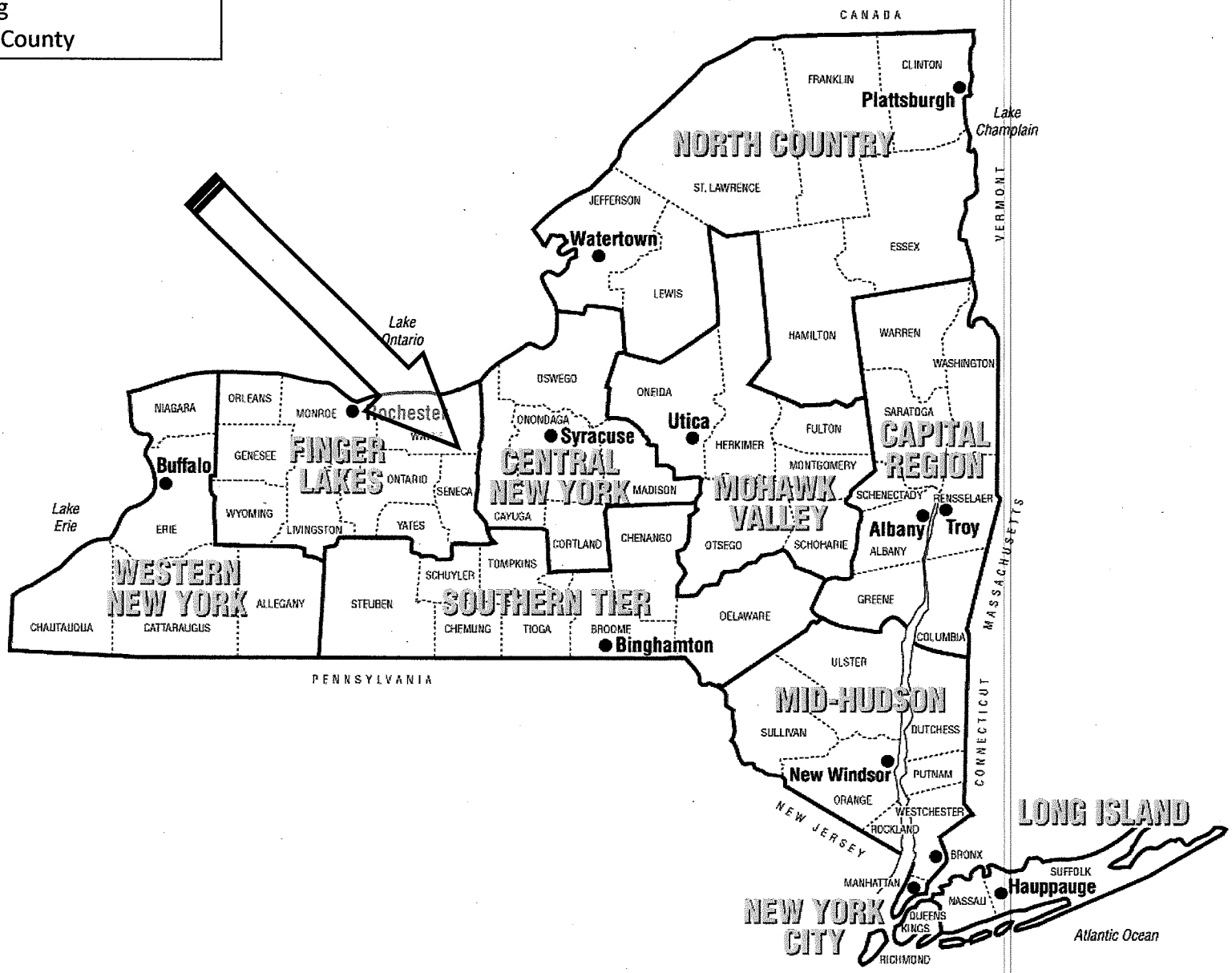
RESOLVED, that based on the material submitted to the Directors with respect to the Metallized Carbon Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Metalized Carbon Capital
Fallsburg
Sullivan County



Project Summary
Benefit-Cost Evaluation[1]

Metallized Carbon Corporation – Business Investment

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits reported in the table below typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the table typically reflects only construction-related activity. Benchmarks for each type of project are noted in the footnotes.

Initial Jobs: 112 | **Construction Job Years (Direct):** 26
New Jobs: 15 over four years | **Construction Job Years (Indirect):** 13

Evaluation Statistics	Project Results NYS Gov't.	NYS Gov't. Benchmarks[2]	Project Results State & Local Government	State & Local Government Benchmarks
Fiscal Costs[3]	$650,000	$794,250	$650,000	$1,020,500
Fiscal Benefits[4]	$4,747,763	$2,085,600	$8,715,865	$4,271,980
Fiscal Cost /Direct Job	$6,398	$3,000	$6,398	$4,110
Fiscal Cost/Total Jobs	$3,566	$1,424	$3,566	$1,964
Fiscal B/C Ratio	7.30	7.00	13.41	10.60
	Project Results	**Benchmarks**		
Economic Benefits[5]	$57,438,406	$119,468,000		
Econ. Benefits/Total Jobs	$315,123	$147,600		
Economic B/C Ratio	88.37	75.00		

[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. Business Investment project benchmarks are 7.00 (Fiscal) and 75.00 (Economic). Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 30.00 (Economic).

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

[5] Economic benefits are estimated project benefits measuring fiscal flows to government plus net resident disposable income from project direct and indirect employment net of transfers, without adjusting for individual income earners' opportunity cost of employment.

NEW YORK STATE OF OPPORTUNITY. | Empire State Development

FOR CONSIDERATION
September 22, 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
	Senate (Local Assistance)			
A	New York City Department of Transportation Capital	AB020	City of New York	$500,000
	Executive (Division of Homeland Security and Emergency Services Disaster Assistance Program)			
B	Sauquoit Creek Channel and Floodplain Restoration – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital	AB115	Town of Whitestown	311,500
	Executive(Special Appropriation - Hurricane Irene-Tropical Storm Lee Flood Recovery Grant Program)			
C	Fulmer Creek Floodplain Restoration and Floodplain Bench Construction – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital	AB117	Town of German Flatts	392,480
	TOTAL NON-DISCRETIONARY – 3 PROJECTS		**TOTAL**	**$1,203,980**

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 Empire State Development ("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

September 22, 2016

Local Assistance – 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

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Local Assistance 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 Local Assistance, 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, 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 – Senate – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
A	New York City Department of Transportation Capital	AB020	City of New York	$500,000
			TOTAL	**$500,000**

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 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.

* * *

September 22, 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

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

Division of Homeland Security and Emergency Services Disaster Assistance Program – Executive – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
B	Sauquoit Creek Channel and Floodplain Restoration – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital	AB115	Town of Whitestown	$311,500
			TOTAL	**$311,500**

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.

* * *

September 22, 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

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

Hurricane Irene-Tropical Storm Lee Flood Recovery Grant Program – Executive – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
A	Fulmer Creek Floodplain Restoration and Floodplain Bench Construction – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital	AB117	Town of German Flatts	$392,480
			TOTAL	**$392,480**

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.

* * *

A. New York City Department of Transportation Capital (AB020)

September 22, 2016

General Project Plan

Grantee: City of New York ("NYC" or the "Organization")

ESD Investment: A grant of up to $500,000 to be used to install roadway lighting

Project Location: McDonald Avenue, Brooklyn, Kings County

Proposed Project: Funds will be used to install lighting on McDonald Avenue from Ditmas Avenue to Bay Parkway, under the F-train line.

Project Type: Infrastructure

Regional Council: The New York City Regional Economic Development Council has been made aware of this item.

Background:

Organizational History – The project is being carried out by the New York City Department of Transportation ("DOT"), whose mission is to provide for the safe, efficient, and environmentally responsible movement of people and goods in the City of New York and to maintain and enhance the transportation infrastructure crucial to the economic vitality and quality of life of its primary customers, City residents. DOT's over 5,000 employees oversee one of the most complex urban transportation networks in the world. DOT's staff manage an annual operating budget of $900 million and a five-year $9.1 billion capital program, along with 6,000 miles of streets and highways, 12,000 miles of sidewalk, and 789 bridges and tunnels, including the iconic East River bridges. DOT's staff also installs and maintains over one million street signs, 12,700 signalized intersections, over 315,000 street lights, and 69 million linear feet of markings. In promoting the use of sustainable modes of transportation, DOT designs bicycle facilities, bus lanes, and public plazas. DOT operates the Staten Island Ferry, which serves over 22 million people annually and oversees ferry operations on City-owned piers.

Ownership – The Grantee is a municipality

ESD Involvement - A $500,000 appropriation was included in the 2016-2017 New York State budget.

Past ESD Support – Although ESD has assisted NYC with numerous projects, this is ESD's first direct assistance to DOT.

New York City Department of Transportation Capital (AB020)
September 22, 2016

The Project:

Completion – April 2017

Activity – The project consists of the removal of existing 20-foot standard steel street light poles under the McDonald Avenue elevated train structure in Brooklyn, from Ditmas Avenue to Bay Parkway, and the installation of davit poles with LED cobra head fixtures. The lower height of the davit pole will allow for better dispersion of light on to the street but will be high enough to allow for the passage of all vehicular traffic under it. Under deck luminaries will be installed at locations under subway stops.

Results – The installation of new lights under McDonald Avenue from Ditmas Avenue to Bay Parkway will increase the amount of light dispersed at street level, while still allowing for the passage of all vehicular traffic under it.

Financing Uses	Amount	Financing Sources	Amount	Percent
Installation of Lighting	$500,000	ESD Grant	$500,000	100%
Total Project Costs	$500,000	Total Project Financing	$500,000	100%

Grantee Contact - Rebecca Zack, Senior Director of Government Affairs
55 Water Street
New York, NY 10041
Phone: (212) 839-6445

Project Team -

Project Management	Scott Lamkin
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 documentation of project costs totaling $500,000, and upon completion of the project substantially as described in these materials, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. 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.

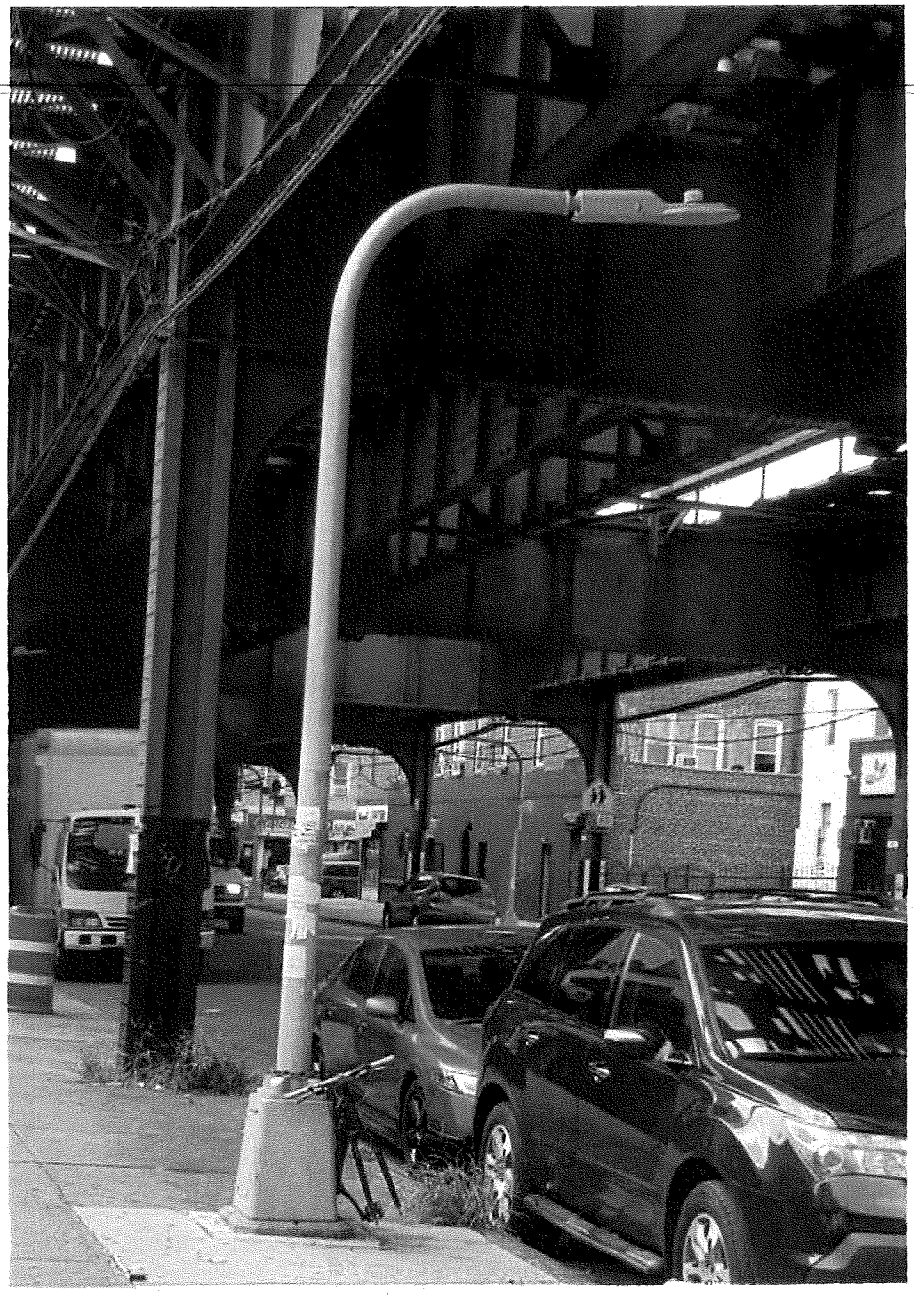
4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $500,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. DOT 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 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.

Statutory Basis – Local Assistance:
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.

Attachment: Project Photo



Davit Pole
New York City Department of Transportation Capital (AB020)

B. Sauquoit Creek Channel and Floodplain Restoration – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital (AB115)
September 22, 2016

General Project Plan

Grantee: Town of Whitestown (the "Town")

ESD Investment: A grant of up to $311,500 to be used for a portion of the cost to provide flood protection to the downstream businesses and residential areas in multiple municipalities.

Project Location: Sauquoit Creek near Commercial Drive, Whitestown, Oneida County

Proposed Project: Project management and coordination, field survey and basemapping, field investigations, hydrologic & hydraulic analysis – existing conditions, conceptual design, preliminary design, regulatory permitting assistance and final design in the creeks, streams and brooks impacted by Hurricane Irene and/or Tropical Storm Lee.

Project Type: Flood mitigation work to reduce future floods at the Project Location.

Regional Council: The Mohawk Valley Regional Economic Development Council has been made aware of this item.

Background:

History - The Town of Whitestown was incorporated in 1788, before the creation of Oneida County. The Town was founded by Hugh White after he scouted the land in 1784 by traveling the Mohawk River. On June 5, 1784, White and his family came upon the mouth of the Sauquoit Creek and settled in the forests that would become Whitestown. White was also instrumental in the creation of Oneida County in the 1790s. The Town's population is 18,667 based on the 2010 census.

Size – The proposed project is a known site where erosion is damaging properties in Oneida County.

ESD Involvement – A $311,500 appropriation was included in the FY 2011-2012 New York State budget.

Past ESD Support - Over the past five years, the Town has not received ESD funding.

Sauquoit Creek Channel and Floodplain Restoration – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital (AB115)
September 22, 2016

The Project:

Completion – July 2017

Activity – The Town will undertake the following eight tasks as part of this project, commencing in summer 2016 and concluding in summer 2017:

Task 1 – Project Management and Coordination
Project manager ("PM") will consult with the Town, attend project meetings, prepare progress reports, and coordinate with the Sauquoit Creek Basin Intermunicipal Commission and the Herkimer-Oneida Counties Comprehensive Planning Program. PM will determine staffing and resource allocation, project accounting, cost control, tracking and billing. Other tasks include meetings during preliminary and final design phases, coordination with NYSDEC and ESD with respect to design review, preparation of a MWBE utilization plan, and supplying supporting documentation for the Town to submit monthly and quarterly funding agency reports. PM will also do public outreach during all phases of the project, coordinating three public meetings to review progress, and give one formal presentation at a Town Board meeting at approximately the 95% completion stage.

Task 2 – Field Survey and Basemapping
Undertake land survey and preparation of base mapping, complete hydraulic and topographic survey along Sauquoit Creek in accordance with survey collection plan map, and establish survey control baseline (horizontal) and benchmarks (vertical) along project limits. Also surveyed will be additional cross sections at the sewer and water main crossings, topographic transects, as well as the hydraulic bounding sections of the bridges at Commercial Drive, Oriskany Boulevard. and Main Street. Supplemental cross sections will also be taken perpendicular to the creek and extend approximately 50-feet beyond the top of stream bank. Cross sections will be used in support of the HEC-RAS model update performed in Task 4.

Digital Mapping will consist of complete planimetric digital mapping at a scale of 1-inch = 40 feet with one-foot contour intervals. Mapping will be provided in Autocad format. For property and easement mapping, an allowance of $15,000 is included to cover a portion of the costs of the preparation of property mapping and legal descriptions of potential land acquisitions by the Town in support of project implementation.

Task 3 - Field Investigations
Conduct visual inspection of the project area, including key cross sections, channel, head cuts and streambank failures, and a general reconnaissance field review of the waterway, the adjacent upland, and the nearby road. As substrate composition allows, engineers will conduct three Wolman pebble counts and collect two grab samples for

grain size analysis to characterize the bedload in the channel, and collect and test soil samples at four locations. Engineers will conduct a field walk to identify and make rudimentary evaluations of the Sauquoit Draft Trail alignment that would meet the project objectives, and document underground utilities within the project limits, update base mapping accordingly, and delineate federally regulated wetlands along the corridor in areas of anticipated work.

Task 4 – Hydrologic & Hydraulic Analysis
Review existing regional stream flow and flood recurrence data for comparison and incorporation into the Project analysis and design. Sources of information will include regional data available from NYSDEC, USGS, and recent hydrologic assessments by others, compile watershed hydrology and select the design storm future flows for the channel forming, 5-, 10-, 20-, 50 and 100-year return periods as projected by USGS for the year 2080 in accordance with the recommendations contained in the New York State proposed Flood Risk Management Standards, update existing conditions hydraulic model that was prepared in 2014 as part of the Basin Assessment by NYSDOT with new field survey data (collected in Task 2), prepare a memorandum summarizing model results.

Task 5 – Conceptual Design
Review alternatives and conceptual designs, advance preliminary concept sketches to develop conceptual design plans for the project reach, prepare rudimentary CAD sketches of plan, profile and typical section view showing: proposed edges of improved trail and elevated boardwalk; and approximate property boundary theoretical grade lines; grades; and touchdown points, trail width and material; and side slopes, important existing features, including culvert crossings, significant environmental and geometric design constraints, labeled as such, traffic flow and safety considerations at points of ingress/egress, accessibility for pedestrians, bicyclists and the disabled. These drawings will include only the minimum information needed to further design development to be studied in detail in the future, meet with stakeholders to discuss the feasibility and concept using the sketches as discussion aids to describe the relative order-of-magnitude costs, advantages, disadvantages, and problem areas of the alignment, prepare a preliminary opinion of probable construction cost, prepare a brief technical memorandum that presents the engineering analysis and concept design basis, the memorandum will identify data or information gaps that may exist, the technical memorandum will be submitted to the Town of Whitestown, SCBIC, HOCCPP, and NYSDEC for review and comment.

TASK 6 – Preliminary Design
Refinement of the hydraulic model and the incorporation of recreation items into the project design and preliminary design, advance the conceptual design to include plan, profile, and typical cross sections and will reflect comments on the conceptual design.

The preliminary design plans will include: title sheet, beginning and end of project and project limit lines, existing conditions, including titles of adjacent roadways and watercourses; location of utilities, drainage facilities, and associated appurtenances; designated wetlands; and property lines (to be established in easement mapping), plan view and longitudinal profile of existing channel and crossings in the project area proposed improvements, including plan view and longitudinal profile of the proposed channel in the project area, as well as construction control points, demolitions and site restoration, roadway reconstruction plans/profiles in areas affected by the floodplain bench, drainage and utility relocations, proposed grading, typical cross sections, proposed planting/restoration plans, proposed water control during construction, standard design details, special design details, proposed soil erosion and sedimentation controls, sequence of construction, advance the previously developed HEC-RAS model to evaluate proposed conditions reflected in the preliminary design. Flood surface elevations, critical shear stress conditions, and structure performance will be evaluated, along with water surface elevations, depths, and velocities through the project reach under a range of flow conditions, develop a plan design of a walking and bike trail, interpretive signage, necessary drainage structures, and necessary Dunham Manor park facilities (this may include reconfiguration of existing soccer fields that encroach upon the project limits, and modification and/or relocation of the existing park observation/fishing deck), the location of the trail will be in the areas redeveloped for floodplain benches. Prepare a preliminary opinion of probable construction cost, prepare a preliminary design report to present the analysis and design basis as well as property impacts and anticipated flood benefit.

Task 7 – Regulatory Permitting

Prepare application forms and supporting materials for the Stormwater SPDES permit, USACE 401/404 permits, and SEQR review, Develop a Stormwater Pollution Prevention Plan (SWPPP) in accordance with the NYSDEC State Pollutant Discharge Elimination System (SPDES) General Permit for Stormwater Discharges from Construction Activity (Permit No. GP-0-15-002), the submittal will include the SWPPP narrative, completion of the Notice of Intent, and certification of the plan by a professional engineer. The SWPPP will include the following elements: Background information about the scope of the project, site map, description of the soils, including the hydrologic soil group, construction phasing plan and sequence, description of the minimum erosion and sediment control practices, temporary and permanent stabilization plan, detailed Project plans and drawings, dimensions, installation details, and operation and maintenance requirements for sediment and erosion control practices, maintenance inspection schedule, description of pollution prevention measures for controlling litter, construction chemicals, and construction debris. Complete a joint application to NYCDEC for an Article 15 Protection of Waters permit, 401 Water Quality Certification, and a United States Army Corps of Engineers Section 404 permit. The application package will include the following elements: completed joint application for permit document,

project narrative, including project purpose and need, design and construction rationale, areas of disturbance, fill volumes, site restoration, site location map, wetland delineation report, site access permission form, plan sheets and drawings, photo log, field delineation to identify and quantify: existing wetland and stream acreage/footage within the Project area and acreage and type of wetlands and streams to be impacted by Project implementation, Prepare local floodplain development permit application and supporting materials for review and approval by the Town of Whitestown, respond to comments and inquiries from the regulatory agencies throughout the permit review process.

TASK 8 – Final Design
Preparation of contract documents, and advanced design plans. The final design plans will include: title sheet, beginning and end of project and project limit lines, existing conditions including titles of adjacent roadways and watercourses, location of utilities, drainage facilities, and associated appurtenances; designated wetlands; and property lines, plan view and longitudinal profile of existing channel and crossings in the project area, reposed improvements, including plan view and longitudinal profile of the proposed channel in the Project area, as well as construction control points. Demolitions and site restoration, roadway reconstruction plans/profiles in areas affected by the floodplain bench, drainage and utility relocations, proposed grading, cross sections at 50-foot intervals, proposed planting/restoration plans, proposed recreational elements, proposed water control during construction, standard design details, special design details, proposed soil erosion and sedimentation controls, and sequence of construction, develop construction documents to include technical specifications and supporting information for the front-end specifications (bid forms, conditions of the contract, and forms of agreement) and final design plans and contract documents including final project design drawings, construction cost opinion, and contract documents signed and sealed by an engineer who is licensed in the State of New York.

Results - The project will 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
Engineering Sub-Contractor	$311,500	ESD Grant	$311,500	100%
Total Project Costs	$311,500	Total Project Financing	$311,500	100%

Sauquoit Creek Channel and Floodplain Restoration – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital (AB115)
September 22, 2016

Grantee Contact - Shaun Kaleta, Town Supervisor
8539 Clark Mills Road
Whitesboro, NY 13492
Phone: (315) 736-4255

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.

3. Up to $311,500 will be disbursed to the Grantee as follows:

   Project Management & Coordination: Up to $35,348 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 $35,348.

   Field Survey & Base Mapping: Up to $76,610 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 $76,610.

   Field Investigations: Up to $21,162 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 $21,162.

   Hydrologic & Hydraulic Analysis: Up to $27,018 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 $27,018.

   Conceptual Design: Up to $21,724 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 $21,724.

   Preliminary Design: Up to $63,492 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 $63,492.

Regulatory Permitting: Up to $33,914 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 $33,914.

Final Design: Up to $32,138 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 $32,138.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $392,480 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 The Division of Homeland Security and Emergency Services Disaster Assistance 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. No residential relocation is required as there are no families or individuals being displaced by the project.

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.

C. Fulmer Creek Floodplain Restoration and Floodplain Bench Construction – Phase II
Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital (AB117)
September 22, 2016

General Project Plan

Grantee: Town of German Flatts (the "Town")

ESD Investment: A grant of up to $392,480 to be used for a portion of the cost to restore the floodplain of Fulmer Creek by rightsizing the stream channel and constructing a floodplain bench

Project Location: German Flatts, Herkimer County

Proposed Project: Construction and stabilization 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 work to reduce future floods at the Project Location.

Regional Council: The Mohawk Valley Regional Economic Development Council has been made aware of this item.

Background:

History - Herkimer County (the "County") was created in 1791 from a part of Montgomery County. Part of the County was included in the Macomb's Purchase of 1791, during the wide-scale sale of public lands. During the American Civil War, the County contributed five companies to the 34th New York Volunteer Infantry Regiment.

Size – The proposed project is a known site where erosion is damaging properties in Herkimer County.

ESD Involvement – A $392,480 appropriation was included in the FY 2011-2012 New York State budget.

Past ESD Support - Over the past five years, the Town has not received direct ESD funding. On July 21, 2016, the Directors approved grants of $653,275 and $33,231 to Milone and MacBroom, Inc. for similar infrastructure projects in the Town of German Flatts.

The Project:

Completion – August 2017

Activity – The Town of German Flatts will undertake the following four projects,

commencing in summer 2016 and concluding in summer of 2017:

Task 1 – Engineering Design
The engineering design for the stream and floodplain restoration along Fulmer Creek has been funded through a separate grant agreement between the Town and the NYS Department of State under the Local Waterfront Revitalization Program. The project limits incorporate approximately 6,300 feet of Fulmer Creek from STA 25+00 to STA 88+00. Included within this effort is the engineering design for the creation of a floodplain bench between STA 72+00 and 82+00 (located on the west or left bank of Fulmer Creek near the Emrich property). The design project will provide for advanced/final design; construction drawings, and state and local permits necessary for construction.

Task 2 – Project Specifications and Bid Documents
Based upon the engineering design documents and plans developed for the larger stream and floodplain restoration project, the Town will develop a spec book and bid documents specific to the construction of a floodplain bench between STA 72+00 and STA 82+00. These documents will include items such as site plans showing the project construction limits; constructed floodplain details (elevations, typical sections, utility relocations, proposed grading, sediment and erosion control measures, etc.); work zone traffic control details ; other technical specifications and front-end specifications such as bid forms, conditions of the construction contract, and forms of agreement.

Task 3 – Advertisement and Bidding
The Town will advertise the construction of the project in accordance with state and local procurement policies. Upon receipt of the bids, the Town will review and evaluate the proposed bids in accordance with available grant funding and factors as specified in the duly adopted procurement policy. The Town reserves the right to waive any informalities or irregularities in the bids received and to reject any or all bids.

Task 4 - Construction Administration & Inspection
The Town will provide for construction contract development, administration and project inspection through existing staff and existing service agreements. Additional inspection may be provided through a supplemental agreement as necessary. The Town will perform the following administrative duties: conduct a preconstruction meeting, review reporting and compliance submittals, provide contract interpretation, respond to questions, give general instruction to the successful contractor, prepare progress payments for the work completed, and complete final inspection of the completed project.

Fulmer Creek Floodplain Restoration and Floodplain Bench Construction – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital (AB117)
September 22, 2016

Task 5 - Property Rights
The Town will secure any property releases and easements/rights-of-way necessary to complete the work.

Task 6 – Construction and Stabilization
Based upon the engineering design documents and budget, the construction and stabilization activities include construction mobilization; sediment and erosion control practices; site access and staging areas; excavation and earthwork; bank protection; geotextile matting; and seeding and site restoration.

Results - The project will 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
Engeneering Design	$20,088	ESD Grant	$392,480	89%
Project Specifications and Bid Documents	5,832	Grantee Equity	16,000	4%
Advertisement and Bidding	5,000	Other Sources	34,700	8%
Construction Administration and Inspection	15,000			
Property Rights	7,500			
Construction and Stabalization	389,760			
Total Project Costs	$443,180	Total Project Financing	$443,180	100%

Grantee Contact - Frank Spatto, Town Supervisor
66 East Main Street
Mohawk, NY 13407
Phone: (315) 866-4960

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.

3. Up to $392,480 will be disbursed to the Grantee as follows:

   Engineering Design: Up to $20,088 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 $20,088.

   Project Specifications and Bid Documents: Up to $5,832 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 $5,832.

   Advertisement and Bidding: Up to $5,000 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 $5,000.

   Construction Administration & Inspection: Up to $15,000 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 $15,000.

   Property Rights: Up to $7,500 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 $7,500.

   Construction and Stabilization: Up to $339,060 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 $389,760.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $392,480 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.

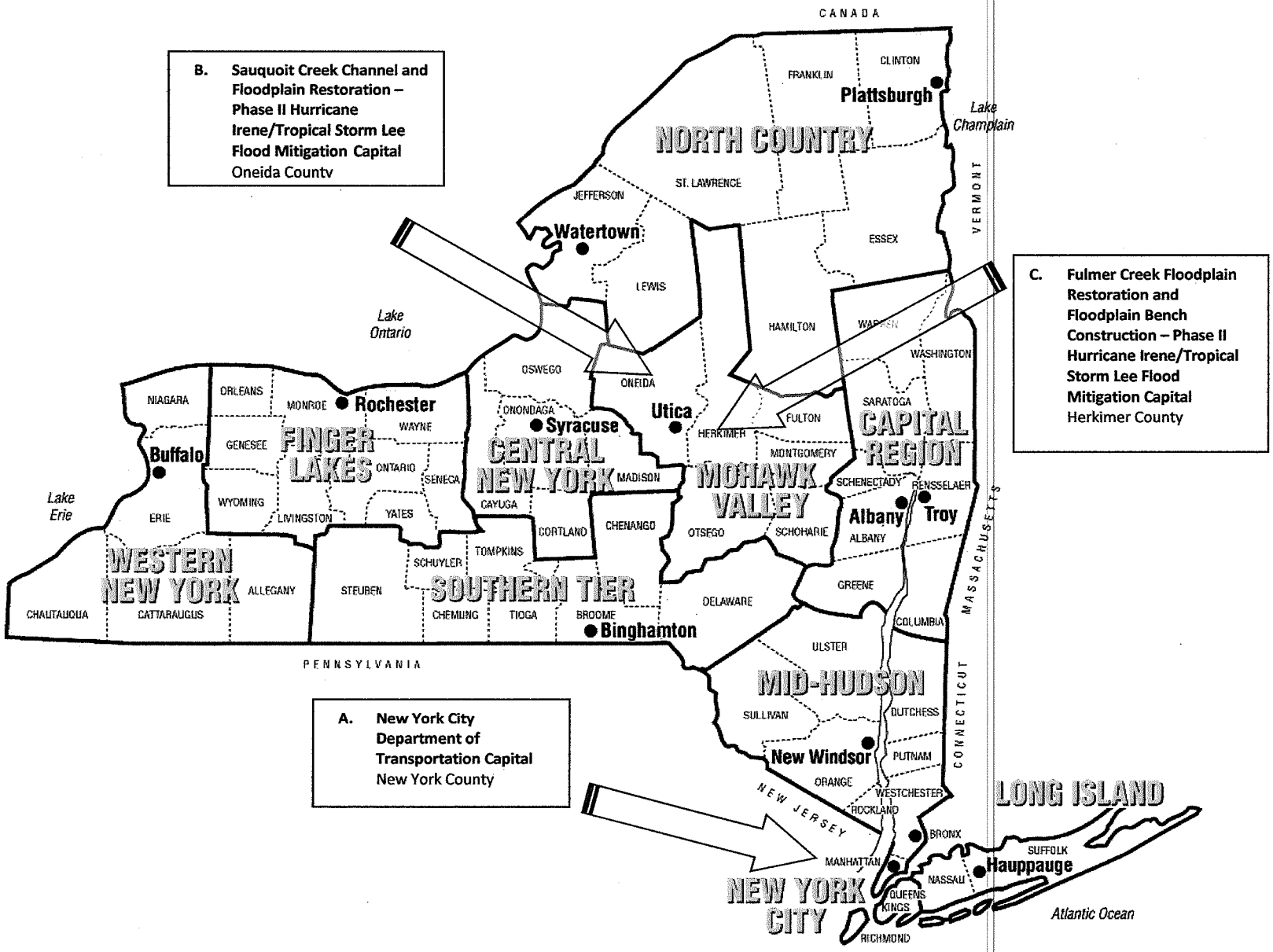
Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Grantee shall be required to include minorities and women in any job opportunities created, to solicit and utilize MWBEs for any contractual opportunities 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.

Fulmer Creek Floodplain Restoration and Floodplain Bench Construction – Phase II Hurricane Irene/Tropical Storm Lee Flood Mitigation Capital (AB117)
September 22, 2016

Statutory Basis – Local Assistance:
The funding was authorized via The Hurricane Irene-Tropical Storm Lee Flood Recovery Grant Program was authorized in the 2011-2012 New York State budget and reappropriated in the 2012-2013, 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 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.

Non-Discretionary Project Map



NEW YORK STATE OF OPPORTUNITY. | Empire State Development

FOR CONSIDERATION
September 22, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: New York City (New York County) – The Women's Building Civic and Land Use Improvement Project

REQUEST FOR: Affirmation of the Women's Building Civic and Land Use Improvement Project Findings of June 23, 2016 Pursuant to Section 10 of the New York State Urban Development Corporation, as Amended (the "UDC Act"); Affirmation of the General Project Plan, as Modified ("the MGPP"); and Authorization to Take All Related Actions

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I. Project Summary

Developer/Lessee: NoVo Foundation

Developer Contact: Kelly Merryman
NoVo Foundation
535 Fifth Avenue, New York, NY 10017
212.808.5400
kmerryman@novofoundation.com

Development Partner: Goren Group, LLC

Developer Contact: M. Tatiana Eck
Goren Group, LLC (WBE)
31 West 11th Street, Suite 1A, New York, NY 10011
917.589.2646
Tatiana@thegorengroup.com

ESD Investment: No ESD financing or grants. Developer is to pay all ESD third party costs associated with the Project.

Project Location: 550 West 20th St.
New York, NY 10011
a/k/a New York County Block 691, Lot 1

Proposed Project

("Project"):	The long-term lease and redevelopment of the former Bayview Women's Correctional and Work-Release Facility into the "Women's Building."
Project Type:	Civic Project and Land Use Improvement Project
Regional Council:	The Regional Council has been made aware of the Project.

Anticipated Completion Date:		2019
Employment:	Existing:	None
	Project Construction:	191 jobs
	Permanent:	317 full-time jobs
Project Team:	Real Estate:	Kevin Hansen
	Environmental:	Soo Kang
	Design & Construction:	Barbara Helm
	Legal:	Antovk Pidedjian, Eunice Jackson and Jonathan Beyer
	Supplier Diversity:	Geraldine Ford and Julene Beckford

II. Project Background

At their meeting on June 23, 2016, the ESD Directors made findings and determinations that included authorizing the adoption of a General Project Plan (the "GPP") for the Women's Building Civic and Land Use Improvement Project. Under the GPP, ESD proposed to long-term lease the former Bayview Women's Correctional and Work-Release Facility for up to 99 years to the NoVo Foundation (the "Lease"), which will redevelop the site into the Women's Building.

