

Buffalo Urban Development Corporation

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**Governance Committee Meeting
Tuesday, March 14, 2023
95 Perry Street, 4th Floor - Vista Room
12:00 pm**

Agenda

1. Approval of Minutes of January 11, 2023 Meeting *(Action) (Enclosure)*
2. 2022 Governance Committee Self-Evaluation *(Approval) (Enclosure)*
3. 2022 Mission Statement & Performance Measurements with Results *(Approval) (Enclosure)*
4. 2023 Mission Statement & Performance Measurements *(Recommend Approval By Board) (Enclosure)*
5. Public Authorities 2022 Annual Report *(Recommendation) (Enclosure)*
6. 2022 Board Performance Evaluation Process Update & Review *(Information) (Enclosure)*
7. Readoption Items for Review
 - a. Governance Committee Charter Review *(Information) (Enclosure)*
 - b. Procurement Policy Review *(Information) (Enclosure)*
 - c. Property Disposition Guideline Review *(Information) (Enclosure)*
 - d. Grant Administration Policy *(Information) (Enclosure)*
 - e. Code of Ethics Review *(Information) (Enclosure)*
 - f. Travel, Conferences, Meals & Entertainment Policy Review *(Information) (Enclosure)*
8. Misc. Items – PAAA Training, New Board Member Orientation, Updated Summary of Employee Benefits *(Information) (Enclosure)*
9. Adjournment *(Approval)*

Hon. Byron W. Brown, Chairman of the Board • Dennis Penman, Vice Chairman • Brandye Merriweather, President
Rebecca Gandour, Executive Vice President • Mollie Profic, Treasurer • Atiqah Abidi, Assistant Treasurer • Kevin J. Zanner, Secretary

Minutes of the Governance Committee Meeting of Buffalo Urban Development Corporation

**95 Perry Street
Buffalo, New York
January 11, 2023
12:00 p.m.**

Call to Order:

Committee Members Present:

Dennis W. Elsenbeck
Thomas Halligan
Thomas A. Kucharski (Committee Chair)
Brendan R. Mehaffy
Dennis M. Penman
Karen Utz

Committee Members Absent:

Hon. Byron W. Brown

Officers Present:

Brandye Merriweather, President
Rebecca Gandour, Executive Vice President
Mollie M. Profic, Treasurer
Kevin J. Zanner, Secretary
Atiqa Abidi, Assistant Treasurer

Others Present: Alexis M. Florczak, Hurwitz Fine P.C.; Soma Hawramee, ECIDA Compliance Officer; Laurie Hendrix, ECIDA Administrative Coordinator; and Antonio Parker, BUDC Project Manager.

Roll Call: Mr. Penman called the meeting to order at 12:05 p.m. A quorum of the Committee was present. Mr. Mehaffy and Mr. Kucharski joined the meeting during the presentation of agenda item 2. Ms. Utz left the meeting prior to the presentation of agenda item 3.

- 1.0 Approval of Minutes of the June 23, 2022 Meeting** – The minutes of the June 23, 2022 meeting of the Governance Committee were presented. Mr. Elsenbeck made a motion to approve the minutes. The motion was seconded by Mr. Halligan and unanimously carried (4-0-0).
- 2.0 Draft BUDC Videoconferencing Procedures** – Ms. Merriweather presented her January 11, 2023 memorandum regarding video-conferencing procedures for BUDC meetings. Recent amendments to the NYS Open Meetings Law authorize remote meeting participation by Board members of public entities under specified circumstances. Ms. Merriweather noted the draft resolution and procedures are being presented to the Committee for informational purposes and asked for Committee input. A Committee discussion followed Ms. Merriweather's presentation. While there are some benefits to remote participation in promoting Board engagement and transparency, members of the Committee noted that the in-person quorum requirement under the new legislation is a limiting factor. The Committee requested that BUDC staff seek feedback from other public entities that have adopted videoconferencing procedures and report back at a future Committee meeting.

- 3.0 Draft BUDC Litigation Policy** – Ms. Merriweather presented her January 11, 2023 memorandum regarding a proposed litigation policy. Members of the Committee commented favorably regarding the intent of the policy, specifically the aspect of the policy that provides BUDC discretion in contracting with a business that is in active litigation against BUDC. Mr. Kucharski noted that there is pending state legislation regarding contractor registration requirements that may provide additional context for further modification and evaluation of the draft policy.
- 4.0 BUDC New Board Member Orientation** – Ms. Merriweather reported that a new Board member orientation is scheduled to take place January 23, 2023 for new Board members Nathan Marton, Commissioner of the Department of Public Works, and Scott Bylewski, Director of Erie County Real Property Tax Services.
- 5.0 PAAA Training Update** – Ms. Merriweather reported that BUDC staff is preparing for the March Governance Committee and Board of Directors meetings. Ms. Profic added that Soma Hawramee will oversee the annual Board self-evaluation surveys.
- 6.0 Adjournment** – There being no further business to come before the Governance Committee, upon motion made by Mr. Penman, seconded by Mr. Elsenbeck and unanimously carried, the January 11, 2023 meeting of the Governance Committee was adjourned at 12:42 p.m.

Respectfully submitted,

Kevin J. Zanner, Secretary

Buffalo Urban Development Corporation 2022 Governance Committee Self-Evaluation

Responsibilities of the Governance Committee:

The core responsibilities of the Governance Committee of Buffalo Urban Development Corporation, as mandated under Section 2824(7) of the New York Public Authorities Law, are set forth in the Governance Committee Charter and include: (i) keeping the Board of Directors informed of current best governance practices; (ii) reviewing corporate governance trends; (iii) recommending updates to the Corporation's corporate governance principles; and (iv) advising those responsible for appointing members to the Board on the skills and experiences necessary or required of potential Board members.

Governance Committee Self-Evaluation	Yes	No	Pending	Comments
1. Are the members of the Governance Committee appointed in accordance with the Bylaws and Governance Committee Charter and are individuals appointed to the Governance Committee knowledgeable, or have expressed a willingness to become knowledgeable, in matters pertaining to governance?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. Is each member of the Governance Committee an "independent member" within the meaning of, and to the extent required by, Section 2825 of the New York Public Authorities Law, as amended from time to time? Did Governance Committee members comply with the conflict of interest provisions set forth in BUDC policies?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Did the Governance Committee meet a minimum of once (1) each calendar year?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Governance Committee met on 3/8/22, and 6/23/22.
4. Were meeting notices and agendas prepared for each meeting and provided to the Governance Committee members by electronic or regular mail at least five (5) days in advance of the scheduled meeting? Were minutes of all meetings recorded by the Secretary or any Assistant Secretary of the Corporation? Did all meetings comply with the requirements of the Open Meetings Law?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Notices and agendas were provided for each meeting in advance. The meetings fully complied with the Open Meetings Law and the Secretary of the corporation recorded official minutes for all meetings.

Governance Committee Self-Evaluation	Yes	No	Pending	Comments
5. Did the Governance Committee develop the Corporation's governance practices, which should address transparency, independence, accountability, fiduciary responsibilities and management oversight?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	See responses to Questions #6-#9 below.
6. Did the Governance Committee develop a statement of the competencies and personal attributes required of Board members to assist those authorized to appoint members to the Board in identifying qualified individuals (it being acknowledged that a portion of BUDC's membership consists of individuals serving in ex-officio capacities as provided under BUDC's Certificate of Incorporation)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A Statement of the Competencies and Personal Attributes was approved by the BUDC Board of Directors on 5/24/10. No revisions to this document were necessary in 2022.
7. Did the Governance Committee develop and recommend to the Board any revisions to the number and/or structure of Board committees?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	No additional committees were recommended by the Governance Committee in 2022. During the 6/23/22 Governance Committee meeting, two Board members were re-appointed to the Board; one member was appointed to the board, and several committee members were reappointed to their committees.
8. Did the Governance Committee develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled Board member training to be obtained from state-approved trainers as required under Section 2824(2) of the New York Public Authorities Law?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	New Board members attend an orientation session and are provided with a New Member Orientation Manual. Any Board members who required updated training or initial training received notifications throughout the year regarding PAAA training session dates.
9. Did the Governance Committee develop, review and recommend to the Board the adoption and/or revisions to the following: (i) the Corporation's Code of Ethics.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Governance Committee Self-Evaluation	Yes	No	Pending	Comments
<p>(ii) written policies regarding conflicts of interest.</p> <p>(iii) written policies regarding the protection of whistleblowers from retaliation.</p>				<p>Items i) & ii) are included in the BUDC Code of Ethics. The Governance Committee reviewed BUDC's Code of Ethics during its 3/8/22 Committee meeting.</p> <p>(iii) In 2012, the Governance Committee approved a formal Whistleblower Policy. The staff recommended a change to be made to Article V of the policy to reflect the notice and posting requirements under the recently amended Section 740. The Board adopted the amended policy at its 3/29/22 meeting.</p>
<p>(iv) equal opportunity and affirmative action policies.</p>				<p>iv) BUDC's EEO policy is included in the BUDC Employee Handbook.</p>
<p>(v) written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Corporation's procurement process.</p>				<p>v) The Procurement Policy was reviewed at the 3/8/22 Committee meeting. No changes were necessary.</p>
<p>(vi) written policies regarding the disposition of real and personal property and the acquisition of property.</p>				<p>(vi) The Governance Committee reviewed the Property Disposition Guidelines at its 3/8/22 meeting. No changes were necessary.</p>
<p>(vii) committee charters, including the Governance Committee Charter.</p>				<p>vii) The Governance Committee reviewed the Governance Committee Charter during its 3/8/22 meeting. No changes were necessary.</p>

