



**Erie Canal Harbor
Development
Corporation**

A Subsidiary of Empire State Development

ERIE CANAL HARBOR DEVELOPMENT CORPORATION
at the offices of
Empire State Development – Buffalo Regional Office
95 Perry Street, Suite 500
Buffalo, NY 14203

Meeting of the Directors

Monday
September 9, 2019 – 10:30 AM

PROPOSED AGENDA

FOR CONSIDERATION

1. Proposed Acquisition of the Carousel Parcel - Authorization to Enter into Agreements Regarding the Acquisition of Real Property; and Authorization to Take All Related Actions
2. Canalside – Construction of the Beach Relocation - Authorization to Enter into a Contract for Construction Services; and Authorization to Take Related Actions
3. Canalside – Buffalo Heritage Carousel - Authorization to Enter into a Land Development Agreement for the Buffalo Heritage Carousel to operate at Canalside; and Authorization to Takes Related Actions

Item 1



FOR CONSIDERATION

September 9, 2019

TO: The Directors

FROM: Steven P. Ranalli

SUBJECT: Proposed Acquisition of the Carousel Parcel (the "Property")

REQUEST FOR: Authorization to Enter into Agreements Regarding the Acquisition of Real Property;
and Authorization to Takes Related Actions

I. Background

The City of Buffalo ("the City") is the owner of property located at 1 Marine Drive in the City of Buffalo consisting of approximately 9.5 acres. The City of Buffalo and the Erie Canal Harbor Development Corporation ("ECHDC"), a subsidiary of the New York State Urban Development Corporation d/b/a Empire State Development ("ESD"), have agreed that ECHDC should take ownership of approximately 8,565 SF (0.197 acres) of this parcel (the "Property") in order to facilitate the construction, operation, and maintenance of the Buffalo Heritage Carousel Project (the "Project"). The Project consists of a new building along the Central Wharf at the corner of Prime and Perry Streets, which will be created to evoke an early 20th Century carousel roundhouse. A Subdivision Plan of the Property is included in Attachment A. An Aerial Photograph of the Property is included in Attachment B.

It is expected that the transfer will facilitate development on the parcel while ensuring public access and providing for economic development opportunities for the citizens of the State and Western New York by transferring the Property to the agency that was formed to specifically develop Buffalo's waterfront.

II. Proposed Transaction

The ECHDC will acquire the Property, including any necessary easements, from the City for One Dollar (\$1.00). Transfer of the Property is permitted pursuant to Section 14(2) of the New York State Urban Development Corporation Act (the "Act") which allows municipal government entities to transfer any Property to ESD and its subsidiaries under terms agreed to by the parties. Prior to such transfer, the Act requires the City to conduct a public hearing on the transfer which the City has agreed to complete prior to approval by the City's Common Council.

The Carousel Project will highlight a significant piece of Western New York's heritage, while providing an educational attraction for the public which both parties consider an amenity for the entire Canalside development. It is estimated that the ECHDC will incur \$1.4 million in costs to assist with the site preparation and capital construction of the Carousel Project under subsequent Board actions today. Therefore, the City and ECHDC agreed on an acquisition cost of \$1.00 for the Property (the "Purchase Price") and any necessary easements.

In the event a Carousel is no longer operated on this Property, the Property will revert to the City.

III. Agreement Funding

The funding source shall be the New York Power Authority Industrial Incentive.

IV. Environmental Review

ESD, as lead agency, completed an environmental review of the Canalside 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, which was coordinated with all involved agencies due to the Project's Type I classification, involved a full public scoping process and the preparation of a draft generic environmental impact statement ("DGEIS") and a final generic environmental impact statement ("FGEIS"). The ESD Board of Directors issued SEQRA findings for the Project on March 26, 2010. These SEQRA documents included a full assessment of a Preferred Alternative that involved the anticipated level of development that was presented in the original 2010 General Project Plan ("GPP") for Canalside, inclusive of a proposed boutique hotel/retail development on the parcel now targeted for the Carousel Project (i.e. Parcel "E1"). While the GPP has been since revised in subsequent Modified GPPs ("MGPPs"), these changes have not involved Parcel E1.