Under the initial GPP, the Project involved the adaptive reuse of the 8-story, West Section of the Building (the "Main Building"), and the demolition of the 6-story, East Section of the Building (the "Laundry Facility"). Under the Project, the Main Building would be rehabilitated and the Laundry Facility will be replaced with a new, approximately 16-story, 190 feet tall, approximately 65,000 gross square foot building. In total, the Project would result in approximately 130,175 gross square feet ("gsf") of space on the Project site.

The Women's Building is expected to unite more than a dozen women-focused organizations in one project, empowering generations of women to come. When constructed, the Women's Building will offer social justice leaders the resources and support they need to drive critical change, offering co-located office space and shared infrastructure along with public lectures, conferences, performances and art.

In the June 27, 2016 edition of the *New York Daily News,* ESD published a legal notice stating its intention to hold a public hearing and accept written comments on the GPP and the essential terms of the transaction. The public hearing was held on Wednesday, July 27, 2016 from 3:00 p.m. – 5:00 p.m. and from 6:00 p.m. – 8:00 p.m., at the Newman Conference Center of Baruch College, 151 E. 25th St., New York, NY 10010. The public hearing was held in accordance with all statutory requirements and any applicable ESD policy.

Written comments were accepted from the publishing of the legal notice on June 27, 2016, until 8:00 p.m. on August 26, 2016. During this time, the GPP was also available at the principal office of ESD at 633 3rd Avenue, New York, NY.

In total, 38 persons delivered comments at the public hearing. 23 persons spoke during the initial portion of the public hearing from 3:00 p.m. – 5:00 p.m., and an additional 15 persons spoke during the second portion of the public hearing from 6:00 p.m. – 8:00 p.m. In addition, 12 comments were submitted in writing. In total, representatives of more than 18 different organizations submitted comments. A copy of the transcript from the public hearing is attached hereto as Exhibit B, and a copy of the written comments is attached hereto as Exhibit C.

Of the 50 total comments received, nearly every commenter offered support for the Project's concept, with only a few requesting specific Project modifications or new features, some of which fell outside the scope of the GPP. Reasons listed by commenters for supporting the Project included project benefits such as: 1) reuse of the building to support women's rights in light of the facility's history as a women's prison; 2) the Project commitments related to preserving many of the building's unique historic features; 3) the economic potential for the Project to provide valuable work experience, site leadership opportunities, and a living wage and strong benefits to a higher than usual share of tradeswomen, some of which may include previous inmates of Bayview; 4) the provision of space and resources for non-profits working together on a common mission to advance women's rights, including the potential for the Project to feature and elevate the work of successful women; 5) the selection of NoVo Foundation and Goren Group as capable members of the Project development team; and 6) value added to the West Chelsea neighborhood in hosting a building of international significance and focus.

A number of comments related to certain of the zoning overrides incorporated into the Design Guidelines appended to the initial GPP. ESD had developed those guidelines so that they would be tailored to result in a Project that is best suited to achieve its goals and objectives. Although noting their overall support for the Project, a handful of parties – including Assembly Member Richard Gottfried, the New York City Planning Commission, Manhattan Borough President Gale Brewer and Manhattan Community Board 4 (the "Community Board") – commented on, and in some cases opposed, certain of the zoning overrides proposed under the initial GPP. The majority of such testimony related to: requesting opportunity for the Community Board to review and comment on issues such as

rooftop uses, greenhouse design, and signage and requesting a reduction in the height of the proposed replacement to the Laundry Facility (i.e., "the New Building"), with any resulting lost floor area being proportionally shifted to enlarge the bulk of the Main Building. A summary of specific issues raised and corresponding comments by ESD are presented in the following section, which also references several changes included in the MGPP as a response.

III. Issues Raised in Testimony and ESD Response

(i) **Comment:** The Project should examine the possibility of shifting bulk from the New Building to the Main Building, preferably behind the Main Building, in order to reduce the height of the proposed 190-foot New Building on West 20th Street, and should secure the opportunity within the GPP to shift such floor area if examination deems it appropriate.

ESD Response: Upon examination, ESD believes that floor area should not be shifted to enlarge the Main Building for the following reasons: the Project would likely no longer comply with certain light and air requirements under the New York City Building Code as it relates to the area behind the Main Building within the interior courtyards, diminishing access to daylight and fresh air; construction costs would be increased substantially by introducing new structural systems into the historic fabric of the Main Building; the new addition to the Main Building would alter the building's historic exteriors and impair the historic integrity of the property; and substantially reducing the size of the New Building would limit opportunities for creating open floor areas to foster collaboration among building users, undermining programmatic plans. Moreover, additional construction within or over the Main Building would be subject to additional review under the State Environmental Quality Review Act, and concerns arising with respect to an overbuild on the Main Building during the course of such additional review could delay the completion and benefits of the Project. In order to reduce the proportional bulk of the New Building as compared with the Main Building, ESD and Developer/Lessee have agreed to reduce the maximum height of the portion of the New Building located in Subarea E of the Special West Chelsea District from 190 feet to 175 feet, as noted under the MGPP Table I-1; no override of the maximum height is proposed for the portion of the New Building in Subarea D of the Special West Chelsea District, for which a maximum height of 190 feet is proposed, which falls under the 250 feet height allowable in Subarea D under zoning.

(ii) **Comment:** The Project should only be allowed to achieve a floor area ratio ("FAR") of 7.5 only if it is ensured that at least 75% of the Project floor area will be dedicated to community facility and non-for-profit uses.

ESD Response: As noted in MGPP Section VI(F), the aggregate square footage of the Project will be allocated approximately 80% or more to not-for-profit and community facility uses, and 20% to for-profit uses. Any increase in the for-profit uses to more than 25% of the aggregate square footage at the Site will require ESD's written consent. This restriction will also be included in the Lease.

(iii) **Comment:** Concern was expressed regarding uses accessory to community facility uses and commercial uses that could be located as-of-right on the rooftop. A desire was further expressed not to provide a blanket approval for all such uses without knowing what these uses would include. Additionally, the requested waivers of ZR 75-01 and ZR 33-42, which would allow Developer/Lessee to construct a rooftop greenhouse as-of-right, avoiding the City Planning Chair Certification for a rooftop greenhouse, should be denied. Acknowledging general support for the concept of a rooftop greenhouse, the Community Board should have the opportunity to review and comment on a specific rooftop greenhouse proposal as provided in ZR 75-01.

ESD Response: With respect to any rooftop greenhouse, Section 1.3b of the MGPP Design Guidelines lists detailed "Special Requirements for Rooftop Greenhouses" that would govern a rooftop greenhouse if included. Such requirements, rather than the provisions of the Zoning Resolution, will control the design of any greenhouse to be constructed on the roof of the Project, and those requirements will be administered by ESD. Given the binding requirements in the Lease, the filing of a Notice of Restrictions against ESD-owned property is not necessary or appropriate, and compliance with Section 75-01 and 33-42 of the Zoning Resolution is not feasible or practicable. A zoning override that facilitates construction of rooftop amenities without compliance with the cited requirements of the Zoning Resolution is an appropriate exercise of ESD's discretion under the UDC Act. Pursuant to Section 16(3) of the UDC Act, ESD may use its statutory authority to override local zoning laws, ordinances and regulations to overcome impediments and execute the MGPP in a timely manner. Accordingly, City Planning Chair Certification will not be required for a rooftop greenhouse; nevertheless, as provided in the Zoning Resolution, such a greenhouse shall be excluded from "floor area" and shall be a "permitted obstruction" to the required height and setbacks of the building. The Developer/Lessee will be permitted to use the rooftop as an accessory to the other uses in the building for the benefit of the Lessee, tenants, employees and guests of the Project.

(iv) **Comment:** The Developer/Lessee should agree in advance to stipulations about the use of the rooftop, including: a) Lighting that points down and is shaded; b) No amplified music; c) No third party promoters; d) No full liquor license; e) Liquor license limited to only beer and wine; f) No liquor license for catering; and g) Specific hours for ending night use.

ESD Response: All rooftop lighting will be shielded and pointed downwards, except for decorative lighting, and lighting will not shine into neighbors' windows, as reflected in the MGPP Design Guidelines Section 1.3(a). Other issues noted in the Comment will remain governed by the appropriate municipal code and State Liquor Authority regulations and fall outside of the scope of the MGPP.

(v) **Comment:** The proposed rooftop mechanical equipment maximum height of 30 feet in the GPP Design Guidelines is more restrictive than the 40 feet allowed for a building over 120 feet in the Zoning Resolution ((ZR 33-42(f)(3)(ii)). Because the proposal is more restrictive than the existing zoning regulation, this modified permitted height limit for rooftop obstructions should be in a contract between Developer/Lessee and ESD, not identified as a zoning override.

ESD Response: As noted in the Comment, restrictions on height are contained in the MGPP Design Guidelines, which are binding upon the Developer/Lessee. Pursuant to Section 16(3) of the UDC Act, ESD may use its statutory authority to override local zoning laws, ordinances and regulations to overcome impediments and execute the MGPP in a timely manner.

(vi) **Comment:** The proposed use regulations override (ZR 32-00) should be put in a contract between Developer/Lessee and ESD instead of being identified as a zoning override. The GPP Design Guidelines specify that residential uses, not-for-profit with sleeping accommodations and hotels will not be permitted uses for the project.

ESD Response: As noted in the Comment, restrictions on use are contained in the MGPP Design Guidelines, which are binding upon the Developer/Lessee. Restrictions on use will also be included in the Lease. Pursuant to Section 16(3) of the UDC Act, ESD shall use its statutory authority to override local zoning laws, ordinances and regulations to overcome impediments and execute the MGPP in a timely manner.

(vii) **Comment:** The amount of signage requested, if implemented to the maximum coverage, would not adequately respect the historic Main Building and would be inconsistent with neighborhood character. Sign bands on both the 20th Street and the Eleventh Avenue sides of the Main Building would detract from the historic features of both facades.

ESD Response: Signage will be subject to review by the State Historic Preservation Office ("SHPO") to ensure appropriateness and consistency with the historic character of the Main Building. In fact, a key purpose of the signage-related overrides is to facilitate the installation of a sign on Eleventh Avenue that would be similar to the historic sign from the Seamen's House YMCA in terms of its size, location, illumination and projection over the

sidewalk. Additionally, under MGPP Design Guidelines Section 1.14, in response to the comment regarding sign bands, several modifications have been made, which generally reduce the overall amount of requested sign-related zoning overrides, including, but not limited to, a restoration of more restrictive underlying zoning regulations relating to the permitted surface area of non-illuminated signage on 20th Street and Eleventh Avenue, as well as modifications intended to affirm the ability to accommodate a sign similar to the historic Seamen's House YMCA sign.

(viii) **Comment:** The Project should provide reasonable public access to the historically significant aspects of the Main Building, with strong encouragement to arrange a means for the local residents to enjoy the large swimming pool and rooftop. The roof should be publicly accessible and could host environmental education, public art, performances and other activities.

ESD Response: ESD, Developer/Lessee and SHPO have signed a Letter of Resolution (LOR) under which it was agreed that educational exhibits and interpretive materials/displays concerning the historic Seamen's House YMCA and its context in the development of the waterfront, as well as the historic building's subsequent adaptive uses, will be displayed and made available for viewing by the general public from time to time. MGPP Section IV also notes that, as currently envisioned, the ground floor atrium and gallery will be open to the public. The Developer/Lessee is also exploring the possibility of allowing limited public access to other parts of the Project on occasion, but any such additional access will be subject to security and operational concerns.

(ix) **Comment:** Programming and services should target not only global women's issues, but also address the needs of the local community, including job opportunities in the construction and operation of the Women's Building. Developer/Lessee should go beyond simple notification and actively seek qualified job applications from the community. Locating organizations that could offer job training to the local community in the Women's Building would be supported.

ESD Response: During the public hearing, numerous speakers, including tradeswomen, indicated their support for the Project. Many noted that they were already working with Developer/Lessee to advance workforce capability and identify job opportunities for local applicants.

(x) **Comment:** The Project should feature a green roof, which would help maintain building temperature, absorb stormwater runoff, and support biodiversity.

ESD Response: As per MGPP Section IV, Developer/Lessee is committed to incorporating sustainable construction practices and building to the highest level of LEED certification as is reasonably possible, potentially including: high

efficiency building systems/glazing, energy recovery systems, low flow water fixtures, green roof/street level landscaping to mitigate heat island/rainwater discharge. Climate change resilience, including: constructing all MEP systems above Base Flood Elevation and incorporating pervious street level paving and dual backup generators for life safety/IT resilience.

(xi) **Comment:** The Project should designate space for a library and/or book store, which could raise funds for women's and girl's causes with books donated by publishers and individuals.

ESD Response: Under the MGPP, the Project is neither required to include nor prohibited from including such a library and/or book store.

(xii) **Comment:** The Project should incorporate women's history into the building's plans.

ESD Response: As noted above, ESD, Developer/Lessee and SHPO have signed a Letter of Resolution (LOR) under which it was agreed that educational exhibits and interpretive materials/displays concerning the historic Seamen's House YMCA and its context in the development of the waterfront, as well as the historic building's subsequent adaptive uses, will be displayed and made available to the general public from time to time. Under the MGPP, the Project is neither required to emphasize nor prohibited from emphasizing women's history in the building plans.

(xiii) **Comment:** The Project's program should include a focus on the needs of formerly incarcerated women as it relates to societal re-entry.

ESD Response: Under the MGPP, Developer/Lessee will be neither required to focus on nor precluded from focusing on programs aimed at the needs of formerly incarcerated women.

IV. Summary

After review and consideration of comments received at the public hearing and in writing, ESD staff believes that the GPP should be modified to: lower the maximum height of the portion of the New Building located in Subarea E of the Special West Chelsea District from 190 feet to 175 feet in order to reduce the bulk of the mid-block relative to that of the corner; modify the scope of overrides related to signage and rooftop lighting; and make a small number of other minor text and graphic updates to improve clarity. Having reviewed public comments, re-examined the Project, responded to the comments, and made appropriate changes to the MGPP, ESD staff believes that the concerns raised at the hearing and in writing have been adequately addressed.

V. 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), the Directors made a Determination of No Significant Effect on the Environment at their meeting of June 23, 2016. The modifications to the GPP herein do not change that determination. Therefore, no further environmental review is required in connection with this affirmation.

VI. Non-Discrimination and Contractor and Supplier Diversity Requirements

Under New York State Executive Law Article 15-A, ESD recognizes its obligation to promote opportunities for maximum feasible participation of certified Minority- and Women-owned Business Enterprises ("MWBEs") in the performance of ESD projects. Accordingly, ESD's Non-Discrimination and Contractor and Supplier Diversity policies will apply to the Project.

Developer/Lessee and its affiliates and/or partners shall be required 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 MWBE Participation Goal of 23% in relation to the total value of the Project. The aforementioned goal shall include a Minority-owned Business Enterprise Participation Goal of 13% and a Women-owned Business Enterprise Participation Goal of 10%, both related to the total value of the Project.

VII. Requested Action

The Directors are requested to: (a) affirm the Women's Building Civic and Land Use Improvement Project Findings of June 23, 2016 Pursuant to Section 10 of the UDC Act; (b) affirm the MGPP; and (c) authorize all related actions.

VIII. Recommendation

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

Additional Submissions to Directors

Resolutions

Exhibit A: Modified General Project Plan and Design Guidelines dated September 22, 2016

Exhibit B: Transcript of the Public Hearing, dated July 27, 2016

Exhibit C: Written Comments, July 27, 2016 – August 26, 2016

September 22, 2016

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Affirmation of the Women's Building Civic and Land Use Improvement Project Findings of June 23, 2016 (the "UDC Findings") Pursuant to Section 10 of the New York State Urban Development Corporation, as Amended (the "UDC Act"); Affirmation of the General Project Plan, as Modified; and Authorization to Take All Related Actions

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RESOLVED, that with respect to the Women's Building Civic and Land Use Improvement Project the UDC Findings pursuant to Section 10 of the UDC Act previously adopted on June 23, 2016 are hereby affirmed; and be it further

RESOLVED, that, on the basis of the materials presented at this meeting, a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby affirms the General Project Plan, as modified, for the Women's Building Civic and Land Use Improvement Project, based on and after due consideration of the testimony given at the public hearing on July 27, 2016, all comments received by the Corporation during the comment period concluding on August 26, 2016 and other findings, statements of facts and conclusions, and other determinations made previously herein by the Corporation; 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 any and all documents and to take all actions as may be considered necessary or appropriate to effectuate the foregoing resolutions; and be it further

RESOLVED, that the participation of the Corporation is expressly contingent upon: (1) the approval of the Public Authorities Control Board, as applicable, and (2) the receipt of all other necessary approvals.

* * *

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New York State Urban Development Corporation
d/b/a Empire State Development

General Project Plan

For:

The Women's Building
Civic and Land Use Improvement Project

Modified September 22, 2016

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I. Introduction

The Women's Building Civic and Land Use Improvement Project (the "Project") has been established as a project under the New York State Urban Development Corporation Act (the "UDC Act") by the New York State Urban Development Corporation, doing business as Empire State Development ("ESD").

The Project, which will be led by ESD and undertaken by the NoVo Foundation or its affiliate, includes the proposed long-term lease (the "Lease") and redevelopment of the former Bayview Women's Correctional and Work-Release Facility ("Bayview"), which is located in the West Chelsea neighborhood of Manhattan at 550 West 20th Street on the corner of 11th Avenue.

The Project involves the adaptive reuse of the 8-story, Main Building (West Section of the Building), and the demolition of the 6-story, Laundry Facility (East Section of the Building). The Main Building will be rehabilitated and the Laundry Facility will be replaced with a new approximately 16-story, approximately 65,000 gross square feet (gsf) building. In total, the Project will result in approximately 130,175 gsf of space on the Project site, composed of approximately 51,000 gsf of office space, approximately 73,175 gsf of community facility space, including potentially gallery/event space, wellness center, childcare facility, health clinic, and other community facility uses, and an approximately 6,000 gsf restaurant/café space in what will be called the "Women's Building."

ESD, in consultation with the City of New York (the "City"), will override the New York City Zoning Resolution with respect to certain use and bulk regulations, including floor area. ESD is adopting and approving this General Project Plan ("GPP") to facilitate the Project.

II. Site Description

A. Site Context

The Project Site (the "Site") is located at 550 West 20th Street (Block 691, Lot 1) on the southeast corner of 11th Avenue and West 20th Street. The Site is part of the West Chelsea neighborhood of Manhattan's Community District 4, an area which features a notable mix of cultural and entertainment destinations, the High Line and Hudson River Parks, luxury residential condominiums, premier commercial space, and some of the City's most architecturally distinctive buildings.

B. Site History

The Site comprises a portion of a manufactured gas plant site that was operated by a predecessor of Consolidated Edison, Inc. ("Con Edison") in the 19th and early 20th centuries. That use of the Site ceased by 1909 and the Site was

redeveloped with a structure between 1909 and 1930. The Bayview building was then constructed at the Site between 1930 and 1931 as the Seamen's House YMCA for the welfare of domestic and international members of the merchant marine serving on the estimated 10,000 passenger and freight ships that docked in the Port of New York annually. From 1967 through 1974, the facility was utilized as a residential treatment center operated by the Narcotic Addiction Control Commission. In 1974, operation of the building was transferred to the New York State Department of Corrections and Community Supervision ("DOCCS") and the facility was reclassified a correctional facility.

Bayview was originally constructed with two sections: the eight-story, Main Building and the six-story Laundry Facility. For the Seamen's House YMCA, the Main Building served as the public and social center of the building, while the Laundry Facility served as the central laundry facility for the YMCA and contained mechanical space for the building. When built, the two sections had very limited connections. Subsequently, as a correctional facility, additional connections were made, and wrap-around chain-link enclosures were added on the roofs, which were used for outdoor recreation and related activities.

Bayview ceased housing inmates in October 2012 when, in advance of the approaching Hurricane Sandy, the inmates of Bayview were evacuated for their safety and were relocated to other correctional facilities in the State. Bayview has been vacant and deteriorating since Hurricane Sandy, which heavily damaged the building. Bayview Correctional Facility was formally decommissioned in the fall of 2013 as part of Governor Andrew M. Cuomo's efforts to save taxpayer dollars by closing costly, underutilized facilities throughout the State. Additionally, the closure is part of the DOCCS' plans to improve the efficiency of its real estate footprint following the substantial reduction in State crime rates and drug offenses, which has caused the inmate population to shrink dramatically.

The Bayview building has been determined to be eligible for listing on the State and National Registers of Historic Places.

III. Project Description

A. Development Program

The Project involves the adaptive reuse of the eight-story Main Building and the demolition of the six-story Laundry Facility. The Main Building will be rehabilitated and the Laundry Facility will be replaced with a new, approximately 16-story, approximately 65,000 gross square feet (gsf) section. In total, the Project would result in approximately 130,175 gsf of space on the Site, comprised of approximately 51,000 gsf of office space, approximately 73,175 gsf of community facility space, including potentially gallery/event space, wellness center, childcare facility, health clinic, and other community facility uses, and an approximately 6,000 gsf restaurant/café space in what will be called the "Women's Building."

The Project, which will be implemented in conformity with an agreement with the State Historic Preservation Office ("SHPO"), will include measures to assure that the exterior of the Main Building and certain significant interior spaces, such as the Pool and Chapel, will be repaired and/or rehabilitated in a manner that is compatible with and respectful of the architectural and historical significance of the historic resource. The ornamental features of the Laundry Facility will be salvaged and reused to the extent feasible, and the structure that is built to replace that section will be designed, in consultation with SHPO, to be compatible with the Main Building. For all purposes in this GPP, the rehabilitation, demolition and reuse measures will be subject to ongoing discussion and review by ESD, SHPO and Nonprofit to best achieve the objectives of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law and also assure compliance with laws applicable to ESD's disposition of its property.

In addition, because the Site is covered by a Voluntary Cleanup Agreement between the New York State Department of Environmental Conservation ("NYSDEC") and Con Edison, due to its historic use as a manufactured gas plant site, all subsurface development work will be conducted in accordance with plans reviewed and approved by NYSDEC and implemented in coordination with Con Edison.

The Women's Building will transform the Main Building and replace the Laundry Facility with a new, approximately 16-story structure to create an integrated structure that is expected to unite a dozen or more women-focused organizations, empowering generations of women to come. When constructed, the Women's Building will offer social justice leaders the resources and support they need to drive critical change, offering co-located office space and shared infrastructure along with public lectures, conferences, performances and art. Examples of Project features include:

- Office space for women-focused activists, organizations, events and programs;
- Anticipated community spaces such as a wellness clinic and public atrium;
- A ground-floor "International Women's Art Gallery" and restaurant; and
- Commercial tenants in technology and creative-focused industries, further strengthening Chelsea's creative economy and cross-subsidizing non-profit rents.

B. Tenant and Developer

In developing the Project, ESD will enter into a long-term lease for the Site, inclusive of land and improvements, with NoVo Foundation or its affiliate ("Nonprofit"), a New York-based organization that dedicates itself to advancing several community issues including women's progress. Peter and Jennifer Buffett, son and daughter-in-law of investor and philanthropist Warren Buffett,

serve as chairs for the NoVo Foundation. The Goren Group, a women-owned development firm led by Lela Goren, is working with the NoVo Foundation to develop the Project.

C. Design Guidelines and Zoning

In order to construct the Project consistent with the Design Guidelines (Exhibit D), ESD will override certain local zoning regulations pursuant to the UDC Act. These zoning overrides will permit development that approximately conforms to a C6-3, West Chelsea Special District, Subarea D, with respect to permitted FAR (maximum, with increases) and height and setback, with modifications. The resulting development will be consistent with potential developments for sites within the surrounding area. The City has been advised and has provided input on the proposed overrides, pursuant to UDC Act Section 16(1).

D. Project Schedule

Construction of the Project is expected to begin in 2017 and conclude in 2019.

E. Estimated Project Costs and Financing Sources

Nonprofit projects a construction budget of approximately $50,000,000 for (a) Site improvements, repairs, rehabilitation, and construction and (b) additional rent associated with demolition. The budget may be updated from time to time by Nonprofit as plans progress.

Nonprofit has provided ESD with evidence that it has identified $62,500,000 for its initial leasing and construction costs, including demolition and initial construction, and it is expected that Nonprofit will invest in the Project an amount of equity equal to 100% of the construction budget.

IV. Project Goals and Benefits

After Bayview's formal decommissioning in the fall of 2013, on May 19, 2014, ESD issued a Request for Proposals ("RFP") for the Purchase or Long-Term Lease and Adaptive Re-Use of Bayview Correctional Facility. The following goals were addressed in the winning Proposal by NoVo Foundation and Goren Group:

Goal 1. Redeveloping a vacant State-owned site

By redeveloping a vacant State-owned site, the State will utilize a surplus State-owned property, avoiding the continued carrying costs associated with maintaining the Site and the risks that the Site would become an abandoned, substandard area; and enliven the area in the vicinity of the Site with a development of a mix of dynamic uses, activating the streetscape and enhancing the pedestrian experience along the Site.

Goal 2. Maximizing economic impact.

The preliminary construction budget for the Project is approximately $50 million. On an annual basis, it is estimated that the Project will create more than 300 new permanent, full-time jobs and result in $43 million in annual economic activity.

Goal 3. Providing opportunities for community facility use.
The Project will consist of facilities that are suitable for educational, cultural, recreational, community and other civic purposes. Specifically, among other features, the Project may include a rooftop garden, wellness center, atrium, gallery, and event spaces. As currently envisioned, the atrium and gallery will be open to the public. In addition, the Nonprofit is exploring the possibility of allowing limited public access to other parts of the building such as the pool, chapel and the rooftop garden.

Goal 4. Preserving and/or adaptively reusing the Site to the extent practicable.
The Project will restore the exterior and certain significant interior spaces of the Main Building, such as the Pool and Chapel, which will be repaired and/or rehabilitated in a manner that is compatible with and respectful of the architectural and historical significance of the historic resource, in accordance with the Secretary of Interior's Standards for the Treatment of Historic Properties. The ornamental features of the Laundry Facility will be salvaged and reused to the extent feasible, and the structure that is built to replace that section will be designed to be compatible with the Main Building.

Goal 5. Achieving architectural distinction and design excellence in any proposed Site enhancements.
Bayview was originally designed by Shreve, Lamb and Harmon, one of the premier architectural firms active in the 1930's, which designed many prominent buildings in the City, but is most widely associated with the Empire State Building. At present, Bayview is situated near several of the City's most distinct architectural elements, including the Frank Gehry-designed IAC Building at 555 West 18th Street and the Jean Nouvel-designed 100 Eleventh Avenue building, along with the High Line public park and many others. As part of its Proposal to rehabilitate the Main Building and construct a new section at the site of the current Laundry Facility, NoVo Foundation and Goren Group launched The Women's Building International Design Competition to identify an architect or team of architects to lead the Project. The design of the proposed new section will be carefully developed and detailed, in consultation with SHPO, to establish an appropriate relationship with the Main Building, with special attention given to the juncture between the historic Main Building and proposed new section.

Goal 6. Featuring meaningful participation of New York State-certified Minority and Woman-Owned Business Enterprises (MWBEs) in the Project team.
Nonprofit and its affiliates and/or partners shall be required to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project and to use Good Faith Efforts (5 NYCRR §142.8) to achieve an overall

MWBE Participation Goal of 23% in relation to the total value of the Project. The aforementioned goal shall be divided to include a Minority Business Enterprise ("MBE") Participation Goal of 13% and a Women Business Enterprise ("WBE") Participation Goal of 10%, both related to the total value of the Project.

Goal 7: Incorporating sustainable building practices and appropriate levels of LEED or Energy Star Certification.
Nonprofit is committed to incorporating sustainable construction practices and building to the highest level of LEED certification as is reasonably possible, potentially including: High efficiency building systems/glazing, Energy recovery systems, Low flow water fixtures, Green roof/Street level landscaping to mitigate heat island/rainwater discharge. Climate Change Resilience, including: all MEP systems above Base Flood Elevation, Pervious street level paving, Dual backup generators for life safety/IT resilience. Social sustainability, including: Mission-based equality and partnership, Health/wellness support, Catalyst of societal transformation to a caring and balanced world.

V. Environmental Review

ESD, acting as lead agency 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, has prepared an Environmental Assessment Form ("EAF") and supplemental analyses for the Project. ESD's review under SEQRA has concluded that the Project, implemented in accordance with the GPP, will result in no significant adverse impacts to the environment.

VI. Essential Terms of the Transaction

A. Overview

Nonprofit will enter into the Lease for the Site, inclusive of land and improvements, with ESD as landlord, in order to develop and operate Bayview as the Women's Building.

B. Lease Term

The Lease will be for 50 years, with, at Nonprofit's option, a twenty-five (25) year first renewal option and a twenty-four (24) year second renewal option.

Nonprofit will possess a one-time right of first refusal, which will be exercisable if ESD, at any time during the term of the Lease, elects to sell the Site to a non-governmental entity.

During the term of the Lease, ESD will also possess a put right and may elect to require Nonprofit to acquire the Site (or to lease the Site for 99 years, inclusive of the period already elapsed under the lease) for a lump sum payment equal to the difference between $50 million (in the case of a fee acquisition) or $45 million (in the case of a 99-year lease) and certain deductions calculated for rent already paid, to be described in the Lease. ESD shall have no obligation whatsoever to exercise the put right.

C. Financial Terms; Commencement Date

Nonprofit will commence paying Base Rent on the Commencement Date of the Lease. The Commencement Date will be the date the Demolition Work (described below) is completed.

Base Rent paid by Nonprofit will begin at $3,500,000 per year. Base Rent may increase periodically according to formulae for base rent step-ups and resets as further specified in the Lease.

Nonprofit will make a prepayment of the Base Rent at execution of the Lease in the amount of $5,862,007.37. The prepaid Base Rent will be applied as a credit, at the rate of $97,700.12 per month, against the first payments of Base Rent becoming due under the lease until the prepaid Base Rent is fully applied (the prepaid Base Rent will also serve as security).

When the prepaid Base Rent is fully applied, Nonprofit will be required to fund a security deposit equal to one (1) year's Base Rent. The security deposit will increase as Base Rent increases.

In addition to the Base Rent, Nonprofit will pay "Special Rent" that will be calculated based on the value of certain benefits that Nonprofit may receive in conjunction with ESD's ownership of the property.

D. Construction and Demolition

Upon execution of the Lease, Nonprofit and ESD will enter into an Agency Agreement under which Nonprofit, as ESD's agent, will demolish the Laundry Facility and all improvements and repairs to the Site since January 1, 1974. Nonprofit will advance the funds to pay for the demolition work on behalf of ESD as ESD's agent, and, upon commencement of the Lease term, will pay ESD such amount as supplemental rent, the net result being that the Nonprofit will fund the demolition. Upon completion of demolition, the term of the Lease will commence.

Upon commencement of the Lease, Nonprofit will commence renovation of the Main Building and construction of the new 16 story (approximate) building.

Because the Project Site is covered by a Voluntary Cleanup Agreement between the NYSDEC and Con Edison, due to its historic use as a manufactured gas plant site, all subsurface development work will be conducted in accordance with

plans reviewed and approved by NYSDEC and implemented in coordination with Con Edison.

E. Historic Preservation

The New York State Office of Parks, Recreation and Historic Preservation ("OPRHP") has determined that Bayview is eligible for listing on the State and National Registers of Historic Places. Due to the Site's eligibility for inclusion in the New York State and National Registers of Historic Places, ESD has consulted with OPRHP pursuant to the requirements of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law. ESD, OPRHP and the Nonprofit have agreed that the Project will be implemented in accordance with a Letter of Resolution ("LOR"). The provisions of the LOR will be incorporated into the Lease as part of the Project. The Project will include certain historic preservation measures such as the retention and restoration of the Main Building including restoration of the exterior and certain significant interior spaces such as the Pool and Chapel; repairing the brick and terra cotta ornament and existing iron balconies; and restoring/replicating missing iron balconies, front entrance doors, and metal and glass windows. Nonprofit and its architect, in consultation with ESD and SHPO, will identify historic ornamental features of the Laundry Facility, which is to be demolished, that can be salvaged and reused in the Project as well as include the installation of educational exhibits and interpretive materials/displays concerning the history of Bayview and its development context. In addition, Nonprofit and its architect will consult with ESD and SHPO on the design for the new section in order to ensure the compatibility and appropriateness of the design of the new section with the remaining historic Main Building.

F. Operation and Use

The aggregate square footage of the Project will be allocated approximately 80% or more to not-for-profit and community facility uses. Any increase in the for-profit uses to more than 25% of the aggregate square footage at the Site shall require ESD's written consent.

G. Financial Contingencies, Reserves and Securities

The Lease will require Nonprofit to establish a segregated reserve account in the initial amount of $10,000,000, with the account to be replenished to the full $10,000,000 each time the balance falls below $5,000,000.00. Reserve funds may only be used for such purposes as maintaining, repairing, altering, and operating the Premises (but not to pay the cost of the initial construction). The Lease will also require Nonprofit to provide security for the completion of the initial construction work in accordance with the terms of the Lease.

H. Other Terms

In addition to those stipulated in the Lease, other Project terms include:

1. As stipulated under applicable agreements, Nonprofit will fund and pay all out-of-pocket, third-party expenses incurred by ESD in connection with the Project, including consultant, counsel, architectural and environmental expenses. Nonprofit has executed a Cost Agreement with ESD committing to fund these expenses, and Nonprofit has deposited funds with ESD which ESD is holding in an imprest account as security for payment of these expenses.
2. Nonprofit shall be responsible for all costs of due diligence and other preliminary work by Nonprofit.
3. Nonprofit shall be responsible for any and all Development Site preparation costs.
4. Nonprofit is currently paying a Site Maintenance Fee to cover certain operational costs (such as utility and security services) incurred through the date the Lease is executed. Upon execution of the lease and the Agency Agreement, Nonprofit will pay the costs of operating the site during the demolition period as ESD's agent and will provide the funds for such operations.
5. During the term of the Lease, Nonprofit will pay all costs of operating and insuring the site so that the base rent will be "net" to ESD.

VII. Code Requirements

The construction of the Project, inclusive of all buildings and improvements, shall conform to the New York City Building Code and the New York City Noise Code.

VIII. Non-Discrimination and Contractor and Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified Minority- and Women-owned businesses ("MWBEs") in the performance of ESD projects. Accordingly, ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to the Project. Nonprofit and its affiliates and/or partners shall be required to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project and to use Good Faith Efforts (5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 23% in relation to the total value of the Project. The aforementioned goal shall be divided to include a Minority Business Enterprise ("MBE") Participation Goal of 13% and a Women Business Enterprise ("WBE") Participation Goal of 10%, both related to the total value of the Project.

IX. Project Findings

Pursuant to the UDC Act, ESD was created to implement the "policy of the state to promote a vigorous and growing economy, to prevent economic stagnation and to encourage the creation of new job opportunities...". UDC Act, Section 2. To that end, ESD is empowered, pursuant to UDC Act Section 10(c), to undertake a "Land Use Improvement Project" upon finding:

(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 recreational and other facilities incidental or appurtenant thereto; [and]

(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.

The Site, which was heavily damaged by Hurricane Sandy and has been deteriorating since then, is in danger of becoming a substandard or insanitary area and tends to impair or arrest the sound growth and development of the City and in particular the West Chelsea neighborhood of Manhattan. ESD does not have the need or resources to improve the Site.