Governance Committee Self-Evaluation	Yes	No	Pending	Comments
(viii) any other policies or documents relating to the governance of the Corporation, including rules and procedures for conducting the business of the Corporation's Board, including the Corporation's Bylaws. The Governance Committee will oversee the implementation and effectiveness of the Bylaws and other governance documents and recommend modifications to the Board as necessary or appropriate.				
<p>10. Did the Governance Committee:</p> <p>(i) report its actions and recommendations to the Board at each regular meeting of the Board following a meeting of the Governance Committee and when otherwise requested by the Board.</p> <p>(ii) report to the Board, at least annually, regarding any proposed changes to this Charter.</p> <p>(iii) provide a self-evaluation of the Governance Committee's functions to the Board on an annual basis.</p>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<p>(i) & ii) During the BUDC Board meeting on 3/29/22, the Governance Committee informed the Board that it reviewed all policies referenced above. During the Board meeting on 6/28/22, the Governance Committee Chair presented the slate of Committee member and officers for approval.</p> <p>iii) The Committee conducted a self-evaluation during its 3/8/22 meeting.</p>

Governance Committee Self-Evaluation

Other Self-Evaluation Notes

- 1) During its 3/8/22, the Governance Committee reviewed the BUDC Board Performance Evaluation for the calendar year 2021. Overall, the results were consistent with prior years. The Committee approved the submission of the Summary Results Form to the Authorities Budget Office.
- 2) During its 3/8/22 meeting, the Governance Committee discussed BUDC's 2022 Performance Measures & Results. The Committee did not recommend any changes. The full Board approved the Performance Measures during its 3/29/22 Board meeting.
- 3) During its 3/8/22 meeting, the Governance Committee discussed BUDC's 2022 Mission Statement and Performance Measures. The Committee did not recommend any changes. The full Board approved the 2022 Mission Statement and Performance Measures during its 3/29/22 Board meeting.
- 4) During its 3/8/22 meeting, the Governance Committee reviewed the BUDC's 2021 PAAA Annual Report. The Committee did not recommend any changes. The full Board approved the 2021 PAAA Annual Report during its 3/29/22 Board meeting.
- 5) During its 6/23/22 meeting, the Governance Committee discussed a Grant Administration Policy, intended to establish formal procedures relating to pre-application assessment, thresholds, matching requirements, reporting, and the acceptance of donations. No formal action was taken by the Committee at that time. The Board approved this policy at its 9/27/22 meeting.

Buffalo Urban Development Corporation (BUDC)

2022 Mission Statement and Performance Measurements (w/ Results)

BUDC Mission Statement:

The mission of Buffalo Urban Development Corporation (BUDC) is to support the urban economic development efforts of the region through acquisition, remediation and management of distressed properties, and to engage in related real estate development activities for the purpose of attracting and/or retaining new and existing businesses to the City as part of the region. The mission of BUDC also includes supporting the revitalization of downtown Buffalo by serving as the lead management entity for Buffalo Building Reuse Project (BBRP) and Race for Place initiatives, working in collaboration with the City of Buffalo; including the coordination of financial assistance for downtown adaptive re-use projects and public right-of-way improvements. BUDC also serves as the lead management entity for the Ralph C. Wilson, Jr. Centennial Park ("Ralph Wilson Park") transformation.

BUDC Performance Measurements:

Goal: To reclaim abandoned and distressed land and buildings for future development.

Objective A: Continue to establish the Northland Beltline ("Northland") as the prime urban area for reclamation, by implementing the redevelopment strategy and continuing to engage in appropriate planning processes and leasing for future development.

Measurement: Complete Phase 2 EDA Build Back Better Application for 631 Northland; 612 Northland; 541 East Delavan Ave.; 777 Northland Ave; Clean Energy Microgrid and other relevant infrastructure improvements.

Result: BUDC Completed of the Phase 2 EDA Build Back Better Application.

Measurement: Assemble any additional properties that become available which are needed to enhance Northland.

Result: BUDC did not purchase additional properties on the Northland Campus but continues to explore strategic sites within the campus.

Measurement: Obtain City of Buffalo Planning Board approval for various phases of Northland redevelopment as they occur.

Result: No City of Buffalo Planning Board approvals were required.

Measurement: Obtain State Historic Preservation Office (SHPO) approval to maximize the preservation of structures that will contribute to the redevelopment of Northland and the select demolition of structures that are an impediment to the redevelopment.

Result: No SHPO approvals were required.

Measurement: Manage all compliance and milestones related to the financing for Northland Central; including Historic Preservation Tax Credits, Brownfield Cleanup Program Tax Credits, New Market Tax Credits, and bridge loan financing.

Result: BUDC received the 6th and final Historic Preservation Tax Credit Installment and the 2019 Brown Clean Program Tax Credit Return. All compliance milestones were met.

Measurement: Negotiate and execute any lease agreement amendments with tenants at Northland Central and 612 Northland.

Result: BUDC continues to market available space at Northland Central and 612 Northland and is in discussions with potential leads.

Measurement: Continue to implement the Soil (Site) Management Plan (SMP) for Northland Central, under the NYS Brownfield Cleanup Program.

Result: BUDC continues to implement the SMP for Northland Central.

Measurement: Continue effective M/WBE Utilization and Workforce Participation programs for remaining Northland construction.

Result: No construction was completed this year. BUDC will continue to focus on effective M/WBE Utilization and Workforce Participation on future projects.

Measurement: Continue to implement the Restore NY V Grant initiatives, including renovations at 541 E. Delavan and select demolition at 777 Northland.

Result: 541 E. Delavan was included in BUDC's Build Back Better Challenge Grant for additional funds to continue renovation. Select demolition at 777 Northland continues to be paused until additional funds can be identified.

Measurement: Continue the implementation of the Historic Preservation Mitigation measures agreed to with the State Historic Preservation Office, according to the Memorandum of Agreement (MOA).

Result: No actions were necessary for the implementation of the Historic Preservation Mitigation measures. The MOA was referenced and guided BUDC's Build Back Better Challenge Grant application.

Measurement: Continue to work with the NYSDEC regarding Superfund investigation and remediation at the 537 E. Delavan site.

Result: BUDC continues to work with NYSDEC on Superfund investigation and remediation activities at 537 E. Delavan including coordinating site access.

Measurement: If funding becomes available, begin renovations or other actions necessary to bring other space across Northland to a “ready-to-lease” condition.

Result: BUDC submitted and was awarded an Economic Development Administration (EDA) Build Back Better Challenge Grant which will fund renovations at 612 “B” Building, 537 E. Delavan, Corridor Parking and the Clean Energy Microgrid.

Measurement: Continue the Community Outreach Program, with one additional Public Meeting and one additional Stakeholder Advisory Committee Meeting, and additional community outreach through social media.

Result: BUDC working with Mustard Seed Consulting, participated in several neighborhood events including National Night Out and a holiday event held at the Northland Workforce Training Center. These events were also featured on BUDC’s social media accounts.

Measurement: Continue to implement the green infrastructure plan for 537 E. Delavan, if construction resumes.

Result: Construction did not resume. The project is included in BUDC’s Build Back Better Challenge Grant project scope.

Measurement: Complete the pre-development planning, analysis, and financing phases of the Community Solar and Microgrid project.

Result: Pre-development planning, analysis, and financing phases of the Community Solar and Microgrid project was paused due to EDA procurement requirements associated with the Build Back Better Challenge Grant.

Measurement: Execute a contract with the consultant team for the tax credit, legal, and accounting services needed to determine the feasibility of moving forward with a renovation project at 631 Northland.

Result: A contract was executed with a team for the tax credit, legal, and accounting services for 631 Northland.

Objective B: *Secure funds to continue to advance the Northland Beltline projects.*

Measurement: Pursue a Grant Disbursement Agreement (GDA) with Empire State Development (ESD) for \$1.8M in additional funding for the Northland Community Solar & Microgrid Project.

Result: BUDC coordinated with ESD regarding a GDA for \$1.8M in additional funding for the Northland Community Solar & Microgrid Project. These funds will be used as a match for the Build Back Better Challenge Grant.

Measurement: Draw-down all remaining funds related to the \$200,000 GDA (#133,857) with ESD for the Northland Community Solar & Microgrid Project.

Result: BUDC drew down on an additional \$65,000 from the ESD grant. Remaining funds will be used as part of the Build Back Better Challenge Grant project scope.

Measurement: Submit an application to National Grid for additional funding related to the Northland Community Solar & Microgrid Project.

Result: BUDC received funding in the amount of \$25,000 from National Grid to complete additional feasibility and analysis related to the Northland Community Solar & Microgrid Project and energy related needs on campus.

Measurement: Continue to draw-down funds related to the City's Restore NY V GDA (#AD009) for new work to be completed at 541 E. Delavan and 777 Northland.

Result: Remaining funds associated with Restore NY V will be used for 541 E. Delavan as part of BUDC's Build Back Better Challenge Grant project scope. Select demolition at 777 Northland continues to be paused until additional funds can be identified.

Measurement: Submit all documentation for the 6th installment of Historic Tax Credits related to the development of Northland Central.

Result: Complete.

Measurement: Confirm receipt of 2020 BTC refund from NYS related to the Northland Central redevelopment.

Result: Complete.

Measurement: Draw-down all remaining funds related to the \$6M GDA (#AC426) with ESD for Northland Workforce Training Center equipment.

Result: Complete.

Measurement: Identify additional funding sources (i.e. grants and tax credits) and income opportunities for future phases of Northland Beltline projects.

Result: BUDC successfully leveraged \$14.4 million through the EDA Build Back Better Challenge for improvements to Northland. BUDC has also been in

discussions with other funders such as ESD to secure additional funding to further development on the campus.

Objective C: *Continue to transition Northland management responsibilities to the Director of Construction & Project Development*

Measurement: Manage construction of 714 Northland parking lot improvements.

Result: BUDC has completed some minor repairs to the parking lot and has also secured funding through Build Back Better for the construction of additional improvements.

Measurement: Re-engage Watts Engineers and 34 Group to resume Phase 1C construction at 541 E. Delavan.

Result: EDA procurement requirements require this work to be rebid.

Measurement: Re-engage 34 Group to begin select demolition at 777 Northland.

Result: Select demolition has been paused until additional funds can be identified.

Measurement: On a monthly basis, coordinate all Northland property maintenance and repairs with Mancuso Management.

Result: BUDC continues to conduct monthly coordination meetings regarding property management related issues and repairs.

Measurement: Continue to engage NYS Department of State (DOS) on review of Beltline Brownfield Opportunity Area (BOA) Nomination Document.

