



KATHY HOCHUL  
Governor

# Western NY Power Proceeds Allocation Board

ANTHONY J. COLUCCI III  
Chairman

## WESTERN NEW YORK POWER PROCEEDS ALLOCATION BOARD MINUTES

April 11, 2024 – 3:00 P.M.

### VIDEO CONFERENCE

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Minutes of the Meeting of the Western New York Power Proceeds Allocation Board held at Niagara Power Project, 5777 Lewiston Road, Lewiston, NY 14092.

**Board Members Present:**

Anthony Colucci – Chairman  
Brenda McDuffie – Member  
Deanna Brennen – Member  
Paul Brown – Member  
Dennis Elsenbeck – Member

**NYPA Staff Present:**

Lori Alesio	Executive Vice President and General Counsel
Joseph Kessler	Executive Vice President and Chief Operating Officer
Karen Delince	Vice President and Corporate Secretary
Richard Smith	Senior Director – Economic Development
Angela Rossi	Program Manager – Economic Development
Lorna Johnson	Senior Associate Corporate Secretary
Sheila Quatrocci	Senior Associate Corporate Secretary
Michele Stockwell	Senior Assistant Corporate Secretary
Carol Sampson	Community Relations Representative II

**Also in Attendance:**

Bonnie Lockwood	Regional Director of Western New York - Governor's Office
Lorrie Abounader	Sr. Project Manager – Empire State Development
Tara Ellis	President and CEO – FeedMore, WNY, Inc.

**Opening Remarks**

*Chair Anthony Colucci welcomed members of the Board, the staff of Empire State Development Corporation ("ESDC"), and the staff of the New York Power Authority ("NYPA"). He stated that this meeting of the Board had been duly noticed as required by the Open Meetings law. The meeting was called to order at 3:00 p.m.*

**1. Adoption of the April 11, 2024 Proposed Meeting Agenda**

Member Brenda McDuffie made a motion to adopt the April 11, 2024 proposed meeting agenda. The motion was seconded by member Deanna Brennan. The agenda was unanimously adopted.

**Conflicts of Interest**

*Chair Anthony Colucci stated that the members had been polled prior to the meeting regarding possible conflicts of interest with the entity previously provided for their review. The members declared no conflicts of interest.*

**2. Adoption of the February 13, 2024 Meeting Minutes**

*Chair Colucci asked if there were any amendments to the Minutes.*

Upon motion made by member Brenda McDuffie and seconded by member Deanna Brennan, the minutes of the February 13, 2024 meeting were adopted.

**3. Fund Update**

Mr. Richard Smith, Senior Director of Economic Development, submitted the February 2024 Western New York Economic Development Fund Update report, to date:

- Total deposits to the fund are \$84,063,000; Total interest earned on deposits is \$2,801,140 making total funds deposited \$86,864,140.
- No Administrative Expenses have been withdrawn.
- Disbursements to Grantees amount to \$36,422,700, making the current fund balance equal to \$50,441,260.

- Awards under Standard Projects amount to \$36,058,181; Energy-related projects awarded is \$7,737,815, making total fund benefits awarded \$43,795,996.
- Total fund benefits available to be awarded by the Allocation Board amounted to \$43,068,114.
- A minimum amount of 15% of the fund is dedicated to energy-related projects, \$12,609,450. Total Awards made for energy-related projects, to date, amounts to \$7,737,815. Fund benefits currently available to be awarded for energy-related projects only, is \$4,871,635.
- As it relates to the power that supports the program, the estimated unallocated Expansion Power ("EP") and Replacement Power ("RP"), to date, is 95 megawatts. The estimated allocated but unused hydropower, to date, is 198 megawatts, making the total estimated unutilized EP and RP, to date, 293 megawatts.
- The recommendation before the Board for consideration today is for a standard project and Energy Related Project in the amount of \$6,020,000.

Chair Colucci stated that this is an informational item and does not require any action by the Board and thanked Mr. Smith for the report.

Western New York Economic Development Fund Update<sup>1</sup>

February-24

<b>The Fund</b>	
<i>this</i>	Total Deposits to the Fund to Date: \$84,063,000
<i>plus</i>	Total Interest Earned on Deposits to Date: \$2,801,140
=	<b>Total Funds Deposited: \$86,864,140</b>
<b>Expenditures</b>	
<i>this</i>	<b>Total Funds Deposited: \$86,864,140</b>
	Total Administrative Expenses Withdrawn: \$0
	Disbursements to Grantees: (\$36,422,700)
<i>plus</i>	<b>Total Expenditures: (\$36,422,700)</b>
=	<b>Current Fund Balance: \$50,441,440</b>
<b>Awards</b>	
<i>this</i>	<b>Total Funds Deposited: \$86,864,140</b>
	Standard Projects: \$36,058,181
	Energy Related Projects <sup>2</sup> : \$7,737,815
<i>minus</i>	<b>Total Fund Benefits Awarded<sup>3</sup>: \$43,795,996</b>
=	<b>Total Fund Benefits Available to be awarded by the WNYPPAB<sup>4</sup>: \$43,068,144</b>
<b>Energy-Related Projects</b>	
<i>this</i>	Minimum Amount (15%) of the Fund Dedicated to Energy-Related Projects: \$12,609,450
<i>minus</i>	Total Awards (9%) Made for Energy-Related Projects to Date (not including today): \$7,737,815
=	<b>Fund Benefits Currently Available to be Awarded for Energy-Related Projects Only: \$4,871,635</b>
<b>Today's Recommendations</b>	
<i>this</i>	Standard Projects: \$5,000,000
<i>plus</i>	Energy-Related Projects or Project Components: \$1,020,000
=	<b>2 Total Recommendations Before the WNYPPAB Today: \$6,020,000</b>
<b>Expansion Power ("EP") and Replacement Power ("RP") Summary</b>	
<i>this</i>	Estimated Unallocated EP and RP to Date (MW): 95
<i>plus</i>	Estimated Allocated but Unused Hydropower to Date (MW) <sup>5</sup> : 198
=	<b>Total Estimated Unutilized EP and RP to Date (MW)<sup>6</sup>: 293</b>