DOCCS also does not have the need to improve the Site, having ended its use of the Site and operation of Bayview. As a result, the Site has now been vacant and largely unused for nearly four years since October 2012.

In contrast, the Project will result in the replacement of the Laundry Facility with a new building, the rehabilitation of the Main Building, and the expected addition of activity associated with more than 300 new full-time jobs and other community facility uses. Accordingly, the Project will address the risks that the Site would be in danger of becoming an abandoned, substandard area that would impair the sound growth and development of the City.

The Project also includes the replanning of the Site, the replacement of the Laundry Facility with a modern, new section, the rehabilitation of the Main Building, and the incorporation of community facility and commercial uses within the Site, which is located in an increasingly mixed-use residential and commercial neighborhood with a demand for community facility uses. In addition the Project would provide much needed working, exhibition and event space for organizations in New York City involved with women's issues, as well as a health clinic and wellness center for women. The Project would introduce new uses to

the building which is currently vacant and deteriorating, activating the streetscape around the Site and extending the commercial corridor and pedestrian activity along the Site. Further, the Project is consistent with the goal of revitalizing the waterfront area by encouraging commercial development of appropriately located vacant and underutilized land as set forth in the New York City Waterfront Revitalization Program ("WRP").

The Project will utilize the maximum allowable 7.5 Floor Area Ratio ("FAR") under the C6-3 zoning in Subarea D of the Special West Chelsea District, which covers the majority of the site, in order to maximize economic impact and provide opportunities for community facility uses.

The Project will include measures to assure that the rehabilitation of the exterior of the Main Building and certain significant interior spaces will be repaired and/or rehabilitated in a manner that is compatible with and respectful of the architectural and historical significance of the historic resource. The ornamental features of the Laundry Facility will be salvaged and reused to the extent feasible, and the structure that is built to replace that section will be designed to be compatible with the Main Building. In addition, all subsurface development work for the Project will be conducted in accordance with plans reviewed and approved by NYSDEC and implemented in coordination with Con Edison.

By leasing the entire Site to Nonprofit, ESD is allowing for maximum opportunity for participation by private enterprise on the Site, and has consulted with municipal and other local elected officials in connection with the Project, ensuring that it is consistent with the sound needs of the municipality as a whole.

ESD is also empowered, pursuant to UDC Act Section 10(d), to undertake a "Civic Project" upon finding:

(1) 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;

(2) 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;

(3) 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;

(4) That the plans and specifications assure or will assure adequate light, air, sanitation and fire protection.

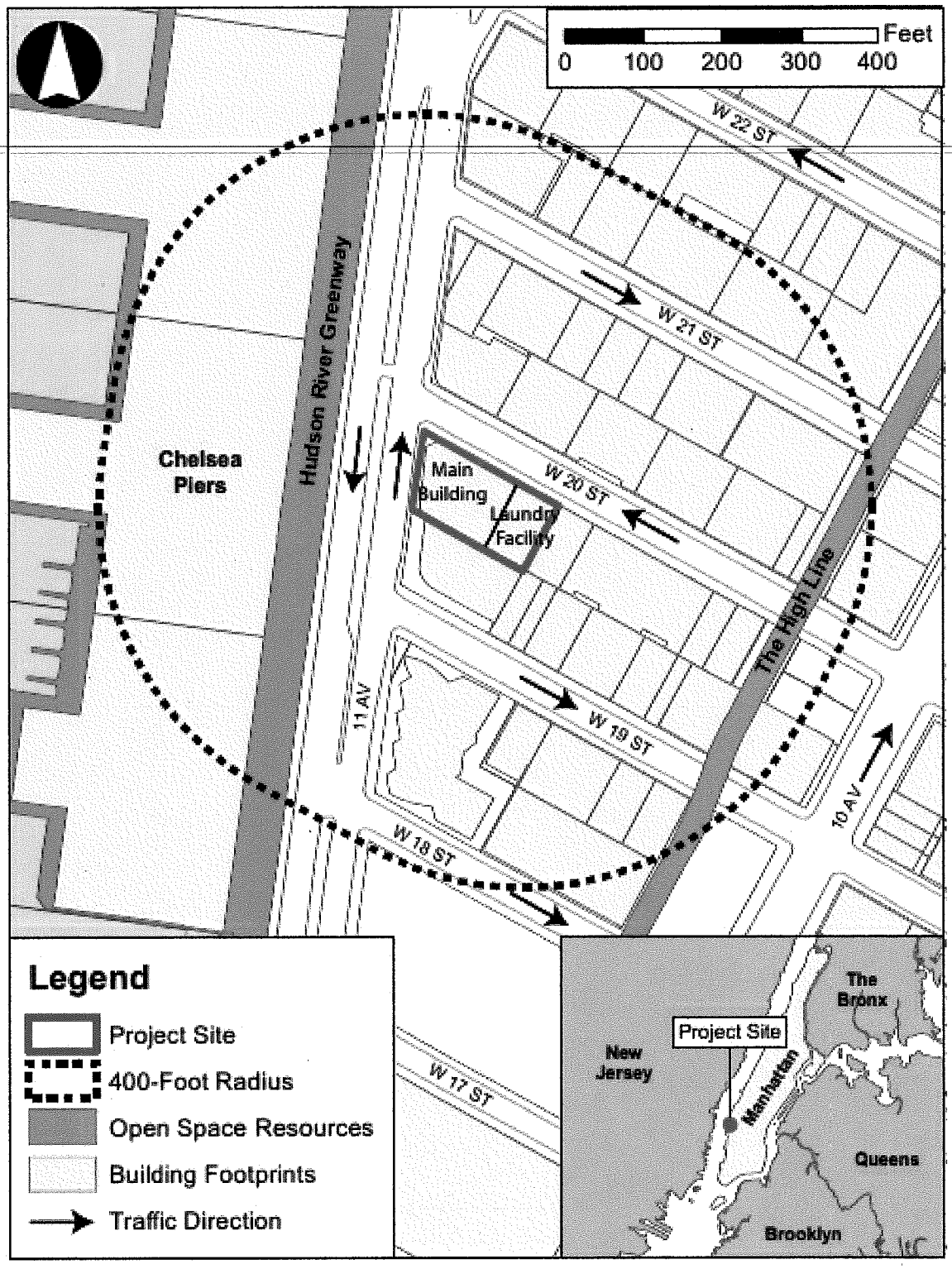
The Project will consist of facilities that are suitable for educational, cultural, recreational, community and other civic purposes. Specifically, among other features, the Project may include a rooftop garden, wellness center, atrium, gallery and event spaces. As currently envisioned, the atrium and gallery will be open to the public. In addition, the Nonprofit is exploring the possibility of allowing limited public access to other parts of the building such as the pool, chapel and the rooftop garden. The preferred use for the Site's redevelopment, which includes office, community facility and retail uses, was defined by ESD in coordination with local officials and Community Board 4 ("CB4"). Community uses, which CB4 requested that Bayview be redeveloped in part for, are an essential part of Nonprofit's plan for the Project.

As indicated in Section VI, Essential Terms of the Transaction, the Project is and will continue to be owned by ESD. Further, as also noted in Section VI, provision has been made by Nonprofit for Nonprofit's construction, operation, maintenance and upkeep of the Project and its community and other civic purposes.

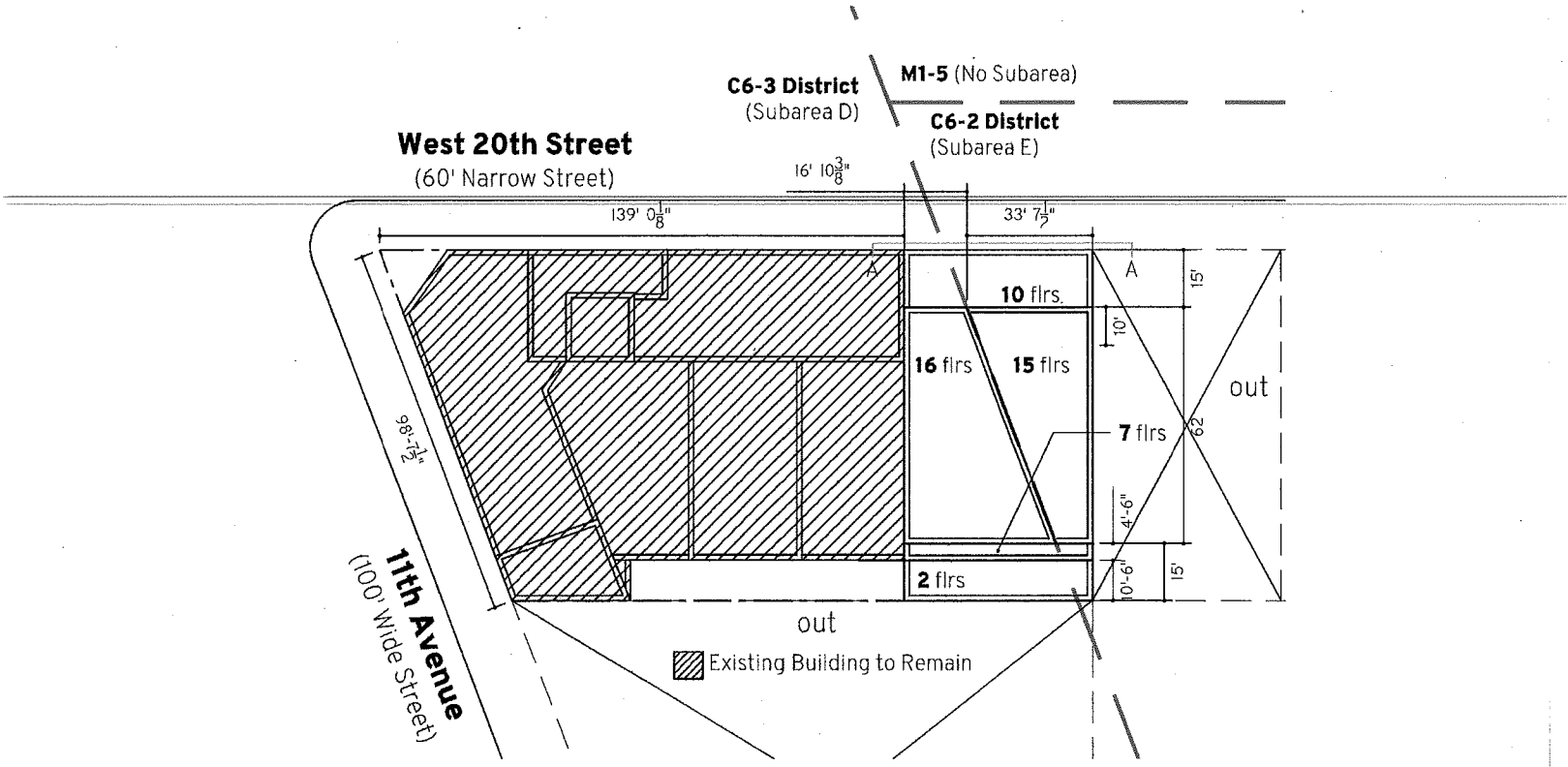
As described in Sections V (Environmental Review) and VII (Code Requirements), the construction of the Project, inclusive of all buildings and improvements, shall conform to the New York City Building Code and the New York City Noise Code, and the Project has met the requirements of the State Environmental Quality Review Act. Because it would not be feasible or practicable for the Project to comply with the New York City Zoning Resolution, ESD will override certain aspects of local zoning pursuant to the UDC Act. The Zoning Resolution overrides are provided in the Design Guidelines.

X. Exhibits

A. Project Location Map

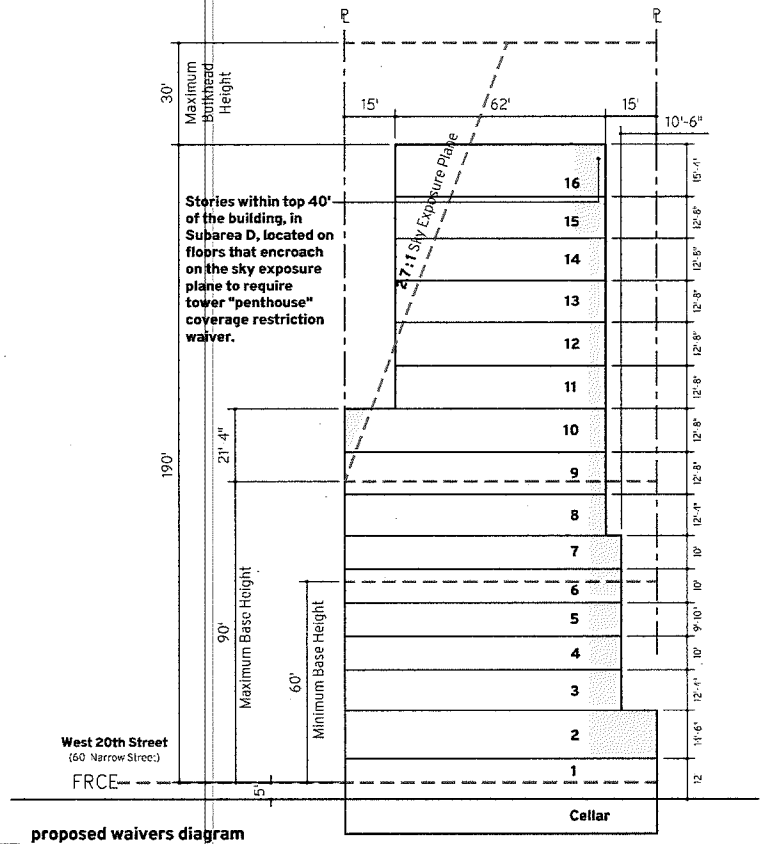


B. Illustrative Site Plan



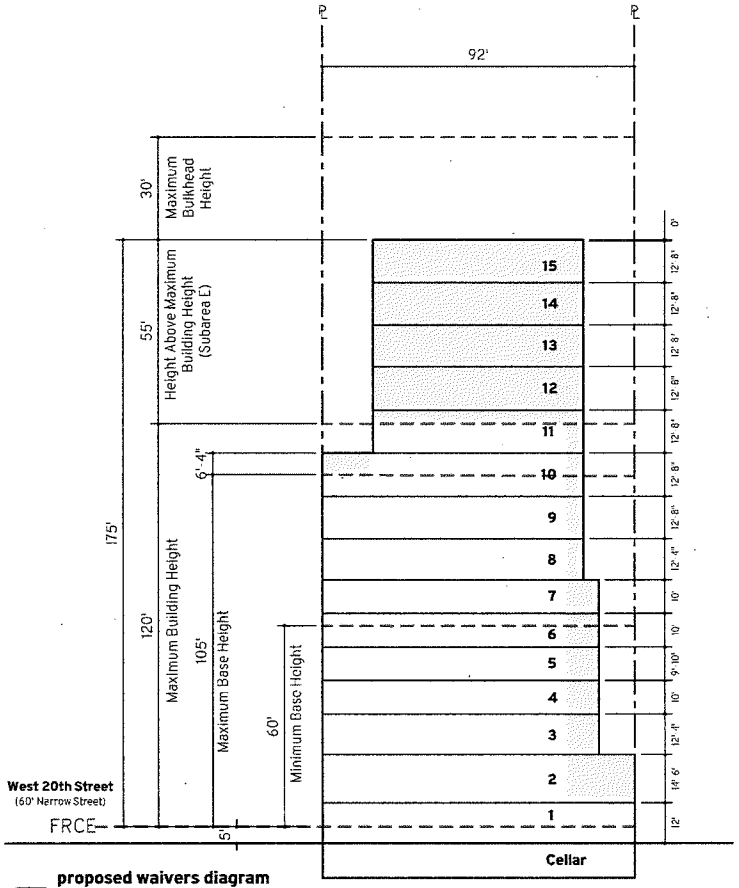
1 site plan
1/32" = 1'-0"

C. Illustrative Waivers Diagram



1 **proposed waivers diagram section through Subarea D**
1/32" = 1'-0"

Areas obtaining overrides.



2 **proposed waivers diagram section through Subarea E**
1/32" = 1'-0"

Areas obtaining overrides

D. Design Guidelines

NEW YORK
STATE OF
OPPORTUNITY.

Empire State
Development

New York State Urban Development Corporation
d/b/a Empire State Development

Design Guidelines

For:

The Women's Building

Civic and Land Use Improvement Project

September 13, 2016

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1.0 SITE WIDE DESIGN GUIDELINES

The Project shall be developed in conformance with the General Project Plan (GPP) and the Design Guidelines outlined herein, which shall apply in lieu of the New York City Zoning Resolution, unless otherwise noted. The construction, or alteration, of all buildings shall conform to all other applicable statutory or regulatory requirements, including the applicable New York City Codes at the time of the plan review of any proposed building or proposed alteration.

Certain terms and concepts used in these Design Guidelines are based upon and are intended to have the same meaning as similar terms and concepts contained in the NYC Zoning Resolution, and where so identified, those provisions of the NYC Zoning Resolution shall be incorporated by reference in these Design Guidelines.

Existing buildings, or portions thereof, to remain as part of the Project, may be altered, providing the resulting alterations do not bring any existing building, or portion thereof, in non-compliance with the Design Guidelines outlined herein.

1.1 DEFINITIONS

The diagrams complement the text; the diagrams are as binding as if fully described in the text.

1.1a Rules for Construction of Language

The word "shall" or "required" is always mandatory and not discretionary. The word "may" or "permitted" is discretionary.

1.1b Definitions

All *italicized* terms herein as defined in the Zoning Resolution shall apply, except those <u>underlined</u> terms listed and defined below:

"<u>Accessory Use</u>" or "<u>Accessory</u>": An "accessory use":

(a) is a *use* conducted on the same *zoning lot* as the principal *use* to which it is related (whether located within the same or an *accessory building or other structure*; and
(b) is a *use* which is clearly incidental to, and customarily found in connection with, such principal *use*; and
(c) is either in the same ownership as such principal *use*, or is operated and maintained on the same *zoning lot* substantially for the benefit or convenience of the owners, occupants, employees, customers, or visitors of the principal *use*.

When "accessory" is used in the text, it shall have the same meaning as "accessory use."

An "accessory use" is a use conducted on the same zoning lot as the principal use to which it is related; and it is a use which is clearly incidental to, and customarily found in connection with, such principal use.

"<u>Floor area</u>": the sum of the gross areas of the several floors of a building measured from the exterior faces of exterior walls of from the center lines of walls separating two buildings. In particular, "floor area" includes:

(a) *basement* space;
(b) elevator shafts or stairwells at each floor;
(c) floor space in penthouses;
(d) attic space providing structural headroom of 8'-0" or more;
(e) floor space in interior mezzanines or bridges;
(f) floor space in accessory *buildings*, except for floor space used for accessory off-street parking;
(g) floor space used for accessory off-street parking spaces provided in any *story* after June 30, 1989, which is located more than 23 feet above *base plane* in any other building;
(h) floor space used for accessory off-street loading berths in excess of 200 percent of the amount required by the applicable district regulations;

However, the "floor area" of a *building* shall not include:

1) *cellar* space, except that *cellar* space used for retail shall be included for the purpose of calculating requirements for accessory off-street parking spaces, accessory bicycle parking spaces and accessory off-street loading berths;
2) elevator or stair bulkheads, accessory water tanks, or cooling towers;
3) uncovered steps;
4) attic space providing structural headroom of less than 8'-0";
5) floor space in open or roofed terraces and exterior balconies;
6) floor space used for accessory off-street parking;
7) floor space used for accessory off-street loading berths;
8) floor space used for mechanical equipment;
9) exterior wall thickness in new buildings, up to eight inches, where such above-grade exterior walls of the building envelope are more energy efficient than required by the New York City Energy Conservation Code (NYCECC);
10) exterior wall thickness in existing buildings, up to eight inches, added to the exterior or interior of any exterior building wall, provided the added wall thickness has a thermal resistance (R-value) of at least 1.5 per inch;
11) floor space in a rooftop greenhouse permitted pursuant to Section 1.3b (Special requirements for Rooftop Greenhouses); and
12) floor space in exterior balconies or in open or roofed terraces.

1.2 PARCEL PLAN

The GPP establishes two Parcels within a single *zoning lot* for the Project as indicated in Figure II-2, Parcel Plan. Table I-1, Bulk and Use controls, provides a summary by parcel of: *lot area, floor area ratio* (FAR), total floor area, minimum base height, maximum base height, and maximum building height, required *rear yard,* and required *rear yard setbacks*. Table I-2, the Summary of Program, may be modified subject to review and approval by ESD.

1.3 PERMITTED USES

1.3a Permitted Uses for the Project

All the permitted as-of-right uses in the Zoning Resolution shall apply to the Project, except as otherwise modified or restricted by these Design Guidelines.

Within all Parcels, the following uses shall not be permitted:

- *Residential* use (UG 2); and
- *Transient Hotel* Accommodations (UG 5).

Within all Parcels, following modifications of uses permitted as-of-right, or otherwise not permitted, under the Zoning Resolution shall be permitted as-of-right and without a City Planning Commission Certification or a Board of Standards and Appeals special permit for the Project:

- Open Rooftop uses, accessory to *Community Facility uses* (UG 4B);
- Rooftop Greenhouses (UG 4B);
- Bakeries (limited up to 1,000 square foot of floor area used for production; UG 6A);
- Open Rooftop uses, accessory to Eating and Drinking Establishments, with entertainment and under 200 person capacity (UG 6C);
- Open Rooftop uses, accessory to *Commercial uses* (UG 6F);
- Physical Cultural Establishments (PCE; UG 9); and
- Catering establishments (UG 13B).

Any exterior illumination provided on the rooftop shall be shielded and pointed downward, except for decorative lighting; lighting shall not project or reflect onto neighboring *residences*, *loft dwellings*, or *joint living-work quarters for artists*.

1.3b Special requirements for *Rooftop Greenhouses*

A rooftop greenhouse shall be excluded from the definition of *floor area* and may exceed *building* height limits as per Section 1.7a (Permitted Obstructions), providing such rooftop greenhouse complies with the following criteria:

a) will only be used for cultivation of plants, or primarily for cultivation of plants when accessory to a *community facility use or for commercial use*;
b) is no more than 25 feet in height;
c) has roofs and walls consisting of at least 70 percent transparent materials, except as permitted pursuant to paragraph (f)(3) of this Section;
d) where exceeding *building* height limits, is set back from the perimeter wall of the *story* immediately below by at least six feet on all sides; and
e) has been represented in plans showing:
    1) the area and dimensions of the proposed greenhouse, the location of the existing or proposed *building* upon which the greenhouse will be located, and access to and from the *building* to the greenhouse;
    2) that the design of the greenhouse incorporates a rainwater collection and reuse system; and

3) any portions of the greenhouse dedicated to office or storage space accessory to the greenhouse, which shall be limited to 20 percent of the floor space of the greenhouse, and shall be exempt from the transparency requirement in paragraph (d) of this Section.

f) the Rooftop Greenhouse plans shall be reviewed and approved by ESD.

1.4 BULK

The underlying bulk regulations in the Zoning Resolution shall apply, except as modified by the GPP. The GPP controls are made more specific herein by providing a summary by parcel of: *lot area, floor area ratio* (FAR), total floor area, minimum base height, maximum base height, and maximum building height, required *rear yard*, and required *rear yard setbacks* on each parcel. All heights shall be measured from the *base plane*.

1.5 FLOOR AREA RATIO

For permitted *floor area ratio* (FAR) on each parcel as established in the GPP shall not exceed 7.5 FAR. Increases in permitted floor area pursuant to bonuses in the Zoning Resolution shall not apply. The distribution of floor area may be allocated anywhere within the *zoning lot* without regard for Parcel boundary lines.

1.6 REQUIRED STREET WALL

Within Parcel B, the required *street wall* shall be provided as depicted in Figure II-3.

1.7 MAXIMUM BUILDING HEIGHT AND REQUIRED SETBACKS

For permitted maximum building heights and required setbacks on each parcel, as established in the GPP, refer to Table I-1 and Bulk Control Plans Figure II-6. The following are permitted obstructions which may penetrate the applicable *sky exposure plane* in Parcel A or the maximum height limit in Parcel B by 30 feet, unless otherwise indicated below.

1.7a Permitted Obstructions

The underlying Zoning Resolution regulations for permitted obstructions shall apply. However, the following additional obstructions shall be permitted and may thus penetrate the *sky exposure planes* in Parcel A or the maximum height limit in Parcel B, as set forth in Section 1.7b (Minimum and Maximum Building Heights):

a) Elevator or stair bulkheads (including shafts; and vestibules not larger than 60 square feet in area providing access to a roof), roof water tanks and accessory mechanical equipment (including enclosures), other than solar or wind energy systems, provided that:
   1) such obstructions shall be located not less than 10 feet from the *street wall* of a *building*, except that such obstructions need not be set back more than 25 feet from West 20th Street or more than 20 feet from Eleventh Avenue. However, such restrictions on location shall not apply to elevator or stair bulkheads (including

shafts or vestibules), provided the *aggregate width of street walls* of such bulkheads within 10 feet of a *street wall*, facing each *street* frontage, times their average height, in feet, does not exceed an area equal to four times the width, in feet, of the *street wall* of the *building* facing such frontage;

2) all mechanical equipment shall be screened on all sides;
3) such obstructions and screening are contained within a volume that complies with one of the following:
   (i) the product, in square feet, of the *aggregate width of street walls* of such obstructions facing each *street* frontage, times their average height, shall not exceed an area equal to eight times the width, in feet, of the *street wall* of the *building* facing such frontage; or
   (ii) the *lot coverage* of all such obstructions does not exceed 20 percent of the *lot coverage* of the *building*, such obstructions are limited to a maximum height of 30 feet.

   For the purposes of this paragraph, (f), *abutting buildings* on a single *zoning lot* may be considered to be a single *building*;

b) finished roof surface of such *building*, provided the *enlarged* portion does not exceed the maximum height limit by more than eight inches;
c) Rooftop greenhouses, permitted pursuant to Section 1.3b (Special requirements for Rooftop Greenhouses).
d) Skylights, clerestories or other daylighting devices, not more than four feet in height, as measured from the maximum height limit, or the finished level of the roof as it existed on April 30, 2012, whichever is higher. Such devices shall be limited to a *lot coverage* not greater than 10 percent of the *lot coverage* of the roof and be located at least eight feet from the *street wall* edge. However, such devices shall not be permitted obstructions above a roof with a slope greater than 20 degrees;
e) Solar energy systems:
   1) on the roof of a *building*, up to four feet in height, as measured from the maximum height limit, or the finished level of the roof, whichever is higher; and
   2) such solar energy system design shall be reviewed and approved by ESD prior to filing with the Department of Buildings; and
f) Wire or other transparent fences.

In addition, the following shall not be permitted obstructions:

a) Banners, Flagpoles or aerials;
b) Rooftop signage; and
c) Solar Energy systems, unless approved by ESD;

1.7b Minimum and Maximum Building Heights

The provisions set forth in this Section shall apply to all *buildings or other structures*. Such provisions shall apply to existing buildings, except for minimum base heights, providing no alteration or enlargement of an existing building shall create a non-compliance with these Design Guidelines.

a) Parcel B – Special Regulations

1) Minimum and Maximum Base Heights

The minimum base height for any portions of *buildings or other structures* within shall be 60 feet. The maximum base height for any portions of *buildings or other structures* shall be 120 feet.

2) Required Setbacks

All portions of *buildings or other structures* that exceed the applicable maximum base height specified in this Section shall provide a setback at a height not lower than the applicable minimum base height. A setback with a depth of at least 15 feet shall be provided from any *street wall* fronting on West 20th Street, except such dimensions may include the depth of permitted recesses in the *street wall.*

3) Maximum Building Height

The maximum building height for any portion of any *buildings or other structures* within Subarea E of the Special West Chelsea District shall be 175 feet and the maximum building height for any portion of any buildings or other structures within Subarea D of the Special West Chelsea District shall be 190 feet.

1.8 YARD REGULATIONS

For all Parcels, Front and Side Yard are not required. Rear Yards are required as set forth in Figure II-3.

On Parcel B, no portion of a *building or other structure* above a height of 75 ft shall be nearer to a rear yard line than 4.5 ft.

1.9 LOT COVERAGE

There are no *lot coverage* requirements for *buildings* or other structures containing only *community facility* and/or *commercial uses*.

1.10 ROOF MECHANICAL

Roof mechanical equipment: shall be screened; material and design to be consistent with the building architecture. Chain link fences are not permitted.

1.11 PERMITTED PARKING AND LOADING REQUIREMENTS

Permitted accessory parking and permitted loading berths shall be permitted as per the Zoning Resolution. There shall be no required accessory parking space or required loading berths pursuant for the Project.

1.12 CURB CUT REGULATIONS

The maximum width of a *curb cut* zone shall be 15 ft for one-way traffic and 25 ft for two way traffic. A maximum of 2 curb cuts are permitted per *curb cut* zone. These *curb cut* requirements shall be in addition to any other applicable City rules or regulations concerning driveway curb cuts. When permitted, *curb cuts* are to be kept to a minimum size and number. For all Parcels, no curb cuts shall be

permitted within 50 ft of the intersection of two *street lines*. For specific locational requirements refer to Figure II-2.

1.13 STREETSCAPE

Developer is required to provide streetscape work including sidewalk paving, trees, and other items and to prepare final Builder's Pavers Plans to ESD and to NYC DOT and other agencies as required, for approval.

1.14 SIGN GUIDELINES

Permitted *signs* shall be permitted as per the Zoning Resolution, unless otherwise modified herein. *Advertising signs* shall not be permitted.

1.14a Corner signs

The maximum surface area for non-illuminated signs provided on the chamfered corner of the existing building at the corner of West 20th Street and Eleventh Avenue shall be 8 times the length of such chamfered wall, and shall not be counted in the calculation of permitted signage for West 20th Street or Eleventh Avenue. Such signs may be illuminated, subject to Section 1.14b.

1.14b Illuminated signs

The maximum surface area for illuminated signs shall be 300 square feet for the 20th Street frontage of the zoning lot and an aggregate of 300 square feet for the 11th Avenue frontage and the chamfered corner sign (Section 1.14a), providing that no illuminated signs directly face any existing residential units in buildings with *residences*, including residences, loft dwellings and *joint live work quarters for artists.* Flashing signs shall not be permitted.

1.14c Multi-faceted Sign on Eleventh Avenue

The maximum surface area for one multi-faceted sign on Eleventh Avenue may be 200 square feet per facet with a maximum projection of 4 feet from the *building street wall*. The maximum height of such sign projecting from the *building street wall*, shall be 87 feet, measured above *base plane*, with a maximum length not to exceed 50 feet. Such multi-faceted sign may be illuminated, but not flashing, and such illumination may be in addition to the maximum surface area for illuminated signs set forth in 1.14b.

General Project Plan
Table I-1
Parcel Descriptions
Bulk and Use Controls

Parcel	Lot Area (Approx.)	FAR	Total Zoning Floor Area (1)	Building Heights (ft)			Req'd Rear Yard	Req'd Rear Yard Setback
				Min. Base	Max. Base	Max. Building (2)		
A	11,153	7.5	103,553	60.0	90.0	250.0	10.5 (4)	n/a
B	4,646	7.5	14,940	60.0	120.0	175.0 (3) 190.0 (3)	10.5 (4)	+ 4.5
Total	15,799	7.5	118,493					

(1) Zoning Floor Area can be allocated anywhere on the zoning lot without regard to Parcel boundaries (Section 1.5).
(2) The provisions of ZR 98-423(b)(3)(ii) shall not apply to any tower or tower portion within Subarea D.
(3) The maximum building height for any building or portion thereof within (a) Subarea E shall be 175 ft, and (b) Subarea D shall be 190 ft.
(4) Existing rear yard shall be provided in accordance with Figure II-2 (Section 1.8a).

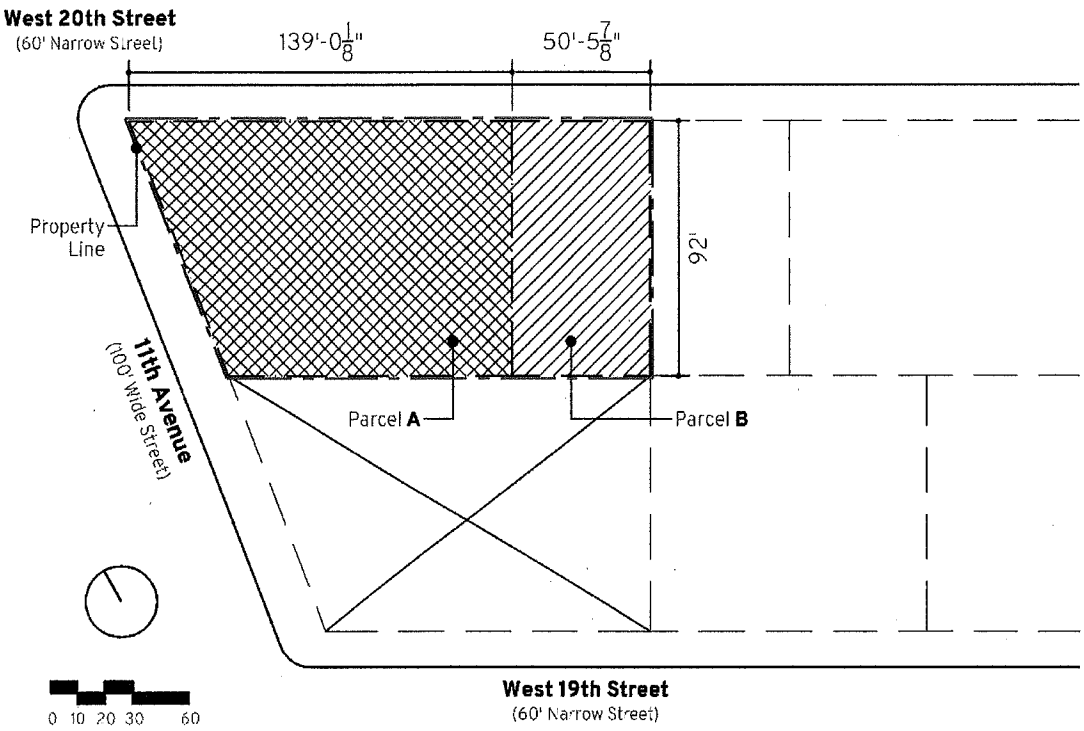
General Project Plan
Table I-2
Parcel Descriptions
Summary of Program

Type	Description	Area (Gross)[1]
Office	Office Space Non-Profit	42,000
~~Office~~	~~Office Space For-Profit~~	~~9,000~~
	Operations/ Mechanical (HVAC)/ Circulation/ Storage/ BOH	35,000
Community	Gardens and Roof event space	8,000
Community	Multi-use/ Event/ Flex Space	9,000
Health Clinic	Health Clinic/ Wellness/ Pool/ Gym	10,000
Community	Childcare Facilities	5,000
Retail	Restaurant/ Café	6,000
Community	Atrium, Lobby, Lounge, Help Desk, Common Spaces	5,000
Community	Art Gallery	1,175
	Maximum Total Project Program	**130,175**

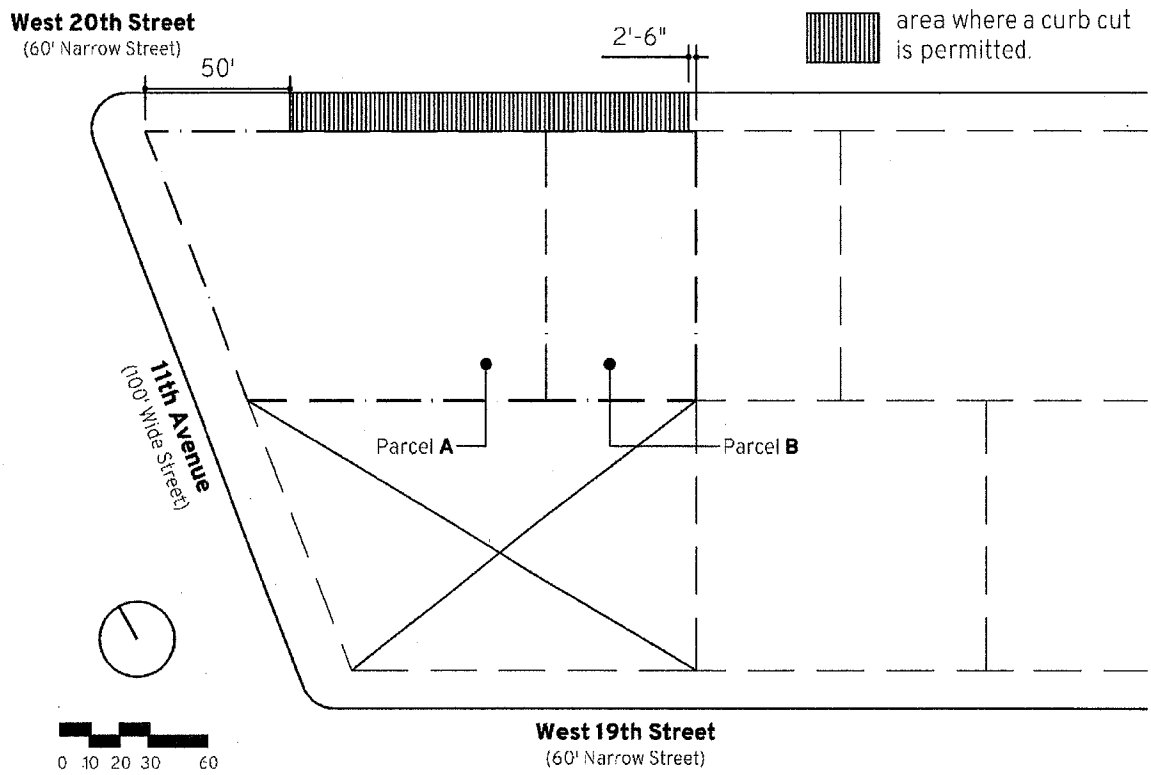
Note: The Project is not restricted to the program areas in this Summary of Program table. The Project is permitted to include uses as indicated in the Design Guidelines (Section 1.3 Permitted Uses).