Result: BUDC continues to engage DOS on the Northland BOA including submittal of a Consolidated Funding Application (CFA) to complete the nomination process.

Measurement: Coordinate two (2) networking events Northland area small businesses

Result: BUDC, working with Mustard Seed Consulting, continues to work on identifying small business networking opportunities.

Measurement: Continue to collaborate with LISC to implement components of the Northland Corridor Delavan Grider Community Enhancement Project from 2020.

Result: BUDC continues to collaborate with LISC.

Measurement: Complete required annual and bi-annual compliance reports for ECIDA and NTCIC/Tax Credit Investors.

Result: Complete.

Objective D: Prepare land and buildings for development through remediation, select demolition, infrastructure upgrades/construction, site improvements, and amenity construction.

New Measurement: Negotiate and close on a Land Sale Agreement for remaining land at 308 Crowley Street

Result: BUDC has successfully negotiated and closed on all remaining land at 308 Crowley Street.

Measurement: Finalize the Brownfield Cleanup Work Plan with NYS Department of Environmental Conservation for 193 Ship Canal Parkway.

Result: Complete.

Measurement: Assemble appropriate properties throughout the City to increase inventory for future brownfield projects.

Result: BUDC did not secure any additional brownfield sites this year, but continues to consider strategic sites and to facilitate land transactions on its current inventory of brownfield sites.

Measurement: Number of acres remediated to shovel-ready condition.

Result: BUDC did not remediate any additional acres this year, but is actively pursuing additional funding to do so in the upcoming year(s).

Measurement: Number of building square feet rehabilitated to leasable condition.

Result: BUDC did not rehabilitate additional leasable space this year, but managed to secure significant additional funding to begin rehabilitating space in the upcoming year.

Goal: To attract and/or retain new and existing businesses to the City and region.

Objective A: Market BUDC properties as an urban alternative for new construction of light manufacturing, distribution and office facilities.

Result: BUDC continues to market properties in collaboration with Mancuso Business Development Group and Invest Buffalo Niagara.

Measurement: Close on the Land Sale Agreement with Zephyr Investors for various BLCP parcels.

Result: BUDC successfully negotiated and closed on the sale of various parcels to Zephyr Partners.

New Measurement: Negotiate and close on a Land Sale Agreement with G.W. Burnett for 193 Ship Canal Parkway.

Result: BUDC did not close on a Land sale with G.W Burnett, but has entered into an exclusivity agreement with the Krog Corporation for 193 Ship Canal Parkway.

Measurement: Assist in a minimum of four (4) prospects interested in purchasing land and/or buildings.

Result: BUDC has assisted over four (4) prospects in purchasing land, resulting in the execution of two (2) exclusivity agreements for various parcels.

Measurement: A minimum of six (6) “earned” media appearances and five hundred (500) website page and social media views.

Result: BUDC had over six (6) BUDC also earned several appearances on WUFO Radio; Buffalo Business First; Buffalo News and WECK Radio. BUDC far exceeded five hundred (500) social media views and had over 6,000 website views this year.

Measurement: Maintain infrastructure amenities to enhance the marketability of the BLCP and Northland properties.

Result: BUDC has maintained infrastructure amenities at BLCP in coordination with the recently formed BLCP Property Owners Association. Northland area infrastructure amenities have been maintained in conjunction with BUDC’s property management team, Mancuso Business Development.

Objective B: Support the economic development efforts of the City of Buffalo Office of Strategic Planning (OSP) with the task of expanding or relocating businesses of a diverse nature in the City.

Measurement: Close on the sale of a portion of 308 Crowley to Enterprise Folding Box.

Result: BUDC successfully negotiated and closed on parcels to Enterprise Folding Box. BUDC also sold the remaining property at 308 Crowley Street to Douglas Development.

Measurement: Number of businesses contacted, as directed by OSP.

Result: BUDC has contacted approximately sixty (60) businesses.

Objective C: Support the economic development efforts of the City by maintaining procurement practices that encourage the participation of local (50%), minority (25%), and women-owned (5%) businesses.

Measurement: All informal bids, formal bids, request for proposals, and requests for qualifications will include the City's participation goals listed above.

Result: BUDC uses the City's participation goals as standard for proposals and bids.

Goal: To support the revitalization of Downtown Buffalo.

Objective A: Serve as lead management entity for BBRP/Race for Place initiatives.

Measurement: A minimum of twenty (25) companies contacted.

Result: BUDC contacted approximately fifty (50) businesses. In addition, BUDC partnered with OSP and the City of Buffalo's Buy Black Buffalo and Mayor's Communications team on various small business efforts.

Objective B: Coordinate financial assistance for adaptive re-use projects and/or new construction projects.

Measurement: A minimum of two (2) projects assisted.

Result: BUDC worked with multiple property owners to coordinate financial assistance.

Objective C: Manage lending program as an incentive for adaptive re-use and/or new construction projects.

Measurement: A minimum of two (2) loans approved and closed.

Result: No loans approved or closed.

Measurement: Facilitate consensus around proposed loan program modifications and implement approved modifications for the Downtown Loan Program.

Result: BUDC continued to facilitate discussions regarding the loan fund and plans to implement agreed upon consensus in early 2023.

Objective D: Assist coordination of public right-of-way and public space improvements.

Measurement: Promote and coordinate added creativity and innovation within the public realm.

Result: BUDC promoted and coordinated multiple efforts in the public realm including public art in Entertainment District; furthered recommendations in the Ellicott Street Placemaking Strategy as well as other coordinated planning initiatives with OSP and DPW.

Measurement: Further the recommendations included in the Future of Mobility Report.

Result: BUDC worked to further the recommendations in the Future of Mobility Report by collaborating with partners on securing funding for infrastructure improvements and planning/design studies and micro-mobility demonstrations.

Measurement: Coordinate a series of Innovative Focus Group sessions to gain community input on upcoming smart city technologies and related infrastructure improvements.

Result: BUDC participated in small focus group meetings with technology based employers and stakeholders. BUDC plans to coordinate more robust sessions in the upcoming year.

Measurement: Further the recommendations from Race for Place for continued outreach through community focus groups.

Result: BUDC continues to connect with stakeholders on Race For Place and plans for additional outreach and collaboration in the upcoming year.

Measurement: A minimum of two (2) city blocks and one (1) public space improved.

Result: More than two (2) city blocks and one (1) public space improved.

Measurement: Complete Waterfront/Inner Harbor public realm strategy and continue waterfront stakeholder coordination efforts.

Result: BUDC successfully secured funding for a Waterfront/Inner Harbor public realm strategy. An RFP was issued to secure a consultant team to conduct the study. BUDC also continues to facilitate the Waterfront stakeholder coordination efforts on a consistent basis.

Measurement: Further the recommendations outlined Ellicott Street Placemaking Strategy.

Result: BUDC continues to further recommendations outlined in the Ellicott Street Placemaking Strategy and secured funding and worked to leverage additional funding from partners for the underpass improvement component outlined in the strategy. BUDC also has facilitated discussions with surrounding stakeholders such as the Michigan Street African American Heritage Corridor, Erie County Public Library and Ciminelli Real Estate to identify opportunities for collaborations.

Measurement: Facilitate a strategy to improve downtown infrastructure maintenance and sustainability with the six partners.

Result: BUDC continues to facilitate discussions with partners to improve infrastructure maintenance.

Measurement: Coordinate with at least six (6) partners to develop strategy for a capital campaign to solicit private funding for public realm improvements.

Result: BUDC continues to facilitate discussions with various partners on strategy to improve coordinate on public and private funds for public realm improvements.

Objective E: *Coordinate additional phases of Queen City Pop Up (QCPU).*

Measurement: Explore outdoor QCPU Concepts.

Result: BUDC continues to explore outdoor concepts for the QCPU. BUDC plans to further these concepts once additional funding has been received. QCPU presented the 2022 Downtown Dollars promotion to encourage holiday shopping in the downtown area following the pandemic. This initiative was done in partnership with the Mayor's Office, Buffalo Place, Buy Black Buffalo and the Michigan African American Heritage Corridor. BUDC received positive feedback from the community as well as the participating restaurants and retailers.

Measurement: Maintain a webpage and directory for/of QCPU participants.

Result: BUDC is in the process of developing the QCPU directory with a website design firm.

Objective F: *Continue coordination of the publication, marketing, and online promotion of Buffalo's Race for Place Plan.*

Measurement: Expand digital presence for raceforplacebuffalo.com.

Result: BUDC is in the process of expanding the Race For Place page with a website design firm.

Objective G: Build awareness of Downtown programs, tools, and incentives.

Measurement: At least two (2) earned appearances on regional and/or national platforms.

Result: BUDC had appearances in several regional publications such as Site Selector Magazine; Create Magazine; Fast Companies Magazine and the New York Times.

Measurement: At least two (2) presentations to business associations, professional organizations, and community groups.

Result: BUDC conducted presentations to organizations including American Institute of Architects; NAIOP and Buffalo Place Board of Directors.

Objective H: Promote the construction of additional units of downtown housing.

New Measurement: The announcement of two hundred fifty (250) units to be constructed, with at least 20% affordable units.

Results: Over two hundred fifty (250) units announced with 20% affordable units.

Objective I: Coordinate the resolution or redevelopment of targeted problem properties within the BBRP boundaries.

Measurement: A minimum of three (3) problem properties addressed.

Results: At least three (3) problem properties addressed.

Goal: To transform LaSalle Park into Ralph C. Wilson Centennial Park (Ralph Wilson Park), and a world class waterfront park and recreational amenity that will serve both neighborhood residents, regional citizens and visitors.

Objective A: Assist the City of Buffalo and other partners with the management of the design and due diligence phases of the project.

Measurement: Manage the design team and the design process to ensure that the project proceeds on schedule and within budget.

Result: Design process is complete. As project manager BUDC continues to ensure the project is on schedule and budget.

Measurement: Negotiate and execute contracts for any additional required due diligence investigations, NEPA and other regulatory approvals.

Result: No additional contracts were necessary.

Objective B: *Assist the City of Buffalo and other partners with the overall management of the project.*

Measurement: Manage the contract and deliverable for the project management team contracted to provide assistance.