<sup>1</sup> The "Fund", known as the "Western New York Economic Development Fund", is created and administered by the New York Power Authority ("NYPA"). It is funded with the aggregate excess of revenues ("Net Earnings") received by NYPA from the sale of Expansion Power ("EP") and Replacement Power ("RP") produced at NYPA's Niagara Power Project that is sold in the wholesale energy market over what revenues would have been received had such Power been sold on a firm basis to an eligible EP or RP customer.

<sup>2</sup> As defined by the Western New York Power Proceeds Allocation Act, a minimum of 15% of Fund Benefits shall be dedicated to "energy-related projects, programs and services". In accordance with EDL § 189-a(6), "energy-related projects, programs and services" means: (1) energy efficiency projects and services; (2) clean energy technology projects and services; (3) high performance and sustainable building programs and services; and (4) the construction, installation and/or operation of facilities or equipment done in connection with any such projects, programs or services.

<sup>3</sup> Funds awarded to applicants to the Fund who are recommended for an award by the WNYPPAB and approved by the NYPA Trustees are known as "Fund Benefits." Disbursement of Fund Benefits is subject to satisfaction of certain terms and conditions.

<sup>4</sup> Total Fund Benefits Available to Be Awarded is calculated as Total Funds Deposited minus the sum of Total Fund Benefits Awarded and Total Administrative Expenses Withdrawn.

<sup>5</sup> The NYPA Trustees may allocate EP or RP to eligible companies. Such customers may use the entire allocation, or such customers may "take down" only a portion of the allocation based on their needs at the time. EP and RP that is unallocated, or that is allocated but not taken down, is eligible to be used for WNYEDF "Net Earnings".

<sup>6</sup> Unutilized EP and RP consists of an estimate of both unallocated hydropower and allocated hydropower that has not been taken down by customers.

**WNYEDF Awards by County <sup>7</sup>**

WNYPPAB Recommendation (All)		
County	Company	WNYPPAB Approvals (\$)
Erie	425 Michigan Ave, LLC	\$500,000
	Coolture	\$210,000
	Eden Valley Growers	\$80,000
	Field & Fork Network	\$166,912
	Ford Motor Company	\$1,000,000
	Forest Lawn Heritage Foundation	\$150,000
	Innomotive Solutions Group LLC	\$150,000
	Launch NY	\$5,418,000
	Living Green Insulation Products and Services, LLC	\$40,946
	Michigan Street African American Heritage Corridor Commission,	\$250,000
	Nexus Natural Gas LLC	\$570,000
	OSC Manufacturing & Equipment Services, Inc.	\$562,500
	PLS III LLC dba We Care Transportation Services	\$1,000,000
	Visit Buffalo Niagara	\$250,000
	43North LLC	\$6,000,000
	Explore and More...A Childrens Museum	\$1,700,000
	Amos Zittel & Sons	\$380,000
	D'Youville College	\$400,000
	Martin House Restoration Corporation	\$700,000
	General Mills	\$500,000
	Buffalo Arts and Technology Center	\$418,768
	43 North LLC (II)	\$6,000,000
	43North LLC (II)	\$2,000,000
	CL New Co., Inc. dba Campus Labs	\$400,000
	Invest Buffalo Niagara	\$65,836
	PostProcess Technologies, LLC	\$90,000
	Triad Recycling and Energy Corp.	\$150,000
	Hauptman - Woodward Medical Research Institute	\$1,000,000
	River Road Research, Inc.	\$220,000
	Eastman Machine Company	\$170,000
	Hispanic Heritage Council of WNY, Inc.	\$300,000
Launch New York, Inc.	\$250,000	
Buffalo Niagara Convention & Visitors Bureau, Inc.	\$120,000	
Top Seedz LLC	\$366,605	
Whiting Door Mfg. Corporation	\$595,000	
The Economic Development Group, Inc. dba Northland Workforce	\$1,174,600	
Irish Welding Supply Corporation	\$87,000	
<b>Erie Total</b>		<b>\$33,436,167</b>
Genesee	Yancy's Fancy, Inc.	\$500,000
	Plug Power	\$1,500,000
<b>Genesee Total</b>		<b>\$2,000,000</b>
Niagara	Aquarium of Niagara	\$1,750,000
	Diversified Manufacturing, Inc.	\$450,000
	Global Outreach Mission, Inc.	\$102,829
	Niagara University	\$285,000
	Washington Mills	\$140,000
	NFIA Stakeholders Group, Inc.	\$24,750
	The WNY Women's Foundation, Inc.	\$100,000
	Cambria Asphalt Products	\$72,750
	Borderworx Logistics, LLC	\$285,000
	Tulip Manufacturing	\$1,000,000
	Niagara University (II)	\$500,000
	NFIA Stakeholders Group, Inc. (II)	\$90,000
	Platters Chocolates	\$200,000
	Niagara Falls National Heritage Area	\$200,000
	Moog, Inc.	\$1,600,000
	Historic Palace, Inc.	\$142,000
	Carousel Society of the Niagara Frontier	\$30,000
	Ashdan Screw Machine Products, Inc.	\$12,500
	The Center for Kashmir, Inc.	\$225,000
Niagara Arts and Cultural Center, Inc.	\$1,000,000	
<b>Niagara Total</b>		<b>\$8,209,829</b>
Orleans	Quorum Group LLC dba Takeform Architectural Graphics	\$150,000
<b>Orleans Total</b>		<b>\$150,000</b>
<b>Grand Total</b>		<b>\$43,795,996</b>