Accordingly, ECHDC and ESD staff have conducted an evaluation of the potential effects of the Carousel Project against those effects documented in the 2010 SEQRA documents. This evaluation determined that the Carousel Project is a cultural use that is permitted under the Canalside MGPP and is well below the thresholds of anticipated development for the Parcel E1 included in the original 2010 GPP or subsequent MGPPs. Further the Carousel Project would not fully encumber the parcel, thus the full development of Parcel E1 with hotel/retail uses would still be possible in the future, although the 2010 SEQRA documents recognized that this would also be subject to movement/alteration of an existing sewer pump/lift station there and incorporation of street access to the full parcel. Nevertheless, the evaluation of potential environmental effects and any anticipated future mitigation contained in the 2010 SEQRA documentation would in no way be impaired or require additional assessment by implementing the proposed Carousel Project. Therefore, no further environmental review is required in connection with this action.

V. Requested Action

The Directors are requested to (1) authorize the Corporation to enter into the necessary agreements and pay the Purchase Price for the Property to the City of Buffalo to effectuate the transfer of Property as stated in these materials; and (2) to take all related actions.

VI. Recommendation

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

VII. Attachments

Resolution

Figure 1 – Subdivision Plan

Figure 2 – Aerial Photograph

September 9, 2019

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Proposed Acquisition of the Carousel Parcel -
Authorization to Enter into Agreements Regarding the Acquisition of Real Property; and Authorization to
Take All Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Erie Canal Harbor Development Corporation (the “Corporation”), the Corporation is hereby authorized to enter the necessary agreements to effectuate the transfer of the property referred to as the Carousel parcel as more particularly described in the Materials (the “Property”) at a cost not to exceed One Dollar (\$1.00); and be it further

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

* * *

NO.	REVISION	DATE

THIS SURVEY WAS PREPARED WITHOUT THE BENEFIT OF AN UPDATED ASTRONOMIC RECORD ONE WOULD DISCLOSE. UNLESS SHOWN HEREON FROM FIELD LOCATED EVIDENCE.



RAVI ENGINEERING & LAND SURVEYING, P.C.
 2110 SOUTH CLINTON AVENUE, SUITE 1
 ROCHESTER, NEW YORK 14618
 TEL: (585) 223-6600 FAX: (585) 223-4290

PROJECT SURVEYOR: David J. Rinnick, P.E.
 MAPS/DRAWN BY: DJR
 SCALE: 1" = 40'

SUBDIVISION PLAN
 ERIE CANAL HARBOUR DEVELOPMENT
 OWNED BY CITY OF BUFFALO
 CARROUSEL PROPERTY
 CITY OF BUFFALO - ERIE COUNTY - STATE OF NEW YORK