Result: BUDC continues to actively manage the project management contract and related deliverables for Ralph Wilson Park.

New Measurement: **Work with the City of Buffalo and project management team to execute a Construction Management Contract.**

Result: BUDC aided in developing the contract scope and securing a team for Construction Management. The City of Buffalo and the identified Construction Management team are approaching finalization of contract negotiations.

Objective C: *Assist the City of Buffalo and other partners with identifying, securing and managing funding for the implementation of the project.*

Measurement: Work with the Ralph C. Wilson Foundation to apply for and manage grants that they have committed for the design and implementation of the project.

Result: BUDC has successfully secured additional funding from the Ralph C. Wilson Foundation to further the project. BUDC has also managed previously awarded funds committed for design and implementation of the project.

Measurement: Work with other partners, including Buffalo Niagara Waterkeeper and the Ralph C. Wilson Foundation, to identify additional funding sources to implement and construct the project.

Result: BUDC continues to work with Buffalo Niagara Waterkeeper and the Ralph C. Wilson Foundation to identify funding opportunities for the implementation and construction of the project.

Measurement: Prepare, submit, execute and manage funding applications and agreements that are secured for the project.

Result: BUDC has prepared several funding applications for the project and has successfully leveraged additional funding from the Community Foundation, Major League Baseball Youth Development Foundation and the Great Lakes Commission.

Objective D: *Assist the City of Buffalo and other partners with ensuring effective and sustainable long-term maintenance and operations of the park.*

Measurement: Continue to work with the City of Buffalo and the design and project management team to ensure that the final design of the park is sustainable from a maintenance and operations perspective and provides equitable access to the surrounding community.

Result: BUDC worked with the City of Buffalo and the design and project management team on sustainable design elements and equitable access to the surrounding community. BUDC also assisted in the formation of the Ralph Wilson Park Conservancy, which will oversee long term operations and maintenance efforts at the park.

Goal: To effectively manage property, development projects and initiatives.

Objective A: *Engage in all aspects of productive property management including marketing, leasing, maintenance, etc.*

Measurement: Keep property related costs within budget.

Result: Property related costs were within budget.

Objective B: *Support development projects by working with regional utility companies to include their grant programs in local initiatives. Package other economic development incentives to enhance the marketability of properties.*

Measurement: A minimum of two (2) projects referred.

Result: More than two (2) projects referred.

Additional Questions:

- 1. Have the board members acknowledged that they have read and understood the mission of BUDC?**

The Board discussed and approved the BUDC's mission statement at the March 29, 2022 Board meeting.

- 2. Who has the power to appoint the management of BUDC?**

The Board of Directors appoints the management of BUDC to the positions of President, Executive Vice-President, Vice-President, Treasurer, Assistant Treasurer and Secretary.

- 3. If the Board appoints management, do you have a policy you follow when appointing the management of BUDC?**

The Board follows the BUDC By-Laws when appointing management.

- 4. Briefly describe the role of the Board and the role of management in the implementation of the mission.**

Management works closely with the Chair, Vice-Chair and Committee Chairs in formulating an on-going work plan for management to carry out the strategic goals related to the mission of the organization. Board members review and approve individual projects, initiatives and transactions to ensure that they are consistent with BUDC's mission. Board members also review and approve the annual budget to ensure resources are allocated appropriately to meet the BUDC's mission.

- 5. Has the Board acknowledged that they have read and understood the responses to each of these questions?**

Responses will be reviewed by the Board at the March 28, 2023 Board meeting.

Buffalo Urban Development Corporation (BUDC)

2023 Mission Statement and Performance Measurements

Draft Pending Board Review

BUDC Mission Statement:

The mission of Buffalo Urban Development Corporation (BUDC) is to support the urban economic development efforts of the region through acquisition, remediation and management of distressed properties, and to engage in related real estate development activities for the purpose of attracting and/or retaining new and existing businesses to the City as part of the region. The mission of BUDC also includes supporting the revitalization of downtown Buffalo by serving as the lead management entity for Buffalo Building Reuse Project (BBRP) and Race for Place initiatives, working in collaboration with the City of Buffalo; including the coordination of financial assistance for downtown adaptive re-use projects and public right-of-way improvements. BUDC also serves as the lead management entity for the Ralph C. Wilson, Jr. Centennial Park transformation.

BUDC Performance Measurements:

Goal: To reclaim abandoned and distressed land and buildings for future development.

Objective A: Continue to establish the Northland Beltline (“Northland”) as the prime urban area for reclamation, by implementing the redevelopment strategy and continuing to engage in appropriate planning processes and leasing for future development.

Measurement: Secure consultant and complete architectural and engineering work for 612 Northland “B” Building; 541 East Delavan Ave.; Clean Energy Microgrid and other relevant infrastructure improvements.

Measurement: Assemble any additional properties that become available which are needed to enhance Northland.

Measurement: Obtain City of Buffalo Planning Board approval for various phases of Northland redevelopment as they occur.

Measurement: Obtain State Historic Preservation Office (SHPO) approval to maximize the preservation of structures that will contribute to the redevelopment of Northland and the select demolition of structures that are an impediment to the redevelopment.

Measurement: Manage all compliance and milestones related to the financing for Northland Central; including Historic Preservation Tax Credits, Brownfield Cleanup Program Tax Credits, New Market Tax Credits, and bridge loan financing.

- Measurement: Negotiate new lease agreements with tenants for available space at Northland Central and 612 Northland.
- Measurement: Continue to implement the Soil (Site) Management Plan (SMP) for Northland Central, under the NYS Brownfield Cleanup Program.
- Measurement: Continue effective M/WBE Utilization and Workforce Participation programs for remaining Northland construction.
- Measurement: Continue to implement the Restore NY V Grant initiatives, including renovations at 541 E. Delavan.
- Measurement: Continue the implementation of the Historic Preservation Mitigation measures agreed to with the State Historic Preservation Office, according to the Memorandum of Agreement (MOA).
- Measurement: Continue to work with the NYSDEC regarding Superfund investigation and remediation at the 537 E. Delavan site.
- Measurement: If funding becomes available, begin renovations or other actions necessary to bring other space across Northland to a “ready-to-lease” condition.
- Measurement: Continue the Community Outreach Program, with one additional Public Meeting and one additional Stakeholder Advisory Committee Meeting, and additional community outreach through social media.
- Measurement: Continue to implement the green infrastructure plan for 537 E. Delavan, when construction resumes.

Objective B: Secure funds to continue to advance the Northland Beltline projects.

- Measurement: Complete application to Empire State Development (ESD) for \$55M for additional funding for projects on the Northland Campus including 631 Northland Avenue; 777 Northland Avenue; 537 E. Delavan Avenue; 741 Northland Avenue and other campus wide improvements.
- Measurement: Identify additional funding sources (i.e. grants and tax credits) and income opportunities for future phases of Northland Beltline projects.

Objective C: Transition Northland management responsibilities to the Director of Construction & Project Management

- Measurement: Hire BUDC Director of Construction & Project Management.
- Measurement: On a monthly basis, coordinate all Northland property maintenance and repairs with Mancuso Management.
- Measurement: Continue to engage NYS Department of State on review of Beltline Brownfield Opportunity Area (BOA) Nomination Document.

Measurement: Coordinate two (2) networking events Northland area small businesses

Measurement: Complete required annual and bi-annual compliance reports for ECIDA and NTCIC/Tax Credit Investors.

Objective D: Prepare land and buildings for development through remediation, select demolition, infrastructure upgrades/construction, site improvements, and amenity construction.

Measurement: Assemble appropriate properties throughout the City to increase inventory for future brownfield projects.

Measurement: Number of acres remediated to shovel-ready condition.

Measurement: Number of building square feet rehabilitated to leasable condition.

Goal: To attract and/or retain new and existing businesses to the City and region.

Objective A: Market BUDC properties as an urban alternative for new construction of light manufacturing, distribution and office facilities.

Measurement: Negotiate and close on a Land Sale Agreement with Krog Corporation for 193 Ship Canal Parkway.

Measurement: Negotiate and close on a Land Sale Agreement with Savarino Companies for various Buffalo Lakeside Commerce Park parcels.

New Measurement: A minimum of six (6) “earned” media appearances and five thousand (5,000) website page and social media views.

Measurement: Maintain infrastructure amenities to enhance the marketability of the BLCP and Northland properties.

Objective B: Support the economic development efforts of the City of Buffalo Office of Strategic Planning (OSP) with the task of expanding or relocating businesses of a diverse nature in the City.

Measurement: Number of businesses contacted, as directed by OSP.

Objective C: Support the economic development efforts of the City by maintaining procurement practices that encourage the participation of local (50%), minority (25%), and women-owned (5%) businesses.

Measurement: All informal bids, formal bids, request for proposals, and requests for qualifications will include the City’s participation goals listed above.

Goal: To support the revitalization of Downtown Buffalo.

Objective A: Serve as lead management entity for BBRP/Race for Place initiatives.

Measurement: A minimum of twenty (25) companies contacted.

Objective B: Coordinate financial assistance for adaptive re-use projects and/or new construction projects.

Measurement: A minimum of two (2) projects assisted.

New Measurement: Explore new incentive options for adaptive re-use and/or new construction projects that encourage mixed income residential development, minority developer participation, M/WBE entrepreneurship and ground floor activation.

Objective D: Assist coordination of public right-of-way and public space improvements.

Measurement: Promote and coordinate added creativity and innovation within the public realm.

Measurement: Further the recommendations included in the Future of Mobility Report.

Measurement: Coordinate a series of Innovative Focus Group sessions to gain community input on upcoming smart city technologies and related infrastructure improvements.

Measurement: Further the recommendations from Race for Place for continued outreach through community focus groups.

Measurement: A minimum of five(5) city blocks and one (1) public space improved.

Measurement: Complete Waterfront/Inner Harbor public realm strategy and continue waterfront stakeholder coordination efforts.

Measurement: Further the recommendations outlined Ellicott Street Placemaking Strategy.

Measurement: Facilitate a strategy to improve downtown infrastructure maintenance and sustainability with the six partners.