<sup>7</sup> The companies in this list are the applicants to the Fund whose proposed projects were recommended for an award of Fund Benefits by the WNYPPAB.

<sup>8</sup> The "Energy Projects (\$)" amount represents the estimated portion of each award that the WNYPPAB considers to be an "energy-related project" as defined by the Western New York Power Proceeds Allocation Act and in accordance with EDL § 189-a(6) (see footnote 2 above for more detail).

**4. Application for Fund Benefits from the Western New York Economic Development Fund – Round 34**

Ms. Angela Rossi, Manager of Business Power Allocations and Compliance, submitted the following report and resolution for consideration and adoption:

**Application for Fund Benefits from the Western New York Economic Development Fund**

**SUMMARY**

The Western New York Power Proceeds Allocation Board (“Allocation Board” or “Board”) is requested to recommend to the Board of Trustees of the Power Authority of the State of New York (“NYPA” or “Authority”) that an award of Fund Benefits be made to FeedMore Western New York, Inc. (“FeedMore”) and Graycliff Conservancy, Inc. (“Graycliff”). The projects and award amounts being recommended are discussed in Exhibits “A”, “A-1” and “A-2”.

**BACKGROUND**

1. Western New York Power Proceeds Allocation Act

The Western New York Power Proceeds Allocation Act (the “Act”) was signed into law on March 30, 2012. The Act provides for the creation, by the Authority, of the Western New York Economic Development Fund (“Fund”). The Fund consists of the aggregate excess of revenues received by the Authority from the sale of Expansion Power (“EP”) and Replacement Power (“RP”) produced at NYPA’s Niagara Power Project that was sold in the wholesale energy market over what revenues would have been received had such energy been sold on a firm basis to an eligible EP or RP customer under the applicable tariff or contract.

Under the Act, an “eligible applicant” is a private business, including a not-for-profit corporation. “Eligible projects” is defined to mean “economic development projects by eligible applicants that are physically located within the state of New York within a thirty-mile radius of the Niagara power project located in Lewiston, New York that will support the growth of business in the state and thereby lead to the creation or maintenance of jobs and tax revenues for the state and local governments.” Eligible projects include, for example, capital investments in buildings, equipment, and associated infrastructure owned by an eligible applicant for fund benefits; transportation projects under state or federally approved plans; the acquisition of land needed for infrastructure; research and development where the results of such research and development will directly benefit New York state; support for tourism and marketing and advertising efforts for western New York state tourism and business; and energy-related projects.

Eligible projects do not include public interest advertising or advocacy; lobbying; the support or opposition of any candidate for public office; the support or opposition to any public issue; legal fees related to litigation of any kind; expenses related to administrative proceedings before state or local agencies; or retail businesses as defined by the board, including without limitation, sports venues, gaming and gambling or entertainment-related establishments, residential properties, or places of overnight accommodation.

Fund Benefits have been provided to successful eligible applicants in the form of grants. It is anticipated that Fund Benefits will be disbursed as reimbursement for expenses incurred by an eligible applicant for an Eligible Project, or for proposed eligible expenditures to be incurred by the eligible applicant for an eligible project when NYPA has authorized advance disbursements.

At least 15% percent of the Fund is dedicated to eligible projects which are “energy-related projects, programs and services,” which is defined as “energy efficiency projects and services, clean energy technology projects and services, and high performance and sustainable building programs and services, and the construction, installation and/or operation of facilities or equipment done in connection with any such projects, programs or services.”

Allocations of Fund Benefits may only be made based on moneys that have been deposited in the Fund. No award may encumber funds that have not been deposited in the Fund.