(1) Area (Gross). All figures are approximate and subject to change. Material changes are subject to ESD approval.

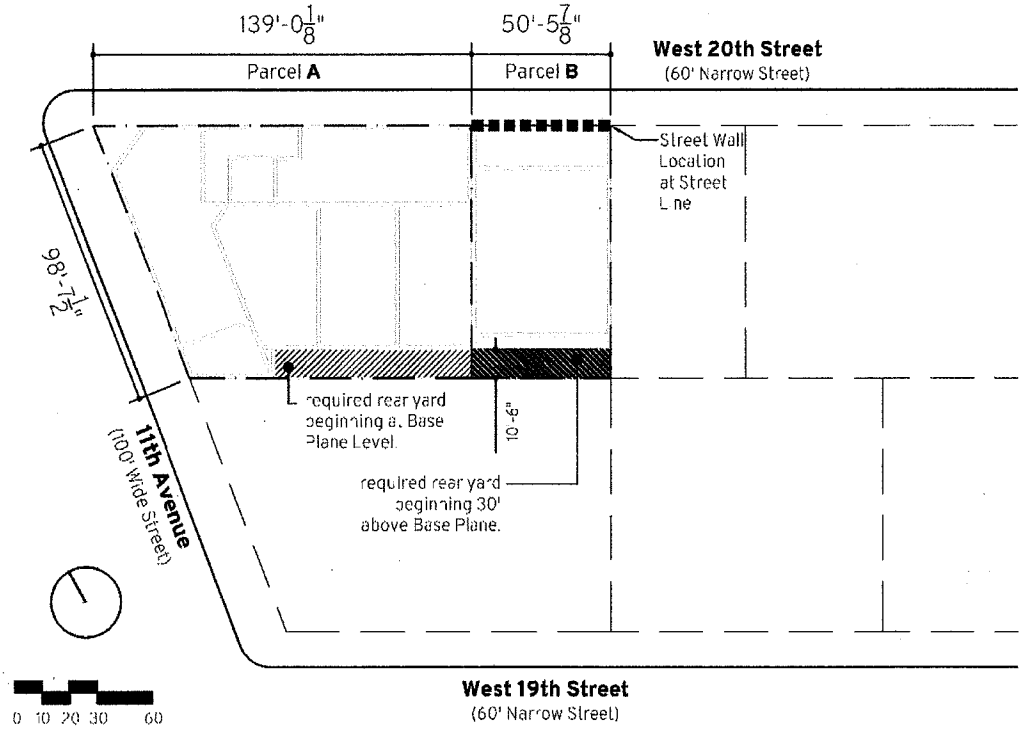
General Project Plan
Figure II-1
Parcel Plan



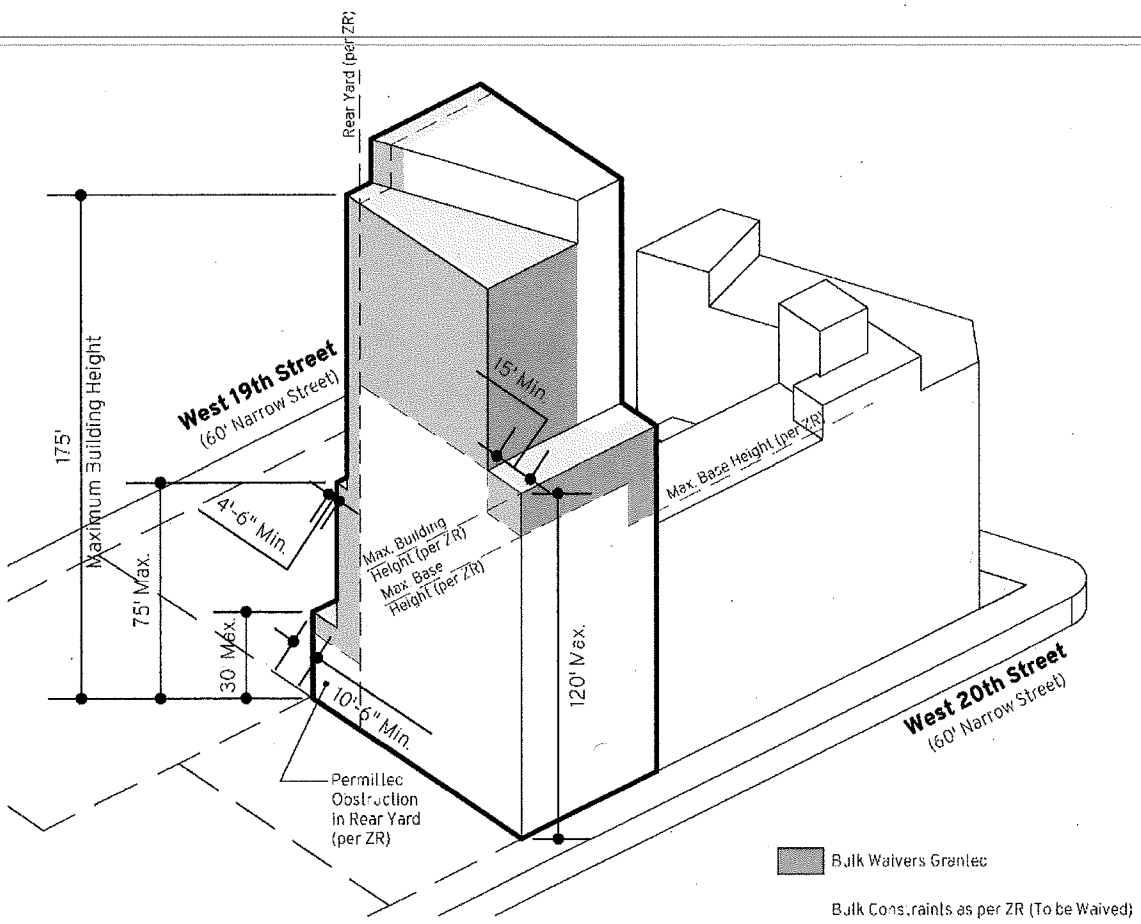
General Project Plan
Figure II-2
Curb Cut Zone



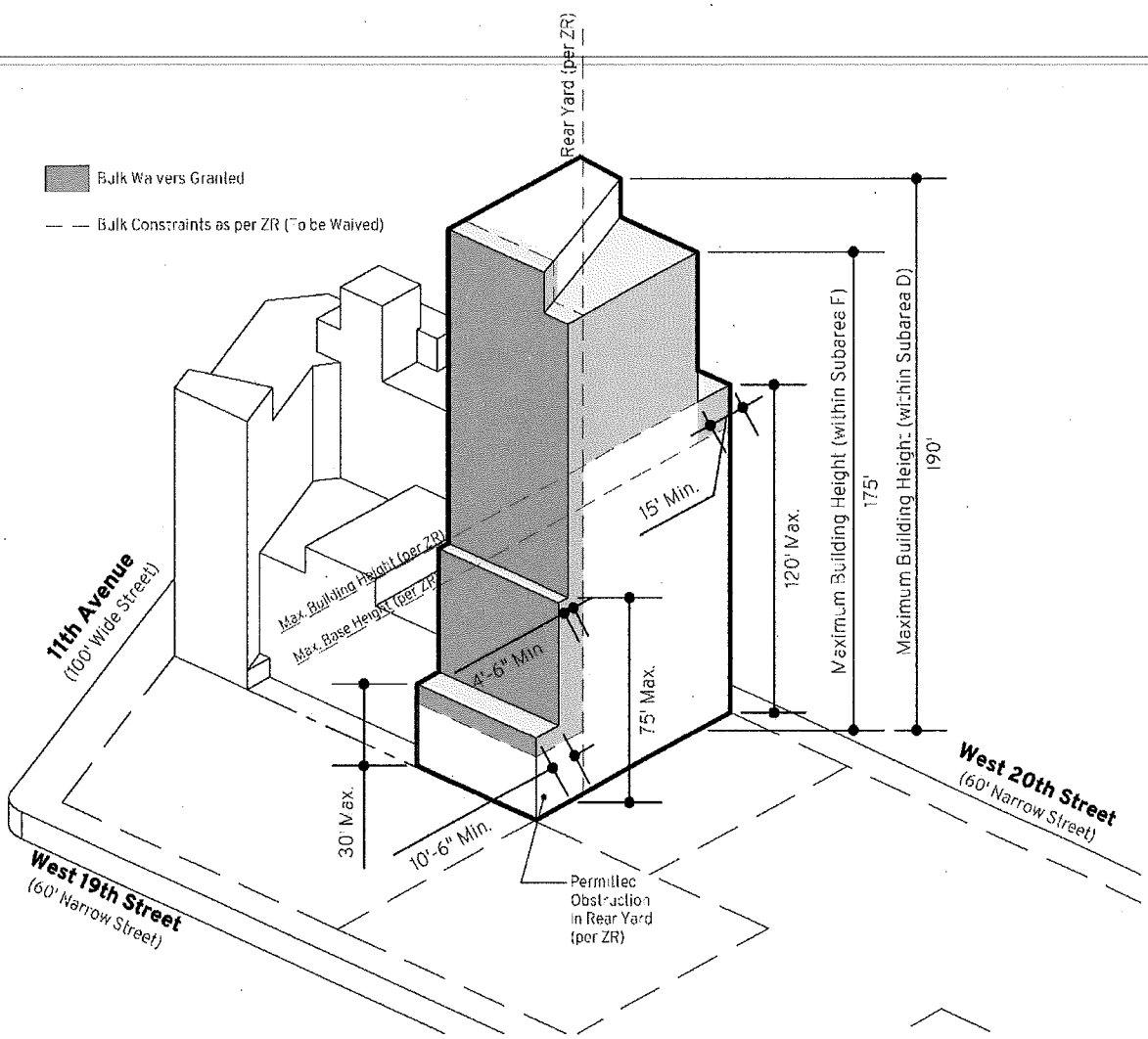
General Project Plan
Figure II-3
Rear Yard and Required Street Wall Diagram



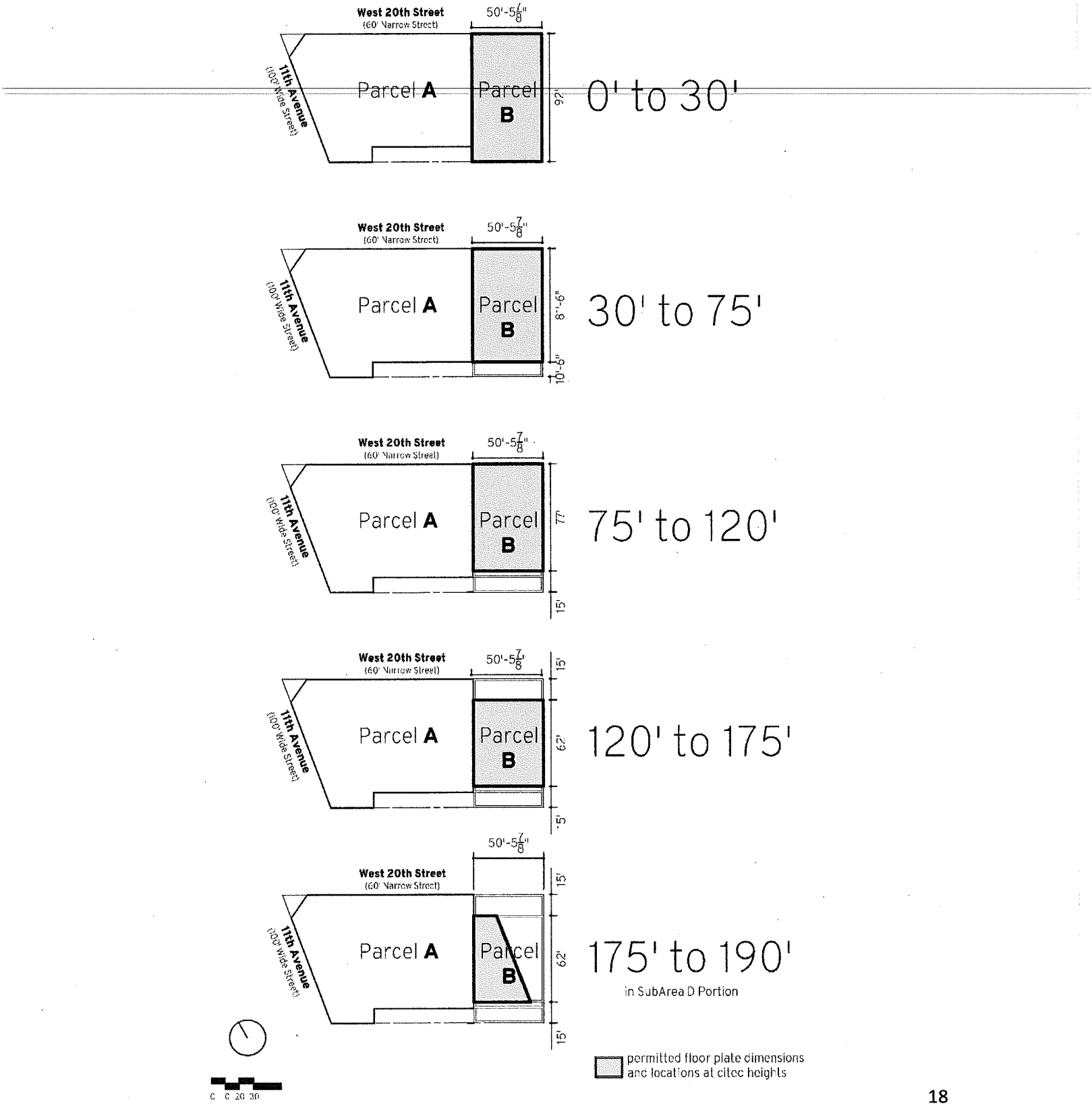
General Project Plan
Figure II-4
Axonometric View, North
Parcel B



General Project Plan
Figure II-5
Axonometric View, South
Parcel B



General Project Plan
Figure II-6
Bulk Controls, Required Setbacks – Parcel B



ORIGINAL

1

2 NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION

3 ----------X

PUBLIC HEARING - AFTERNOON SESSION

4

RE: THE WOMEN'S BUILDING CIVIC AND LAND

5

USE IMPROVEMENT PROJECT.

6

----------X

7 Baruch College
Newman Conference Center

8 151 East 25th Street
New York, New York

9

July 27, 2016

10 3:00 p.m.

11

12

13 B E F O R E: EDWARD C. KRAMER, ESQ.,

14 The Hearing Officer

15

16

17

18

19

20

21

22

23

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25

2 A P P E A R A N C E S :

3 Edward C. Kramer, Esq., The Hearing Officer

4 ESD STAFF:

5 Kevin Hansen

6 Marion Phillips, III

7 Debbie Royce

8 Regina Stephens

9 Other Staff

10

11 ALSO PRESENT:

12 The Public

13

14

15

16 Reported by:

17 Kari L. Reed

18

19

20

21

22

23

24

25

SPEAKER	PAGE
Stephanie Cesaria, Hillman Consulting.....	15
Betty Mackintosh, Manhattan CB4.....	17
Erin Sweeney, UA Plumbers Local #1.....	19
Eulcia Boutin, NEW.....	21
Sara Meltzer, NEW.....	23
Jennifer O'Neill, NEW.....	24
Leslie Adatto.....	26
Beverly Wettenstein.....	29
Gaby Dana-Allel, for Richard N. Gottfried...	30
Kathleen Culhane, NEW.....	32
Santos Rodriguez, NYC Building Trades.....	35
Barbara Armand, Armand Corporation.....	38
Lowely Cheung, NEW, Local 3.....	39
Maria Blackburn, NOMI Network.....	41
Erin Sullivan, Local 3, IBEW.....	42
Kate McDonough, Girls for Gender Equity.....	44
Judaline Cassidy, Plumbers Local 1.....	46
Sarah Thompson, Goran Group.....	49
Laura Gabby, Local 175, Carpenters.....	53
Susan Shoemaker, RAW-NYC.....	55
Diana McHugh, Women's Prison Association....	57
Gina Cascino, Correctional Association of NY	58
Roger Drew, American Indian Law Alliance....	60

2 P R O C E E D I N G S

3 THE HEARING OFFICER: Could

4 everybody please take a seat? Thank you.

5 Good afternoon, ladies and

6 gentlemen. My name is Edward Kramer. I'm an

7 attorney duly admitted to practice law in the State

8 of New York. I have been asked by the New York

9 State Urban Development Corporation, doing business

10 as Empire State Development, ESD, to conduct

11 today's public hearing pursuant to Sections 6 and

12 16 of the New York State Urban Development

13 Corporation Act, which is known as the UDC Act.

14 This hearing is being held

15 pursuant to legal notices, published in accordance

16 with the UDC Act, in the June 27, 2016 edition of

17 the New York Daily News.

18 The purpose of this hearing is

19 to afford you an opportunity to make statements and

20 comments about ESD's General Project Plan and the

21 essential terms of the proposed long-term lease for

22 the proposed Women's Building Civic and Land Use

23 Improvement Project.

24 My purpose is to run the hearing

25 in a fair and impartial manner and to try to make

2 sure that everyone who wishes to speak has an
3 adequate opportunity to be heard. This is not a
4 question and answer session. It is, instead, an
5 opportunity for you to present your views so that
6 ESD can consider them in making its final
7 determinations.
8 Please note that a stenographic
9 transcript of this hearing is being made.
10 Comments presented at this
11 hearing will be taken into consideration by ESD as
12 part of the final approval of the proposed project.
13 Comments may also be submitted in writing.
14 Comments must be received before eight p.m. on
15 August 26, 2016. Instructions for submitting
16 written comments can be found at the sign-in table
17 located outside this room.
18 First, Mr. Kevin Hansen, ESD's
19 Vice President for Strategy, Operations and Policy,
20 will present information about the project on
21 behalf of ESD. Following the presentation I will
22 recognize anyone else who wishes to make a comment
23 about the project.
24 If you wish to speak at today's
25 hearing, please be sure to sign in at the speaker

2 registration table located outside this room.
3 For your information and
4 convenience, copies of the General Project Plan,
5 the GPP, are available on the table outside this
6 room. Upon request the GPP may be inspected at
7 ESD's offices at 633 Third Avenue, New York, New
8 York 10017, between the hours of 9:30 a.m. to 5:00
9 p.m., Monday through Friday, public holidays
10 excluded. To inspect and/or obtain copies of the
11 foregoing document, please contact Regina Stephens
12 at ESD at the address above or at 212-803-3818.
13 The GPP has also been provided
14 to the Clerks of New York County and the City of
15 New York, the Mayor of the City of New York, the
16 Manhattan Borough President, the Chair of the City
17 Planning Commission, and the Chair of Manhattan
18 Community Board No. 4. The GPP can also be viewed
19 at http://esd.ny.gov/publicmeetings_notices.html.
20 In order to give everyone an
21 ample opportunity to speak, I request that speakers
22 keep their oral presentations to no more than three
23 minutes. Any speakers unable to conclude their
24 remarks in the allotted time may be given an
25 opportunity to conclude their remarks once all

2 speakers have been given an opportunity to speak,
3 should time allow.
4 In order to ensure an accurate
5 transcript and to enable all assembled to hear your
6 remarks, I ask each speaker, when called, to come
7 to the microphone in front of the room. Please
8 state your name and address. If you are appearing
9 as a representative of an organization or
10 governmental entity, please identify the
11 organization or entity and state its address.
12 Finally, I want to remind you
13 that the purpose of this hearing is to afford you
14 an opportunity to make comments about the General
15 Project Plan, including the essential terms of the
16 proposed long-term lease for the proposed project.
17 This is not a question and answer session.
18 Now, I would like to take care
19 of some administrative matters by asking the
20 stenographer to mark the following documents as
21 exhibits to the hearing transcript.
22 Exhibit 1, a copy of the Public
23 Hearing Notice that appeared in the New York Daily
24 News on June 27, 2016, along with the Affidavit of
25 Publication attesting to their publication of the

2 notice; and,

3 Two, Exhibit 2, the June 23,

4 2016 ESD's Directors materials pursuant to which

5 the proposed General Project Plan was adopted for

6 purposes of this public hearing and the holding of

7 this public hearing was authorized. These shall be

8 deemed admitted as Exhibits 1 and 2.

9 Mr. Hansen, you may now present

10 information about the project.

11 MR. HANSEN: Good afternoon.

12 And thank you, Mr. Kramer.

13 My name is Kevin Hansen. I'm

14 the Vice President of Strategy, Operations and

15 Policy at Empire State Development, and Project

16 Manager for the Women's Building Civic and Land Use

17 Improvement Project.

18 The Women's Building Project

19 proposes the long-term lease and redevelopment of

20 the former Bayview Women's Correctional and Work

21 Release Facility. Bayview is located at 550 West

22 20th Street, or the southeast corner of 11th Avenue

23 and West 20th Street in the West Chelsea

24 neighborhood of Manhattan's Community District 4.

25 As described further in the

2 published documents, Bay View is an approximately
3 0.4 acre, 15,800 square foot lot with two building
4 sections, an eight story main building, and a six
5 story laundry facility. It is owned by the New
6 York State Urban Development Corporation, which
7 does business as Empire State Development. And it
8 is currently vacant.
9 Since Governor Cuomo first
10 entered office, New York State has taken
11 extraordinary steps to close costly, underutilized
12 facilities throughout the state and save hundreds
13 of millions of taxpayer dollars. As it relates to
14 correctional facilities, these closures have been
15 enabled by the remarkable drops in state crime
16 rates and drug offenses, the declines of which have
17 caused the state's prison inmate population to
18 shrink dramatically, reducing the need to keep
19 surplus facilities like Bayview open.
20 In connection with these trends,
21 and in conjunction with damage Bayview sustained
22 during Hurricane Sandy, Bayview was formally
23 decommissioned in 2013 as part of the New York
24 State budget. After the state's decision to close
25 Bayview, Empire State Development staff studied the

2 site and met with representatives of the Chelsea
3 community to listen to their input and to learn
4 about their priorities for the site's future.
5 Based on that input and a study
6 of the site itself, ESD issued a Request for
7 Proposals in May 2014 that honored many of these
8 priorities and asked interested developers to
9 submit design concepts and financial offers for the
10 right to redevelop the site under a sale or
11 long-term lease agreement. Through its marketing
12 efforts, ESD received an outpouring of interest in
13 Bayview, with several firms signing up for tours of
14 the facility, and eleven teams submitting responses
15 to the RFP.
16 Then, on April 6th, 2015 after a
17 rigorous selection process, ESD signed a memorandum
18 of understanding with the NoVo Foundation, a New
19 York based organization that dedicates itself to
20 advancing several community issues, including
21 women's progress, thereby designating NoVo as the
22 conditionally selected developer based on its
23 proposal, subject to a legally required public
24 approval process. Peter and Jennifer Buffett, son
25 and daughter-in-law of investor and philanthropist

2 Warren Buffett, serve as chairs for the NoVo
3 Foundation. The Goren Group, a women-owned
4 development firm led by Lela Goren, has partnered
5 with the NoVo Foundation in the development of the
6 project.
7 The winning proposal submitted by
8 NoVo was to transform Bayview, a place that was
9 once home to and symbolic of many of the worst
10 things that had gone wrong in women's lives, into
11 what will be called The Women's Building, a new,
12 unified home for leading advocates and nonprofit
13 groups to work together in their shared pursuit of
14 the advancement of women globally.
15 Under the project, Bayview's main
16 building will be rehabilitated, and its laundry
17 facility will be replaced with a new, approximately
18 16 story, approximately 65,000 gross square feet
19 building. In total, the project will result in
20 approximately 130,175 square feet of space on the
21 project site, composed of approximately 51,000
22 square feet of office space, approximately 73,175
23 square feet of community facility space, including
24 gallery/event space, wellness center, child care
25 facility, health clinic, and other community

2 facility uses, and an approximately 6,000 gross
3 square feet restaurant or cafe space in what will
4 be called The Women's Building.
5 To carry out the project, NoVo or
6 its affiliate will enter into a long-term lease of
7 the site, inclusive of land and improvements, for
8 up to 99 years with ESD as landlord, in order to
9 develop and operate Bayview as the Women's
10 Building.
11 In exchange for the right to
12 develop the Women's Building, NoVo will be paying
13 for:
14 All of ESD's transaction costs;
15 All demolition, renovation and
16 construction costs of the project; and
17 Annual rent payments that will
18 begin at $3.5 million per year and escalate over
19 the term of the agreement.
20 The Women's Building is expected
21 to unite more than a dozen women focused
22 organizations in one project, empowering
23 generations of women to come. When constructed,
24 the Women's Building will offer social justice
25 leaders the resources and support they need to

2 drive critical change, offering co-located office
3 space and shared infrastructure along with public
4 lectures, events and conferences.
5 In order to carry out the
6 project, ESD will adopt a General Project Plan, or
7 GPP, including overrides of any applicable section
8 of the New York City Zoning Resolution necessary to
9 facilitate the proposed project. Included with
10 this GPA are project design guidelines. These
11 design guidelines, along with the GPP, have been
12 publicly posted on ESD's website and are available
13 at the table where you walked in. The design
14 guidelines include additional details related to
15 the proposed development, and its exhibits
16 conceptually illustrate features such as the
17 project's proposed bulk and height. ESD, as lead
18 agency, has conducted an environmental review of
19 the proposed project pursuant to the State
20 Environmental Quality Review Act, or SEQRA, and a
21 determination of no significant effect on the
22 environment has been made.
23 With that, I will turn it back to
24 you, Mr. Kramer.
25 THE HEARING OFFICER: Thank you,

2 Mr. Hansen.

3 We will now begin the public

4 comment portion of this hearing. The procedures to

5 be followed are as follows. If you wish to speak

6 at today's hearing and you haven't already done so,

7 please register at the sign-in table. Public

8 officials and certain project participants will be

9 allowed to speak as soon as possible after their

10 arrival at the hearing room. In all other

11 instances, speakers will be called on in the order

12 in which they have registered.

13 I will call the first five

14 speakers, and they can sit at the front to my

15 right. And then the first speaker will be able to

16 speak.

17 At this time I will call the

18 first five speakers, who are Stephanie Siserard

19 (sic), Betty Mackintosh, Erin Sweeney, Eulcia

20 Boutin, and Sarah Meltzer.

21 And our first speaker will be

22 Stephanie Siserard. Please state --

23 MS. CESARIA: Cesaria.

24 THE HEARING OFFICER: What?

25 MS. CESARIA: Cesaria.

THE HEARING OFFICER: I'll have to change that.

MS. CESARIA: It's okay.

THE HEARING OFFICER: Cesaria. Please state your name and address and whether you are appearing as a representative of any organization.

If any speakers have prepared materials and have copies, please hand one to the stenographer before or after you speak.

MS. CESARIA: Thank you.

THE HEARING OFFICER: Thank you.

MS. CESARIA: Good afternoon, everyone.

(Chorus of "good afternoons.")

MS. CESARIA: My name is -- thank you. My name is Stephanie Cesaria. I'm the Managing Director of Construction Services at Hillman Consulting. No affiliation to this particular project. Our address is 25 1st Avenue, Atlantic Highlands, New Jersey.

I have worked as an executive in construction management for the past twelve years in New York City. I've had the opportunity to lead

2 construction teams on many different types of
3 projects across the various market sectors. And
4 we've collaborated on projects that have served
5 communities in need, in concert with academic
6 institutions and nonprofit organizations as well as
7 cultural organizations. And I've had the
8 opportunity to watch this particular project, the
9 Women's Building, spread its wings over the past
10 year.
11 And I'd like to take a moment to
12 acknowledge and commend the development team, the
13 NoVo Foundation and the Goren Group, for its
14 amazing accomplishments thus far. And also
15 acknowledge and congratulate the executive
16 architect to this project, who is Deborah Berke &
17 Company. I've put together a few words here that
18 I'd like to read, recognizing this project.
19 This project speaks to me as a
20 transformational opportunity to bridge the history
21 of a building and the purpose it intended to serve
22 with the safe space of today. Honoring the
23 architecture and the women, past, present and
24 future, while educating a community on inclusion,
25 unity, collaboration, perseverance and strength. I

2 look forward to the continued positive change that
3 this project will bring for New York City.
4 Thank you.
5 (Applause)
6 THE HEARING OFFICER: Thank you,
7 Ms. Cesaria.
8 MS. CESARIA: Cesaria.
9 THE HEARING OFFICER: Cesaria.
10 MS. CESARIA: You got it.
11 THE HEARING OFFICER: There's an
12 accent on the A.
13 The next speaker will be Betty
14 Mackintosh.
15 MS. MACKINTOSH: Good afternoon.
16 I'm Betty Mackintosh. I live at 340 West 28th
17 Street in Chelsea, New York, and I'm co-chair of
18 the Chelsea Land Use Community of Community Board
19 4.
20 The Land Use Committee at its
21 July 18th meeting voted to support the concept of
22 the building, but at this time not to support the
23 proposed zoning overrides because the Community
24 Board and the community need the opportunity to
25 review their impact on the Special West Chelsea

2 District and the community.

3 Community Board 4 is very

4 excited that the former Bayview Correctional

5 Facility will be transformed into a center for

6 social activism, providing space primarily for

7 nonprofit women's organizations. We are very

8 pleased that the applicants plan to work with the

9 state's Historic Preservation Office on the

10 redevelopment, and that the main building will not

11 be demolished and that many of that building's

12 unique historic features are to be preserved,

13 including the Seamen's Chapel, the large pool with

14 aquatic mosaics, and the decorative Art Deco brick

15 facade.

16 However, the environmental

17 assessment prepared for the project indicates that

18 the project will require fifteen zoning overrides,

19 including waivers for floor area, building height

20 and setback, and yard, use and sign regulations.

21 Since Community Board 4 only received a detailed

22 description of each proposed override and the

23 reason behind those requests on July 15th, three

24 days before the Chelsea Land Use Committee meeting,

25 there was not sufficient time for adequate review

2 and analysis. Therefore, the board cannot support
3 the application for the zoning overrides at this
4 time. And once we have reviewed the waivers and
5 discussed them with the applicant, Community Board
6 4 -- and had time for the community to weigh in,
7 Community Board 4 will make specific
8 recommendations for each request. And we are
9 already setting up meetings with the Goren Group.
10 Community Board 4 appreciates
11 that the NoVo Foundation and the Goren Group have
12 kept Community Board 4 updated on the progress of
13 the project and have offered the community tours of
14 the building. And we look forward to continued
15 engagement with them as the Women's Building
16 develops.
17 There's 17 seconds.
18 (Applause)
19 THE HEARING OFFICER: Thank you,
20 Ms. Mackintosh. By the way, that polite ring lets
21 you know you have 30 seconds.
22 The next speaker is Erin
23 Sweeney.
24 MS. SWEENEY: Do I just start?
25 THE HEARING OFFICER: Whenever

2 you are ready.

3 MS. SWEENEY: Hi. My name is

4 Erin Sweeney. I'm a plumber with UA Plumbers Local

5 1, and I speak on behalf of myself. And I wanted

6 to -- is this the mic? Okay. I wanted to touch on

7 three things in particular talking about the

8 rehabilitation of the building.

9 I am a tradeswoman, union

10 tradeswoman. And I personally as a result of this

11 career have financial security and access to

12 opportunities that I never had before. And I hope

13 that the rehabilitation of the Women's Building

14 offers working opportunities for other tradeswomen.

15 I know many other women whose lives have been

16 transformed through good paying union construction

17 jobs. Women who have been escaping poverty,

18 domestic abuse, housing insecurity, and it's

19 enabled them to take control of their lives. So I

20 hope the rehabilitation of the building is able to

21 provide work for many other tradeswomen.

22 That being said, I wanted to

23 comment specifically that the participation of

24 minority and women-owned business enterprises does

25 not automatically mean that there will be

2 tradeswomen working on the rehabilitation of
3 construction or construction projects. That
4 specific measures should be taken to ensure that
5 women in particular will be working on the project.
6 And I wanted to add this. If the
7 goal is to have a high percentage of women working
8 on the project, there is a unique opportunity to
9 ensure that women entering into construction trades
10 are provided with adequate training and adequate
11 protection on the job site. And having a
12 construction project with a high percentage of
13 women would give a unique opportunity for that.
14 Thank you.
15 (Applause)
16 THE HEARING OFFICER: Thank you
17 for your comments, Ms. Sweeney.
18 The next speaker is Eulcia
19 Boutin.
20 MS. BOUTIN: Eulcia.
21 THE HEARING OFFICER: Eulcia
22 Boutin.
23 MS. BOUTIN: Yes.
24 Good afternoon, everyone.
25 (Chorus of "good afternoons")

2 MS. BOUTIN: I'd like to start
3 by saying when I was a young girl I never knew
4 that, you know, women could have such jobs that men
5 had. You know, I grew up in a traditional setting
6 where, you know, women stayed home, men went to
7 work, and, you know, women did everything in the
8 house and all of that. And growing up, trying to
9 be a plumber, it was like what, you can't ever do
10 that, that's not something that women do.
11 And we need buildings like these
12 to keep on thriving. Because if I didn't find out
13 about being in the NEW program, which is
14 Nontraditional Employment for Women, I would have
15 never known that there were people that help you,
16 you know, find out how to do these things. So it
17 definitely benefits everyone to have this program
18 alive and to have these buildings where women have
19 a safe place to go to to ask these questions, to,
20 you know, run away if they need to, to get a new
21 life, to get a new start.
22 Thank you.
23 (Applause)
24 THE HEARING OFFICER: Thank you,
25 Ms. Bouton.