Measurement: Coordinate with the six partners to develop strategy for a capital campaign to solicit private funding for public realm improvements.

New Measurement: Coordinate with City of Buffalo and Empire State Development to further schematic design of Erie Street connection from I-190 to the Erie Basin Marina.

Objective E: Coordinate additional phases of Queen City Pop Up (QCPU).

New Measurement: Explore outdoor QCPU Concepts and new post pandemic recovery initiatives for downtown area restaurants and retailers.

Objective F: Continue coordination of the publication, marketing, and online promotion of Buffalo's Race for Place Plan.

Measurement: Complete digital expansion for raceforplacebuffalo.com.

Objective G: Build awareness of Downtown programs, tools, and incentives.

Measurement: At least two (2) earned appearances on regional and/or national platforms.

Measurement: At least two (2) presentations to business associations, professional organizations, and community groups.

Objective H: Promote the construction of additional units of downtown housing.

Measurement: The announcement of two hundred fifty (250) units to be constructed, with at least 20% affordable units.

Objective I: Coordinate the resolution or redevelopment of targeted problem properties within the BBRP boundaries.

Measurement: A minimum of three (3) problem properties addressed.

Goal: To transform LaSalle Park into Ralph C. Wilson Centennial Park, and a world class waterfront park and recreational amenity that will serve both neighborhood residents, regional citizens and visitors.

Objective A: Assist the City of Buffalo and other partners with the management of the design and due diligence phases of the project.

Measurement: Manage the design team and the design process to ensure that the project proceeds on schedule and within budget.

Measurement: Negotiate and execute contracts for any additional required due diligence investigations, NEPA and other regulatory approvals.

Objective B: Assist the City of Buffalo and other partners with the overall management of the project.

Measurement: Manage the contract and deliverables for the project management team contracted to provide assistance.

New Measurement: Work with the City of Buffalo and project management team to execute a Construction Management Contract.

Objective C: Assist the City of Buffalo and other partners with identifying, securing and managing funding for the implementation of the project.

Measurement: Work with the Ralph C. Wilson Foundation to apply for and manage grants that they have committed for the design and implementation of the project.

Measurement: Work with other partners, including Buffalo Niagara Waterkeeper and the Ralph C. Wilson Foundation, to identify additional funding sources to implement and construct the project.

Measurement: Prepare, submit, execute and manage funding applications and agreements that are secured for the project.

Objective D: Assist the City of Buffalo and other partners with ensuring effective and sustainable long-term maintenance and operations of the park.

Measurement: Continue to work with the City of Buffalo, Gilbane Companies and the Ralph Wilson Park Conservancy as needed, on park sustainability and equitable access to the surrounding community during the construction phase of the project.

Goal: To effectively manage property, development projects and initiatives.

Objective A: Engage in all aspects of productive property management including marketing, leasing, maintenance, etc.

Measurement: Keep property related costs within budget.

Objective B: Support development projects by working with regional utility companies to include their grant programs in local initiatives. Package other economic development incentives to enhance the marketability of properties.

Measurement: A minimum of two (2) projects referred.

Additional Questions:

- 1. Have the board members acknowledged that they have read and understood the mission of BUDC?**

The Board will review and discuss the BUDC's mission statement at the March 28, 2023 Board meeting.

- 2. Who has the power to appoint the management of BUDC?**

The Board of Directors appoints the management of BUDC to the positions of President, Executive Vice-President, Vice-President, Treasurer, Assistant Treasurer and Secretary.

- 3. If the Board appoints management, do you have a policy you follow when appointing the management of BUDC?**

The Board follows the BUDC By-Laws when appointing management.

- 4. Briefly describe the role of the Board and the role of management in the implementation of the mission.**

Management works closely with the Chair, Vice-Chair and Committee Chairs in formulating an on-going work plan for management to carry out the strategic goals related to the mission of the organization. Board members review and approve individual projects, initiatives and transactions to ensure that they are consistent with BUDC's mission. Board members also review and approve the annual budget to ensure resources are allocated appropriately to meet the BUDC's mission.

- 5. Has the Board acknowledged that they have read and understood the responses to each of these questions?**

These questions and responses will be discussed by the Board at the March 28, 2023 Board meeting.

BUFFALO URBAN DEVELOPMENT CORPORATION

**RIVERBEND LLC
BUFFALO LAKESIDE COMMERCE PARK I LLC
NORDEL I LLC
NORDEL II LLC
683 WTC LLC
683 NORTHLAND LLC
KING CROW LLC
714 NORTHLAND LLC
631 NORTHLAND LLC**

2022 ANNUAL REPORT
(For purposes of Section 2800(2) of the Public Authorities Law)

Purpose of the Annual Report:

As a local development corporation established by the City of Buffalo, the Buffalo Urban Development Corporation (BUDC) is required to comply with New York State's Public Authorities Law. Under this Law, BUDC is required to submit a comprehensive annual report that includes information on:

1. Operations and accomplishments
2. Financial Reports
3. Mission Statement & Performance Measurements
4. Bonds and notes outstanding
5. Compensation (for those earning \$100,000 +)
6. Projects undertaken during the year
7. Property Report
8. Code of Ethics
9. An assessment of internal control structure and effectiveness
10. Legislation that forms the statutory basis of the authority
11. Board structure
12. By-Laws
13. Listing of material changes in operations and programs
14. Four-year Financial Plan
15. Board Performance Evaluations
16. Assets/Services brought or sold without competitive bidding
17. Description of material pending litigation

In compliance with the Public Authorities Law, the following required information is presented for the fiscal year ended December 31, 2022.

1. Operations & Accomplishments:

A report on the 2022 operations and accomplishments of the BUDC and its affiliates is posted on BUDC's website at:

<https://www.buffalourbandevelopment.com/documents/budc/2023%20Website%20Documents/BUDC%20Operations.pdf>.

2. Financial Reports:

i) Audited Financial Statements:

The audited financial statements for the BUDC will be posted on its website at <http://www.buffalourbandevelopment.com/budc-corporate-reports>.

The financial statement certification is included on page 8.

The financial statements are audited on an annual basis, by BUDC's independent auditors Freed Maxick CPAs, P.C. In their opinion, the financial statements present fairly, in all material respects, the financial position of BUDC as of December 31, 2022 and the

changes in net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

ii) Grants & Subsidy Programs:

BUDC and its affiliates are recipients of certain Federal, State, Local and private foundation grant programs that are utilized for land development projects. Details of the various grants are outlined in BUDC's audited financial statements.

iii) Operating & Financial Risks:

The following outline some of the operating and financial risks that impact BUDC:

- **Liquidity** – A significant portion of BUDC's assets consist of land and buildings held for sale or lease which are not readily convertible to cash. Since BUDC relies upon land sales and lease revenues to fund operations, a reduction in the amount of cash derived from land sales and lease revenues could cause BUDC difficulty in funding operations.
- **Recovery of Land held for sale** – BUDC has capitalized a large proportion of its development costs as "Land and Improvements held for sale". If BUDC has difficulty selling the underlying parcels due to local economic conditions, it may not be able to recover the amount recorded on the financial statements.
- **Environmental** – Since BUDC and its affiliates may assume title to properties with environmental contamination, it is exposed to the related potential clean-up costs, litigation and other liabilities.
- **Regulatory** – BUDC is subject to various regulations including those imposed by the NYS Authorities Budget Office. These regulations may increase the cost of compliance or impact the financial position of the Corporation. In 2017, BUDC closed on tax credit financing for the redevelopment of 683 Northland (Northland Central) involving New Markets and Historic Tax Credits. Changes to regulations governing these and Brownfield Tax Credits could impact the overall funding of the project.
- **Funding** – As a not-for-profit local development corporation, BUDC has limited sources of operating funds and relies heavily on grant funding for certain projects. BUDC management is always cognizant of the fact that a change in the legislative climate or administration of the State could have a significant effect on future grant opportunities.

BUDC mitigates a portion of the above risks with prudent internal financial management, external financial and legal guidance, and comprehensive insurance coverage.

iv) Current bond ratings:

BUDC does not issue bonds on its own behalf and therefore is not rated by municipal bond rating agencies.

v) Long-term liabilities including leases and employee benefit plans:

BUDC has long-term liabilities related to loans and notes payable as described in Section 4.

3. Mission Statement & Performance Measurements:

BUDC's Mission Statement & Performance Measurements Report for 2022 is included in Attachment 1. This document was reviewed and approved by the Board at the March 29, 2022 Board meeting.

4. Schedule of Bonds and Notes Outstanding:

In 2006, BUDC issued \$675,000 in promissory notes in connection with the expansion of its Buffalo Lakeside Commerce Park remediation and redevelopment. During 2007, \$150,000 of these notes were repaid while in 2008 an additional \$267,619 of these notes were repaid, and in 2022 the remaining \$257,381 was repaid. In 2017, 683 Northland LLC borrowed amounts totaling \$13,730,000 related to the Northland Workforce Training Center project as part of a transaction to syndicate certain tax credits. 683 Northland LLC also entered into two agreements for bridge financing in 2017 totaling \$30,000,000; \$1,001,167 of which was outstanding at December 31, 2022. In 2019, BUDC entered into a \$369,750 term note for a property purchase. See Attachment 2 for detail of BUDC's loans and notes payable.

5. Compensation Schedule:

See Attachment 3 for a list of BUDC employees who were paid a salary exceeding \$100,000 during 2022. Attachment 3A is a summary of benefits provided to those staff per the New York State Public Authorities Reporting Information System (PARIS). Biographies for these individuals are posted on BUDC's website at <http://www.buffalourbandevelopment.com/budc-contact-us>. Salaries and benefit information for other BUDC staff are also reported under PARIS.

None of the Directors of the Buffalo Urban Development Corporation or its affiliates receive any compensation for their services as Directors. None of the Officers of the Buffalo Urban Development Corporation or its affiliates receive any compensation for their services as Officers, beyond their compensation as employees.

6. Projects Undertaken by the Corporation during fiscal year 2022:

See above Operations and Accomplishments report posted at <http://www.buffalourbandevelopment.com/budc-corporate-reports> for a listing of various initiatives accomplished in 2022.