2. Western New York Power Proceeds Allocation Board

Under the Act, the Allocation Board is charged with soliciting applications for Fund Benefits, reviewing applications, making eligibility determinations, evaluating the merits of applications for Fund Benefits, and making recommendations to NYPA on Fund Benefit awards. The Allocation Board uses the criteria applicable to EP, RP and PP allocations, and for revitalization of industry, provided for in Public Authorities Law § 1005. Additionally, the Board is authorized to consider the extent to which an award of Fund Benefits is consistent with the strategies and priorities of the Regional Economic Development Council having responsibility for the region in which an eligible project is proposed.

At its meeting on March 4, 2013, the Board, in accordance with the Act, adopted by-laws, operating procedures, guidelines related to the application, and a form of application. A copy of the relevant criteria (collectively, "Program Criteria"), adapted from this Board's "Procedures for the Review of Applications for Fund Benefits," is attached as Exhibit "B" to this memorandum.

The Board also defined "retail business" to mean "a business that is primarily used in making retail sales of goods or services to customers who personally visit such facilities to obtain goods or services."

3. Application Process

Initially, the Allocation Board established a series of application due dates coupled with a schedule of dates the Board expected to meet to consider applications. The program was initially promoted through a media release and with assistance from state and local entities, including the Western New York and Finger Lakes Regional Economic Development Councils, ESD and local and regional economic development organizations within the State. A webpage was created that is hosted on WWW.NYPA.GOV/WNYPPAB with application instructions, a link to the approved application form and other program details including a contact phone number and email address staffed by the Western New York Empire State Development regional office. As the program is now well-known, a rolling application process is used, and the Allocation Board meets regularly to consider applications for Fund Benefits.

DISCUSSION AND RECOMMENDATIONS TO THE BOARD

In this 34th round, the Allocation Board has before it two applications that have been made available to the Board for review. Staff analyzed the applications and is now making recommendations to the Board.

As detailed in Exhibit "A-1", FeedMore seeks funds to support construction of a 217,600 square foot ("sf"), state-of-the-art, energy efficient pre-engineered metal building in Hamburg, New York, where it will continue its mission to provide meals to the needy. The facility will include office space, a warehouse, and a commissary, as well as a fleet vehicle maintenance area, outdoor pavilion and restroom building, garden storage building, and greenhouse. The facility will allow FeedMore to manage the delivery of meals and provide congregate meals to needy individuals. FeedMore will also provide food bank services and host programs related to nutritional education, fresh produce access and work force development. FeedMore would spend approximately \$95 million on its project.

As detailed in Exhibit "A-2", Graycliff seeks funds to renovate and expand its current visitor pavilion into a 4,400 sf Visitor Center that both supports the evolution of Graycliff Conservancy, and allows the site to accommodate more visitors, offer added amenities, and expand program offerings to support and enhance the visitor experience. The proposed project will incorporate several waste reduction and energy efficient features, such as rain gardens for water retention, stormwater management and other water conserving elements, as well as LED lighting and Energy Star appliances which would enable NYPA to access the component of the Fund reserved by statute for energy-related projects, programs and services to help fund the project. Graycliff would spend approximately \$5 million



on its project.

Based on a review of these applications and in consideration of relevant Program Criteria, Staff recommends that the Allocation Board recommend to the NYPA Trustees that the applicants receive an award of Fund Benefits in the amount indicated on Exhibits "A", "A-1" and "A-2".

To the extent the applications propose a project that must receive approval and/or comply with other legal requirements, such as the State Environmental Quality Review Act, before the project may proceed, Staff recommends that any affirmative recommendation by the Board for such a project not be forwarded to the NYPA Board of Trustees for action until after the Board receives appropriate notification that all such approvals and requirements have been satisfied, and that such recommendations be made subject to further consideration by the Board in the event that such approvals and/or legal requirements are not satisfied.

### PROJECT STATUS

Under the Act, a recommendation for Fund Benefits by the Allocation Board is a prerequisite to an award of Fund Benefits by NYPA. Upon a showing of good cause, NYPA has discretion to adopt the Allocation Board's recommendations or to award Fund Benefits in different amounts or on different terms than recommended by the Board. In addition, the Authority is authorized to include in any contract providing for the implementation of an award ("Award Contract") any terms and conditions that NYPA deems appropriate.

Given the preliminary stage of the projects identified in the accompanying Exhibits, Staff is not able to recommend proposed definitive terms and conditions that should be included in any Board recommendation for an award. Accordingly, except as otherwise indicated, Exhibits "A-1" and "A-2" offer general considerations relating to disbursement of fund benefits for NYPA's consideration. It is anticipated that staff would negotiate final terms and conditions if an award is made after the receipt of more detailed information concerning the project.

### RECOMMENDATION

Based on the foregoing discussion and information, Staff recommends that the Allocation Board recommend to the NYPA Board of Trustees that the applicants listed in Exhibits "A", "A-1" and "A-2" receive an award of Fund Benefits in the amounts recommended in the Exhibits for the projects proposed.