2 The next speaker is Sara
3 Meltzer.
4 MS. MELTZER: I'm also a
5 classmate of Eulcia's. I also started at NEW and
6 this is my first year. And working at NEW has
7 completely benefited me, strength-wise,
8 support-wise.
9 I also grew up in a traditional
10 home where most of the men took charge. And
11 finally when I started to, I was always put down
12 for it. You can't do this, you're too short, you
13 don't have enough muscles. And I prove everyone
14 wrong every single day.
15 And I know that the construction
16 of this building would benefit completely. And it
17 touches my heart, it really does, because I was
18 always told that I'm not going to go anywhere in
19 life and I should stay home just sewing, and for a
20 while I did. And then one day I picked up a rugby
21 ball, went out with my friends, got hurt, came
22 back, and I was really in pain. And it taught me
23 that I could do so much more.
24 And I have women in my class who
25 want to be plumbers, construction workers,

2 laborers, electricians. And it's beautiful to me.
3 They're all extremely smart in their own ways.
4 They have the ability to do great things in this
5 world. And I know that we want to create that
6 seven percent that the world wants to have
7 construction workers, and I know that we all can do
8 it. We're all there to support one another, and
9 this building would definitely help.
10 Thank you.
11 (Applause)
12 THE HEARING OFFICER: Thank you,
13 Ms. Meltzer.
14 The next five speakers are
15 Jennifer O'Neill, Leslie Adatto, Beverly
16 Wettenstein, Gaby Dana-Allel and Kathleen Culhane.
17 And the next speaker is Jennifer
18 O'Neill.
19 MS. O'NEILL: Good afternoon.
20 (Chorus of "good afternoons")
21 MS. O'NEILL: I'm also a brand
22 new student at NEW, Nontraditional Employment for
23 Women, as well, located at 243 West 20th Street,
24 Chelsea, New York.
25 I'm very grateful to have this

2 program available to me. Guaranteeing me any
3 assistance I need, whether it be support from other
4 students and superiors of mine, teaching me the
5 skills that I can get further on in life. Whereas
6 it did not exist otherwise for a very long time.
7 I'm very gracious. And I think that the building
8 of this particular building will just accommodate
9 more women who'd like to do the same and make it
10 easier for them to get into that process the right
11 way. And have the support of other women behind
12 them to treat them right, the safe way to do -- to
13 go about things and support each other as women.
14 And it could just go further and further and
15 further. And I'm very gracious that it does exist.
16 And that's all. Thank you very
17 much.
18 (Applause)
19 THE HEARING OFFICER: Thank you,
20 Ms. O'Neill.
21 The next speaker is Jennifer
22 O'Neill.
23 A SPEAKER: That was Jennifer.
24 THE HEARING OFFICER: I'm sorry.
25 The next speaker is Leslie Adatto.

2 MS. ADATTO: Hi. I am Leslie
3 Adatto. And I live at 338 West 11th Street, 3A, in
4 New York, 10014.
5 Can everyone hear me?
6 Six years ago today I moved from
7 San Diego to Manhattan to write a book about public
8 access rooftops. I'm Leslie Adatto, author of the
9 Roof Explorer's Guide: 101 New York City Rooftops.
10 It talks about rooftops throughout New York City,
11 and I love New York City rooftops.
12 So when I learned that the
13 amazing Art Deco building on West 20th Street, that
14 was designed by the same firm as the Empire State
15 Building, was being revamped as the Women's
16 Building, and that the design process had not yet
17 begun, I immediately got on the bandwagon to
18 advocate for a public access green roof.
19 Having spent years writing about
20 public access rooftops in New York City, I'm
21 especially excited at the potential opportunity
22 awaiting all of us on top of the roof of the
23 Women's Building. Topping this eight story
24 building is 14,000 square feet of accessible
25 outdoor space. I'm here to express my strong hope

2 that the NoVo Foundation will create -- will
3 consider the creation of a public access green roof
4 on top of the Women's Building.
5 There are myriad benefits when
6 installing a public access green roof, and in the
7 interests of time I'll mention just a few of them
8 here.
9 Just by existing, urban green
10 roofs keep buildings cooler in the summer, warmer
11 in the winter. They absorb stormwater runoff.
12 They create biodiversity, which means bees and
13 butterflies and birds love them, they love green
14 roofs. And an accessible green roof is a wonderful
15 amenity for building tenants. But let's take it a
16 step further and make it a public access roof. And
17 instantly there is an enormous benefit to the
18 well-being of the entire community.
19 There are so few public assess
20 roof tops in Chelsea, and all the ones I can think
21 of are bars. A public access rooftop on the
22 Women's Building is something to be enjoyed by
23 residents who aren't interested in buying twenty
24 dollar cocktails. The views from this roof are
25 amazing, and should be shared. People feel happy

2 and calm on rooftops. Trust me; I've been on
3 hundreds of them. This rooftop could host
4 environmental education, public art and
5 performances and so much more.
6 Moreover, the benefits of a
7 public access green roof would reverberate far
8 outside of our community. It could serve as a
9 demonstration garden, as a replication site, after
10 which other aging buildings could model themselves,
11 such as the Empire State Building, a sort of sister
12 building to this one, has done with its enormously
13 successful green makeover.
14 I only have a couple of minutes
15 so I'll stop there. But let me end with this.
16 There are vast benefits to the community in having
17 public access green roofs. Especially on this very
18 symbolic structure, soon to be called the Women's
19 Building. And the positive impact of a public
20 access green roof would most assuredly be enormous.
21 Thank you.
22 (Applause)
23 THE HEARING OFFICER: Thank you,
24 Ms. Adatto.
25 The next speaker is Beverly

2 Wettenstein.

3 MS. WETTENSTEIN: My name is

4 Beverly Wettenstein. I live at 121 East 28th

5 Street.

6 I am developing a book donation

7 project to give women and girls in underrepresented

8 areas of New York City access to books by, for and

9 about women. I hope that the Women's building will

10 designate space to a library and/or book store.

11 Many women's organizations in New York City have

12 sold their buildings to raise funds, and it has

13 been challenging to find physical space. The

14 Women's Building book store could raise funds for

15 women's and girls' causes. Books will be donated

16 by publishers and individuals.

17 I also write and speak about

18 women in history and making history today. So I

19 hope women's history will be incorporated into the

20 building's plans.

21 Thank you.

22 (Applause)

23 THE HEARING OFFICER: Thank you,

24 Ms. Wettenstein.

25 The next speaker will be Gaby

2 Dana-Allel.

3 MS. DANA-ALLEL: Hi, everyone.

4 My name is Gaby Dana-Allel and I'm from Assembly

5 Member Richard N. Gottfried's office. I will be

6 reading a statement from our office.

7 (Reading:) I am Assembly Member

8 Richard N. Gottfried. My district includes the

9 proposed Women's Building located at 550 West 20th

10 Street, the site of the former Bayview Correctional

11 Facility.

12 We applaud the Goren Group for a

13 creative plan to convert the former correctional

14 facility into a building that will house nonprofits

15 that work on women's issues, with space for

16 community use. Empire State Development and the

17 Goren Group listened closely to the concerns of

18 Community Board 4 and the local elected officials

19 before the project was announced. We support the

20 concept for the Women's Building. However, we do

21 not support the inclusion of zoning overrides in

22 the General Project Plan.

23 The press release from Governor

24 Cuomo dated October 26, 2015 stated that, "Empire

25 State Development sought a plan that preserves the

2 building's historic facade, provides opportunities
3 for community facility use, and stays within the
4 general zoning character of the special West
5 Chelsea District." Yet, according to the GPP, ESD
6 proposes to override the New York City Zoning
7 Resolution on grounds that it would not be
8 economically feasible or practicable for the
9 applicant to comply. The applicant knew what the
10 zoning was when it responded to the RFP. The
11 current project plan requires fifteen zoning
12 overrides, including waivers for floor area,
13 building height and setback, yard, use and sign
14 regulations. We echo the concerns of CB4 that the
15 changes proposed would undermine the character of
16 the Special West Chelsea District.
17 We believe that the proposed
18 changes must be examined by CB4, the local elected
19 officials and other community stakeholders before
20 any zoning overrides should be approved and before
21 this GPP should be approved. This has not yet
22 happened because CB4 did not receive details on the
23 proposed overrides until July 15th, just three days
24 before the Board's July 18th Chelsea Land Use
25 Committee meeting, which is insufficient for proper

2 analysis and to allow for a full board vote.
3 After a long and competitive RFP
4 process, which included CB4, the community should
5 have the opportunity to weigh in on each zoning
6 override proposed. We request that the Goren Group
7 work closely with CB4 and our offices to ensure
8 that the project plan maintains the general
9 character of the Special West Chelsea District. We
10 look forward to working together as this project
11 moves forward, and urge ESD to postpone its
12 decision until that has happened.
13 Thank you.
14 (Applause)
15 THE HEARING OFFICER: Thank you,
16 Ms. Dana-Allel.
17 Okay, the next speaker is
18 Kathleen Culhane.
19 MS. CULHANE: Hi, I'm Kathleen
20 Culhane, President of Nontraditional Employment for
21 Women, or NEW, at 243 West 20th Street, and proud
22 to be here with new students and graduates and
23 other partners here today. And proud to support
24 and applaud the NoVo Foundation and the Goren Group
25 and others for this unique project and opportunity.

2 NEW, founded in 1978, prepares
3 and trains women for careers in the trades, and
4 also careers in the maintenance industry, helping
5 women achieve economic independence and a secure
6 future. And we have a unique opportunity to
7 partner with the New York City Building and
8 Construction Trades Council of Greater New York,
9 which includes direct entry opportunities into
10 union apprenticeships for new students and
11 graduates. These are opportunities that provide a
12 secure future for women and their families.
13 Moreover, NEW is an organization
14 that's dedicated to changing the way society views
15 women's roles in the workforce and beyond. And, as
16 such, whenever we learn of projects that strive to
17 improve the lives of women, we're eager to get
18 involved. And the Women's Building is just that.
19 There are limited opportunities
20 for low income women and minority women to obtain
21 secure jobs that provide a living wage and
22 essential benefits such as health insurance. And
23 NEW students, particularly the population that NEW
24 chiefly serves, minority women facing challenges,
25 often face great challenges for their success.

2 Careers in the unionized
3 construction trades provide opportunities for women
4 to secure jobs that are a living wage, equal pay,
5 and include essential benefits. After
6 participating in NEW's programs -- NEW serves 400
7 women a year in our training programs -- the
8 improvements in wages and standard of living is
9 really dramatic. The average wage for permanent
10 job placements for NEW is now $17 an hour. And
11 wages go up to around $40 per hour and above after
12 a four to six year apprenticeship program.
13 So we at NEW are incredibly
14 excited to help transform this one time women's
15 correctional facility into a mainstay of security
16 and progress for women. Not only because of the
17 symbolic meaning behind repurposing the facility,
18 but because of the amazing workforce development
19 opportunities for women, particularly formerly
20 incarcerated women, a population that NEW serves,
21 that it will provide. Amongst our graduates from
22 NEW there are a number of tradeswomen who were at
23 one time held within the walls of the Bayview
24 Correctional Facility and other facilities. And
25 they have transformed their lives and the lives of

2 their families through a career in the trades.
3 In closing, the Women's Building
4 will be union built, provide opportunities for
5 women across New York City, and NEW is proud to
6 support the project, one that will provide real
7 opportunities for economic security for women and
8 their families.
9 Thank you.
10 (Applause)
11 THE HEARING OFFICER: Thank you,
12 Ms. Culhane.
13 We have one more speaker who has
14 signed up on the list, and that is Santos
15 Rodriguez.
16 MR. RODRIGUEZ: Good afternoon,
17 everyone.
18 (Chorus of "good afternoons")
19 MR. RODRIGUEZ: Thank you for
20 the opportunity to speak today. My name is Santos
21 Rodriguez. I'm with the New York City Building
22 Trades Council of Greater New York.
23 And what a day to be here,
24 right? We are talking about repurposing a
25 correctional facility, when yesterday we made

2 history by nominating the first woman to
3 potentially be president of, you know, the United
4 States of America.
5 (Applause)
6 MR. RODRIGUEZ: That's amazing.
7 So why not keep that movement going today and speak
8 about how we transform something that was so
9 negative into something positive. Giving women a
10 chance to have a place to go and feel free and not
11 be judged by anyone. Being able to speak their
12 mind, being able to build a building with their own
13 hands. Getting paid the same thing that I made
14 when I was in the field, that I make today. Why?
15 Because unions are the great equalizers when it
16 comes to wage equality. We're moving up on
17 diversity.
18 I'm here today speaking in front
19 of everyone here, proud of where the building
20 trades stands today and what we can help and have
21 helped through groups like NEW. Having a daughter,
22 nine years old, knowing that she has the same
23 ability that I do. And seeing her smile this
24 morning and saying I can be president, that's
25 pretty cool. I didn't plant this in her head, she

2 said this on her own.

3 So with that, I'll keep it very

4 simple. I'm very happy to be here. We support the

5 project. Giving opportunity and equality to all

6 the women in the room and beyond.

7 So thank you very much for the

8 opportunity.

9 (Applause)

10 THE HEARING OFFICER: Thank you,

11 Mr. Rodriguez.

12 Is there anyone else present who

13 would like to make a statement regarding the

14 project?

15 MS. ARMAND: I did sign up, I

16 don't know why --

17 THE HEARING OFFICER: Okay, why

18 don't you come forward. Why don't the other two

19 individuals sign up. No, everyone else could sign

20 up at the back, so why don't you sign up.

21 A SPEAKER: We did sign up.

22 THE HEARING OFFICER: You did

23 sign up?

24 A SPEAKER: Yeah.

25 THE HEARING OFFICER: All right,

2 so why don't you go right ahead.
3 MS. ARMAND: Okay, thank you.
4 Good afternoon. My name is
5 Barbara Armand. I'm the president of Armand
6 Corporation, a construction management company.
7 And I'm also the president of Professional Women in
8 Construction.
9 Last year I was asked by the
10 board group at NoVo to serve on the selection
11 committee for the Women's Building. I was so proud
12 to be involved because of what the Women's Building
13 represents. Possibilities, unleashed potential,
14 and nurturing for women. I repeat, for women.
15 This is totally opposite to the original use, a
16 place for women to be locked away, possibilities
17 abandoned, potential eliminated. A place where
18 nurturing, although dampened, continued between the
19 women.
20 The Women's Building represents
21 so much more. Social justice for women. Support
22 and resources for our brightest female thinkers to
23 envision a better world for girls and women around
24 the globe. They will offer a venue for public
25 lectures, conferences, shared space for creativity

2 and performances and art.

3 Last night history was made by

4 the nomination of Hillary Clinton for the president

5 of the United States. I am sure that women all

6 over the United States, including me, were equally

7 moved and excited to be alive with this historical

8 moment. We have an opportunity to feed upon and

9 build on this excitement by supporting the Women's

10 Building. I can't think of a time where the

11 Women's Building could be more important. Please

12 join Armand Corporation and Professional Women In

13 Construction in supporting the construction of the

14 Women's Building.

15 Thank you.

16 (Applause)

17 THE HEARING OFFICER: Thank you,

18 Ms. Armand.

19 So the next four speakers will

20 be Lowely Cheung, Maria Blackburn, Erin Sullivan

21 and Kate McDonough. Have seats there. And the

22 next speaker is Lowely Cheung.

23 MS. CHEUNG: Good afternoon,

24 everyone. My name is Lowely Cheung.

25 My name is Lowely Cheung. I am

2 a graduate from NEW.

3 (Applause)

4 MS. CHEUNG: And I'm in a union,

5 Local 3 electricians union. And I just wanted to

6 express my gratitude to NEW here for placing me,

7 giving me such a good opportunity.

8 I have been working as an

9 apprentice for like almost five years now. Just

10 there are too many times that I'm just the only

11 woman on the job. So it's time for a change. And

12 I would like to see that in a place that women get

13 together and build things and be there, like be

14 comfortable to feel that they are part of the union

15 and part of the society and able to do good for

16 better good for the society.

17 And there's one thing I wanted

18 to point out. My union is a good union. They

19 provide very good opportunity for women to work and

20 are very supportive. But there are other things

21 that being a woman in this traditional society,

22 like child care is a major issue. And I am glad to

23 see that in the proposal there is going to be a

24 child care center for the women so they will

25 provide them support and opportunity to really go

2 out and have the opportunity to make a good living.
3 So I'm here to show support.
4 Thank you very much.
5 (Applause)
6 THE HEARING OFFICER: Thank you,
7 Ms. Cheung.
8 The next speaker is Maria
9 Blackburn.
10 MS. BLACKBURN: Hi. Thank you
11 for having me. My name is Maria Blackburn. I'm
12 with the NOMI Network. We're in support of the
13 Women's Building.
14 NOMI Network is a nonprofit and
15 a current grantee of the NoVo Foundation. And we
16 work with women who are survivors and at risk for
17 human trafficking in India and Cambodia. And we're
18 hoping that the Women's Building will open a door
19 for more women in New York, here, to provide
20 opportunities and training and skills in building
21 capacities.
22 So we're excited for what this
23 might lead for our organization to do more work
24 with women, especially marginalized women who are
25 survivors of human trafficking here in the States,

2 particularly the women that we, you know, have in
3 our network that are survivors here in New York.
4 And what they tell us is that it's very hard for
5 them to find job opportunities, especially if
6 they're foreign born and coming into the United
7 States, it's very difficult to get that security.
8 And when there's no security, they're more at risk
9 of being re-exploited. So we're hoping that NOMI
10 can partner with the Women's Building in providing
11 those opportunities and we're here to support it.
12 So thank you so much for having
13 us.
14 (Applause)
15 THE HEARING OFFICER: Thank you,
16 Ms. Blackburn.
17 The next speaker is Erin
18 Sullivan.
19 MS. SULLIVAN: Good afternoon.
20 I'm Erin Sullivan. I'm a journey wire woman from
21 Local Union No. 3, New York City. I am not here
22 today on their behalf.
23 There is a new movement
24 happening in the labor movement, and that movement
25 is Handcuffs to Hardhats. This program is set up

2 to work with incarcerated women and give them an
3 opportunity for good paying jobs within the
4 building trades after their incarceration. I think
5 there are many people who feel passionately about
6 this project because on some level I think we can
7 all probably say that there was a time in our lives
8 when we were just one bad decision away from being
9 where these women are.
10 The building trades offers
11 opportunities for women, as was mentioned, for
12 secure jobs and benefits. By building it one
13 hundred percent building trades, we can build it
14 with a lasting relationship. This building can
15 serve as the steppingstone for these women and for
16 future women and their families. Because a lot of
17 families, once the mother is incarcerated, the
18 children's chances of becoming incarcerated
19 increase. So this could help prevent that.
20 I know personally I'm one woman
21 who has benefited from being in a labor union. So
22 I just hope that -- you know, I've heard it's going
23 to be one hundred percent building trades, so
24 that's good. But also that if maybe we could kind
25 of take into consideration the Handcuffs to

2 Hardhats.
3 Thank you.
4 (Applause)
5 THE HEARING OFFICER: Thank you,
6 Ms. Sullivan.
7 The next speaker is Kate
8 McDonough.
9 MS. McDONOUGH: Hello, good
10 afternoon, everyone.
11 (Chorus of "good afternoons")
12 MS. McDONOUGH: Thank you. My
13 name is Kate McDonough. I'm the Director of
14 Organizing at Girls for Gender Equity. Girls for
15 Gender Equity is an intergenerational organization
16 committed to the physical, psychological, social
17 and economic development of girls and women.
18 Through education, organizing and physical fitness,
19 GGE continues to remove barriers and create
20 opportunities for girls and women to live
21 self-determined lives.
22 Just over a year ago, GGE staff
23 and our Sisters in Strength youth organizers had
24 the opportunity to sit in one of our meeting rooms
25 and dream up a Women's Building. Visions ranged

2 from ideal office spaces, to fitness rooms, to a
3 cafe that would provide jobs for formerly
4 incarcerated women, to our young people's favorite,
5 a get ready and glam room where our youth
6 organizers could decompress from the stress of
7 their day and glam up. While there were many
8 different dreams and an end of -- sorry, and a
9 sense of endless possibility, they were all unified
10 by the excitement of having a space that could
11 provide healing, break down silos, and allow for
12 important intergenerational movement building to
13 thrive.
14 Words cannot express the
15 excitement I have as these dreams combine with
16 others throughout New York City and move closer to
17 becoming a reality, because I have seen what
18 providing space can do for people and for
19 movements. Right now GGE is an important space for
20 our Sisters in Strength youth organizers, who are
21 all high school age young women of color. Just by
22 having a space to call home, they're able to build
23 sisterhood and drive organizing campaigns that will
24 have a positive impact on the lives of young women
25 of color for years to come. And that is just what

2 they are able to do with one room. Imagine being
3 in an entire building.
4 And let us not forget that this
5 is a building that once imprisoned Angela Davis, a
6 building that once tried to keep her and many women
7 from organizing and seeking out justice. Tearing
8 down these cells is not just remodeling a building,
9 but ripping down an oppressive structure brick by
10 brick, speaking truth to the legacy of resistance
11 that occurred within those walls, and transforming
12 it into a hub of social justice. We're in firm
13 support of it.
14 Thank you.
15 (Applause)
16 THE HEARING OFFICER: Thank you,
17 Ms. McDonough.
18 The next speaker is Judaline
19 Cassidy.
20 MS. CASSIDY: Hi. My name is
21 Judaline Cassidy. I'm a plumber from Plumbers
22 Local Union No. 1. And honored to be on the board
23 of the advisory committee for the Women's Building.
24 This Women's Building, you hear
25 the stories of the women who were incarcerated, and

2 a lot of them have become my sisters, and the
3 sadness that that building brought. And the fact
4 that a woman named Sandy shut that building down.
5 It wasn't because people realized that it was
6 something wrong, that these women were being
7 treated horrendously. It was the worst building
8 for women in the whole United States of America.
9 But it took a woman named Sandy to shut that
10 building down.
11 (Laughter)
12 MS. CASSIDY: And by shutting it
13 down -- we women in construction, all my sisters
14 from all the trades, we want to be that, the women
15 that makes a lighthouse for that building so it's a
16 beck and call for all women from all over the
17 world. And we are proud that we are members of the
18 building trades, and we want to build a building
19 and show that New York, we're still union strong.
20 And all of my sisters, we love being part of the
21 union and we are giving our hands. And this
22 building is going to be a mecca for women now and
23 forever, and all the girls that we get inspired to
24 be tradeswomen.
25 Thank you.

(Applause)

THE HEARING OFFICER: Thank you, Ms. Cassidy.

Now, is there anyone present who would like to make a statement regarding the project?

(No response)

THE HEARING OFFICER: Okay, let the record reflect that no one has answered to that question, and that the time is now 3:55. We will hold the hearing open until 5:00 p.m. in order to afford any latecomers an opportunity to make a statement.

At this time I will call for a recess in these proceedings until such time as someone requests an opportunity to make a comment. Please note at 5:00 p.m. we will come back on the record and announce a break in the proceedings. And then we will resume with an evening session commencing at 6:00 p.m. Thank you.

(Recess taken)

THE HEARING OFFICER: We are ready to go back on the record. And the next five speakers will be Sarah Thompson, Laura Gabby, Susan

2 Shoemaker, Diana McHugh, and Gina Cascino. And if
3 those people could have seats in the front. And
4 we'll start off with Sarah Thompson.
5 MS. THOMPSON: Hi, everyone. My
6 name is Sarah Thompson. I'm here on behalf of the
7 Goren Group, and I'm a fan of the building in
8 general.
9 So we are here in a building, in
10 a neighborhood, in an amazing city, in a state, in
11 a country that's in a big world. According to the
12 Second Edition Encyclopedia of New York, there are
13 860,000 buildings in the panorama of New York City.
14 And every building has a story. And it has a story
15 because of the people that built it and those that
16 have come and visited inside its walls and taken
17 the experience of this building out to the world
18 with them. This is how a building has life, a
19 past, a present, a future, and a reputation.
20 I'm a real estate broker in New
21 York City. And let me tell you that some buildings
22 are very ordinary. They do their job, they house
23 workers, people, students, and it's a fine
24 experience. Some buildings though, very few, are
25 extraordinary. They stay with you and live with

2 you for many reasons. The architecture was
3 incredible, they left you in awe, or the experience
4 that you had there was exceptional and it left you
5 feeling something very special.
6 When I saw the story about the
7 Bayview Correctional Facility in an online
8 Tennessee newspaper, I thought wow, this building
9 could be something truly special. But how? And
10 who could bring out the best of its potential so
11 that it can bring out the best potential in all
12 those who visited.
13 Ironically, a few days later I
14 was speaking with Lela at the Goren Group, who was
15 aware of the building and was already putting
16 together an RFP. Unfortunately, not every
17 building, just like not every person, reaches its
18 full potential, its ultimate highest and best use.
19 But the team that is working on the Bayview
20 Correctional Facility will be able to do just that.
21 With the perfect and
22 exceptionally hard to find combination of building
23 and development experience, social awareness and
24 responsibility, and financial backing and
25 entrepreneurial enterprise, along with the story of

2 its past and those involved in its present and
3 future, this building can finally reach its
4 potential, thereby helping all those who enter or
5 even hear about what is happening within its walls.
6 And those people will take that inspiration from
7 inside the building with them out to the
8 neighborhood, into the city, the state, the
9 country, and the world. I'm honored to be able to
10 speak on behalf of a building that can truly change
11 the lives of those associated with it, and in turn
12 make the world a better place.
13 The Women's Building will be a
14 building for all of us. It will make New York City
15 better by bringing worlds together; the ex-convict
16 and the CEO, the nonprofit and the for-profit
17 business worlds. And natural curation --
18 (Bell rung)
19 MS. THOMPSON: -- of shared
20 experiences, a true example of what can happen when
21 consciousness and good intention combine with the
22 practicality of design and capital to improve the
23 lives of people everywhere.
24 Transformation is not to define
25 ourselves but to create ourselves. This is one of

2 our greatest goals in life, if not the biggest
3 goal. And this building will allow people the
4 opportunity to discover themselves and what they
5 can do to improve their life and the lives of
6 others by creating the space and planting the seed.
7 (Applause)
8 MS. THOMPSON: I have one more
9 paragraph. Is there time?
10 THE HEARING OFFICER: Go ahead.
11 MS. THOMPSON: I came to New
12 York from southern Indiana. And I love being here
13 because of projects and opportunities like this
14 that can be an incubator for such amazing progress
15 everywhere. New York City always takes the lead.
16 And so I work hard every day to be here.
17 Like I said, I'm a real estate
18 broker here now for 14 years. But I've also done
19 service projects in rural Haiti, worked on a rape
20 crisis hotline in Bloomington, Indiana, where I
21 went to college. And in New York City I have
22 donated time and money to programs that offer a
23 hands up more so than a hand out, and the rewards
24 are endless. These experiences changed my life, to
25 know that even coming from humble beginnings, with

2 loving parents, and having a consciousness of care
3 about others and for the world, we each have a
4 treasure in ourselves to share. And we have a
5 treasure here, a diamond in the rough that can be
6 polished to perfection by the hands of those that
7 are involved. A true chance for change to build
8 something that makes a difference.
9 Thank you.
10 (Applause)
11 THE HEARING OFFICER: Thank you,
12 Ms. Thompson.
13 The next speaker is Laura Gabby.
14 MS. GABBY: I'm just going to
15 keep it relatively short and sweet. My name is
16 Laura Gabby. I'm a carpenter at Local 157. I have
17 been in the union for four and a half years now. I
18 was recently elected as a delegate to my union.
19 And I just got out of the apprenticeship program,
20 so I just turned journeywoman recently.
21 The reason I'm coming here to
22 speak in support of this building is because I
23 think one of the hardest parts of being a
24 tradeswoman can be that initial getting your foot
25 in the door. Getting somebody to give you the

2 opportunity to actually do the work. Once women do
3 the work, we've been able to prove ourselves more
4 than capable. So this building to me is that
5 chance to get a foot in the door. The goal of
6 having 50 percent or more women doing the work I
7 think would be a tremendous opportunity for
8 tradeswomen to once again prove that we can do the
9 work and put to rest entirely this notion that
10 women aren't capable of doing the work.
11 It would also be a huge
12 opportunity for women to be in leadership roles as
13 foremen. I know amongst the carpenters there's
14 very, very few women foremen. In the four and a
15 half years that I've been in, I'm constantly
16 looking for women foremen, and I've come across one
17 at this point in all of New York City. So this
18 would be an opportunity for some women to come
19 forward and say look, we're capable of running this
20 work. You know, this job has to be 50 percent
21 women anyways, let me step up to the challenge.
22 So yeah, that's basically it.
23 Thank you very much.
24 (Applause)
25 THE HEARING OFFICER: Thank you,

2 Ms. Gabby.

3 The next speaker is Susan

4 Shoemaker.

5 MS. SHOEMAKER: Hi. My name is

6 Susan Shoemaker. I'm an architect. I'm the

7 director of the New York office of RAW-NYC, an

8 architectural practice which is international. It

9 has offices in Dubai as well as New York. We were

10 one of the architectural practices that

11 participated in the design competition that was

12 organized by the NoVo Foundation and the Goren

13 Group to look at the Women's Building and look at

14 what could be done with the building.

15 And I wanted to mention briefly

16 that I think that one of the great opportunities of

17 this project proceeding is that this very special

18 building, that was designed by Shreve, Lamb &

19 Harmon, who were the architects for the Empire

20 State Building also, is the opportunity for it to

21 be lovingly restored and actually used, because at

22 the moment it's totally vacant and no one can

23 really appreciate how special this building is.

24 But also it has the potential to really be

25 transformed and opened up so that it can be visited

2 in a very positive way by women and girls in many,
3 many different ways.
4 But I'd like to just touch base
5 on the special opportunities that the building and
6 its programs are going to provide for arts and
7 architecture, which I have a particular interest in
8 as an artist and an architect. There are not --
9 although the building is actually in an area which
10 is a very popular, up and coming and well-known
11 arts district, the opportunities for women in
12 architecture and arts are not always equal. And
13 the opportunity and the chance to be able to create
14 the kinds of programs that the building is going to
15 create in this building I think are going to be
16 phenomenal. The opportunity for exhibitions, for
17 women artists to have exhibitions in this building,
18 when they might not be able to get shows elsewhere.
19 The opportunity to have dance and theater programs
20 in the auditorium. The opportunity to be creating
21 art on site in the workshops and studios that are
22 planned. The opportunity for women and girls who
23 may be coming from anywhere in the world to be able
24 to come to this building and see and be inspired by
25 women artists and by seeing their work and seeing

2 the work in progress is very exciting. And I think
3 it's going to create opportunities for women, and
4 it's going to benefit a hundred percent of the
5 public to have those kinds of things occur and to
6 have those kinds of opportunities be experienced.
7 (Applause)
8 THE HEARING OFFICER: Thank you,
9 Ms. Shoemaker.
10 The next speaker is Diane
11 McHugh.
12 MS. McHUGH: Good afternoon. My
13 name is Diana McHugh and I am the Director of
14 Communications at the Women's Prison Association, a
15 service advocacy organization dedicated to women
16 with criminal justice history and their families.
17 The Women's Prison Association
18 has been a fixture in New York City for 171 years.
19 Our mission to partner with women has remained
20 largely unchanged through the Civil War, the Civil
21 Rights Movement, the first, second and third waves
22 of the women's rights movement, the fight for LGBT
23 equality, and today's continued efforts towards
24 social and racial justice.
25 In our long history, we've

2 driven and witnessed many firsts for women in New
3 York City and across the nation. We are thrilled
4 to see and support the development of New York's
5 first Women's Building, another piece of history
6 that will undoubtedly aid our resolve to provide
7 all women with the opportunity to learn, heal,
8 dream, and find partners who will join them in
9 translating aspiration into action.
10 Thank you.
11 (Applause)
12 THE HEARING OFFICER: Thank you,
13 Ms. McHugh.
14 The next speaker is Gina
15 Cascino.
16 MS. CASCINO: I'm Gina Cascino,
17 from the Correctional Association of New York.
18 The old Bayview women's prison
19 on 20th Street was evacuated during Hurricane Sandy
20 and never reopened. When the Correctional
21 Association's Women in Prison project -- with the
22 Correctional Association's Women in Prison project,
23 I have monitored all of the women's prisons in New
24 York State. We visited Bayview many times because
25 of the egregious treatment of the women

2 incarcerated there. Bayview has the honor of
3 having the highest rate of sexual abuse in the
4 entire country. It was a terrible place. And its
5 abandoned halls still carry the emotional pain of
6 profound suffering.
7 I am overwhelmed with gratitude,
8 knowing that the NoVo Foundation, in collaboration
9 with the Goren Group, have taken on a 99 year lease
10 from the city to repurpose the old prison, turning
11 it into a 21st century global center for women and
12 girls. The architectural team of Deborah Berke &
13 Partners is tasked with designing a transformative
14 and nurturing office space, meeting space,
15 performance space, classrooms, a child care center,
16 a cafe and a wellness center for our nonprofit
17 community. The Women's Building will create jobs,
18 developing a workforce of trained and talented
19 women, girls and minorities. It will provide
20 opportunities for women coming home from prison who
21 were traumatized, helping them find community and
22 self-esteem. It will provide office space and
23 creative space for many organizations both large
24 and small. But most important, the Women's
25 Building will pioneer in creating a new language

2 for equality, safety, and inclusion. It will be a
3 beacon of light for pointing towards hope and
4 transformation, rising out of the ashes of abuse,
5 pain, neglect and hopelessness. It is my hope that
6 in this hearing that remarkable vision will be seen
7 and felt. It is a grand project. It is a
8 beautiful vision for our times. And it will be a
9 landmark for future generations.
10 (Applause)
11 THE HEARING OFFICER: Thank you,
12 Ms. Cascino.
13 We have another speaker, Roger
14 Drew.
15 MR. DREW: Hello, everyone. So
16 I was just encouraged to speak, I didn't plan to,
17 so excuse me, I'll just be real quick. But my name
18 is Roger Drew. I work for the American Indian Law
19 Alliance. We are a grantee from NoVo. Our
20 president, Betty Lyons, would be here, but she had
21 a foot injury recently and she's still recovering.
22 She lives up in Onondaga, which is just south of
23 Syracuse, New York. And usually I'm standing
24 beside her, gladly supporting her. She speaks, so
25 I'll speak today.

2 So Betty also sits on the
3 advisory circle of the Women's Building, which
4 she's happy to do, she speaks wonderfully about
5 that. But she also sits on the advisory circle.
6 She loves that experience.
7 And I also had the opportunity
8 to tour the building, and I had the experience of
9 seeing and feeling both the pain that was there as
10 well as the inspiration of what this building could
11 be.
12 I think for our organization we
13 see the opportunity also that this can be a
14 resource for Native people in New York City.
15 There's over 110,000 Native people, according to
16 the recent census of New York City's five boroughs.
17 And again, just think about all the ways that this
18 can be a resource for so many different people to
19 bring so many different communities together and so
20 many different organizations together, and we are
21 really excited about that opportunity.
22 And just hearing -- just sitting
23 here today, just hearing all the different
24 opportunities that this brings, Handcuffs to
25 Hardhats, all these important ideas that people

2 have brought today, the opportunity for arts, the
3 opportunity for culture sharing, the opportunity
4 for youth work, I think it's very important. And
5 we're fully in support of and we back this project
6 fully. And we're happy to be here and stand in
7 support of this project and stand in support of
8 NoVo, which has supported us.
9 Thank you.
10 (Applause)
11 THE HEARING OFFICER: Thank you,
12 Mr. Drew.
13 Is there anyone else present who
14 would like to make a statement regarding the
15 project?
16 (No response)
17 THE HEARING OFFICER: Let the
18 record reflect that no one has answered to that
19 question, and the time is now is 4:35. We will
20 hold the hearing open until 5:00 p.m. in order to
21 afford any latecomers an opportunity to make a
22 statement. At this time I will call for a recess
23 in these proceedings until such time as someone
24 requests an opportunity to make a statement.
25 Please note that at 5:00 p.m. we

will come back on the record and announce a break in the proceeding. We will then resume at 6:00 p.m. for an evening session.