7. Listing of certain Property of the Corporation:

Attachment 4 provides information regarding the real property holdings of BUDC and its affiliates.

8. Code of Ethics:

The Corporation's Code of Ethics is posted on BUDC's website at <http://www.buffalourbandevelopment.com/budc-corporate-policies>.

9. Assessment of the Effectiveness of Internal Control Structure and Procedures:

Management's Assessment of the Effectiveness of Internal Controls of BUDC is posted on BUDC's website at <https://www.buffalourbandevelopment.com/budc-corporate-reports>.

BUDC's independent auditors have conducted tests of the effectiveness of BUDC's internal controls over financial reporting and their report is included in the audited financial statements posted on BUDC's website at <https://www.buffalourbandevelopment.com/budc-corporate-reports>.

10. Legislation that forms the Statutory Basis of the Authority:

BUDC

BUDC is a local development corporation which was formed and empowered to conduct certain projects pursuant to Not-For-Profit Corporation Law § 1411. Distinguished from IDAs (which exist as public benefit corporations), LDCs are established as charitable corporations that are empowered to construct, acquire, rehabilitate and improve for use by others, industrial or manufacturing plants in the territory in which its operations are principally to be conducted ("Benefited Territory") and to make loans. LDCs can provide financial assistance for the construction, acquisition, rehabilitation, improvement, and maintenance of facilities for others in its Benefited Territory. Specific LDC powers include the ability to: (i) disseminate information and furnish advice, technical assistance and liaison services to Federal, State and local authorities; (ii) to acquire by purchase, lease, gift, bequest, devise or otherwise, real or personal property; and (iii) to borrow money and to issue negotiable bonds, notes and other obligations. LDCs are empowered to sell, lease, mortgage or otherwise dispose of or encumber facilities or any real or personal property or any interest therein.

A copy of this specific legislation can be found at the following address:

[http://public.leginfo.state.ny.us/LAWSSEAF.cgi?QUERYTYPE=LAWS+&QUERYDATA=\\$NPC1411\\$\\$@TXNPC01411+&LIST=LAW+&BROWSER=EXPLORER+&TOKEN=35134270+&TARGET=VIEW](http://public.leginfo.state.ny.us/LAWSSEAF.cgi?QUERYTYPE=LAWS+&QUERYDATA=$NPC1411$$@TXNPC01411+&LIST=LAW+&BROWSER=EXPLORER+&TOKEN=35134270+&TARGET=VIEW)

11. Description of the Authority and its Board Structure:

i) Names of Committees and Committee Members:

Buffalo Urban Development Corporation is administered by a Real Estate Committee, Audit & Finance Committee, Governance Committee, Downtown Committee, and Loan Committee. A description of the committees and a listing of committee members is posted on the BUDC website at <http://www.buffalourbandevelopment.com/budc-board-committees>.

ii) List of Board Meetings & Attendance:

A list of the 2022 Board meetings and Board attendance is outlined on Attachment 5.

iii) Description of major authority units, subsidiaries: BUDC's Corporate Chart is included in Attachment 6.

iv) Number of Employees:

BUDC had three full-time employees in 2022. It also utilized employees of the Erie County Industrial Development Agency (ECIDA) to provide financial, administrative, and property management services on a fee basis, through a shared services agreement.

v) Organizational Chart:

BUDC's organizational chart is posted on BUDC's website at:

<http://www.buffalourbandevelopment.com/budc-contact-us>.

12. Bylaws:

The Bylaws for BUDC are posted on its website at

http://www.buffalourbandevelopment.com/documents/budc_corporate_policies/BUDCBY-Laws_Feb_2012.pdf.

13. Listing of Material Changes in Operations and Programs:

In 2022, BUDC staff continued developing and managing a material change in BUDC operations and programs that began in 2019, as indicated in Section 1 (Operations & Accomplishments) in the section titled Waterfront / Ralph Wilson Park Project. BUDC applied to the Ralph C. Wilson, Jr. Foundation for grant funds to assist the City of Buffalo to become more engaged in downtown waterfront planning and development activities. The Foundation initially awarded BUDC a \$2.8 million dollar grant to enhance both BUDC's and the City's capacity to manage such development activities and to successfully implement the design and construction of Ralph Wilson Park. The project continues to progress through the first phase of construction, which began in 2022. In addition to securing and managing additional grant funding from the Ralph C. Wilson Foundation in the amount of \$50 million, BUDC was also successful in leveraging additional funding from the Great Lakes Commission; the Major League Baseball Youth Development Foundation; the Community Foundation for BUDC staff capacity, and other sources to support this transformational project. BUDC also continues to successfully manage contracts with Gardiner & Theobald for project management and cost estimating services, as well as a contract with Michael Van Valkenburg & Associates for landscape design and monitoring services. BUDC also provided assistance to the City of Buffalo to secure Gilbane Companies for Construction Management services.

BUDC continued to make significant strides in the Northland Beltline Corridor redevelopment area in 2022. BUDC, in coordination with Empire State Development (ESD), successfully secured \$14.4 million through the EDA Build Back Better grant

program to bring additional resources for the development of 541 E. Delavan Avenue; 612 Northland–B Building; a Clean Energy Microgrid; substation upgrades and other improvements within the Northland Beltline Corridor. The Northland Beltline Corridor continues to evolve as an innovation hub focused on workforce training, advanced manufacturing, and energy, with a focus on encouraging job training and employment for East Side residents. The combined project at Northland Central has exceeded \$100 million.

The BUDC has also continued to advance its downtown development efforts through its Buffalo’s Race for Place initiative. BUDC successfully secured funding from Empire State Development for the Downtown Waterfront Improvement Plan, which will provide infrastructure and public realm designs to improve connections from the downtown waterfront to the investment at Ralph Wilson Park. BUDC also began implementing recommendations for the Ellicott Street Placemaking Strategy. BUDC has also participated with the City of Buffalo’s Office of Strategic Planning in efforts to redevelop the Mohawk Ramp and Broadway Barn, as well as the Smart Streets Planning initiative. These investments in existing assets/infrastructure will increase development density in the City of Buffalo that encourages walkability and multi-modal transportation, connects dis-advantaged communities with employment clusters, and attracts private investment to further foster a vibrant, sustainable community in line with the Region’s established smart growth principles.

14. Four-Year Financial Plan:

A copy of the four-year financial plan is posted on BUDC’s website at <http://www.buffalourbandevelopment.com/budc-corporate-reports>.

15. Board Performance Evaluations:

The BUDC Board of Directors conducted a Board Performance Evaluation for 2022 and forwarded the results to the Authorities Budget Office. The results of the survey are not subject to disclosure under Article six of the Public Officers Law.

16. Assets/Services bought or sold without competitive bidding:

Attachment 7 is a Procurement Report that will be filed under PARIS. The report outlines the assets and services purchased through competitive and non-competitive bidding for those procurements in excess of \$5,000.

17. Description of material pending litigation:

The audited financial statements for BUDC outline any material pending litigation. The audited financial statements are posted on BUDC’s website at <http://www.buffalourbandevelopment.com/budc-corporate-reports>.

Certification Pursuant to Section 2800(3) of the Public Authorities Law

Pursuant to Section 2800 (3) of the Public Authorities Law, each of the undersigned Officers of Buffalo Urban Development Corporation, does hereby certify with respect to the annual financial report of the Corporation (the "Annual Financial Report") posted on BUDC's website at <http://www.buffalourbandevelopment.com/budc-corporate-reports> that based on the officer's knowledge:

1. The information provided in the Annual Financial Report is accurate, correct and does not contain any untrue statement of material fact;
2. Does not omit any material fact which, if omitted, would cause the financial statements contained in the Annual Financial Report to be misleading in light of the circumstances under which such statements are made; and
3. Fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presented in such financial statements.

Brandye M. Merriweather
President

Date

Mollie Profic
Treasurer

Date



Annual Report for Buffalo Urban Development Corporation
Fiscal Year Ending: 12/31/2022

Run Date: 03/06/2023
Status: UNSUBMITTED
Certified Date: N/A

Current Debt

Question		Response
1.	Did the Authority have any outstanding debt, including conduit debt, at any point during the reporting period?	Yes
2.	If yes, has the Authority issued any debt during the reporting period?	No

New Debt Issuances

Annual Report for Buffalo Urban Development Corporation
Fiscal Year Ending: 12/31/2022

Run Date: 03/06/2023
Status: UNSUBMITTED
Certified Date: N/A

Schedule of Authority Debt

Type of Debt		Statutory Authorization(\$)	Outstanding Start of Fiscal Year(\$)	New Debt Issuances(\$)	Debt Retired (\$)	Outstanding End of Fiscal Year(\$)
State Obligation	State Guaranteed					
State Obligation	State Supported					
State Obligation	State Contingent Obligation					
State Obligation	State Moral Obligation					
Other State-Funded Obligation	Other State-Funded Obligation					
Authority Debt - General Obligation	Authority Debt - General Obligation					
Authority Debt - Revenue	Authority Debt - Revenue					
Authority Debt - Other	Authority Debt - Other					
Conduit	Conduit Debt					
Conduit	Conduit Debt - Pilot Increment Financing					
TOTALS		0.00	24,537,941.00	0.00	9,437,024.00	15,100,917.00

Buffalo Urban Development Corporation
Compensation Schedule
Year Ended: December 31, 2022

The following employees had a base salary greater than \$100,000 in 2022:

Name	Title	Salary	Performance Compensation	Payroll Taxes*	Benefits	Total
Brandye Merrweather	President	\$ 120,000	-	9,551	23,101	\$ 152,652
Rebecca Gaudour	Executive Vice President	\$ 105,000	-	8,404	29,467	\$ 142,871

* Represents Employer's Share of FICA taxes (Social Security & Medicare) & NYS Unemployment Insurance taxes

Annual Report for Buffalo Urban Development Corporation
Fiscal Year Ending: 12/31/2022