PROJECT # 20-17-177
 ISSUE DATE 6/4/2019
 SHEET 1 OF 1



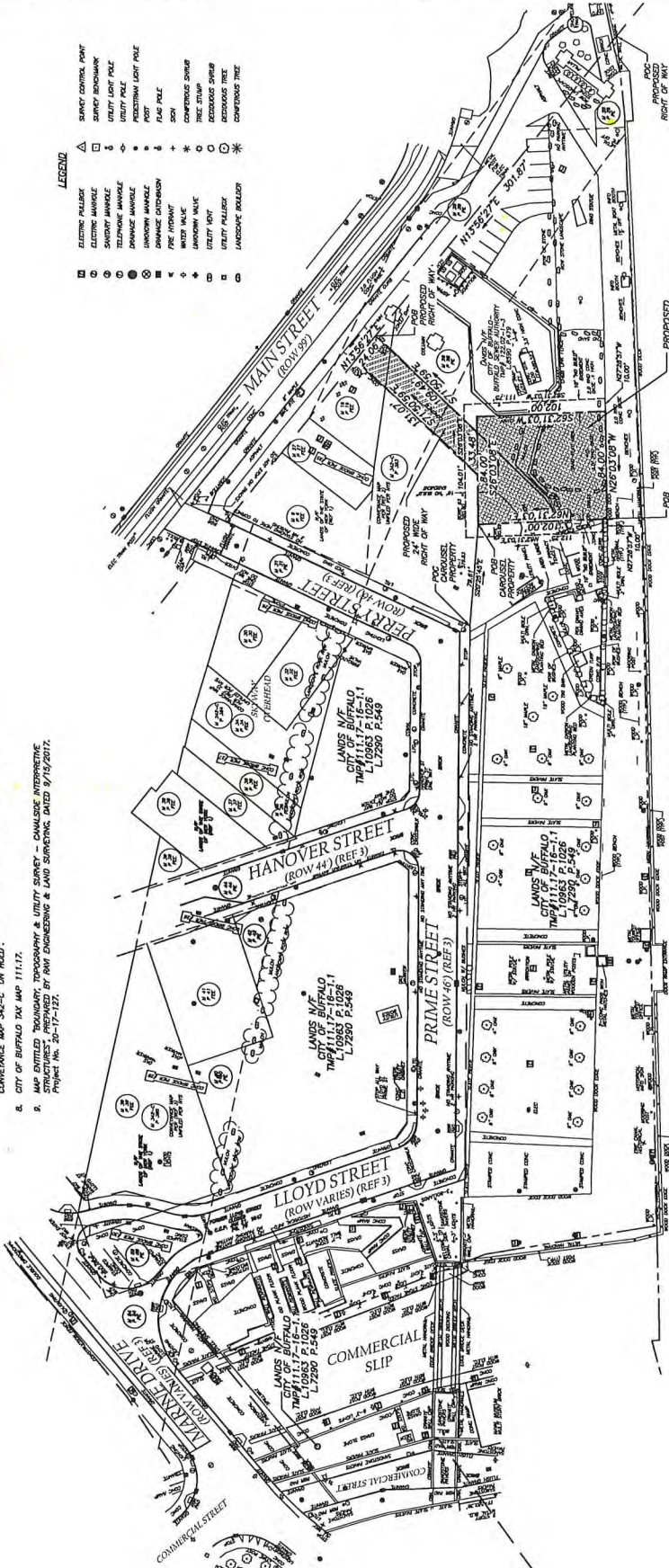
CITY OF BUFFALO

- SURVEY NOTES:**
- HORIZONTAL COORDINATE SYSTEM: NAD 83 (2011) N.T.S.P.C.S. WESTERN ZONE (US FOOT).
 - FIELD WORK COMPLETED ON MAY 22, 2017 BY RAVI ENGINEERING AND LAND SURVEYING, 50' AND PARTLY CLOUDY.
 - SUPPLEMENTAL SURVEY COMPLETED ON 8/21/2017 & 9/4/2018 BY RAVI ENGINEERING & LAND SURVEYING.
 - THIS SURVEY WAS PREPARED WITHOUT THE BENEFIT OF AN UPDATED ASTRONOMIC RECORD ONE WOULD DISCLOSE.
 - UNLESS SHOWN HEREON FROM FIELD LOCATED EVIDENCE.

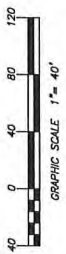
- SURVEY REFERENCES:**
- MAP ENTITLED "PROPOSED RIGHT OF WAYS" PREPARED BY DOT-ALBERT ASSOCIATES DATED 12/18/04 AND REVISED 9/20/10, FILED AT THE CITY OF BUFFALO SURVEY OFFICE.
 - MAP ENTITLED "BOUNDARY SURVEY - ERIE CANAL HARBOUR DEVELOPMENT CORPORATION" PREPARED BY DOT-ALBERT ASSOCIATES DATED 12/18/08 AND REVISED 5/13/09. Project No. 0601/04, PROVIDED BY THE CLIENT.
 - MAPS ENTITLED "BOUNDARY SURVEY, PROPOSED RIGHT OF WAY" PREPARED BY DOT-ALBERT ASSOCIATES DATED 12/17/08 SHEET NO. 05-104, 05-101 & 05-102. "VERTICAL" SURVEY COMPLETED BY RAVI ENGINEERING & LAND SURVEYING, DATED APRIL 2011. REFERENCES PROVIDED BY OWNER, DRAWING NO. 18, SHEET 7, 8, 9, & 10.
 - "ACCEPTANCE" MAPS: 5, 27, 28, 30, 31, 32, 34, 35, 37, 38, 40, 41, 42, 43, 44, 54 & 55.
 - KEY MAP AND TABLE OF PROPERTY ACQUISITIONS, FURMAN BLVD - ARTERIAL ROUTE, DATED MARCH 28, 1950.
 - INDY CARD ENTITLED "FURMAN BLVD - ARTERIAL ROUTE HIGH LEVEL BRIDGE" SHOWING CONVEYANCE MAP 342-C "ON HOLD".
 - CITY OF BUFFALO TAX MAP 111.17.
 - MAP ENTITLED "BOUNDARY, TOPOGRAPHY & UTILITY SURVEY - CANALSIDE INTERPRETIVE STRUCTURES" PREPARED BY RAVI ENGINEERING & LAND SURVEYING, DATED 9/19/2017. Project No. 20-17-177.