#### ***Recommendation for FeedMore Western New York, Inc. ("FeedMore")***

*Ms. Rossi stated that staff is recommending that the Power Proceeds Allocation Board recommend a Fund Benefit award of \$5 million to FeedMore Western New York, Inc. to support construction of a 217,600 square-foot, state-of-the-art, energy efficient building in Hamburg, NY where the organization will expand and maintain its operations.*

*The proposed project will include new office space, a warehouse, and a commissary. The main facility will also include a fleet vehicle maintenance area, an outdoor pavilion and restroom building, a garden storage building, and greenhouse.*

*FeedMore is a not-for-profit regional food bank and meal-delivery provider that serves four counties in WNY (Erie, Niagara, Cattaraugus and Chautauqua) who is relocating from its two current locations to the new site due to deteriorating conditions, inability to expand, and increased demand for services.*

*The new facility will allow FeedMore to better manage food production, the delivery of meals and the provision of congregate meals for individuals in need. FeedMore will also provide food bank services and host other programs related to nutritional education, fresh produce access and work force development training.*

*Feedmore expects to complete its project by February 2026. The total cost of the project is \$94,667,743 million. If this project is approved for funding, the award will represent 5% of the total project cost.*

*There are several aspects of this project that support a recommendation for an Award:*

- 1. The expanded campus will result in 25 new jobs over 7 years and support work for more than 500 skilled and construction, engineering, architectural and planning employees over two years.*
- 2. The project has a funding gap that a Proceeds award would help to address.*
- 3. FeedMore's overall production and competitiveness is expected to increase.*
- 4. The additional space will also allow the RISE workforce development program to add an agricultural module to train future employees who will support WNY's agricultural economy by increasing graduation numbers from 34 to 160 over 7 years.*
- 5. The Project aligns well with the 2023 WNY REDC priorities that focus on the growing agribusiness and workforce development initiatives in WNY. This Project also aligns with traditional economic development goals of facilitating job creation and business investment in Western New York.*

***On motion made by Member Brenda McDuffie and seconded by Member Dennis Elsenbeck, staff's recommendation to award \$5 million to FeedMore Western New York, was unanimously adopted.***

### ***Recommendation for Graycliff Conservancy, Inc. ("Graycliff")***

*Ms. Rossi stated that staff is recommending that the Power Proceeds Allocation Board recommend a Fund Benefit award of \$1,020,000 to Graycliff Conservancy, Inc. to support the renovation and expansion of its visitor pavilion.*

*The proposed project will transform the Applicant's current visitors space into a 4,400-sq. ft. facility that will allow the site to accommodate more visitors, offer added amenities, and expand program offerings to support and enhance the visitor experience.*

*Graycliff is a not-for-profit organization dedicated to restoring and preserving the Frank Lloyd Wright-designed Graycliff Estate as a publicly accessible landmark.*

*Over the last 25 years, the Applicant has been working on the restoration of the entire Graycliff Estate which, when paired with Frank Lloyd Wright's Martin House, completes the story of the Martin family and allows for a world-class experience at both historic sites.*

*The total cost of the project is \$5,210,897 million. If this project is approved for funding, the award will represent 5% of the total project cost.*

*Although there are no job commitments with this funding track, there are several other aspects of this project that support a recommendation for an Award:*

- 1. This Project will allow Graycliff to continue its transformation into a high-quality Frank Lloyd Wright site and let Graycliff take full advantage of the site grounds through a re-imagined space, making this Project critical to its growth and sustainability.*

2. *An award will support the tourism economy in WNY. In 2023, Architectural Digest included Buffalo on its global list of 23 Places to Travel in the section about architectural tourism and Wright's legacy. In response, Frank Lloyd Wright sites located in Western Pennsylvania and WNY launched the "Great Wright Road Trip" to illustrate the legendary architect's career.*
3. *The Project is expected to expand Graycliff's Visitor Center by 64% and enhance the visitor experience by providing:*
  - a. *A cultural center that celebrates history, architecture, and design.*
  - b. *Versatile space for year-round programming and events.*
  - c. *Technology and media to support engagement with Graycliff's history.*
  - d. *Rotating exhibit space to display Graycliff's collection of artifacts.*
  - e. *Lending library for architecture-related books.*
4. *The Project includes several energy efficiency components, including rain gardens; native plants, where appropriate; LED lighting throughout; water-conserving plumbing fixtures; and energy star appliances.*
5. *The Project aligns well with the 2023 WNY REDC strategies and priorities that call for a renewed focus on tourism due to its large share of the regional economy and lingering negative impacts from the Pandemic.*

***On motion made by Member Paul Brown and seconded by Member Deanna Brennan, staff's recommendation to award \$1,020,000 was unanimously adopted.***

For the reasons stated, Staff recommends the adoption of the above-requested action by adoption of the resolution below.