Run Date: 03/06/2023
Status: UNSUBMITTED
Certified Date: N/A

Name	Title	Severance Package	Payment for Unused Leave	Club Memberships	Use of Corporate Credit Cards	Personal Loans	Auto	Transportation	Housing Allowance	Spousal / Dependent Life Insurance	Tuition Assistance	Multi-Year Employment	None of these Benefits	Other
David	Directors													
Perman,	Board of Directors												X	
Dennis,	Board of Directors												X	
Pridgen,	Board of Directors												X	
Darius	Board of Directors												X	
Utz, Karen	Board of Directors												X	
Vacant	Board of Directors												X	

Staff

Name	Title	Severance Package	Payment for Unused Leave	Club Memberships	Use of Corporate Credit Cards	Personal Loans	Auto	Transportation	Housing Allowance	Spousal / Dependent Life Insurance	Tuition Assistance	Multi-Year Employment	None of these Benefits	Other
Gandour, Rebecca	Executive Vice President												X	
Merritweather, Brandye	President												X	

Buffalo Urban Development Corporation
Property Report
Year Ended: December 31, 2022

Table 1. This is a listing of all real property owned by BUDC, or through its affiliates or subsidiaries, at December 31, 2022

BUDC Facility	Address or SBL of Property	Full Description of Property	Estimated FMV of Property	Note: This FMV is estimated using an average per acre value based on a sampling of non-current appraisals. Negotiated "final sale" value may vary.
Buffalo Lakeside Commerce Park 22, 18 Buffalo, New York Some Under Contract Others Being Marketed	80 Ship Canal Parkway	2.01 acres of vacant land	\$ 70,350	
	134 Ship Canal Parkway	2.15 acres of vacant land	\$ 75,250	
	158 Ship Canal Parkway	2.15 acres of vacant land	\$ 75,250	
	183 Ship Canal Parkway	9.59 acres of vacant land	\$ 335,650	
	200 Ship Canal Parkway	5.88 acres of vacant land	\$ 205,100	
	280 Ship Canal Parkway	0.42 acres of vacant land	\$ 14,700	
Northland Corridor 37.03 Acres Buffalo, New York Some Being Marketed	537 East Delavan Avenue	10.52 acres of land @6K s.f., vacant, 15K s.f., occupied	\$ 900,000	
	577 Northland Avenue	29,000 s.f., of greenspace	\$ 29,000	
	631 Northland Avenue	2.63 acres of land w/ a 40,000 s.f. vacant building	\$ 400,000	
	644 Northland Avenue	11,000 s.f. of land w/ 4,000 s.f. building	\$ 32,000	
	655 Northland Avenue	1.28 acres of parking and greenspace	\$ -	
	664 Northland Avenue	12,000 s.f., of parking	\$ 50,000	
	699 Northland Avenue	3,225 s.f., of vacant land	\$ 3,225	
	683 Northland Avenue	7.27 acres of land w/ 235,000 s.f., of occupied buildings	\$ 14,000,000	
	688 Northland Avenue	12,000 s.f. of parking	\$ 50,000	
	714 Northland Avenue	1.81 acres of land w/ an 18,000 s.f., occupied building	\$ 435,000	
	741 Northland Avenue	4.695 acres of land w/ a 92,000 s.f., derelict building	\$ 590,000	
	767 Northland Avenue	7,998 s.f., of vacant land	\$ 8,000	
	777 Northland Avenue	4.14 acres of land w/ a 81,000 s.f., derelict building	\$ 50,000	
	126 Dutton Avenue	7,800 s.f., of vacant land	\$ 7,800	
	1BD Dutton Avenue	351 acres of vacant land	\$ 15,000	
	162 Winchester Street	3,940 s.f., of vacant land	\$ 4,000	
	164 Winchester Street	3,940 s.f., of vacant land	\$ 4,000	
	165 Winchester Street	3,940 s.f., of vacant land	\$ 4,000	
	572 Northland Avenue	4,560 s.f., of vacant land	\$ 5,000	
	574 Northland Avenue	7,260 s.f., of vacant land	\$ 7,000	
	1669 Fillmore Avenue	6,144 s.f., of vacant land	\$ 6,000	
	1675 Fillmore Avenue	17,680 s.f., of vacant land	\$ 8,000	
	1679 Fillmore Avenue	19,457 s.f., of vacant land	\$ 2,800	
	1681 Fillmore Avenue	26,564 s.f., of vacant land	\$ 29,000	
Other Not Marketed, Buffalo	1322 South Park Avenue	2,860 s.f., of vacant land	\$ 9,000	

Table 2. The following is a listing of personal property (with a fair market value ("FMV") in excess of \$5,000) and all real property that was disposed of during 2022.

Address and Location of Property	Full Description of Property	Estimated FMV of Property	Name & Address of Purchaser	Date of Sale	\$ Received by BUDC Related Entity (Notional Crown, LLC)
308 Crowley Avenue	5,585 acres of land w/ a 282,374 s.f. derelict building	\$ 118,000	Samuel's Song, LLC 2000 Washington, DC 20001	06/01/22	\$ 120,000
310 Ship Canal Parkway	10.84 acres of vacant land (5.33 Useable)	\$ 241,650	Labovos Way, LLC 700 Second Street Emeryville, CA 94704	08/16/22	-
24 Laborer's Way	5.40 acres of vacant land	\$ 189,000	Labovos Way, LLC 700 Second Street Emeryville, CA 94705	08/16/22	-
70 Laborer's Way	18.11 acres of vacant land (10.17 Useable)	\$ 435,350	Labovos Way, LLC 700 Second Street Emeryville, CA 94705	08/16/22	-
126 Laborer's Way	18.08 acres of vacant land (8.00 Useable)	\$ 330,800	Labovos Way, LLC 700 Second Street Emeryville, CA 94707	08/16/22	-
15 Laborer's Way	4.92 acres of vacant land	\$ 172,200	Labovos Way, LLC 700 Second Street Emeryville, CA 94705	08/16/22	-
51 Laborer's Way	5.32 acres of vacant land	\$ 186,200	Labovos Way, LLC 700 Second Street Emeryville, CA 94705	08/16/22	-
87 Laborer's Way	4.67 acres of vacant land	\$ 163,450	Labovos Way, LLC 700 Second Street Emeryville, CA 94705	08/16/22	-
125 Laborer's Way	5.47 acres of vacant land	\$ 191,450	Labovos Way, LLC 700 Second Street Emeryville, CA 94701	08/16/22	\$1,997,500 (for all properties)

Table 3. The following is a listing of all real property that was acquired during 2022.

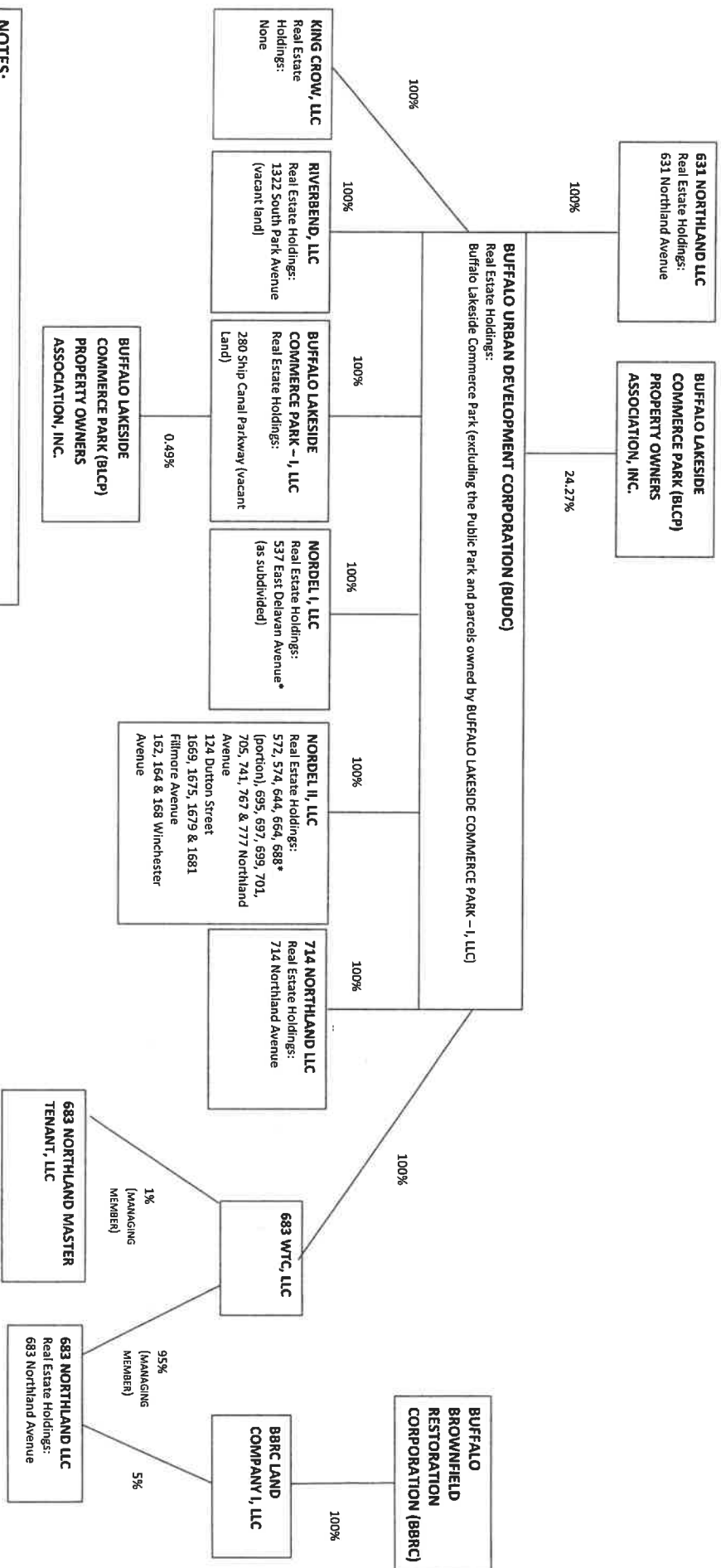
Address and Location of Property	Full Description of Property	Estimated FMV of Property	Name & Address of Seller	Date of Purchase	\$ Paid by BUDC Related Entity (Notional Crown, LLC)
None					