LEGEND

□	ELECTRIC PALLETT	△	SURVEY CONTROL POINT
○	ELECTRIC METER	□	SURVEY BOUNDARY
○	SMALLER METER	□	UTILITY LOT POLE
○	TELEPHONE METER	○	UTILITY POLE
○	DRINKING WATER METER	○	PEDESTRIAN LOT POLE
○	HANDOWN METER	○	POLE
○	POLE FOUNDATION	○	POLE
○	WOOD WALKER	○	POLE
○	UNKNOWN VALUE	○	POLE
○	UTILITY ENTRY	○	POLE
○	UTILITY PALLETT	○	POLE
○	LANDSCAPE BOLLARD	○	POLE



BUFFALO RIVER



WE, RAVI ENGINEERING & LAND SURVEYING, HEREBY CERTIFY THAT I AM A LICENSED LAND SURVEYOR IN THE STATE OF NEW YORK, REGISTERED ON JUNE 14, 2019 FROM REFERENCES LISTED HEREON.

SIGNED: *David J. Rinnick*
 DAVID J. RINNICK, P.E. - REGISTRATION # 050966



Figure 2
Aerial Photograph

Item 2



FOR CONSIDERATION

September 9, 2019

TO: The Directors

FROM: Steven P. Ranalli

SUBJECT: Canalside – Beach Relocation Project (the “Project”)

REQUEST FOR: Authorization to Enter into a Contract for Construction of the Canalside – Beach Relocation Project; and Authorization to Take Related Actions

CONTRACT NEEDS AND JUSTIFICATION

I. Contract Summary

Consultant: Scott Lawn Yard, Inc.
3305 Haseley Drive
Niagara Falls, New York 14304

Scope of Services: Relocate Existing Canalside Beach

Contract Term: September 2019 through November 30, 2020

Contract Amount: Not to exceed \$199,759 (\$149,759 Base Bid with \$50,000 contingency)

Funding Source: New York Power Authority (Industrial Incentive)

II. Background

During the construction of the Central Wharf in 2014, a small recreational sand area (known as the “beach”) was created at the southern end of the wharf. This followed along with the principal goal of Canalside to transform the area into a vibrant mixed-use, year round setting for family-oriented uses, including sports, entertainment, cultural, residential, commercial and recreational uses.

The beach area will undergo restoration and reconfiguration under this Project. The beach will be shifted further south which will place it close to nearby surface parking and the Empire State bike trail. The beach will be approximately the same overall size as its existing configuration and will be confined by boulders and a landscaped edge.

The Beach Relocation Project provides a shovel-ready site for the construction of the carousel structure. As part of the work necessary to allow the construction of the carousel to proceed, the sand area and underground utilities that support Clinton’s Dish must be relocated.

III. Consultant Selection Process

On February 28, 2019 ECHDC (the "Corporation") solicited bids for the *Canalside – Beach Relocation* Project as a Discretionary Purchase using contractors certified pursuant to Article 15-A of the Executive Law (i.e., Minority and Women-Owned Business Enterprises). Pursuant to PAL § 2879(3)(b)(i), ESD may purchase services or commodities from small business concerns or those certified pursuant to Article 15-A of the Executive Law (MWBES), or commodities or technology products that are recycled or remanufactured, in an amount up to \$200,000, without a "formal competitive process". Three (3) firms solicited were as follows:

Iroquois Construction Services (MBE)
Rodriguez Construction Group, Inc. (MBE)
Scott Lawn Yard, Inc (WBE)

A total of two (2) bids were received on March 28, 2019 and read aloud publicly.