NOW THEREFORE BE IT RESOLVED, That the Western New York Power Proceeds Allocation Board ("Board") hereby recommends that the Power Authority of the State of New York ("NYPA") make awards of Fund Benefits to the applicants recommended in the foregoing report and the attachments thereto, for the reasons set forth in the foregoing report and any attachments thereto; provided that (i) if an application proposes a project that must receive approvals and/or comply with other legal requirements, such as the State Environmental Quality Review Act, before it may proceed, the recommendation for such application shall not be forwarded to NYPA until Staff, on behalf of the Board, receives appropriate notification that such legal approvals and/or requirements which are necessary for the project(s) to proceed have been satisfied, and (ii) such recommendations shall be subject to further Board review in the event that such approvals and/or legal requirements are not satisfied; and be it further

RESOLVED, That Staff is authorized on behalf of the Board to transmit the Board's decision and recommendations to NYPA subject to the qualification stated above regarding legal approvals and/or requirements, and to do any and all things and take any and all actions to effectuate the Board's decision and the foregoing resolution.

5. **Next meeting and Adjournment**

The next meeting of the Western New York Power Proceeds Allocation Board is scheduled to be held on June 4, 2024.

Upon motion made by member Brenda McDuffie and seconded by member Deanna Brennen, the meeting was adjourned at approximately 3:19 p.m.

*Karen Delince*

Karen Delince  
Corporate Secretary

**Applications for Proceeds and Fund Recommendations**

Line	Business	City	County	Economic Development Region	Project Description	Project Type	Recommended Award Amount	Total Project Cost	Jobs Retained	Jobs Created
1	FeedMore Western New York, Inc.	Hamburg	Erie	Western NY	Building Construction	Business Investment	\$5,000,000	\$94,667,743	-	25
2	Graycliff Conservancy, Inc.	Derby	Erie	Western NY	Building Expansion	Tourism	\$1,020,000	\$5,210,897	-	-
<b>Total:</b>							<b>\$6,020,000</b>	<b>\$99,878,640</b>	<b>0</b>	<b>25</b>

**Total Jobs Created & Retained: 25**

Western New York Economic Development Fund Recommendation Memo

EXHIBIT A-1

Applicant Name:	FeedMore Western New York, Inc. ("FeedMore")	REDC Region:	Western New York ("WNY")
Project Type:	Business Investment	County:	Erie
Industry:	Not for Profit	Locality:	Hamburg
Amount Requested:	\$5,000,000	Start Date:	April 30 2024
		Finish Date:	February 2026
<b>RECOMMENDED OFFER</b>			
Recommended Total Award:	\$5,000,000		
Total Project Cost:	\$94,667,743		
% of Project Cost Recommended:	5%		
<b>PROJECT BUDGET (Proposed by Applicant)</b>			
<b>Use of funds</b>	<b>Amount</b>	<b>Source of Funds</b>	<b>Amount</b>
1. Site Work, General, HVAC	\$43,888,267	WNY EDF	\$5,000,000
2. Building Costs	\$27,407,860	<b>Committed:</b>	
3. Commissary, Kitchen, W/H Eq.	\$10,672,828	ESD Grant	\$24,000,000
4. Growing Complex	\$5,474,407	Equity	\$23,400,000
5. Studies, Architecture Costs	\$4,484,078	Private Funds	\$12,785,315
6. Developer Fee	\$1,950,596	Bank Line of Credit	\$4,000,000
7. Office Furniture	\$789,707	Erie County	\$3,000,000
		Federal	\$5,000,000
		State	\$250,000
		<b>Potential:</b>	
		Public	\$9,000,000
		Private	\$7,252,729
		Asset Sale	\$5,000,000
		Allowance for Rejection of Requests	(\$4,020,301)
<b>Total:</b>	<b>\$94,667,743</b>	<b>Total:</b>	<b>\$94,667,743</b>
<b>REGIONAL IMPACT MEASUREMENTS</b>			
Job Commitments:	Applicant will create 25 full time equivalents ("FTE") at the Project site and other locations over seven years.		
Average Salary of Jobs:	\$52,240		
Indirect Jobs Created:	N/A		
Other Impact:			
<b>PROJECT DESCRIPTION (Adapted from Application)</b>			

**Western New York Economic Development Fund Recommendation Memo**

**EXHIBIT A-1**

FeedMore is a nonprofit regional food bank and meal-delivery provider. It seeks funds to support construction of a 217,600 square foot (“sf”) (197,700 sf of usable space), state-of-the-art, energy efficient pre-engineered metal building at the Project location where it will maintain operations and provide meals to the needy.

FeedMore serves four counties in WNY (Erie, Niagara, Cattaraugus and Chautauqua), and is relocating from its two current locations to the new site due to deteriorating conditions, inability to expand, and increased demand for services.

The Project facility will include office space, a warehouse and a commissary. The main facility will also include a fleet vehicle maintenance area, outdoor pavilion and restroom building, garden storage building, and greenhouse. The new facility will allow FeedMore to better manage food production, the delivery of meals and the provision of congregate meals for individuals in need. FeedMore will also provide food bank services and host other programs related to nutritional education, fresh produce access and work force development training.