(Recess taken)

THE HEARING OFFICER: Thank you all for your comments. The time is now 5:00 p.m. Before we adjourn for a break, is there anyone else here who would like to make a comment regarding the proposed project?

(No response)

THE HEARING OFFICER: Let the record reflect that no one has answered to that question. The time is now 5:00 p.m. and we'll go off the record now and resume at 6:00 p.m. for our evening session. I thank you for attending this afternoon.

(Time noted: 5:00 p.m.)

2 C E R T I F I C A T E

3

4 STATE OF NEW YORK)
) SS:
5 COUNTY OF ORANGE)

6

7 I, KARI L. REED, a Registered
8 Professional Reporter (Stenotype) and Notary
9 Public with and for the State of New York, do
10 hereby certify:
11 I reported the proceedings in the
12 within-entitled matter and that the within
13 transcript is a true record of such
14 proceedings.
15 I further certify that I am not
16 related, by blood or marriage, to any of the
17 parties in this matter and that I am in no
18 way interested in the outcome of this matter.
19 IN WITNESS WHEREOF, I have hereunto
20 set my hand this 8th day of August, 2016.
21 Kari L. Reed
22
23 KARI L. REED
24
25

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2 NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION

3 ----------X

PUBLIC HEARING - EVENING SESSION

ORIGINAL

4

RE: THE WOMEN'S BUILDING CIVIC AND LAND

5

USE IMPROVEMENT PROJECT.

6

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7 Baruch College
Newman Conference Center

8 151 East 25th Street
New York, New York

9

July 27, 2016

10 6:00 p.m.

11

12

13

B E F O R E: EDWARD C. KRAMER, ESQ.,

14

The Hearing Officer

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2 A P P E A R A N C E S :

3 Edward C. Kramer, Esq., The Hearing Officer

4 ESD STAFF:

5 Kevin Hansen

6 Marion Phillips, III

7 Debbie Royce

8 Regina Stephens

9 Other Staff

10

11 ALSO PRESENT:

12 The Public

13

14

15 Reported by:

16 Kari L. Reed

17

18

19

20

21

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2 P R O C E E D I N G S

3 THE HEARING OFFICER: Good

4 evening, ladies and gentlemen. My name is Edward

5 Kramer. I'm an attorney duly admitted to practice

6 law in the State of New York. I have been asked by

7 the New York State Urban Development Corporation,

8 doing business as Empire State Development, ESD, to

9 conduct today's public hearing pursuant to Sections

10 6 and 16 of the New York State Urban Development

11 Corporation Act, which is known as the UDC Act.

12 This hearing is being held

13 pursuant to legal notices, published in accordance

14 with the UDC Act, in the June 27, 2016 edition of

15 the New York Daily News.

16 The purpose of this hearing is

17 to afford you an opportunity to make statements and

18 comments about ESD's General Project Plan and the

19 essential terms of the proposed long-term lease for

20 the proposed Women's Building Civic and Land Use

21 Improvement Project.

22 My purpose is to run the hearing

23 in a fair and impartial manner and to try to make

24 sure that everyone who wishes to speak has an

25 adequate opportunity to be heard. This is not a

2 question and answer session. It is, instead, an
3 opportunity for you to present your views so that
4 ESD can consider them in making its final
5 determinations.
6 Please note that a stenographic
7 transcript of this hearing is being made.
8 Comments presented at this
9 hearing will be taken into consideration by ESD as
10 part of the final approval of the proposed project.
11 Comments may also be submitted in writing.
12 Comments must be received before eight p.m. on
13 August 26, 2016. Instructions for submitting
14 written comments can be found at the sign-in table
15 located outside this room.
16 First, Mr. Kevin Hansen, ESD's
17 Vice President for Strategy, Operations and Policy,
18 will present information about the project on
19 behalf of ESD. Following the presentation I will
20 recognize anyone else who wishes to make a comment
21 about the project.
22 If you wish to speak at today's
23 hearing, please be sure to sign in at the speaker
24 registration table located outside this room.
25 For your information and

2 convenience, copies of the General Project Plan,
3 the GPP, are available on the table outside this
4 room. Upon request the GPP may be inspected at
5 ESD's offices at 633 Third Avenue, New York, New
6 York 10017, between the hours of 9:30 a.m. to 5:00
7 p.m., Monday through Friday, public holidays
8 excluded. To inspect and/or obtain copies of the
9 foregoing document, please contact Regina Stephens
10 at ESD at the address above or at 212-803-3818.
11 The GPP has also been provided
12 to the Clerks of New York County and the City of
13 New York, the Mayor of the City of New York, the
14 Manhattan Borough President, the Chair of the City
15 Planning Commission, and the Chair of Manhattan
16 Community Board No. 4. The GPP can also be viewed
17 at http://esd.ny.gov/publicmeetings_notices.html.
18 In order to give everyone an
19 ample opportunity to speak, I request that speakers
20 keep their oral presentations to no more than three
21 minutes. Any speakers unable to conclude their
22 remarks in the allotted time may be given an
23 opportunity to conclude their remarks once all
24 speakers have been given an opportunity to speak,
25 should time allow.

2 In order to ensure an accurate
3 transcript and to enable all assembled to hear your
4 remarks, I ask each speaker, when called, to come
5 to the microphone in front of the room. Please
6 state your name and address. If you are appearing
7 as a representative of an organization or
8 governmental entity, please identify the
9 organization or entity and state its address.
10 Finally, I want to remind you
11 that the purpose of this hearing is to afford you
12 an opportunity to make comments about the General
13 Project Plan, including the essential terms of the
14 proposed long-term lease for the proposed project.
15 This is not a question and answer session.
16 Now, I would like to take care
17 of some administrative matters by asking the
18 stenographer to mark the following documents as
19 exhibits to the hearing transcript.
20 Exhibit 1, a copy of the Public
21 Hearing Notice that appeared in the New York Daily
22 News on June 27, 2016, along with the Affidavit of
23 Publication attesting to their publication of the
24 notice; and,
25 Two, Exhibit 2, the June 23,

2016 ESD's Directors materials pursuant to which the proposed General Project Plan was adopted for purposes of this public hearing and the holding of this public hearing was authorized. These shall be deemed admitted as Exhibits 1 and 2.

Now Mr. Hansen will present information about the project. Mr. Hansen.

MR. HANSEN: Good evening. And thank you, Mr. Kramer.

My name is Kevin Hansen. I'm the Vice President of Strategy, Operations and Policy at Empire State Development, and Project Manager for the Women's Building Civic and Land Use Improvement Project.

The Women's Building Project proposes the long-term lease and redevelopment of the former Bayview Women's Correctional and Work Release Facility. Bayview is located at 550 West 20th Street, or the southeast corner of 11th Avenue and West 20th Street in the West Chelsea neighborhood of Manhattan's Community District 4.

As described further in the published documents, Bay View is an approximately 0.4 acre, 15,800 square foot lot with two building

2 sections, an eight story main building, and a six
3 story laundry facility. It is owned by the New
4 York State Urban Development Corporation, which
5 does business as Empire State Development. And it
6 is currently vacant.
7 Since Governor Cuomo first
8 entered office, New York State has taken
9 extraordinary steps to close costly, underutilized
10 facilities throughout the state and save hundreds
11 of millions of taxpayer dollars. As it relates to
12 correctional facilities, these closures have been
13 enabled by the remarkable drops in state crime
14 rates and drug offenses, the declines of which have
15 caused the state's prison inmate population to
16 shrink dramatically, reducing the need to keep
17 surplus facilities like Bayview open.
18 In connection with these trends,
19 and in conjunction with damage Bayview sustained
20 during Hurricane Sandy, Bayview was formally
21 decommissioned in 2013 as part of the New York
22 State budget. After the state's decision to close
23 Bayview, Empire State Development staff studied the
24 site and met with representatives of the Chelsea
25 community to listen to their input and to learn

2 about their priorities for the site's future.
3 Based on that input and a study
4 of the site itself, ESD issued a Request for
5 Proposals in May 2014 that honored many of these
6 priorities and asked interested developers to
7 submit design concepts and financial offers for the
8 right to redevelop the site under a sale or
9 long-term lease agreement. Through its marketing
10 efforts, ESD received an outpouring of interest in
11 Bayview, with several firms signing up for tours of
12 the facility, and eleven teams submitting responses
13 to the RFP.
14 Then, on April 6th, 2015 after a
15 rigorous selection process, ESD signed a memorandum
16 of understanding with the NoVo Foundation, a New
17 York based organization that dedicates itself to
18 advancing several community issues, including
19 women's progress, thereby designating NoVo as the
20 conditionally selected developer based on its
21 proposal, subject to a legally required public
22 approval process. Peter and Jennifer Buffett, son
23 and daughter-in-law of investor and philanthropist
24 Warren Buffett, serve as chairs for the NoVo
25 Foundation. The Goren Group, a women-owned

2 development firm led by Lela Goren, has partnered
3 with the NoVo Foundation in the development of the
4 project.
5 The winning proposal submitted by
6 NoVo was to transform Bayview, a place that was
7 once home to and symbolic of many of the worst
8 things that had gone wrong in women's lives, into
9 what will be called The Women's Building, a new,
10 unified home for leading advocates and nonprofit
11 groups to work together in their shared pursuit of
12 the advancement of women globally.
13 Under the project, Bayview's main
14 building will be rehabilitated, and its laundry
15 facility will be replaced with a new, approximately
16 16 story, approximately 65,000 gross square feet
17 building. In total, the project will result in
18 approximately 130,175 square feet of space on the
19 project site, composed of approximately 51,000
20 square feet of office space, approximately 73,175
21 square feet of community facility space, including
22 gallery/event space, wellness center, child care
23 facility, health clinic, and other community
24 facility uses, and an approximately 6,000 gross
25 square feet restaurant or cafe space in what will

2 be called The Women's Building.

3 To carry out the project, NoVo or

4 its affiliate will enter into a long-term lease of

5 the site, inclusive of land and improvements, for

6 up to 99 years with ESD as landlord, in order to

7 develop and operate Bayview as the Women's

8 Building.

9 In exchange for the right to

10 develop the Women's Building, NoVo will be paying

11 for:

12 All of ESD's transaction costs;

13 All demolition, renovation and

14 construction costs of the project; and

15 Annual rent payments that will

16 begin at $3.5 million per year and escalate over

17 the term of the agreement.

18 The Women's Building is expected

19 to unite more than a dozen women focused

20 organizations in one project, empowering

21 generations of women to come. When constructed,

22 the Women's Building will offer social justice

23 leaders the resources and support they need to

24 drive critical change, offering co-located office

25 space and shared infrastructure along with public

2 lectures, events and conferences.
3 In order to carry out the
4 project, ESD will adopt a General Project Plan, or
5 GPP, including overrides of any applicable section
6 of the New York City Zoning Resolution necessary to
7 facilitate the proposed project. Included with
8 this GPA are project design guidelines. These
9 design guidelines, along with the GPP, have been
10 publicly posted on ESD's website and are available
11 at the table where you walked in. The design
12 guidelines include additional details related to
13 the proposed development, and its exhibits
14 conceptually illustrate features such as the
15 project's proposed bulk and height. ESD, as lead
16 agency, has conducted an environmental review of
17 the proposed project pursuant to the State
18 Environmental Quality Review Act, or SEQRA, and a
19 determination of no significant effect on the
20 environment has been made.
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2 With that I turn it back to you,
3 Mr. Kramer.
4 THE HEARING OFFICER: Thank you,
5 Mr. Hansen.
6 We will now begin the public
7 comment portion of this hearing. The procedures to
8 be followed are as follows. If you wish to speak
9 at today's hearing and if you haven't already done
10 so, please register at the sign-in table. Public
11 officials and certain project participants will be
12 allowed to speak as soon as possible after their
13 arrival in the hearing room. In all other
14 instances speakers will be called on in the order
15 in which they have registered.
16 Now, since I don't have any
17 cards in front of me, is there anyone here who
18 would like to speak?
19 (No response)
20 THE HEARING OFFICER: Is there
21 anyone here who has registered outside? They can
22 start speaking now.
23 In that case we will wait a
24 moment.
25 (Pause in the proceedings)

THE HEARING OFFICER: Ma'am, I understand you're the first speaker.

(Laughter)

THE HEARING OFFICER: Of all these people, you have been selected.

MS. SABUV: Well, they told me to wait for the card to come in, but I don't have a problem with that.

THE HEARING OFFICER: Please state your name, address and affiliation, if any.

MS. SABUV: Okay.

THE HEARING OFFICER: And go ahead.

MS. SABUV: Good evening. My name is Anisah Sabuv. My address is 2975 Bainbridge Avenue, Bronx, New York 10458.

Can everybody hear me?

(Laughter)

MS. SABUV: You all know that, right, folks who know me know I don't need one. But I'd like to say good evening again. Thank you for inviting us to speak and hear our testimony.

I think this building is very important for the community because of the healing

2 it would bring, and replace all the torture and the
3 violence and the inhumane treatment that women
4 suffered in Bayview as a correctional facility. So
5 to turn that around and bring some space to the
6 community, that would help not only those women who
7 were in the community, but people who live in that
8 community right now, women who are still suffering
9 from violence and abuse and looking for help in
10 ways to heal.
11 I think all that this Women's
12 Building would bring to that community would really
13 enhance the community. I think Bayview was really
14 a torture to the community itself and it should
15 have never been there. But that's only my own
16 personal opinion. But I know that women who have
17 been through the system agree with me in saying
18 that there could be no better place to put a
19 Women's Building for women to be able to heal, and
20 to understand that violence is not for women and
21 there should be no violence against women. That
22 everything that this building stands for women
23 around the world will benefit from, not just women
24 in New York City.
25 I'm down to a minute, but all I

2 can say is that I salute the NoVo Foundation for
3 even suggesting to do this, and everyone who is a
4 part of it, including our governor, who decided to
5 work with the NoVo Foundation to transform this
6 prison, this torture chamber, into something
7 healthy, healing and to help women become whole
8 again.
9 Thank you.
10 (Applause)
11 THE HEARING OFFICER: Thank you.
12 The next speaker is Mandisa
13 Wright.
14 MS. WRIGHT: Do you want my
15 name?
16 THE HEARING OFFICER: Yes,
17 please.
18 MS. WRIGHT: Okay. My name is
19 Mandisa Wright, and I live at 475 Sent Avenue,
20 Brooklyn, New York. Microphones make me nervous,
21 but this is an issue that's very important to me,
22 and so I'm happy to speak. I am in support of the
23 Women's Building for several reasons. Like I said,
24 I'm a little nervous.
25 First off, the idea of bringing

2 a bunch of nonprofits together that support and
3 benefit women all in one place, under one roof,
4 thinking about what can come out of that with all
5 those brains, energy and positive thinking together
6 I think is really exciting. I think there's a way
7 for really incredible things to happen here. Also,
8 the idea of turning something that, like you said,
9 it was a place of torture, a really hard place,
10 into something that's positive for women I think
11 would be an amazing change.
12 As a woman of color, I also
13 think that it provides an amazing opportunity for
14 minority women in the workforce, formerly
15 incarcerated women, to have an opportunity to not
16 only work on the building but then benefit from the
17 building once it's finished. And using those
18 nonprofits to continue education and helping women
19 get back on their feet.
20 And I think that's it. I'm very
21 excited about it, and that's all.
22 Thank you.
23 (Applause)
24 THE HEARING OFFICER: Thank you
25 for your comments, Ms. Wright.

2 The next speaker is Wells
3 Megalli.
4 MS. MEGALLI: Hi. I'll Wells
5 Megalli. I live at 201 East 25th Street. I'm a
6 New Yorker and a mother and also an activist. I've
7 been involved as a volunteer fighting against
8 violence against women, particularly domestic
9 violence, in my time living as a New Yorker.
10 I strongly support the Women's
11 Building, and I applaud the NoVo Foundation for
12 taking this on. I think that the idea of bringing
13 together all these nonprofit organizations with a
14 common mission of bettering the lives of girls and
15 women is an amazing thing. The synergies and the
16 collaborations that are likely to come from such an
17 effort I think can't be overstated.
18 And then I think that the
19 opportunity for this building specifically, having
20 its history as a place of confinement and pain for
21 women, and reimagining that as something that is
22 healing and supporting, improving the lives of
23 girls and women, is a fantastic opportunity. It's
24 something that will have an international impact
25 potentially around the world as well as in New York

2 City specifically.

3 Thank you.

4 (Applause)

5 THE HEARING OFFICER: Thank you,

6 Ms. Megalli.

7 The next speaker is Kristine

8 Azzoli.

9 MS. AZZOLI: Hello, everyone. I

10 just got here in time. 1700 Bedford Avenue,

11 Brooklyn, New York.

12 I made a couple of notes. I was

13 informed about this project through an amazing

14 tradeswomen organization that I belong to. Hello,

15 some of my fellow tradeswomen. And, as the last

16 speaker just said, it's an amazing opportunity.

17 But it's not only an opportunity, it's a necessity.

18 We are the biggest minority majority in the world.

19 Women need to be heard and represented. It's about

20 empowerment, employment and equality. And as hard

21 as we fight, we never get the same treatment. It's

22 about turning a negative into a positive.

23 You hear all these things at

24 work. Oh, can you do that, can you -- do you need

25 help with that. And it's not because they think

2 you can't, it's just because you're a woman. And
3 that's their view, most people's view of women; you
4 need help, you are not able.
5 And actually on the way here I
6 was playing a song, and I heard a quote in the song
7 that I thought really would resonate with this.
8 And they said when you're sick and tired of playing
9 all the games and you realize that nothing is going
10 to change, you say you wanted less but you really
11 wanted more, and there's a time in life you tell
12 yourself I won't run no more.
13 So here we are. We're not
14 running anymore. Represent us, support us. Here
15 we are, the biggest minority majority in the world.
16 We stand for that. NoVo Foundation, thank you and
17 all the support.
18 (Applause)
19 THE HEARING OFFICER: Thank you,
20 Ms. Azzoli.
21 Is there anyone else present who
22 would like to make a statement regarding the
23 project? Yes, please step forward, take the
24 podium. State your name, address and affiliation,
25 if any, and go ahead.

2 MS. HASSAN: Okay. I'm Yasmeen
3 Hassan. I am the Global Executive Director of an
4 international human rights group called Equality
5 Now. And I'm very, very pleased to be here today
6 to speak in support of the Women's Building. This
7 is a project that Equality Now has been dreaming
8 about for at least the past decade. And we've
9 tried many things, along with Gloria Steinem, Lela
10 Goren, who is on this project, to make this dream
11 come true.
12 We are an organization that
13 works with grassroots groups of women from around
14 the world in about 160 countries. And you have no
15 idea how pleased I am that New York has given us
16 this building to call a home for women's groups
17 from around the world -- from New York and from
18 around the world.
19 It is a huge benefit to groups.
20 I will tell you one thing. Women's groups are
21 marginalized around the world because the issues
22 that we are addressing are issues of culture, are
23 issues of changing the way people think of
24 relations between the sexes. Often those issues
25 are very, very controversial. And groups that work

2 on women's rights are often the most marginalized
3 and the most underfunded groups, you know, around.
4 We work to support activists around the world, to
5 bring their voices up and elevate them so that the
6 highest levels of policy can hear them. One of the
7 things we see is that stuff like rent, overhead
8 expenses, ways of just convening and getting
9 together are very hard for women.
10 I think this building is going
11 to be amazing in many ways. Number one, it will
12 provide office space for groups around the world.
13 Groups like incarcerated women, groups like
14 transgender women, women from the Middle East,
15 wherever, you know, to raise issues.
16 Secondly, it will allow us to
17 work together, to come together and really
18 brainstorm about things that have worked and have
19 not worked, support each other, sustain each other.
20 And also I think we are looking at a space where
21 you can have big events. Events that celebrate
22 women, events that celebrate ways to go forward and
23 move beyond where we are right now.
24 So we are very, very grateful
25 that this building is happening. We are very

2 excited. And we are very, very grateful to the
3 NoVo Foundation and to Lela Goren and to the groups
4 of architects that are working on it. And I'm just
5 excited. So I don't know what else to say.
6 (Applause)
7 THE HEARING OFFICER: Thank you
8 for your comments, Ms. Hassan.
9 Is there anyone else present who
10 would like to make a statement regarding the
11 project?
12 (No response)
13 THE HEARING OFFICER: Let the
14 record reflect that no one has answered to that
15 question, and the time is now 6:27. We will hold
16 the hearing open until 8:00 p.m. in order to afford
17 any latecomers an opportunity to make a statement.
18 At this time I will call for a
19 recess in these proceedings until such time as
20 someone requests an opportunity to make a
21 statement. Please note that at 8:00 p.m. we will
22 come back on the record and announce the
23 conclusion. Thank you.
24 (Recess taken)
25 THE HEARING OFFICER: We're on

2 the record. Will everybody please take a seat?
3 Will the next five speakers I
4 call please take seats in the front to my right?
5 Rudy Mulligan, Elly Spicer, Sue Sheinin, James
6 Weichert and Iris Bowen. And the first speaker
7 will be Rudy Mulligan.
8 MS. MULLIGAN: This right here?
9 THE HEARING OFFICER: Yes.
10 Go right ahead.
11 MS. MULLIGAN: So my name is
12 Rudy Mulligan. I am a member of the United
13 Brotherhood of Carpenters, Local 157 here in New
14 York City. I've been an apprentice for four years
15 at this point. Which is also the same amount of
16 time that it took for me to get a college degree in
17 political science about twelve years ago.
18 (Laughter)
19 MS. MULLIGAN: But only in that
20 situation I came out with a lot of debt that I'm
21 still paying off to this day. I got a job in the
22 social work industry, which I was very proud of and
23 my parents were very proud of that, but it didn't
24 really help me pay off my debts so well. And after
25 banging my head on the wall for ten years, I left

2 that industry and went into the building trades.
3 On day one, as an apprentice with no no-how
4 whatsoever, I barely knew how to swing a hammer, I
5 was making more money as a carpenter's apprentice
6 than I had been making in my ten years previous in
7 the social work field.
8 Women today, the top four jobs
9 for women are the same as they were fifty years
10 ago, or at least the top job was, and that's a
11 secretarial position. And the building trades
12 affords individuals with a solid middle class
13 lifestyle, particularly the unionized building
14 trades.
15 So this project is really near
16 and dear to my heart because of how empowering
17 economic prosperity can be for families,
18 individuals, and in particular women, who don't
19 have to lean on anyone else to provide for their
20 family when they're able to take home good wages,
21 good benefits, workplace protections afforded to
22 them through the unionized building trades.
23 So I'm really excited for the
24 Women's Building, not only because it's going to be
25 a center for women's issues and for nonprofits to

2 tackle the same women's issues that have been kind
3 of tackling women for centuries, but because their
4 goals are to have, you know, close to 50 percent
5 tradeswomen in the job. And that means that I have
6 the opportunity of possibly working for a woman
7 foreman or a woman superintendent. And then the
8 possibility of that and the mentorship that can
9 come from that and the relatability of working with
10 another woman on those tools, there's just no words
11 for that really.
12 So I thank you for this
13 opportunity to provide this commentary, and
14 encourage you to do everything that you can to make
15 sure that this project goes through.
16 Thank you.
17 (Applause)
18 THE HEARING OFFICER: Thank you
19 for your comments.
20 The next speaker is Elly Spicer.
21 MS. SPICER: Hi. Do you want my
22 name or anything?
23 THE HEARING OFFICER: Say your
24 name and address and affiliation, if any.
25 MS. SPICER: Okay.

2 THE HEARING OFFICER: And you're
3 going to hold the microphone?
4 MS. SPICER: Yes, because I'm
5 short, so I'm vertically challenged.
6 So hi, good evening. My name is
7 Elly Spicer. And I'm a thirty year retired
8 unionized carpenter. And --
9 (Applause)
10 MS. SPICER: -- it is an amazing
11 career, which Rudy spoke so eloquently about so I'm
12 not going to repeat it. But the opportunity for
13 women to be able to work on a building that is
14 designated as the Women's Building is just an
15 opportunity that is so exciting for so many of my
16 sisters who are still swinging hammers and in the
17 other many different trades.
18 I am speaking -- I can't be more
19 encouraging and supportive of this project. You
20 may be requesting variances. Whatever it requests
21 it should get, because it's a project that's going
22 to affect positively many women's lives. Not only
23 in the building of the project but after it's done,
24 the completion. And to have a jewel in this city
25 called the Women's Building is long overdue. And

2 the funders of this building should be highly
3 congratulated for moving this project forward. And
4 so many of us both in and out of the building
5 trades, and by us I mean women, are very excited to
6 see this project move forward and to see its
7 realization. So I encourage any support and
8 approval this project needs.
9 Thank you.
10 (Applause)
11 THE HEARING OFFICER: Thank you
12 for your comments.
13 The next speaker is Sue Sheinin.
14 MS. SHEININ: Hi. Okay. I want
15 to thank Judy, first of all, for turning me onto
16 this whole project, and so, so, so, so much
17 support. And I want to emphasize the need for a
18 project like this. I'm an electrician in Local 3.
19 And what this building meant and what this building
20 is going to mean to so many women throughout New
21 York City, and probably throughout the world, if
22 women believe in one another and interact
23 positively with one another.
24 And I so would love the
25 opportunity to work on this. I think that I would

2 probably be like in heaven. The location of the
3 building, first of all, is also an awesome
4 location. That's something that doesn't really
5 mean maybe all that much to some people, but it's
6 on the water, it's open, it's free, it's
7 connecting. And that's really important to me
8 personally.
9 And what it means I don't know a
10 hundred percent, but I just know that it's for
11 women who are battered and beaten all over the
12 world all the time. Even within our trades. I go
13 to pick up a hammer, can I help you? No, you can't
14 help me, stay away from me, don't do anything for
15 me, I got it under control, okay. And this is how
16 we're treated through most all of my trade life.
17 Can I help you? No, stay where you are or I'll
18 kill you.
19 (Laughter)
20 MS. SHEININ: But no, I just
21 appreciate this and I just want to emphasize
22 how -- I'm not going to -- how important this
23 project is to so many women all over the world.
24 And I appreciate all you guys are doing to get this
25 off the ground.

2 Thank you.
3 THE HEARING OFFICER: Thank you,
4 Ms. Sheinin.
5 (Applause)
6 THE HEARING OFFICER: The next
7 speaker is James Weichert.
8 MR. WEICHERT: Thank you very
9 much for the opportunity to speak on behalf of the
10 Women's Building project. Thank you to all of
11 these wonderful and amazing voices that I've heard
12 today.
13 I come to you as a resident of
14 408 West 25th Street. I live in Community Board 4.
15 This building is in my immediate neighborhood.
16 My neighborhood over the last
17 years has seen a huge transformation, from a very
18 mixed neighborhood, with projects and blight, to
19 one of the hottest neighborhoods in town, full of
20 galleries, full of very expensive housing. And I
21 was very worried at the onset of the RFP for this
22 building that this building too would become a
23 hotel or would become something for very wealthy
24 people and something that was very far removed from
25 the world I live in in New York City.

2 I'm very excited at the
3 possibility that we can have a Women's Building in
4 New York City. And I'm especially excited that it
5 could be in my neighborhood. The idea of having
6 these incredibly brilliant minds all coming
7 together and making the world a better place for
8 women and girls and for the men who stand with
9 them, it's really a beautiful thing. And I
10 encourage you to help -- I don't know what I'm
11 supposed to say -- but to make this a reality.
12 It's a really exciting thing for my neighborhood
13 and for New York and for the country and the world.
14 (Applause)
15 THE HEARING OFFICER: Thank you,
16 Mr. Weichert.
17 And our next speaker is Iris
18 Bowen.
19 MS. BOWEN: Hello. Thank you
20 for the opportunity to speak. I come from the
21 place of a social worker, so I probably won't pay
22 off any student loans in a long time. But anyway,
23 I'm excited about the project because I'm excited
24 about working with women and girls. And I think
25 it's going to be a place for me to help them build

2 their self-esteem, to maybe get into careers like
3 electricity, plumbing. So I'm excited to be able
4 to have the opportunity to work with women and
5 girls.
6 And, like they said before, it's
7 in a perfect spot, it's in a perfect area. And I
8 think it's going to be one of the most astounding
9 projects within this century, you know, that's
10 focused on -- finally focused on women and girls
11 and their needs, or our needs, women's needs.
12 Because we have far different needs than others in
13 society. We have the children, we have, you know,
14 bills. And I know men have those too, but we have
15 other focuses, you know.
16 So I'm really excited about
17 working on the project. And I hope that this will
18 be something that will build a community and teach
19 men about women and our needs. So I'm really
20 excited to work on this project. And thank you for
21 the opportunity.
22 (Applause)
23 THE HEARING OFFICER: Thank you
24 for your comments, Ms. Bowen.
25 The next speaker is William

2 Etundi. Is that the correct pronunciation?
3 MR. ETUNDI: Yes, close enough.
4 Hi. It's an honor to be here.
5 It's great honor to hear everybody speak. It's
6 very inspiring.
7 My name is William Etundi, and
8 I'm an events producer. And I started producing
9 art and cultural events in Chelsea in 1999, which
10 ages me a bit. And I've seen that neighborhood
11 grow from something that's incredibly rough but
12 also vital into one of the gems of New York City,
13 but that's still I think one of the most important
14 cultural neighborhoods in the city.
15 From my time producing events
16 back in 1999 until now -- I've produced events at
17 the White House, at the Louvre in Paris, in
18 Miami -- I'm hoping that this Women's Building, I
19 really think it's going to be the next great
20 cultural institution in New York City. It's an
21 historic building. The potential of it is
22 incredible to engage the local community, to engage
23 New York City in general, to engage the world.
24 There's nothing like it anywhere else in the world.
25 And I think for Chelsea to host this emblem to the

2 entire world is -- it's a metaphor, it's beautiful,
3 it's poetic, and I think it's about time. So I'm
4 honored for folks to come to our city, to come to
5 Chelsea and see this, and I really hope we make it
6 happen.
7 (Applause)
8 THE HEARING OFFICER: Thank you,
9 Mr. Etundi.
10 The next speaker is Cecilia
11 Raymond.
12 MS. RAYMOND: Hello. I'm
13 Cecilia Raymond. I am a union carpenter from Local
14 157, from the New York City District Council of
15 Carpenters.
16 And I just wanted to say that
17 I'm very excited to be here today. I'm a little
18 nervous right now because I just found out recently
19 about this hearing. And it has been wonderful
20 hearing everybody speak up here.
21 And I come from a not-for-profit
22 organization called Nontraditional Employment for
23 Women.
24 (Cheers from the audience)
25 MS. RAYMOND: My sisters are

2 here too, plumbers, electricians.
3 I'm sorry, I'm emotional.
4 Sorry, I'm so --
5 THE HEARING OFFICER: Would you
6 like a glass of water?
7 MS. RAYMOND: I'm fine, yeah,
8 thank you.
9 THE HEARING OFFICER: Something
10 stronger?
11 (Laughter)
12 MS. RAYMOND: I'm getting
13 emotional here because it has changed my life.
14 A SPEAKER: We're here for you
15 girl.
16 (Applause)
17 MS. RAYMOND: And I have met a
18 lot of people, I have bonded with a lot of people.
19 We have trades meetings. And this would be a great
20 place to maybe possibly meet up with trade sisters
21 and encourage all of the people who come through
22 this, you know, facility to, you know, make their
23 lives better, make their lives better for their
24 families.
25 And I encourage people to, you

2 know, get their hands dirty and make the money that
3 they can so to help support their family and not
4 rely on different services that are out there. We
5 do very well when we do work. And we want to keep
6 working now as much as we can. And, you know, I'm
7 pretty sure that when, you know, people who come
8 into NEW's program and be able to work on this
9 project, you know, everybody will benefit in many
10 ways. So, and that's just one part of it.
11 So I'm very glad to be here and
12 get educated. And I look forward to seeing how
13 this, you know, comes into reality.
14 Thank you.
15 (Applause)
16 THE HEARING OFFICER: Thank you,
17 Ms. Raymond.
18 Is there anyone else present who
19 would like to make a statement regarding the
20 project?
21 (No response)
22 THE HEARING OFFICER: Let the
23 record reflect that no one has answered to that
24 question. And the time is now 7:07. We will hold
25 the hearing open until 8:00 p.m. in order to afford

2 any latecomers an opportunity to make a statement.
3 At this time I will call for a
4 recess in these proceedings until such time as
5 someone requests an opportunity to make a
6 statement. Please note that at 8:00 p.m. we will
7 come back on the record and announce the
8 conclusion. Thank you.
9 (Applause)
10 (Recess taken)
11 THE HEARING OFFICER: Okay,
12 we're back on the record. And the next speaker is
13 Theresa Squillacote.
14 MS. SQUILLACOTE: Thank you.
15 THE HEARING OFFICER: Hopefully
16 I'm close.
17 MS. SQUILLACOTE: You did very
18 well.
19 THE HEARING OFFICER: Thank you.
20 MS. SQUILLACOTE: Do I just
21 speak from here?
22 THE HEARING OFFICER: So come
23 right up here.
24 MS. SQUILLACOTE: Okay, thank
25 you.

2 I'm somewhat disheveled but
3 I'll -- and do I push this down?
4 THE HEARING OFFICER: Whatever
5 is comfortable.
6 MS. SQULLACOTE: Let me see, how
7 is that, can you hear me? Can you hear me okay?
8 I am a member of the National
9 Lawyers Guild and chair of the Jailhouse Lawyers
10 Committee, or co-chair I guess, which is --
11 represents the incarcerated membership of the
12 National Lawyers Guild. And I also help support a
13 prisoner reentry group, and also give informal
14 assistance to the Ladies of Hope Ministry and the
15 National Council of Incarcerated and Formerly
16 Incarcerated Women. So I'm speaking from a point
17 of view of reentry support and support for the
18 incarcerated population, both currently
19 incarcerated and those seeking to reenter.
20 We are all greatly encouraged by
21 the project. And I'm wondering and hoping that the
22 facility, the plan, the programming plan will
23 ensure a definitive focus on reentry and reentry
24 needs. And that the women's issues that are
25 housed, the programmatic work that's housed and

2 promoted there will have a strong focus on reentry
3 needs.
4 The incarceration rate for women
5 has just been astronomical. And while there are
6 resources out there, you know, in New York City and
7 so forth, it can be hard to manage when they're not
8 centralized and when there's not a centralized
9 focus on that. And I speak from firsthand
10 experience, having come out after a lengthy,
11 lengthy sentence. There's almost a -- you know, a
12 wealth -- cornucopia of resources, but it can even,
13 despite that, be very hard to grab hold of what you
14 need, housing support being, you know, maybe at the
15 top of that list. And so the idea of having a
16 central women's programming locale for it to have a
17 strong component that addresses women's reentry
18 needs I think would be of vast importance. So I
19 just wanted to put that out there.
20 Thank you.
21 (Applause)
22 THE HEARING OFFICER: Thank you,
23 Ms. Squillacote.
24 Is there anyone else present who
25 would like to make a statement? Yes, please step

2 up. Come right over here, state your name, address
3 and affiliation, if any.
4 MS. WILLIAMSON: To you or over
5 here?
6 THE HEARING OFFICER: If you're
7 comfortable, right there.
8 MS. WILLIAMSON: Okay, perfect.
9 Hello. My name is Thea
10 Williamson. I live in Newark, New Jersey. And I
11 have no -- well, I'm a union member of 28, Local
12 28, sheet metal workers.
13 I just found out about this, the
14 intent to build this property or renovate, I should
15 say, yesterday on Facebook in my little bit of
16 downtime. And I debated coming up here and saying
17 anything. But I am also excited just hearing you
18 ladies speak, and gentlemen of course.
19 I've been in the building trades
20 for ten years. And just the aspect of giving women
21 an opportunity to come together in the field and
22 work on a project where you're not in competition,
23 you're not afraid to speak to one another, you
24 know, where you could possibly be the dominant
25 force, that in itself is amazing. I did read that

the design was awarded to an architect firm that's woman owned. That is also amazing. If we could get a woman owned MEP and an engineering firm to do the interior, that would also be amazing.