ECHDC interviewed bidders and de-scoped the apparent low bidder on April 9, 2019. ECHDC recommends to award the Contract to Scott Lawn Yard, Inc. who was found to be the lowest responsible bidder. The following are the bid results (arranged by highest to lowest bidder):

Contractor	Base Bid Amount	Alternates Accepted
Scott Lawn Yard, Inc.	\$ 149,759	None
Iroquois Construction Services	\$ 166,700	None
Rodriguez Construction Group, Inc.	None	None

For over 25 years, Scott Lawn Yard has been in the business of providing Western New York and beyond with service in the construction industry. The company began in the 1985 providing landscape and maintenance services to residential and commercial projects. Scott Lawn Yard is located on Haseley Drive in the City of Niagara Falls, and is familiar with the ECHDC as they are previously worked on the original Central Wharf extension project.

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

IV. Scope of Work

The construction consists of site work, underground utilities, and reconfiguration to create a public beach at the southern end of the Central Wharf, as well as site restoration behind Clinton's Dish.

V. Contract Term, Price and Funding

This contract is a lump sum contract as delineated in the projects plans and specifications dated February 19, 2019 along with one addendum that were provided during the bidding period.

The project is slated to begin in late September 2019 and expected to be completed by November 30, 2020.

ECHDC intends to issue a Notice to Proceed to Scott Lawn Yard in September 2019 in the amount of \$50,000 to install the temporary fencing, fence banner, and begin the process of removing existing sand and boulders, to allow work to begin by mid/late October.

The funding source shall be the New York Power Authority Industrial Incentive.

VI. Non-Discrimination & Contractor and Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Contractor shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprises (MWBES) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30% related to the total value of ESD's funding.

Scott Lawn Yard, Inc. is a certified New York State certified Women Owned Business and may use its certification for the above requirement.

VII. Environmental Review

ESD, as lead agency, completed an environmental review of the Canalside 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, which was coordinated with all involved agencies due to the Project's Type I classification, involved a full public scoping process and the preparation of a draft generic environmental impact statement ("DGEIS") and a final generic environmental impact statement ("FGEIS"). The ESD Board of Directors issued SEQRA findings for the Project on March 26, 2010.

In connection with the previously approved Property Acquisition for the Carousel Project, ECHDC and ESD evaluated the continued applicability of the 2010 SEQRA findings with regard to the various actions associated with the Carousel Project (including the subject beach relocation) and concluded that no additional environmental review is required.

VIII. Requested Action

The Directors are requested to (1) make a determination of responsibility with respect to the proposed contractor; (2) authorize the Corporation to enter into a construction contract with Scott Lawn Yard, Inc for an amount not to exceed \$149,759 plus a \$50,000 contingency for a total contract amount of \$199,759; and (3) to authorize the Corporation to take all related actions.

IX. Recommendation

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

- X. Attachment
Resolution
Attachment A – Beach Relocation Site Plan

September 9, 2019

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Canalside – Construction of the Beach Relocation - Authorization to Enter into a Contract for Construction Services; and Authorization to Take Related Actions

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

RESOLVED, that the Corporation is hereby authorized to enter into a contract with Scott Lawn Yard, Inc for a base contract amount of ONE HUNDRED FORTY NINE THOUSAND SEVEN HUNDRED FIFTY NINE DOLLARS (\$149,759), plus a contingency in the amount of FIFTY THOUSAND DOLLARS (\$50,000) for a total contract amount not to exceed ONE HUNDRED NINETY NINE THOUSAND SEVEN HUNDRED FIFTY NINE DOLLARS (\$199,759) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

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

* * *

Item 3



FOR CONSIDERATION

September 9, 2019

TO: The Directors

FROM: Steven P. Ranalli

SUBJECT: Canalside – Buffalo Heritage Carousel

REQUEST FOR: Authorization to Enter into a Land Development Agreement and Lease for the Buffalo Heritage Carousel to Operate at Canalside; and Authorization to Takes Related Actions

I. Contract Summary

Carousel Operator: Buffalo Heritage Carousel, Inc.
PO Box 45
Buffalo, New York 14213

Contract Term: October 1, 2020 – September 30, 2060

Contract Amount: Not to exceed \$1,200,000 (0% contingency)

Funding Source: New York Power Authority (Industrial Incentive)

II. Background

In August 2010, the Board of Directors of the Erie Canal Harbor Development Corporation (“ECHDC”) authorized the corporation to develop a Canalside Cultural Master Plan that would integrate cultural projects, as well as refine the use of public spaces and special features, into Canalside. This cultural plan, recommended by the community-based Cultural Steering Advisory Group, was approved by the Board of Directors in January 2012. The Canalside Cultural Master Plan identified short-term and long-term opportunities for cultural attractions, entertainment, waterside and special events programming which maximize the use of the indoor and outdoor public spaces, increase the likelihood of commercial investment, and attract additional visitors to Canalside. The Master Plan recommendations included locating a carousel at Canalside.