**OTHER ECONOMIC DEVELOPMENT BENEFITS RECEIVED**

ESD			\$24,000,000
Other NYS			\$250,000
Federal			\$5,000,000
Erie County			\$3,000,000
			\$32,250,000

**PREVIOUS STATE ASSISTANCE OFFERED OR PROVIDED**

<b>TYPE</b>	<b>AMOUNT</b>	<b>STATUS</b>
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**Western New York Economic Development Fund Recommendation Memo**

**EXHIBIT A-1**

**BASIS FOR RECOMMENDATION (Adapted from Application)**

- The Project has a funding gap that a Proceeds award would help to address.
- Project will augment the organization’s efforts to provide a critical service to the WNY region.
- The expanded campus will result in 25 new jobs over 7 years and support work for over 500 skilled and construction, engineering, architectural and planning employees over two years.
- FeedMore’s overall production and competitiveness is expected to increase.
- The Project will allow the organization to:
  - Have a measurable impact on the regional agriculture industry. Last year, FeedMore spent \$1.9M on 2.6M pounds of produce. This is expected to almost double with an annual projected increase to \$3.8M spent and 5.2M pounds of produce over the first 5-7 years of operation.
  - Expand independent growing ability through a larger community garden, deep winter greenhouse and room to add additional farms to accommodate growth.
  - Service its contract with Feeding America, which mandates that the organization source excess food and share it with other food banks.
  - Provide additional storage and repacking room to increase product intake by 3x, provide a cross dock for farmers and accept harvest overflow donations.
- The additional space will allow the RISE workforce development program to add an agricultural module to train future employees who will support WNY’s agricultural economy by increasing graduation numbers from 34 to 160 over 7 years. 100% of all RISE graduates receive a job offer and ongoing social support to ensure retention and success from FeedMore.
- The Project aligns well with the 2023 WNY REDC strategies and priorities that call focus on the growing agribusiness and workforce development initiatives in WNY. This Project also aligns with traditional economic development goals of facilitating job creation and business investment in WNY.

**ANTICIPATED DISBURSEMENT TERMS**

Fund Benefits would be used to reimburse the Applicant for a portion of the total costs indicated in the Project Budget. It is anticipated that: (1) funds would be disbursed in arrears upon completion of the Project; and (2) reimbursement would be made upon presentation to NYPA of invoices and such other documentation acceptable to NYPA such as verification that the Applicant has incurred eligible expenses of approximately \$95M; and (3) other terms and conditions that will be specified in the Fund Benefits Agreement.



**Western New York Economic Development Fund Recommendation Memo**

**EXHIBIT A-2**

Applicant Name:	Graycliff Conservancy, Inc. ("Graycliff" or "Applicant")	REDC Region:	Western New York
Project Type:	Tourism	County:	Erie
Industry:	Not for Profit	Locality:	Derby
Amount Requested:	\$1,020,000	Start Date:	October 2024
		Finish Date:	April 2026
<b>RECOMMENDED OFFER</b>			
Recommended Total Award:	\$1,020,000		
Total Project Cost:	\$5,210,897		
% of Project Cost Recommended:	20%		
<b>PROJECT BUDGET (Proposed by Applicant)</b>			
<b>Use of funds</b>	<b>Amount</b>	<b>Source of Funds</b>	<b>Amount</b>
8. Construction Costs	\$2,000,354	WNY EDF	\$1,020,000
9. Energy Efficiency Hard costs	\$1,553,310	<b>Committed:</b>	
10. Site Work	\$767,493	Private Foundations	\$1,504,532
11. Construction / Arch. Mgt.	\$602,740	Erie County	\$750,000
12. F F & E	\$125,000	NYS	\$500,000
13. Security	\$90,000	<b>Potential:</b>	
14. Capital Campaign Mgt	\$72,000	NYS CA Capital	1,500,000
		ESD	\$1,250,000
		Additional Private Capital	\$300,000
		Allowance for Rejection of Requests	(\$1,613,635)
<b>Total:</b>	<b>\$5,210,897</b>	<b>Total:</b>	<b>\$5,210,897</b>
<b>REGIONAL IMPACT MEASUREMENTS</b>			
Job Commitments:	The Funding Track under which the application was submitted does not require job-related commitments.		
Average Salary of Jobs:	N/A		
Indirect Jobs Created:	N/A		
Other Impact:			

**Western New York Economic Development Fund Recommendation Memo**

**EXHIBIT A-2**

<b>PROJECT DESCRIPTION (Adapted from Application)</b>			
<p>Graycliff Conservancy, Inc. (“Graycliff”) is a not-for-profit cultural organization dedicated to restoring and preserving the Frank Lloyd Wright-designed Graycliff Estate to a publicly accessible landmark. Over the last 25 years, the Applicant has been working on the restoration of the entire Graycliff Estate. Graycliff is now seeking funds to renovate and expand its visitor pavilion into a 4,400 sq. ft. facility that both reflects and supports the evolution of Graycliff Conservancy and will allow the site to accommodate more visitors, offer added amenities, and expand program offerings to support and enhance the visitor experience.</p> <p>When paired with Frank Lloyd Wright’s Martin House, Graycliff completes the story of the Martin family and allows for a world-class experience at both historic sites. The shared history of the combined sites is unparalleled—two properties designed by Wright for the same family, now restored, publicly accessible, and within driving distance of each other. Further, Graycliff is an important stop on the Great Wright Road Trip (<a href="http://visitbuffaloniagara.com/wright-road-trip/">visitbuffaloniagara.com/wright-road-trip/</a>), a suggested itinerary that connects WNY Wright sites in Southern Pennsylvania, including Fallingwater.</p>			
<b>OTHER ECONOMIC DEVELOPMENT BENEFITS RECEIVED</b>			
NYS			\$1,500,000
ESD			\$1,250,000
Erie County			\$ 750,000
NYS			\$ 500,000
			\$4,000,000
<b>PREVIOUS STATE ASSISTANCE OFFERED OR PROVIDED</b>			
<b>TYPE</b>	<b>AMOUNT</b>	<b>STATUS</b>	