And then also I would like to think that -- you know, I'm a giver in my heart, you know, I do a little bit of volunteer work. So the idea of having a central location where you can go and be impactful, you know that in this space you can help other women and other young adults in whatever way that you are capable of, that that would also be a nice thing, that would absolutely be amazing.

So I am one hundred percent for it. And I look forward to seeing whatever updates you guys provide throughout the course of the project and its design.

THE HEARING OFFICER: Thank you for your comments.

(Applause)

THE HEARING OFFICER: Is there anyone else present who would like to make a statement regarding the project?

(No response)

2 THE HEARING OFFICER: Let the
3 record reflect that no one has answered to that
4 question, and the time is now 7:27. We will hold
5 the hearing open until 8:00 p.m. in order to afford
6 any latecomers an opportunity to make a statement.
7 At this time I will call for a
8 recess in these proceedings until such time as
9 someone requests an opportunity to make a
10 statement. Please note that at 8:00 p.m. we will
11 come back on the record and announce the
12 conclusion. Thank you.
13 (Applause)
14 (Recess taken)
15 THE HEARING OFFICER: We're
16 going back on the record. And the next speaker
17 will be Narcy Sullivan.
18 MS. SULLIVAN: Good evening. My
19 name is Narcy Sullivan. I live at 311 West 24th
20 street. I'm part of Community Board 4. And I am
21 so grateful and excited to be supporting the
22 Women's Building coming to Chelsea. And I really,
23 really encourage Community Board 4 to support this
24 project.
25 Thank you. And thank you for

2 waiting for me tonight.
3 (Applause)
4 THE HEARING OFFICER: Thank you,
5 Ms. Sullivan.
6 Thank you for all your comments.
7 The time is now approximately
8 8:00 o'clock. Before we adjourn for the evening,
9 is there anyone else here who would like to make a
10 statement regarding the proposed project?
11 (No response)
12 THE HEARING OFFICER: Let the
13 record reflect that no one has answered to that
14 question.
15 The time is now about 8:00
16 o'clock, and the hearing is now concluded. I thank
17 you all for attending this evening.
18 (Applause)
19 (Time noted: 7:56 p.m.)
20
21
22
23
24
25

2 C E R T I F I C A T E

3

4 STATE OF NEW YORK)
) SS:
5 COUNTY OF ORANGE)

6

7

8 I, KARI L. REED, a Registered
9 Professional Reporter (Stenotype) and Notary
10 Public with and for the State of New York, do
11 hereby certify:
12 I reported the proceedings in the
13 within-entitled matter and that the within
14 transcript is a true record of such
15 proceedings.
16 I further certify that I am not
17 related, by blood or marriage, to any of the
18 parties in this matter and that I am in no
19 way interested in the outcome of this matter.
20 IN WITNESS WHEREOF, I have hereunto
21 set my hand this 8th day of August, 2016.
22 Kari L. Reed
23 KARI L. REED
24
25

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12:16

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PUBLIC COMMENTS

Cammock, Felicia (ESD)

From: Marion Yuen <myuen@pipeline.com>
Sent: Friday, August 26, 2016 8:01 PM
To: esd.sm.bayviewcf
Subject: The Women's Building

Hello,

I attended the 7/27/16 hearing. I've been thinking about it since as I was inspired by the development plans and by many of the speakers, especially the women from NEW.

As the young women expressed gratitude for the choice of having non-traditional careers and the opportunity to help in the redevelopment of 550 West 20th Street, I could not help wishing they should also have the choice to practice the best traditions and valued functions held by women throughout history. I imagined how the Women's Building could also provide such opportunity.

I understand that there will be substantial green space on the roof. On a green roof, where women can be in touch with soil and a restored form of Nature, both workers in the building and neighborhood residents could celebrate passage of the seasons, cultivate herbs & flowers, keep bees & collect honey, store & pass on seeds from one group/generation to another. They could rest for a few minutes, share stories, and learn from each other. In traditional societies, women have gathered in being guardians in the cycle of life.

On the roof of the Women's Building, photo-voltaics could co-exist with native plants and bee hives! Women could celebrate the past, present and future.

I was delighted to see the mention of rainwater collection and reuse. I hope the use of grey water would also be considered. Grey water could be pumped up to a green roof which is a form of water storage and diversion from the public sewage system. The plants would clean the water, and water evaporation from the leaves would cool the building in the summer.

Indoors, I hope you will also consider a living wall in the atrium to keep the air fresh.

OFFICE OF THE PRESIDENT
BOROUGH OF MANHATTAN
THE CITY OF NEW YORK

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Gale A. Brewer, Borough President

August 26, 2016

Howard Zemsky
President and CEO
Empire State Development
633 Third Avenue
New York, NY 10017

Re: Proposed Women's Building Civic and Land Use Improvement Project

Dear Mr. Zemsky,

I write in regard to the General Project Plan for the proposed Women's Building located at 550 West 20th Street, the site of the former Bayview Correction Facility. I commend the Goren Group for their vision and for their sustained engagement with the community. I wholeheartedly support the concept of housing non-profits that focus on women's issues at this historic site. However, I also believe that some of the requested zoning overrides for the project should be reconsidered and adjusted as per the suggestions of Manhattan Community Board 4 (CB4) so that this important project is more appropriate for its surroundings.

In regard to rooftop uses, CB4 is recommending denial of the zoning overrides for accessory uses and for a greenhouse so that they may have the opportunity to review and comment on rooftop plans when they are proposed. CB4 also requests that the Goren Group agree to certain stipulations regarding the lighting, music, hours of operation, noise and liquor license. Goren is willing to provide CB4 with a written commitment to stipulations for the roof.

In regard to the requested override for a non-illuminated sign on the front of the building, CB4 has asked that the Goren Group minimize the amount of additional signage requested and follow a process that would allow CB4 to advise and provide comments on any proposed signage. The Goren Group has agreed to send CB4 a proposed signage package.

In regard to the requested override for the maximum building height for the annex site, CB4 has advised Goren to reduce the height on the annex site to 150 feet by adding bulk to the rear section of the main building so that the buildings would be more consistent with the zoning character of the Special West Chelsea District. The Goren Group has also agreed to look into this option, which should only be undertaken in close partnership with the State Historic Preservation Office.

I appreciate the Goren Group's willingness to work with CB4 on these issues, and I support the Community Board's requests. We believe they will lead to a better project that will add to the neighborhood while fitting sensitively into its fabric.

Sincerely,

Gale A. Brewer

Gale A. Brewer

CC: Manhattan Community Board 4
State Senator Brad Hoylman
Assembly Member Richard Gottfried
Council Member Corey Johnson

CITY PLANNING COMMISSION
CITY OF NEW YORK

August 24, 2016

Howard Zemsky, President and CEO
Empire State Development
633 Third Avenue, 34th Floor
New York, NY 10017

Dear Mr. Zemsky,

The City Planning Commission (the "Commission") has reviewed the General Project Plan ("GPP") for the Women's Building Civic and Land Use Improvement Project, dated June 23, 2016. The GPP is subject to Commission review pursuant to the provisions of Subdivision 3 of Section 16 of the New York State Urban Development Corporation Act which provide that a planning board or commission may recommend approval, disapproval or modification of a general project plan, whenever such plan requires the override of local law or regulation for implementation. The Project proposes the override of the Zoning Resolution and other local law with respect to: floor area regulations; height, setback and rear yard controls; use regulations; and sign regulations.

The goal of the project is the long term lease and redevelopment of the former Bayview Women's Correctional and Work-Release Facility to adaptively reuse the eight-story west section of the existing building (the Main Building) and demolish the six-story east section of the building (the Laundry Facility) and replace it with a new, 16-story, approximately 65,000-gross square foot (gsf) building. In total, the project will result in approximately 130,175 gsf of floor area on the project site, composed of approximately 51,000 gsf of office space, 73,175 gsf of community facility space, including gallery/event space, a wellness center, childcare facility, health clinic, and other community facility uses, and an approximately 6,000 gsf restaurant/café space in what would be called the "Women's Building."

The former Bayview Correctional Facility was historically occupied by a manufactured gas plant operated by a predecessor of Consolidated Edison, Inc. in the 19th and early 20th centuries. The site was reconstructed in 1931 as the Seamen's House YMCA, with the Main Building used as a dormitory for members of the merchant marine and the east building used as a laundry facility. From 1967 through 1974, the site was utilized as a residential treatment center by the Narcotic Addiction Control Commission. In 1974, Bayview was transferred to the New York State Department of Corrections and Community Supervision and was reclassified as a correctional facility. Following the evacuation and relocation of inmates shortly before Hurricane Sandy in October 2012, the site was formally decommissioned by Governor Cuomo in the fall of 2013. The property is considered eligible for listing on the State and National Registers of Historic Places.

After Bayview's decommissioning, on May 19, 2014, Empire State Development ("ESD") issued an RFP for the Purchase or Long-Term Lease and Adaptive Re-Use of Bayview Correctional Facility. ESD imposed several conditions on responses to the RFP:

Carl Weisbrod, Chairman
City Planning Commission
120 Broadway – 31st Floor, New York, N.Y. 10271-0001
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www.nyc.gov/planning

- Complete demolition of the entire site was not allowed, with a preference for preserving and/or adaptively reusing the Site to the extent practicable.
- Residential uses were restricted.
- Proposals were required to include some community facility component.
- Proposals were encouraged to meet various development goals such as sustainable design, meaningful participation of minority- and women-owned business enterprises (MWBEs), and achieving architectural distinction and design excellence.

On April 6, 2015, ESD signed a Memorandum of Understanding with NoVo Foundation, a New York-based organization that dedicates itself to advancing several community issues including women's progress. The Goren Group, a women-owned development firm, has partnered with the NoVo Foundation in the development of the project.

The project is located in West Chelsea, which was, for many decades, an industrial area with warehouses and manufacturing buildings. The project site was included in a manufacturing zoning district in the 1961 Zoning Resolution. By the turn of the 21st century, with a decline in industrial uses, many West Chelsea properties were underutilized, vacant, or converted to commercial uses. In 2005, the City established the Special West Chelsea District to encourage West Chelsea's growth as a dynamic, mixed-use district, locate residential uses appropriately, promote arts-related uses and facilitate reuse of the High Line as a park, among other goals.

The Special West Chelsea District continues to be actively developed with residential or mixed commercial and residential buildings along 10th and 11th avenues and blocks where commercial districts are mapped. Midblocks in manufacturing zones are largely occupied by lower rise loft buildings with office uses or art galleries. The Chelsea Piers Sports & Entertainment Complex in the Hudson River Park is across Route 9A to the west of the project site and the High Line is at the eastern end of the project block adjacent to Tenth Avenue.

The project block includes a single story gallery immediately east of the project site, a four story mixed garage and commercial loft building, a church and two story leasing office on West 20th Street. Fronting West 19th Street is a 23-story residential building on the corner of 11th Avenue that borders the rear lot line of the project site, as well as a single story commercial building, narrow residential row house, and newly constructed residential building with ground floor retail space adjacent to the High Line.

The neighboring road network includes Eleventh Avenue, a major north-south arterial and Tenth Avenue, a major northbound arterial. West 20th Street is a local westbound street. Local transit includes the 23rd Street A, C, and E subway station, the M23 bus stops on West 23rd Street, the M12 bus on 11th and 12th avenues and the M11 bus on 9th and 10th avenues.

The project site is a 15,800-sf single zoning and tax lot (Block 691, Lot 1) on the southeast corner of West 20th Street and 11th Avenue in West Chelsea. As described, it is occupied by two buildings: the 87-foot tall Main Building fronting on 11th Avenue and West 20th Street, and the adjacent six-story Laundry Facility in the West 20th Street midblock. The Special West Chelsea District zoning map amendment mapped the project site in two districts. The entire Main Building is in the C6-3/Subarea D district; the Laundry Facility is diagonally split, with the C6-3/Subarea D district mapped over the western portion and C6-2/Subarea E district mapped over the eastern segment of the building. C6-3/Subarea D permits up to 7.5 FAR of residential and commercial floor area that includes an increase of up to 2.5 FAR from the High Line Transfer Corridor, or Transfer Corridor floor area in combination with up to 1.25 FAR increase in floor area through Inclusionary Housing. Buildings are required to include a base of between 60 and 90 feet, and a maximum building height of 250 feet. C6-2/Subarea E permits up to 6.0 FAR of residential or commercial floor area that includes up to 1.0 FAR from the High Line Transfer Corridor. Buildings must have a base of between 60 and 105 feet, and are limited to 120 feet in total height.

The GPP and Design Guidelines establish the maximum envelope within which the replacement Laundry Facility will be designed. The GPP anticipates that the existing Main Building will remain in its current form with renovations to its façade and reconfiguration of interior space without increasing the floor area or enlarging the Main Building envelope. The Laundry Facility will be replaced with a building of up to 190 feet in height that sets back at the street line by 15 feet above a base of 120 feet. The building is intended to also occupy the entire rear yard up to a height of 30 feet, then set back to a depth of 10.5 feet, rise to 75 feet before setting back again to a depth of 15 feet from the rear lot line. Projecting banner signs are proposed for the West 20th Street frontage, and a replica historic sign is contemplated to be located on 11th Avenue.

The following aspects of the proposed project would not comply with the New York City Zoning Resolution:

- 7.5 FAR across the entire zoning lot without the use of High Line Transfer Corridor or Inclusionary Housing program, and the distribution of floor area across the zoning lot without regard for district boundaries
- Up to a 120-foot base height and up to a 190-foot building height with no tower tapering
- Rear yard depth of between 0 and 15 feet
- Certain obstructions of the sky exposure plane and maximum building height
- Open rooftop uses, a rooftop greenhouse, a Physical Culture Establishment and catering establishment
- Signs that exceed maximum areas permitted for non-illuminated signs, as well as the projection and height of signs

The Commission supports ESD's and the NoVo Foundation's mission to repurpose the project site as the Women's Building to be a resource for organizations that work to advance women's rights. The project program is appropriate for the site and will contribute to the dynamism of West Chelsea.

The Commission understands that the GPP proposes to allow any unused floor area up to 7.5 FAR to be constructed as a new building to replace the Laundry Facility. The new building is proposed to be approximately 65,000 gsf and up to 190 feet tall. The Commission is particularly cognizant of the regulations that govern the building form in Subarea E of the Special West Chelsea District. The 2005 Special West Chelsea District City Planning Commission Report describes the Subarea E lower rise envelope with heights of up to 120 feet as a transition between higher densities and heights within Subarea D mapped on 11th Avenue and the lower scale area of Chelsea east of Tenth Avenue. The requirements for street walls, setbacks and maximum heights in West Chelsea, and specifically Subareas D and E, are written to very deliberately relate to the surrounding context, including adjacency to the Hudson River and Hudson River Park, location of wide and narrow street frontages and predominant building typologies on neighboring blocks. Subarea D permits slender towers on a base to allow views west to the water, permitting height on 11th Avenue and limiting height in the midblock, a standard convention in zoning. Given the prominent corner location of the Main Building on the project site, and its height of only 87 feet in a zoning district and subarea that permits up to 250 feet, the Commission recommends examining an enlargement of the Main Building rather than locating all unused floor area on the Laundry Facility site. Locating floor area within the envelope already permitted by zoning, and explicitly intended by Special West Chelsea District regulations, would reduce the degree of height override sought for the new building. The Commission appreciates the goal of preserving the historic integrity of the Main Building, but believes that, in consultation with the State Historic Preservation Office, an addition to the Main Building could be conceived that would respect its historic character. The GPP should be written to secure an opportunity to enlarge the Main Building by adding floor area to the western portion of the site.

The Commission also acknowledges the request to raise the applicable floor area of the project site from 5.0 FAR to 7.5 FAR without the use of floor area from the High Line Transfer Corridor or Inclusionary Housing program, as required by zoning. The High Line Transfer Corridor was implemented in the Special West Chelsea District regulations to relocate floor area from properties beneath and adjacent to

the High Line park to sites where envelopes could appropriately accommodate the floor area. The mechanism helps to maximize a sense of openness and access to light and air from the High Line open space. In some subareas in the special district, like Subarea D, developments with residential floor area could increase floor area through the Inclusionary Housing program, in addition to using High Line Transfer Corridor floor area. The proposed Women's Building project intends to achieve 7.5 FAR across the zoning lot without either floor area increase mechanism. The Commission recognizes that these zoning provisions were intended to yield a public benefit – one that helps to enhance a public open space and the other that provides an incentive to develop affordable housing. The proposed project does not include any residential floor area, therefore, the Inclusionary Housing program is not applicable. The Commission appreciates the benefit afforded by the non-profit and community facility programming proposed for the Women's Building, and the requirement in the GPP that at least 75% of floor area be dedicated to such uses, and understands that only under this circumstance, where a valuable community and city resource is being provided, can exception be made to the requirements of the Special West Chelsea District.

Overall, the Commission believes this project to be a beneficial use of the now-vacant site that will make a significant contribution to the neighborhood and support the invaluable work of ESD's selected project partners.

Sincerely,

Carl Weisbrod
Chairman

Cammock, Felicia (ESD)

From: Beverly Wettenstein <wettenstein@aol.com>
Sent: Monday, August 22, 2016 10:38 PM
To: esd.sm.bayviewcf
Cc: info@novofoundation.org; pshifman@novofoundation.org; lrosenthal@novofoundation.org; jvoeller@novofoundation.org; kmerryman@novofoundation.com; tatiana@thegorengroup.com; elly@perkinsphilanthropic.com
Subject: ADDITIONAL COMMENT TO THE WOMEN'S BUILDING JULY 28 PUBLIC HEARING

[redacted]

How appropriate the deadline for Comments is **August 26, Women's Equality Day.**

Please keep me in the loop. Best wishes.

Beverly Wettenstein "Celebrate Women Every Day & Make History!"

www.beverlywettenstein.com www.huffingtonpost.com/beverly-wettenstein/
https://medium.com@wettenstein
Women's Advocate, Speaker, Journalist, Author, Historian, Media Monitor
Founder: "Women Make History Every Day Database"

ADDITIONAL COMMENT:

THE BOOKSTORE/LIBRARY SPACE COULD ALSO BE A GENERAL STORE TO SELL HANDCRAFTS AND PRODUCTS BY WOMEN AND GIRLS.

THERE IS A BIG NEED IN NYC FOR FREE OR LOW-COST CONFERENCE, MEETING AND EVENT SPACE VENUES FOR NON-PROFITS AND GIRLS' AND WOMEN'S ORGANIZATIONS.

THE WOMEN'S BUILDING - JULY 27 PUBLIC HEARING COMMENTS:

MY NAME IS BEVERLY WETTENSTEIN

I AM DEVELOPING A BOOK DONATION PROJECT TO GIVE WOMEN AND GIRLS IN UNDERREPRESENTED AREAS OF NYC ACCESS TO BOOKS BY, FOR AND ABOUT WOMEN.

I HOPE THE WOMEN'S BUILDING WILL DESIGNATE SPACE FOR A LIBRARY -- AND OR BOOK STORE.

MANY WOMEN'S ORGANIZATIONS IN NYC HAVE SOLD THEIR BUILDINGS TO RAISE FUNDS AND IT HAS BEEN CHALLENGING TO FIND PHYSICAL SPACE.

THE WOMEN'S BUILDING BOOK STORE COULD RAISE FUNDS FOR WOMEN'S AND GIRLS CAUSES.

BOOKS WILL BE DONATED BY PUBLISHERS AND INDIVIDUALS. THANK YOU FOR CONSIDERATION.

Cammock, Felicia (ESD)

From: Diana McHugh <DMcHugh@wpaonline.org>
Sent: Wednesday, July 27, 2016 12:18 PM
To: esd.sm.bayviewcf
Cc: glerner@wpaonline.org; Alexandra Villano; Rebecca Pak
Subject: In support of the Women's Building

[redacted]

Hello Regina,

WPA is looking forward to attending today's hearing. In the event that we don't get a chance to record a statement, we wanted to make sure you have one in writing as well.

> "The Women's Prison Association has been a fixture in New York City for 171 years. Our mission to partner with women has remained largely unchanged through the Civil War; the Civil Rights Movement; the first, second, and third waves of the Women's Rights Movement; the fight for LGBT equality; and today's continued efforts toward social and racial justice.
>
> In our long history, we've driven and witnessed many 'firsts' for women in New York City and across the nation. We are thrilled to see and support the development of New York's first Women's Building, another piece of history that will undoubtedly aid our resolve to provide all women with the opportunity to learn, heal, dream, and find partners who will join them in translating aspiration into action."

Thank you very much for this opportunity.

Sincerely,

Diana McHugh
Director of Communications
Women's Prison Association
110 Second Avenue
New York, NY 10003
p. 646.292.7753
f. 646.292.7763

www.wpaonline.org

From: The Women's Building [mailto:info=novofoundation.org@mail189.atl121.mcsv.net] **On Behalf Of** The Women's Building
Sent: Friday, July 22, 2016 11:04 AM
To: Women's Prison Association
Subject: Share Your Excitement Next Wednesday, July 27

View this email in your browser

Thank you for your continued support of the Women's Building. Last week, we were excited to share that Deborah Berke Partners and her all-woman team will serve as lead architects for the building. As we move into the next phase of the project, we invite you to share your own excitement at a public hearing to discuss the project **next Wednesday, July 27th.**

The hearing will be held at the **Newman Conference Center of Baruch College, 151 East 25th Street, New York City, NY 10010** from **3-5 pm** and from **6-8 pm**.

CITY OF NEW YORK
MANHATTAN COMMUNITY BOARD FOUR
330 West 42nd Street, 26th floor New York, NY 10036
tel: 212-736-4536 fax: 212-947-9512
www.nyc.gov/mcb4

DELORES RUBIN
Chair

JESSE R. BODINE
District Manager

August 18, 2016

Carl Weisbrod
Chair
City Planning Commission
120 Broadway,
New York, NY 10271

Howard Zemsky
President
Empire State Development
633 Third Avenue
New York, NY 10017

Re: The Women's Building at 550 West 20th Street: Requested Zoning Overrides and Other Issues

Dear Mr. Weisbrod and Mr. Zemsky:

Because Manhattan Community Board 4 (MCB4) has a modified schedule during the summer, the Chelsea Land Use Committee (CLU) only had a preliminary informational presentation of the application at its April committee meeting and was not able to review the full application before the Empire State Development comment period ended. The following recommendations and agreements were formed from discussions at the Chelsea Land Use Committee, and at a series of smaller meetings with MCB4 leadership and the applicant. Small meetings with the applicant took place on January 14th, March 29th, April 27th, June 30th and August 17th. It is anticipated that this letter will be ratified at the next Full Board meeting on September 7th, 2016.

The Goren Group seeks to develop the former Bayview Correctional Facility at 550 West 20th Street into the Women's Building, a center for non-profit women's organizations. The Goren Group, following ESD Design Guidelines, is seeking 15 zoning overrides for the development of the property.

As we have stated previously, MCB4 enthusiastically supports the goals of the Goren Group and welcomes a space for girls' and women's rights groups. We have reviewed the proposed overrides, including the detailed explanations and follow-up clarifications provided by the applicant.

We recommend the following:

- Approval of two proposed overrides
  - Minimum and maximum base heights
  - Yard regulations
- Modification of proposed maximum building height
- Denial of three proposed overrides
  - ~~As-of-right accessary uses on rooftop~~
  - As-of-right rooftop greenhouse
  - Sign regulations (expansion of permitted coverage)
- Shifting two proposals for restrictions to a contract between the applicant and ESD
  - Height limit for permitted rooftop obstructions (lower limit than ZR regulation)
  - Use regulations (prohibiting certain uses).

MCB4 also has comments on other issues: preservation of historic features, public access, programming, and employment opportunities for community residents.

Zoning Override Requests and MCB4 Recommendations

Rooftop Uses

Accessory Uses

MCB4 recommends denial of the requested overrides of ZR 12-10 and ZR 32-412 (all uses to be located within completely enclosed buildings) so that any uses accessory to community facility uses and commercial uses could be located as-of-right on the rooftop. We do not support a blanket approval for all such uses without knowing what these uses would be. We recommend that when the applicant knows which uses are planned for the rooftop or other open spaces, a request for a zoning override for those uses be submitted so that MCB4 can comment on them.

Greenhouse

MCB4 recommends denial of the requested waivers of ZR 75-01 and ZR 33-42 so that the applicant can construct a rooftop greenhouse as-of-right, avoiding the City Planning Chair Certification for a rooftop greenhouse. ZR 33-42 states that rooftop greenhouses are permitted pursuant to ZR 75-01 (Certification for Rooftop Greenhouses) which says:

> Plans submitted shall include sections and elevations, as necessary to demonstrate compliance with the provisions of paragraphs (a) through (f) of this Section, as applicable. A copy of the proposed rooftop greenhouse plan shall be delivered to the affected Community Board, which may review such proposal and submit comments to the Chairperson of the Commission. The certification of a rooftop greenhouse shall not be complete until the earlier of the date that the affected Community Board submits comments regarding such proposal to the Chairperson of the Commission or informs the

Chairperson that such Community Board has no comments; or 45 days from the date that such proposal was submitted to the affected Community Board.

MCB4 is generally supportive of the concept of a rooftop greenhouse but should have the opportunity to review and comment on a specific rooftop greenhouse proposal as provided in ZR 75-01.

MCB4 Rooftop Use Stipulations

Rooftop uses have created disturbances for nearby neighbors throughout CD4. MCB4 requests that the applicant agree to stipulations about the use of the rooftop:

- Lighting that points down and is shaded
- No amplified music
- No third party promoters
- No full liquor license
- Liquor license limited to only beer and wine
- No liquor license for catering
- Specific hours for ending night use.

We are pleased that the applicant is willing to make a written commitment to rooftop use stipulations.

Permitted Obstructions

The applicant has clarified that the project should have a lower permitted rooftop obstruction height (30 feet) than the maximum permitted by the Zoning Resolution (40 feet). ZR 33-42(f)(3)(ii) states that for buildings over 120 feet, permitted obstructions for rooftop mechanical equipment shall be limited to 40 feet. GPP Design Guidelines specify that the maximum height for such permitted obstructions should be 30 feet. MCB4 supports this lower height and believes that because the proposal is more restrictive than the existing zoning regulation, this modified permitted height limit for rooftop obstructions should be in a contract between the applicant and ESD, not identified as a zoning override.

Maximum Building Height

The Special West Chelsea District (SWCD), adopted in 2005, was carefully crafted to permit higher densities and heights on the avenues, with lower densities and heights on the narrower side streets. Both the Main Building site and the Annex site are in the SWCD. The Main Building site is in Subarea D which was mapped along Eleventh Avenue and has a maximum 7.5 FAR and building height limit of 250 feet. The Annex site faces West 20th Street is partially located in Subarea E and partially in Subarea D. Subarea E has a lower permitted FAR and height than Subarea D.

The two existing buildings suffer from several deficiencies, including floors on different levels creating difficult transitions from one building to the other and small rooms (former cells) that are not easily transformed to office and other uses. The applicant proposes to demolish the annex building and construct a 16-story building in its place. The new building would be built to line up

with the floors of the main building and could provide space for a day care center, meeting rooms and a wellness center.

The applicant proposes a 190-foot tower on the Annex site that would utilize the maximum 15 FAR and the maximum height permitted in Subarea D for the entire site (as stated in the ESD Guidelines). The proposed building would be 70 feet higher than the 120 foot height limit of Subarea E. The existing buildings on the south side of West 20th Street between Tenth and Eleventh Avenues where the subject site is located are one to four stories high. Buildings on the north side of West 20th (across the street from the subject site) (one of the two SWCD M1-5 zones) are taller, bulkier buildings, ranging from five to eight stories high, approximately 55 to 88 feet in height. A number of buildings along Eleventh Avenue are over 20 stories high (230 – 240 feet in height). The building on West 19th Street directly behind the Main Building and Annex Building is one of those.

MCB4 recommends a modification of the requested override to ZR 98-423. We request that the height of the 190-foot tower on West 20th Street be lowered to 150 feet and that the excess bulk be shifted to the rear section of the Main Building site, preferably behind the building. This 150 foot height would to be more consistent with the planning goals of the SWCD and more in context with nearby buildings. We recommend that the applicant and ESD be creative in designing the addition to the Main Building site. Our state elected officials will work with the applicant to resolve issues with the State Historic Preservation Office (SHPO) and ESD.
The applicant points out that ESD's RFP explicitly precluded construction on, through, or over the Main building. The applicant developed the proposed maximum massing to incorporate the amount of floor area stated by ESD, 118,493 zoning floor area as basis for their bid. The applicant has stated however a willingness to explore the technical, design, programmatic and financial feasibility of building on, through, or over the Main building, and will work with ESD and SHPO to assess if other schemes are viable. We are pleased that the applicant has agreed to a written commitment to MCB4 to investigate options for shifting the tower's excess floor area to the Main building site.

The basic FAR in the Special West Chelsea District is 5.0. This base FAR can be increased to a maximum of 7.5 FAR if affordable housing is provided (1.25 FAR bonus) and if a High Line Improvement is provided (1.25 FAR bonus). Since the Women's Building is a unique project designated for an important underserved purpose and is preserving an historic Chelsea waterfront building, MCB4 approves its utilization of an FAR of 7.5 without providing affordable housing or a High Line Improvement. MCB4 wishes to emphasize, however, that the Women's Building is a special case and does not set a general precedent. Other projects proposed in the SWCD should not expect to achieve an FAR higher than 5.0 without providing affordable housing or a High Line Improvement.

Minimum and Maximum Base Heights

MCB4 recommends approval of a waiver under ZR 98-423 for base heights. Under existing zoning regulations, the base height in Subarea E is 105 feet. In Subarea D the minimum base height is 60 feet and the maximum is 90 feet. The applicant proposes an override to ZR 98-423 so that in Subarea D and Subarea E the minimum base height would be 87 feet and the maximum would be 120 feet. This override would facilitate development, the use of floor area and provide

for uniform floor plates. MCB4 thinks it is reasonable, not excessive and allows the buildings on the Annex site and the Main building site to line up.

Yard Regulations

MCB4 recommends approval of the proposed waiver to ZR 33-23, permitted obstruction in rear yard. Currently a portion of a building up to one story but not more than 23 feet is a permitted obstruction in a rear yard. The applicant proposes that a two-story obstruction be permitted up to 30 feet. MCB4 agrees with the applicant that this relatively small obstruction will match the existing Annex building rear wall and would not adversely impact the adjacent residential development to the south.

Use Regulations

MCB4 recommends that the proposed use regulations override (ZR 32-00) be put in a contract between the applicant and ESD instead of being identified as a zoning override. The GPP Design Guidelines specify that residential uses, not-for-profit with sleeping accommodations and hotels will not be permitted uses for the project. MCB4 supports this restriction of uses for the project.

Sign Regulations

The applicant requests an override to ZR 32-642, non-illuminated signs to remove the 500 square-foot cap of maximum surface area for non-illuminated signs and allow maximum surface area of 3 times the length of zoning lot street frontage along 20th Street, 5 times the length of zoning lot street frontage along 11th Avenue. And to allow 8 times the length of articulation at intersection of 20th Street and 11th Avenue, for the existing building. The applicant points out that the cap of 500 square feet has been overridden in the GPP Design Guidelines to allow the opportunity of signage for multiple tenants of the proposed building. Because the Main building's entrance is at a chamfered corner and it might be unclear as to how to apply the square foot cap to that corner façade the GPP Design Guidelines overrides the zoning by generating regulations for articulated-corner signage.

The applicant proposes an override of ZR 32-643 (illuminated non-flashing signs) to increase the amount of illuminated non-flashing sign coverage: up to 300 square feet or surface area on the Eleventh Avenue and the West 20th Street frontage equaling a total of 600 square feet of illuminated signage (on both frontages of the project) with no illuminated signs directly facing residential buildings. This total of 600 square feet would be in addition to the non-illuminated signs.

MCB4 is pleased that the applicant has committed to no flashing signs but recommends denial of these two proposed waivers because the amount of signage requested, if implemented to the maximum coverage, does not respect the historic Main building and is not consistent with neighborhood character. We feel strongly that sign bands on both the 20th Street and the Eleventh Avenue sides of the Main building would detract from the historic features of both facades. MCB4 may support some expansion of sign coverage rules but without specific proposals, cannot fully support the requested permitted expansion of sign coverage.

MCB4 recommends a different approach to signage similar to the Landmarks Preservation Commission (LPC) process. Applicants whose buildings are either designated landmarks or within a landmark district submit an application to LPC which is sent to the community board for review and advisory comment. The application describes the signage (location, materials, etc.). LPC considers community boards' comments and makes the final decision. The State Historic Preservation Office could similarly consult with MCB4 on the Women's Building sign proposals. We are pleased that the applicant has agreed to this approach and will give MCB4 a written commitment to that effect.

The applicant proposes to erect a projecting sign similar to the "Seaman's House" sign on the Eleventh Avenue side of the Main building which would have the project's name, "Women's Building" instead of "Seamen's House". The applicant points out that the GPP Design Guidelines have established maximum dimensions and areas that would facilitate the re-creation of the old signage.

MCB4 has seen photos of the old Seaman's House sign, finds it attractive and supports the idea of using a feature that recalls the original use of the building. We are pleased that the applicant proposes to re-create the projecting sign with the current use: "Women's Building". We anticipate that a review of this sign will be part of a sign package that the applicant will come back to MCB4 for comments.

Applicant's Commitment Letter to MCB4

At a meeting on August 17, 2016 the applicant agreed to write a letter to MCB4 committing to:

1. Rooftop use stipulations
2. Working with EDC, SHPO, elected officials and MCB4 to investigate shifting floor area from the proposed tower on the Annex site to the Main building site so that the height of the tower would be lowered to 150 feet instead of 190 feet.
3. Establishing a process for the review by MCB4 of a proposed signage package.

Other Issues

Preservation of Historic Features

MCB4 is pleased that the applicant intends to preserve many interior and exterior historic features of the Main Building. We call attention to the importance of maintaining the integrity of the front corner, the building envelope, the terra cotta tiles and the original light features at the building entrance. We encourage the applicant to use a contractor with experience in restoring historic buildings.

Public Access

MCB4 is concerned that the building provide reasonable public access to the historically significant aspects of the Main building. We understand that security issues may place some restrictions on access to the building. So far it appears that the front lobby would be publicly-accessible and may include an art gallery, as well as a café or restaurant, and that public tours of the building will most likely be offered. We strongly encourage the applicant to arrange a way for the local residents to enjoy the large swimming pool.

Programming and Employment Opportunities

We also are concerned that programming and services target not only global women's issues, but also address the needs of the local community, including job opportunities in the construction and operation of the Women's Building. The applicant has committed to notify MCB4 when such opportunities are available. We urge the applicant to go beyond simple notification and actively seek qualified job applications from the community. We also would support organizations located in the Women's Building that could offer job training to the local community.

We look forward to the transformation of this important site which is part of Chelsea's historic waterfront and our continued engagement with the applicant to advance the Women's Building.