On October 12, 2016, Governor Cuomo announced that ECHDC would commit \$1.2 million toward the construction of a structure to house a nearly century-old carousel at Canalside in Buffalo. The vintage menagerie, park-style carousel was manufactured in 1924 by Spillman Engineering in North Tonawanda. The Buffalo Heritage Carousel, Inc. (the “BHC”) acquired the carousel in 2015 to provide family-oriented recreation on Buffalo’s waterfront and to celebrate Western New York’s industrial heritage.

The Carousel at Canalside (the "Project") will be located along the Central Wharf on property to be transferred by the City of Buffalo to ECHDC consisting of approximately 8,565 square feet (the "Property"). The City is transferring the Property to ECHDC for the express purpose of the Project and should the carousel stop operating on the Property, it will revert back to the City.

ECHDC has conducted an appraisal of the Central Wharf parcel which includes the Property being leased to BHC. As the property is restricted for public use, the appraised value of the Property was \$0. This value is further restricted by the fact the City retains a reversionary interest in the Property that requires it to be used for the carousel. As such, the leasehold interest being transferred to BHC has no value to ECHDC.

III. Terms

It is expected that ECHDC will enter into a Land Development Agreement and Lease that govern design/construction and operation of the Project. In addition to the funding being provided by ECHDC, the Property will be leased to BHC for a term of forty (40) years for \$1 per year. BHC will be responsible to construct and operate the Carousel and for all costs that exceed ECHDC's capital contribution. Construction will include an approximately 6,400 square foot structure to house the carousel and the total costs for the design/construction are currently estimated to be \$3.99 million. The pavilion will be designed in accordance with ECHDC's Canalside Design Guidelines which require that the final design of the Project be reviewed by ECHDC's Design Review Committee and approved by the ECHDC Board of Directors. In the event that the BHC ceases to operate the carousel, ECHDC will be permitted to terminate the lease and the Property will be subject the City's reversionary interest.

IV. Funding

The ECHDC will commit \$1,200,000 in funding toward capital construction of the roundhouse. The funding source shall be the New York Power Authority Industrial Incentive.

V. Non-Discrimination & Contractor and Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this project. The BHC shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise (MWBEs) for any contractual opportunities generated in connection with the project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve MWBE Participation. Establishment of specific goals related to the total value of ECHDC's funding is still pending.

VI. Environmental Review

ESD, as lead agency, completed an environmental review of the Canalside 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, which was coordinated with all involved agencies due to the Project's Type I classification, involved a full public scoping process and the preparation of a draft generic environmental impact statement ("DGEIS") and a final generic environmental impact statement ("FGEIS"). The ESD Board of Directors issued SEQRA findings for the Project on March 26, 2010.

In connection with the previously approved Property Acquisition for the Carousel Project, ECHDC and ESD evaluated the continued applicability of the 2010 SEQRA findings with regard to the various actions associated with the Carousel Project and concluded that no additional environmental review is required.

VII. Requested Action

The Directors are requested to authorize the Corporation to: 1) enter into a Land Development Agreement with the BHC; 2) enter into a Lease for the disposition of the Property to the BHC; 3) provide \$1.2 million for the construction of the Project; 4) enter into any agreements necessary to carry out the Project; and 5) to take all related actions.

VIII. Recommendation

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

Attachment
Resolutions

September 9, 2019

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Canalside – Buffalo Heritage Carousel - Authorization to Enter into a Land Development Agreement and Lease for the Buffalo Heritage Carousel to Operate at Canalside; and Authorization to Takes Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Erie Canal Harbor Development Corporation (the “Corporation”), the Corporation is hereby authorized to enter into a Land Development Agreement and Lease with the Buffalo Heritage Carousel and all other agreement necessary for the development of a carousel at Canalside as described in these materials; and be it further

RESOLVED, the Corporation is hereby authorized to commit ONE MILLION TWO HUNDRED THOUSAND DOLLARS (\$1,200,000) to the capital construction of the carousel structure; and be it further

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

* * *