Western New York Economic Development Fund Recommendation Memo

EXHIBIT A-2

**BASIS FOR RECOMMENDATION (Adapted from Application)**

A Fund Benefits Award will help close a funding gap.

Graycliff is a significant cultural asset that supports the region’s tourism economy and is an essential part of the Wright-Darwin Martin story. This Project will allow Graycliff to continue its transformation into a high-quality Frank Lloyd site that was hindered by the COVID Pandemic. The Project is also in line with Graycliff’s original vision for organizational transformation and will allow Graycliff to take full advantage of the site grounds through re-imagined space, making this Project critical to the growth and sustainability of Graycliff Conservancy.

A funding award will support the tourism economy in WNY. In 2023, Architectural Digest included Buffalo on its global list of 23 Places to Travel in the section about architectural tourism and Wright’s legacy. In response, a consortium of Frank Lloyd Wright sites located in Western Pennsylvania and Western New York launched the “Great Wright Road Trip”, which illustrates the legendary architect’s career.

The Project is expected to expand Graycliff’s Visitor Center by 64% (to 4,400 SF) and enhance the visitor experience by providing:

- A cultural center that celebrates history, architecture, and design.
- Versatile space for year-round mission-related programming and events.
- Expanded welcoming area for guests.
- Technology and media to support interpretation of engagement with Graycliff’s history.
- Rotating exhibit space to display Graycliff’s significant collection of artifacts.
- Meeting areas to provide training and support for docents, volunteers, and staff.
- Lending library for architecture-related books.

The Project includes rain gardens for rainwater retention/stormwater management; native plants where appropriate; LED lighting throughout; water-conserving plumbing fixtures; and energy star appliances.

The Project aligns well with the 2023 WNY REDC strategies and priorities that call for a renewed focus on tourism due to its large share of the regional economy and lingering negative impacts from the Pandemic.

**ANTICIPATED DISBURSEMENT TERMS**

**Western New York Economic Development Fund Recommendation Memo**

**EXHIBIT A-2**

Fund Benefits would be used to reimburse the Applicant for a portion of the Energy Efficiency Hard Costs associated with the Project indicated in #2 in the Project Budget. It is anticipated that: (1) funds would be disbursed in arrears upon completion of the Project; and (2) reimbursement would be made upon presentation to NYPA of invoices and such other documentation acceptable to NYPA such as verification that the Applicant has incurred eligible expenses of approximately \$5.2M; and (3) other terms and conditions that will be specified in the Fund Benefits Agreement.

Exhibit "B"

Criteria adapted from the Western NY Power Proceeds Allocation Board's  
"Procedures for the Review of Applications for Fund Benefits"

1. The extent to which an award of Fund Benefits would be consistent with the strategies and priorities of the Regional Economic Development Council ("REDC") having responsibility for the region in which an Eligible Project is located.<sup>1</sup> The Western New York Regional Economic Development Council which is responsible for Eligible Projects in Erie and Niagara Counties Strategies & Priorities are:
  - Promote "Smart Growth" by investing in areas that infrastructure already exists and achieves certain goals, such as: preserving historic buildings; reviving downtowns; reviving main streets; investing in existing neighborhoods; and investing in former industrial sites. A project consistent with Smart Growth will also focus on: enhancing walkability; enhancing multiple modes of transportation; connecting disadvantaged communities to employment clusters; spurring mixed-use private investment in existing communities and preserving/enhancing natural lands and or resources.
  - Promote workforce development by increasing diversity in the labor force, developing and cultivating that includes workers with advancement potential, underemployed, unemployed and special population; align education and skills training to job market for current and future industry needs.
  - Foster entrepreneurship and new business formation and growth. Designing a plan that brings new technologies and/or products to the marketplace, increases new startups in strategic industries and facilitates the commercialization of products that can lead to job growth in the Region.

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<sup>1</sup> As provided for in EDL § 189-c(4), criteria 2-15 are adapted from the criteria for eligibility for Expansion Power, Replacement Power and Preservation Power under Public Authorities Law § 1005. The specific criteria identified in PAL § 1005(13)(b)(4)-(5) are relevant to power allocations under these programs but do not have any logical application to allocations of Fund Benefits. Therefore, the Board does not expect to use these criteria to evaluate applications for Fund Benefits. Additionally, in accordance with PAL § 1005(13), criteria 13-15 listed herein will only be used in the case of Eligible Projects which are proposed by Applicants as, and determined by the Board to be, "revitalization" projects.