Sincerely,

Delores Rubin
MCB4 Chair

John Lee Compton, Co-Chair
Chelsea Land Use Committee

Betty Mackintosh, Co-Chair
Chelsea Land Use Committee

cc: Hon. Brad Hoylman, State Senate
Hon. Richard Gottfried, State Assembly
Hon. Gale A. Brewer, Manhattan Borough President
Hon. Corey Johnson, City Council
Goren Group
Marion Phillips. III, Sr. VP Community Relations, NYS ESD
Karolina Grebowiec-Hall, NYC DCP
Council of Chelsea Block Associations

Cammock, Felicia (ESD)

From:	Mary Steyer <msteyer@gaycenter.org>
Sent:	Monday, August 01, 2016 11:41 AM
To:	esd.sm.bayviewcf
Cc:	Glennda Testone; Emily Contillo
Subject:	Attn: Regina Stephens, Testimony from Glennda Testone in support of the Women's Building
Attachments:	Glennda Testone Women's Building Testimony.docx

[redacted]

Hello,

Please find attached testimony from Glennda Testone, Executive Director of The Lesbian, Gay, Bisexual & Transgender Community Center, in support of the Women's Building at the former Bayview Correctional Center, 550 West 20th Street, NYC. We appreciate your kind consideration in this matter.

Sincerely,

Mary

Mary Steyer, Director of Communications
T: 646.358.1714 | F: 212.924.2657 | msteyer@gaycenter.org
The Lesbian, Gay, Bisexual & Transgender Community Center
208 W 13th St, New York, NY 10011 | gaycenter.org
Pronouns: She, Her

THE CENTER

Empire State Development
633 Third Avenue, Floor 37
New York, NY 10017
(Attention: Regina Stephens)

August 1, 2016

I am pleased to submit my testimony in support of the NoVo Foundation's proposal to create a Women's Building at the former Bayview Correctional Center, 550 West 20th Street, NYC.

As the Executive Director of New York City's Lesbian, Gay, Bisexual & Transgender Community Center (The Center), I know all-too-well how crucial it is for non-profit entities to have a physical space in which to house offices, invite community, gather and celebrate. We welcome over 6,000 people a week to our cherished building at 208 W. 13th Street seeking support and connection to the LGBT community. Without this space we would be severely limited in how we serve our population to meet their needs.

The Center is not just a building, it's also a testament to how spaces shape the community around them. We purchased our building, a former maritime trade high school, when we were founded in 1983. At that time, it was a run-down space with no Certificate of Occupancy and it was about to go to auction. Over the years, with our staff and community's hard work and dedication, we have renovated the building twice—first to get that certificate, and then to modernize the space and transform it into a bright, open and affirming home for all who step through our doors. We appreciate our neighborhood and our neighbors, and we are honored to say that they feel the same way about us.

I also see potential in the Women's Building to transform both the neighborhood and the lives of many women who face serious issues, including violence and discrimination. The desolate former prison standing there now will be transformed into a historic structure that is no longer a symbol of pain and punishment, but one of hope and inspiration. It will demonstrate our city's commitment to providing opportunities for women who were formerly incarcerated, with an emphasis on workforce development to create jobs for women and minorities. As organizations fill the building, their work will offer endless benefits to New York City's girls and women, and those around the world. This is what happens when communities are able to come together in a physical space; they are empowered to work efficiently and collaboratively with others who share their mission and objectives. They are empowered to create change.

Once again, I am pleased to extend my complete support for the Women's Building and its mission to serve and support women and girls. Should you have any further questions feel free to contact me at Glennda@gaycenter.org or 646.358.1700.

Sincerely,
Glennda Testone
Executive Director

THE LESBIAN, GAY, BISEXUAL & TRANSGENDER COMMUNITY CENTER
208 W 13 ST NEW YORK, NY 10011

T. 212.620.7310
F. 212.924.2657
gaycenter.org

of The Women's Building, and what the project means for the community and women's issues in New York City. Individuals are invited to provide a brief two-minute statement that will be recorded. If you are able to attend, please sign up for a one-hour slot within the 3-5 pm and 6-8 pm windows by clicking the link below:

http://doodle.com/poll/pt2acwir5pacfruq

We appreciate all thoughts you'd like to share about the Women's Building. Highlights may include:

- Opportunities for formerly incarcerated women
- Transformation of a historic structure from a place of pain to one of hope and opportunity
- Workforce development, which creates jobs for women and minorities
- Benefits to girls and women in NYC as a result of movement organizations in the building being able to work more efficiently, collaboratively and effectively
- Accessible office space for non-profit entities focusing on women's rights issues

For those who are not able to attend, comments will also be accepted in writing until 8 pm on August 26 2016, and can be submitted by email to bayviewcf@esd.ny.gov or by mail to:

Empire State Development
633 Third Avenue, floor 37
New York, NY 10017
(Attention: Regina Stephens)

This project has been and will continue to be **guided by you, and the voices and leadership of women.** We look forward to hearing your ideas and hope to see you next Wednesday!

Cammock, Felicia (ESD)

From: Gina Cascino <gcascino@correctionalassociation.org>
Sent: Friday, July 22, 2016 12:06 PM
To: esd.sm.bayviewcf
Subject: Testimony being sumitted for the Public Hearing on Bayview C.F
Attachments: NoVo letter for Bayview Project.docx

[redacted]

Good Morning Regina,
Comments for the Public Hearing concerning the Bayview C.F. summited for the NoVo Foundation.

Have a peaceful weekend.
With Kind Regards, Gina Cascino

Public Hearing – Wednesday, 7/27/2016
NoVo Foundation's Women's Building project

July 20, 2016

Empire State Development
633 Third Avenue, Floor 37
New York, NY 10017

Attn: Regina Stephens

The old Bayview Woman's Prison on West 18th Street was evacuated during Hurricane Sandy and was never reopened by the Department of Corrections and Community Supervision.

I have personally monitored all the women's prisons in New York State with the Correctional Association's Women in Prison Project. We visited Bayview C.F. many times because of the egregious treatment of the women incarcerated there. The culture of this prison, Bayview, systemically and atrociously abused the women who were incarcerated. The CA was reporting and collecting data to support our allegations of profound miss treatment and basic human rights violations. Bayview had the dubious honor of having the highest rate of sexual abuse in the entire country. It was also one of the smallest state prisons with only 170 women incarcerated and housed there. It was a terrible place and its abandoned halls still carry the emotional pain of profound suffering.

Thus with great humbleness, because I personally witnessed the profound horror of Bayview, it overwhelms me with gratitude to know that the NoVo Foundation, with the Goren Group as project developers, has taken on the 99 year lease from the City of New York to totally gut, renovate and re-vision the old Bayview Correctional Facility. The plan is to re-purpose the old prison's building and property turning it into a 21st Century Global Center for Women and Girls.

The NoVo Foundation with the Goren Group are dedicated to changing the stigma of Bayview. Washing clean the years of trauma suffered at this prison will constitute profound act of modern courage and vision. The completion of the project, projected for 2020, will represent a great step forward for the City of New York and will also be a monumental gift to New York City's legacy for progressive change and reinvention.

The all women architectural team Deborah Berke Partners is tasked with redesigning the prison, creating the Women's Building. They are designing transformative, nurturing office space, meeting space, performance space, classrooms, media facilities, a child care center, a café and a wellness center for our City's not for profit community. Deborah Berke Partners will rehabilitate this historic structure of recent pain and create a living environment for hope and opportunity. The Women's Building will create jobs by developing a workforce of trained and talented women, girls and minorities. It will provide opportunities for women coming home from prison and traumatized, helping them find community and self-esteem.

But most importantly The Women's Building will be a pioneer in creating a new language for equality, safety and an inclusive vision for the many who have been marginalized and disenfranchised...women and girls, and minorities.

This Women's Building whose very mission is to serve as a beacon of light pointing towards hope and transcendence will rise out of the ashes of abuse, pain, neglect and hopelessness.

This is a huge job.
Its concept predicates the mission to insure that all women and girls can live free from discrimination, violence and fear.
This grand vision will be carried out through love, respect, fearless smart action, and a profound notion that things must change and that they can change for the betterment of us all.

We are building a home.
This Women's Building will become a beautiful, transcendent home for many. The many who have felt disenfranchised and alone; the many who feel lost and afraid; the many who need to laugh and to feel safe and to know community. All of this is our call to action in the heart of Chelsea; pioneered by The Goren Group's commitment to change; with the financial commitment from the NoVo Foundation; and the creative design commitment to beauty and function from Deborah Burke Partners.

It is our hope that in this hearing, this remarkable vision will be seen and felt and thereby, the Women's Building will be granted the deserved public approval for continuing on. And in turn, allowing for the next stages of the development process to move forward with ease and grace.

This is a grand project. It is a beautiful vision for our times. It will be a landmark for future generations.

You can count on the Women's Building providing many "win win" situations where a new world order can thrive and be welcomed for its commitment, its wisdom and its socially conscious mandate to put its money where its heart is.

Thank you very much, gina cascino

Gina Cascino
620 West 143rd Street, 10E
New York, NY 10031
Phone: 917-658-0287
E-mail: gina@nyc.rr.com

July 27, 2016

Empire State Development
633 Third Avenue, Floor 37
New York, NY 10017

Attn: Regina Stephens

Actual Testimony delivered by Gina Cascino at Hearing on Wednesday, July 27, 2016
The Correctional Association of New York,
2090 Adam Clayton Powell Blvd #200, New York, NY 10027

The old Bayview Woman's Prison on West 20th Street was evacuated during Hurricane Sandy and was never reopened.

With the Correctional Association's Women in Prison Project I have monitored all the women's prisons in New York State. We visited Bayview many times because of the egregious treatment of the women incarcerated there. Bayview had the honor of having the highest rate of sexual abuse in the entire country. It was a terrible place and its abandoned halls still carry the emotional pain of profound suffering.

I am overwhelmed with gratitude knowing that the NoVo Foundation, in collaboration with the Goren Group, have taken on the 99 year lease from the STATE to re-purpose the old prison and its property, turning it into a 21st Century Global Center for Women and Girls.

The architectural team Deborah Berke Partners is tasked with designing transformative and nurturing office space, meeting space, performance space, classrooms, a child care center, a wellness center and a café for our City's Not for Profit Community. The Women's Building will create jobs, developing a workforce of trained and talented women, girls and minorities. It will provide opportunities for women coming home from prison who are traumatized, helping them find community and self-esteem; it will provide office space and creative space for many organizations both large and small.

But most important, The Women's Building will be a pioneer in creating a new language for equality, safety and inclusion.

It will be a beacon of light pointing towards hope and transcendence; Rising out of the ashes of abuse, pain, neglect and hopelessness.

We are building a home.

A beautiful, transcendent home for many.

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Thank you very much, gina cascino

Gina Cascino
620 West 143rd Street, 10E
New York, NY 10031
Phone: 917-658-0287
E-mail: gina@nyc.rr.com

A Force For Progressive Change Since 1844

Correctional Association OF NEW YORK

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tel (212) 254-5700 fax (212) 473-2807 www.correctionalassociation.org

DEPARTMENT
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ATE DEV. CORP.
CEIVED

July 20, 2016

Empire State Development
633 Third Avenue, Floor 37
New York, NY 10017

Attn: Regina Stephens

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Thank you very much, gina cascino

Gina Cascino
620 West 143rd Street, 10E
New York, NY 10031
Phone: 917-658-0287
E-mail: gina@nyc.rr.com

American Indian Law Alliance

NGO in consultative status with the United Nations Economic & Social Council

PO Box 3036, Hoboken, New Jersey 07030

June 1, 2016

To: Regina Stephens, Empire State Development

Warm and respectful greetings.

On behalf of the American Indian Law Alliance, I write to express our very strong support of the proposed Women's Building, which will turn a former women's prison into a center for work on behalf of women and girls. As the mission states, "The Women's Building stands for what's possible when the potential of girls and women is nurtured, rather than locked away." At the American Indian Law Alliance, we share this goal.

Our mission at the American Indian Law Alliance is to work with Indigenous Nations, communities and organizations globally, in our struggle for sovereignty, human rights and social justice for our peoples, while remaining committed to our original instructions handed down through generations of ancestors in order to preserve Indigenous traditions for the seventh generation yet to come.

We know the Women's building can be an invaluable resources for Indigenous women and girls in New York City. There are over 100,000 Native Americans in the five boroughs of NYC, according to recent US census data. The Women's Building can serve as a center for events, youth development and culture sharing among Native and non-Native people. This will effectively turn the building from a place of pain to a place for growth and development.

The Women's Building is being led by the NoVo Foundation and the Goren Group. We have worked with both of these entities and can speak to their professionalism and capabilities. Our organization is supported by the NoVo Foundation and I have the distinct honor of serving on the Advisory Circle of the Women's Building. Being part of the Advisory Circle has been a distinct privilege as I have gotten to know amazing advocates for women and girls. This building will be an amazing asset and a resource to the local community, to women and girls throughout New York City, and ultimately far beyond.

We hope you approve this important project and look forward to seeing the vision of this building come into fruition.

Gaen hia uh,

Ms. Betty M. Lyons
(Onondaga Nation, Snipe Clan)
American Indian Law Alliance
President & Executive Director

CC: Pamela Shiftman of NoVo Foundation, Lela Goren of Goren Group

NEW YORK STATE ASSEMBLY

RICHARD N. GOTTFRIED
75TH ASSEMBLY DISTRICT

CHAIR
COMMITTEE ON HEALTH

822 LEGISLATIVE OFFICE BUILDING, ALBANY, NY 12248
TEL: 518-455-4941 FAX: 518-455-5939

242 WEST 27TH STREET, NEW YORK, NY 10001
TEL: 212-807-7900 FAX: 212-243-2035

E-MAIL: GOTTFRR@ASSEMBLY.STATE.NY.US

COMMITTEES:
RULES
HEALTH
HIGHER EDUCATION
MAJORITY STEERING

CHAIR
MANHATTAN DELEGATION

Proposed Women's Building (formerly the Bayview Correctional Facility) Civic and Land Use Improvement Project

Statement by
Assembly Member Richard N. Gottfried
Empire State Development Public Hearing
Wednesday, July 27, 2016, Newman Conference Center

I am Assembly Member Richard N. Gottfried. My district includes the proposed Women's Building located at 550 West 20th Street, the site of the former Bayview Correctional Facility. We applaud the Goren Group for a creative plan to convert the former correctional facility into a building that will house non-profits that work on women's issues, with space for community use. Empire State Development and the Goren Group listened closely to the concerns of Community Board 4 and the local elected officials before the project was announced. We support the concept for the Women's Building. However, we do not support the inclusion of zoning overrides in the General Project Plan.

The press release from Governor Andrew M. Cuomo dated October 26, 2015 stated that "...*Empire State Development sought a plan that: preserves the building's historic facade; provides opportunities for community facility use; and stays within the general zoning character of the Special West Chelsea District.*" Yet, according to the GPP, ESD proposes to override the New York City Zoning Resolution, on grounds that it would not be "economically feasible or practicable" for the applicant to comply. The applicant knew what the zoning was when it responded to the RFP. The current project plan requires fifteen zoning overrides, including waivers for floor area, building height and setback, yard, use and sign regulations. We echo the concerns of CB4 that the changes proposed would undermine the character of the Special West Chelsea District.

We believe that the proposed changes must be examined by CB4, the local elected officials and other community stakeholders before any zoning overrides should be approved and before this GPP should be approved. This has not yet happened because CB4 did not receive details on the proposed overrides until July 15th, just three days before the Board's July 18th Chelsea Land Use Committee meeting, which is insufficient for proper analysis and to allow for a full board vote.

After a long and competitive RFP process which included CB4, the community should have the opportunity to weigh in on each zoning override proposed. We request that the Goren Group work closely with CB4 and our offices to ensure that the project plan maintains the general character of the Special West Chelsea District. We look forward to

working together as this project moves forward and urge the ESD to postpone its decision until that has happened.

Statement about The Women's Building at 550 West 20th Street
by Betty Mackintosh, Co-Chair of the Manhattan Community Board 4
Chelsea Land Use Committee,
at the New York State Urban Development Corporation's
July 27, 2016 Public Hearing

The Manhattan Community Board 4 (CB4) Chelsea Land Use Committee, at its July 18, 2016 meeting voted to support the concept of the Women's Building but not to support the proposed zoning overrides at this time because the Board needs the opportunity to review their impact on the Special West Chelsea District and the community.

CB4 is excited that the former Bayview Correctional Facility will be transformed into a center to support social activism, providing space primarily for nonprofit women's organizations. We are pleased that the applicant plans to work with the state's Historic Preservation Office on the redevelopment and that the main building will not be demolished, and that many of that building's unique historic features are to be preserved, including the Seamen's Chapel, the large pool with aquatic mosaics and the decorative Art Deco brick façade.

However, the Environmental Assessment prepared for the Women's Building indicates that the project will require fifteen zoning overrides, including waivers for floor area, building height and setback, and yard, use and sign regulations. Since CB4 only received a detailed description of each proposed override and the reasoning behind these requests on July 15th, three days before the July 18th Chelsea Land Use Committee meeting, there was not sufficient time for adequate review and analysis.

The Board therefore cannot support the application for the overrides at this time. Once we have reviewed the proposed waivers and discussed them with the applicant, CB4 will make specific recommendations on each request.

CB4 appreciates that the NoVo Foundation and the Goren Group have kept CB4 updated on the progress of the project and have offered the community tours of the building. We look forward to continued engagement with them as the Women's Building develops.

NEW YORK STATE OF OPPORTUNITY. | Empire State Development

FOR CONSIDERATION
September 22, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Land Bank Program

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

I. Background

New York State's Land Bank Program (the "Program") was established with enactment of Article 16 of the New York State Not-for-Profit Corporation Law (the "Act"). The Legislative intent of the Act found and declared that New York's communities are important to the social and economic vitality of the state and that whether urban, suburban or rural; many communities are struggling to cope with vacant, abandoned and tax delinquent properties.

In order to combat the problem of vacant and abandoned properties, the Act permits local communities on their own, or together through the execution of intergovernmental agreements, to create not-for-profit corporation land banks to be utilized to facilitate the return of vacant, abandoned and tax-delinquent properties to productive use. The primary focus of land bank operations is the acquisition of real property that is tax delinquent, tax foreclosed, vacant and/or abandoned, and to use the tools of the Act to eliminate the harms and liabilities caused by such properties.

Pursuant to Section 1603 of the Act, the creation of a land bank is conditioned upon approval of the New York State Urban Development Corporation d/b/a Empire State Development ('ESD").

II. The Program Guidelines

ESD's role in this initiative is to approve applications from municipalities seeking to create land banks in their communities. Pursuant to the Act, the number of land banks state-wide was initially limited to ten, but has since been expanded to twenty. At its November 2011 Board meeting, the Directors approved guidelines for the Program which set forth the application process, eligibility criteria, evaluation criteria, the approval process and other terms and conditions regarding approval of applications (the "Guidelines").

Pursuant to the Guidelines, ESD moved forward with approving applications in multiple rounds from interested municipalities. The first round of applications were received by March 30, 2012 and as a result, five applicants were approved by the ESD Board at its meeting in May of 2012. Second Round applications were received by January 30, 2013 and as a result, three additional applications were approved. Since that time, ESD has opened up the application process and has approved seven additional land banks for a total of fifteen approved to date. ESD will continue to accept applications until all twenty land banks are approved.

III. Recommendation

The Guidelines adopted by ESD cite the criteria in which ESD evaluated the applications. In general, the factors can be broken down into three categories: 1) the level of intergovernmental cooperation; 2) the need for a land bank; and 3) the likely success of the land bank as proposed. Based on staff review, it is recommended that the applications submitted by Chemung and Steuben Counties be approved.

While the Counties are applying on their own, both are the sole foreclosing government entity in the County and therefore will operate county-wide. The focus of Chemung land bank will be in the City of Elmira where a significant problem with vacant, abandoned and tax foreclosed properties exists. Additional, the City of Elmira is providing significant in-kind support to the land bank to assist in acquiring and managing properties. With respect to Steuben County, the County will be providing in-kind support to the land bank. In addition, Steuben County and several municipalities in the County have agreed to provide start-up funding for the land bank. Based on the implementation plans and strong local support, Chemung and Steuben Counties have made strong cases that the land banks will be successful in their communities.

IV. Environmental Review

Pursuant to the State Environmental Quality Review Act ("SEQRA"), Article 8 of the Environmental Conservation Law and its implementing regulations (6 NYCRR Part 617), and in connection with the previous approval of land bank applications, the Directors made a Determination of No Significant Effect on the Environment at their meeting of May 17, 2012. This determination addressed all aspects of the proposed action. Therefore, no further environmental review is required in connection with this action.

V. Requested Actions

The Directors are requested to: 1) pursuant to Section 1603 of the Act, approve the creation of a land bank based on the applications submitted by Chemung County and Steuben County; and 2) take all related actions.

VI. Recommendation

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

Attachments

Resolution

September 22, 2016

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

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RESOLVED, that on the basis of the materials (the "Materials") presented at this meeting, a copy of which is hereby ordered filed with the records of the New York State Urban Development Corporation d/b/a Empire State Development (the "Corporation"), relating to the Land Bank Program (the "Program"), the Corporation hereby approves creation of a land bank by Chemung County and Steuben County for the purposes and substantially in the form set forth in the Materials, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate; and be it further

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

* * *

NEW YORK STATE OF OPPORTUNITY. | Empire State Development

FOR CONSIDERATION
September 22, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Procurement of Legal Services

REQUEST FOR: Approval of the Contract with the Law Firm of Bryan Cave LLP to Continue to Provide Legal Services in Connection with the Long-Term Lease of the Former Bayview Correctional Facility and Authorization to Take Related Actions

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I. BACKGROUND

Environmental matters are specialized areas of law for which ESD has limited in-house expertise. For complex questions ESD typically engages outside counsel. Bryan Cave LLP ("Bryan Cave") is on ESD's Pre-Qualified Counsel list in the area of environmental law.

In June 2015, ESD entered into a retainer agreement with Bryan Cave to provide counsel on environmental matters to ESD in connection with the long-term lease of the former Bayview Correctional Facility.

In August 2016, Bryan Cave advised ESD that some additional work remains to be done to fulfill this assignment, extending the timeframe of the contract beyond one year.

ESD's Procurement Guidelines require Board approval of personal service contracts of any amount that involve services to be rendered over a period in excess of one year.

Consequently, your approval is sought for this contract.

Based on Bryan Cave's excellent performance to date, ESD wishes to continue working with Bryan Cave.

II. SCOPE OF WORK

Bryan Cave would continue to advise ESD, on an as-needed basis, in connection with the long-term lease of the former Bayview Correctional Facility, which may include but not be limited to providing advice on historic preservation and SEQRA.

III. CONTRACT AMOUNT

ESD retained Bryan Cave after a mini-solicitation from ESD's Pre-Qualified Counsel List in June 2015 through a Purchase Order in the amount of $49,500. In June of 2016, the amount was revised to $75,000 to accommodate work done by Bryan Cave. Staff requests an additional contract authorization of $25,000 for a new total not-to-exceed an amount of $100,000 for the remainder of the new contract term.

Bryan Cave is paid from funds deposited in an imprest account by NoVo Foundation, the developer of the Women's Building at the former Bayview Correctional Facility, not from ESD corporate funds.

IV. RESPONSIBLE PARTY

Pursuant to State Finance Law Sections 139-j and 139-k and the Corporation's policy related thereto, staff has: (a) considered Bryan Cave'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 Bryan Cave to be responsible.

V. ENVIRONMENTAL REVIEW

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 promulgated by the NYS Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

VI. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority- and Women-Owned Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD's funding

VII. REQUESTED ACTION

The Directors are asked to authorize the Corporation to approve the contract with Bryan Cave LLP to serve as counsel to the Corporation for such legal services as are described in these materials in excess of one year for a new total not to exceed $100,000.

VIII. RECOMMENDATION

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

IX. ATTACHMENT

Resolution

September 22, 2016

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT– Approval of the Contract with the Law Firm of Bryan Cave LLP to Continue to Provide Legal Services in Connection with the Long-Term Lease of the Former Bayview Correctional Facility and Authorization to Take Related Actions

---

RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation (the "Materials"), the Corporation hereby finds the law firm of Bryan Cave LLP to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to amend its existing contract with Bryan Cave LLP to add an additional Twenty-Five Thousand Dollars ($25,000) to the existing contract amount for a new total not-to-exceed contract amount of One Hundred Thousand Dollars ($100,000), for the purposes and services, and substantially on the terms and conditions, as set forth in the Materials, which includes all services rendered as of June 1, 2016; 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.

* * *

NEW YORK STATE OF OPPORTUNITY. | Empire State Development

FOR CONSIDERATION
September 22, 2016

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Pre-Qualified Legal Counsel List

REQUEST FOR: Extension of Pre-Qualified Legal Counsel List

I. Background

Among its many functions, the Corporation and its subsidiaries and affiliates (collectively, "ESD" or the "Corporation") implement or facilitate a number of large and complex economic development projects and initiatives. The size, nature, complexity and timing of these projects often require the Corporation to call on the assistance of outside counsel in various areas of expertise. To permit the Corporation to respond to the needs of these projects expeditiously, while having available to the Corporation the benefits of a broad solicitation of qualified outside law firms, legal department staff maintains a list of pre-qualified counsel. The current list, which was adopted in 2012, expires at the first ESD board meeting after September 20, 2016. Staff, therefore, has conducted a broad solicitation of interested law firms and is currently reviewing submissions. However, due to the large number of responses received, the number of areas in which each firm is seeking pre-qualification and the number of respondents with whom staff are unfamiliar, staff requests extension of the 2012 prequalified list for an additional six months, to expire on March 31, 2017.

II. The Solicitation

On June 27, 2016, staff placed an advertisement in the New York State Contract Reporter requesting proposals from law firms in the following areas of law (including, in each instance, litigation capabilities): (1) real estate and land use; (2) construction; (3) environmental; (4) condemnation; (5) bankruptcy; (6) taxation; (7) bond financing; (8) foreclosure; (9) employment; (10) transactional direct and indirect investments; and (11) regulatory litigation. Proposals were due by July 22, 2016.

In addition, staff contacted the following individuals, law firms and organizations via email to advise them of the Contract Reporter opportunity:

- All law firms on ESD's list of prequalified counsel, including the investment counsel list;

- All law firms that are State-certified Minority- or Women-Owned Business Enterprises ("MWBEs");
- All law firms that are State-certified Service-Disabled Veteran-Owned Businesses ("SDVOBs")
- Amistad Long Island Black Bar Association
- Arab American Bar Association
- Asian American Bar Association of New York
- Association of Black Women Attorneys
- Capital District Black and Hispanic Bar Association
- Dominican Bar Association
- NY Regional President of the Hispanic National Bar Association
- Korean American Lawyers Association of Greater New York
- Latino Lawyers Association of Queens County
- Long Island Hispanic Bar Association
- Metropolitan Black Bar Association
- Muslim Bar Association of New York
- Nigerian Lawyers Association, Inc.
- The Puerto Rican Bar Association
- South Asian Bar Association of New York
- Westchester Black Bar Association
- Women's Bar Association of the State of New York

78 firms responded to the solicitation. Because a number of firms on the 2012 pre-qualified list failed to respond, ESD re-opened the solicitation on August 2, 2016, with proposals due on August 17. Nine additional firms responded to the re-opened RFP. The responses are being evaluated by a Review Committee consisting of the Deputy General Counsel and seven other ESD lawyers located in the NYC, Albany and Buffalo offices.

In 2012, ESD received 66 responses to the RFP; this year ESD received 85 responses from 87 firms. Many firms have requested prequalification in all eleven practice areas for which ESD solicited proposals. Accordingly, staff must separately evaluate each firm's qualifications in each practice area. Many of the respondents have never previously submitted a proposal or provided legal services to ESD, so staff will require additional time to become familiar with these respondents. Finally, staff will likely need to arrange interviews with several of the respondents in order to more accurately assess their proposals.

Accordingly, staff requests that the 2012 pre-qualified list, attached as Attachment A to these materials, remain effective until the end of the fiscal year, March 31, 2017.

III. Environmental Review

ESD staff has determined that extension of the 2012 pre-qualified list does not constitute an 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 requested approval.

IV. Requested Action

The Directors are being asked to extend the status of the law firms listed on Attachment A to these materials as qualified to advise the Corporation and its subsidiaries and affiliates in the areas of expertise identified in Attachment A (and in each case related litigation) and, in the discretion of the General Counsel, such related areas of expertise as s/he may deem appropriate and advisable in connection with any matter, until March 31, 2017.

V. Recommendation

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

Attachments
Resolution
Attachment A

September 22, 2016

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT - Pre-Qualified Legal Counsel List - Extension of Pre-Qualified Legal Counsel List

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BE IT RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation, the approval of the firms listed on Attachment A to this Resolution to serve as pre-qualified legal counsel to the Corporation in the various areas of expertise indicated on Attachment A (and, in each case, related litigation), and in such other areas as the General Counsel may in her sole discretion may deem appropriate or advisable in connection with any particular project or matter, is hereby extended until March 31, 2017.

* * *

Attachment A:

Pre-Qualified Legal Counsel
Adopted by the Board on September 20, 2012

Real Estate and Land Use

Bond Schoeneck & King PLLC
* Brown & Hutchinson
Bryan Cave LLP
** Bryant Rabbino LLP
Carter Ledyard & Milburn LLP
Damon & Morey LLP
Day Pitney LLP
Law Offices of Donald J. Tobias
* Gonzalez Saggio & Harlan LLP
Harris Beach PLLC
Hawkins Delafield & Wood LLP
Herrick Feinstein LLP
Hiscock & Barclay LLP
Hodgson Russ LLP
Holland & Knight LLP
Ingram Yuzek Carroll & Bertolotti LLP
Jaeckle Fleischmann & Mugel LLP
Knauf & Shaw LLP
Kramer Levin Naftalis & Frankel LLP
Mentor Rudin & Trivelpiece PC
McNamee Lochner Titus & Williams
Nixon Peabody LLP
Phillips Lytle & * The Gibson Law Firm
Saunders Kahler LLP
Schiff Hardin LLP
* Schoeman Updike Kaufman Stern & Ascher LLP
Shearman & Sterling LLP
Sidley Austin LLP
Skadden Arps Slate Meagher & Flom
Venable LLP
Whiteman Osterman & Hanna LLP

Condemnation

Berger & Webb
Bond Schoeneck & King PLLC
Carter Ledyard & Milburn LLP
Damon & Morey LLP
Day Pitney LLP
Harris Beach PLLC
Hiscock & Barclay LLP
Kramer Levin Naftalis & Frankel LLP
McNamee Lochner Titus & Williams
Nixon Peabody LLP
Sidley Austin LLP

* M/WBE Firm
** Certification Pending

Construction

Bond Schoeneck & King PLLC
Carter Ledyard & Milburn LLP
Damon & Morey LLP
Day Pitney LLP
* Gonzalez Saggio & Harlan LLP
Greenberg Trauig LLP
Harris Beach PLLC
Herrick Feinstein LLP
Hodgson Russ LLP
* Hoguet Newman Regal & Kenney LLP
Holland & Knight
Ingram Yuzek Carroll & Bertolotti LLP
Kilpatrick Townsend & Stockton LLP
Kramer Levin Naftalis & Frankel LLP
Mentor Rudin & Trivelpiece PC
McNamee Lochner Titus & Williams
Nixon Peabody LLP
Saunders Kahler LLP
Schiff Hardin LLP
Shearman & Sterling LLP
Sidley Austin LLP
Venable LLP
Wasserman Grubin & Rogers LLP
Whiteman Osterman & Hanna LLP
* Wilson & Chan LLP

Environmental

Bond Schoeneck & King PLLC
Bryan Cave LLP
Carter Ledyard & Milburn LLP
Damon & Morey LLP
Day Pitney LLP
* Gonzalez Saggio & Harlan LLP
Harris Beach PLLC
Herrick Feinstein LLP
Hodgson Russ LLP
Jaeckle Fleischmann & Mugel LLP
Knauf & Shaw LLP
Kramer Levin Naftalis & Frankel LLP
Mentor Rudin & Trivelpiece PC
McNamee Lochner Titus & Williams
Nixon Peabody LLP
Phillips Lytle & * The Gibson Law Firm
Shearman & Sterling LLP
Sidley Austin LLP
Sive Paget & Riesel PC
Venable LLP
Whiteman Osterman & Hanna LLP

Bankruptcy

Bond Schoeneck & King PLLC
Bryan Cave LLP
Damon & Morey LLP
Day Pitney LLP
Law Offices of Donald J. Tobias
Harris Beach PLLC
Herrick Feinstein LLP
Hodgson Russ LLP
Jaeckle Fleischmann & Mugel LLP
Mentor Rudin & Trivelpiece PC)
McNamee Lochner Titus & Williams LLP
Nixon Peabody LLP
Saunders Kahler LLP
Schiff Hardin LLP
Shearman & Sterling LLP
Sidley Austin LLP
Venable LLP
Whiteman Osterman & Hanna LLP

* M/WBE Firm
** Certification Pending

Labor

Bond Schoeneck & King PLLC
* Brown & Hutchinson
Clifton Budd & DiMaria LLP
Damon & Morey LLP
Day Pitney LLP
* Gonzalez Saggio & Harlan LLP
Harris Beach PLLC
Hiscock & Barclay LLP
Hodgson Russ LLP
* Hoguet Newman Regal & Kenney LLP
Jaeckle Fleischmann & Mugel LLP
Schroder Joseph & Associates LLP
McNamee Lochner Titus & Williams
Putney Twombly Hall & Hirson LLP
†* Rao Tiliakos LLP
Saunders Kahler LLP
* Schoeman Updike Kaufman Stern & Ascher LLP
Shearman & Sterling LLP
Sidley Austin LLP
Venable LLP
Whiteman Osterman & Hanna LLP

Foreclosure

Bond Schoeneck & King PLLC
Carter Ledyard & Milburn LLP
Damon & Morey LLP
Law Offices of Donald J. Tobias
* Gonzalez Saggio & Harlan LLP
Harris Beach PLLC
Herrick Feinstein LLP
Mentor Rudin & Trivelpiece PC
McNamee Lochner Titus & Williams
Nixon Peabody LLP
Sidley Austin LLP

Taxation

Bond Schoeneck & King PLLC
Carter Ledyard & Milburn LLP
Damon & Morey LLP
Day Pitney LLP
Harris & Beach PLLC
Herrick Feinstein LLP
Hodgson Russ LLP
Holland & Knight
Ingram Yuzek Carroll & Bertolotti LLP
Jaeckle Fleischmann & Mugel LLP
McNamee Lochner Titus & Williams
Nixon Peabody LLP
Schiff Hardin LLP
Shearman & Sterling LLP
Sidley Austin LLP
Whiteman Osterman & Hanna LLP

Bond

Senior Tier:
Harris Beach PLLC
Hawkins Delafield & Wood LLP
Holland & Knight
Mintz Levin Cohn Ferris Glovsky and Popeo
Nixon Peabody LLP
Orrick Herrington & Sutcliffe LLP
Squire Sanders LLP & * KnoxSeaton
Winston & Strawn LLP

Junior Tier:
Bond Schoeneck & King PLLC
Brown & Hutchinson
Chapman & Cutler LLP
Day Pitney LLP
Edwards Wildman Palmer LLP and * The Hardwick Law Firm LLC
* Gonzalez Saggio & Harlan LLP
Hiscock & Barclay LLP
* Law Office of Joseph C. Reid PA
* Lewis & Munday PC
Sidley Austin LLP

* M/WBE Firm
** Certification Pending
† Although approved by the Board, these attorneys no longer practice through this certified firm. They have joined the firm of Duane Morris LLP