2022 BUDC Board Meeting Attendance List
X = Attended

ATTACHMENT 5

Member	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Notes
Catherine Amdur	1/25/22	2/22/22	3/29/22	No Meeting	5/31/22	6/28/22	7/26/22	8/30/22	9/27/22	10/25/22	11/29/22	12/20/22	Term Begin: 3/29/22
Hon. Byron Brown	X		X		X	X	X		X				
Trina Burruss		X	X		X		X	X	X				
Daniel Castle	X	X	X		X	X	X	X	X	X	X	X	
Janique Curry	X	X	X		X	X	X	X	X	X	X	X	
Dennis W. Elsenbeck	X	X	X		X	X	X	X			X	X	
Michael Finn		X	X		X	X						X	Term End: 8/29/2022
Darby Fishkin	X		X		X	X	X	X	X	X	X	X	
Dottie Gallagher	X							X	X			X	
Thomas Halligan	X	X	X		X	X	X	X	X			X	
Elizabeth Holden, Esq.							X		X		X	X	Term Begin: 6/28/2022
Thomas A. Kucharski	X	X	X		X	X	X	X	X	X	X	X	
Nathan Marton												X	Term Begin: 11/9/2022
Brendan Mehafty	X	X	X		X	X		X	X	X	X	X	
Kimberley Minkel		X	X		X	X	X	X	X	X			
David Nasca		X	X		X	X	X	X	X	X	X		
Dennis Penman	X		X		X	X	X	X	X	X			
Rev. Darius Pridgen	X	X			X	X	X		X		X	X	
Karen Utz						X	X		X		X	X	
Maria Whyte			X			X	X		X	X	X	X	Term End: 9/27/2022

BUFFALO URBAN DEVELOPMENT CORPORATION
Corporate Structure Chart
As of December 31, 2022



- NOTES:**
1. The BBRC Board of Directors is comprised of all of the members of BUDC's Real Estate Committee, along with two independent (non-BUDC affiliated) directors.
 2. BUDC and BBRC are 501(c)(3) tax-exempt organizations.

ATTACHMENT 7

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

Procurement Information:

Question	Response	URL (If Applicable)
1. Does the Authority have procurement guidelines?	Yes	https://www.buffalourbandevelopment.com/budc-corporate-policies
2. Are the procurement guidelines reviewed annually, amended if needed, and approved by the Board?	Yes	
3. Does the Authority allow for exceptions to the procurement guidelines?	No	
4. Does the Authority assign credit cards to employees for travel and/or business purchases?	No	
5. Does the Authority require prospective bidders to sign a non-collusion agreement?	Yes	
6. Does the Authority incorporate a summary of its procurement policies and prohibitions in its solicitation of proposals, bid documents, or specifications for procurement contracts?	Yes	
7. Did the Authority designate a person or persons to serve as the authorized contact on a specific procurement, in accordance with Section 139-j(2)(a) of the State Finance Law, "The Procurement Lobbying Act"?	Yes	
8. Did the Authority determine that a vendor had impermissible contact during a procurement or attempted to influence the procurement during the reporting period, in accordance with Section 139-j(10) of the State Finance Law?	No	
8a. If Yes, was a record made of this impermissible contact?		
9. Does the Authority have a process to review and investigate allegations of impermissible contact during a procurement, and to impose sanctions in instances where violations have occurred, in accordance with Section 139-j(9) of the State Finance Law?	Yes	

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

Procurement Transactions Listing:

1.	Vendor Name	360 PSG	Address Line1	678 Sheridan Drive
	Type of Procurement	Technology - Consulting/Development or Support	Address Line2	
	Award Process	Authority Contract - Non-Competitive Bid	City	TONAWANDA
	Award Date	3/14/2022	State	NY
	End Date		Postal Code	14150
	Fair Market Value	\$9,700.00	Plus 4	
	Amount	\$9,700.00	Province/Region	
	Amount Expended For	\$10,640.00	Country	United States
	Fiscal Year			
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Website custom design bundle (\$9,700), monthly website maintenance (\$940)

2.	Vendor Name	Acadia Insurance	Address Line1	P.O. Box 639804
	Type of Procurement	Other Professional Services	Address Line2	
	Award Process	Authority Contract - Competitive Bid	City	CINCINNATI
	Award Date	9/20/2020	State	OH
	End Date	9/20/2023	Postal Code	45263
	Fair Market Value		Plus 4	
	Amount	\$11,477.10	Province/Region	
	Amount Expended For	\$11,477.10	Country	United States
	Fiscal Year			
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	NorDel I Property/Liability Insurance

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

3. Vendor Name	Ace American Insurance Company	Address Line1	436 Walnut St
Type of Procurement	Other Professional Services	Address Line2	
Award Process	Authority Contract - Competitive Bid	City	PHILADELPHIA
Award Date	12/1/2021	State	PA
End Date	1/31/2023	Postal Code	19106
Fair Market Value		Plus 4	
Amount	\$6,309.00	Province/Region	
Amount Expended For	\$6,309.00	Country	United States
Fiscal Year			
Explain why the Fair Market Value is Less than the Amount		Procurement Description	NorDel I builders risk coverage

4. Vendor Name	Apollo Steel Corp.	Address Line1	4800 Wilton Avenue
Type of Procurement	Design and Construction/Maintenance	Address Line2	
Award Process	Authority Contract - Competitive Bid	City	NIAGARA FALLS
Award Date	10/31/2019	State	NY
End Date	12/31/2022	Postal Code	14304
Fair Market Value		Plus 4	
Amount	\$1,134,288.00	Province/Region	
Amount Expended For	\$128,021.73	Country	United States
Fiscal Year			
Explain why the Fair Market Value is Less than the Amount		Procurement Description	Material and Installation at 541 E. Delevan

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

5.	Vendor Name	Atlantic Casualty Insurance Co.	Address Line1	400 Commerce Ct
	Type of Procurement	Other Professional Services	Address Line2	
	Award Process	Authority Contract - Competitive Bid	City	GOLDSBORO
	Award Date	2/28/2022	State	NC
	End Date	2/28/2023	Postal Code	27534
	Fair Market Value		Plus 4	
	Amount	\$14,439.13	Province/Region	
	Amount Expended For Fiscal Year	\$14,439.13	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Property and liability coverage for 714 Northland.

6.	Vendor Name	Bisonwing Planning & Development LLC	Address Line1	25000 Cypress Hollow Court #102
	Type of Procurement	Consulting Services	Address Line2	
	Award Process	Authority Contract - Non-Competitive Bid	City	BONITA SPRINGS
	Award Date	1/1/2022	State	FL
	End Date	12/31/2022	Postal Code	34134
	Fair Market Value	\$25,000.00	Plus 4	
	Amount	\$25,000.00	Province/Region	
	Amount Expended For Fiscal Year	\$12,325.00	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Consulting services for various development projects

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

7. Vendor Name	Cammarata Consulting, LLC	Address Line1	1033 Parkside Avenue
Type of Procurement	Consulting Services	Address Line2	
Award Process	Authority Contract - Non-Competitive Bid	City	BUFFALO
Award Date	1/1/2022	State	NY
End Date	12/31/2022	Postal Code	14216
Fair Market Value	\$25,000.00	Plus 4	
Amount	\$25,000.00	Province/Region	
Amount Expended For Fiscal Year	\$16,300.00	Country	United States
Explain why the Fair Market Value is Less than the Amount		Procurement Description	Consulting services for various development projects

8. Vendor Name	DMJ Property Services	Address Line1	295 Coronation Drive
Type of Procurement	Design and Construction/Maintenance	Address Line2	
Award Process	Authority Contract - Competitive Bid	City	AMHERST
Award Date	11/3/2020	State	NY
End Date	10/31/2023	Postal Code	14226
Fair Market Value		Plus 4	
Amount	\$135,200.00	Province/Region	
Amount Expended For Fiscal Year	\$43,065.97	Country	United States
Explain why the Fair Market Value is Less than the Amount		Procurement Description	Lawn care, maintenance, and snow plowing at Buffalo Lakeside Commerce Park

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

9.	Vendor Name	Dmyles, Inc.	Address Line1	1901 Connecticut Ave
	Type of Procurement	Design and Construction/Maintenance	Address Line2	
	Award Process	Authority Contract - Competitive Bid	City	NIAGARA FALLS
	Award Date	3/1/2020	State	NY
	End Date	12/31/2022	Postal Code	14305
	Fair Market Value		Plus 4	
	Amount	\$148,145.08	Province/Region	
	Amount Expended For Fiscal Year	\$6,815.08	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	541 E. Delavan foundation work

10.	Vendor Name	Erie County Industrial Development Agency	Address Line1	95 Perry Street
	Type of Procurement	Other	Address Line2	Suite 403
	Award Process	Non Contract Procurement/Purchase Order	City	BUFFALO
	Award Date		State	NY
	End Date		Postal Code	14203
	Fair Market Value		Plus 4	
	Amount		Province/Region	
	Amount Expended For Fiscal Year	\$182,496.00	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	683 Northland project admin fee, ECIDA staff reimbursement, rent

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

11.	Vendor Name	First Mercury Insurance	Address Line1	26600 Telegraph Road
	Type of Procurement	Other Professional Services	Address Line2	
	Award Process	Authority Contract - Competitive Bid	City	SOUTHFIELD
	Award Date	7/1/2021	State	MI
	End Date	7/1/2023	Postal Code	48033
	Fair Market Value		Plus 4	
	Amount	\$20,754.00	Province/Region	
	Amount Expended For Fiscal Year	\$20,754.00	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Umbrella insurance coverage (NorDel I)

12.	Vendor Name	Freed Maxick CPAs, P.C.	Address Line1	424 Main Street, Suite 800
	Type of Procurement	Financial Services	Address Line2	
	Award Process	Authority Contract - Non-Competitive Bid	City	BUFFALO
	Award Date	1/1/2022	State	NY
	End Date	5/31/2026	Postal Code	14202
	Fair Market Value	\$186,475.00	Plus 4	
	Amount	\$186,475.00	Province/Region	
	Amount Expended For Fiscal Year	\$80,179.60	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Audit and consulting fees

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

13.	Vendor Name	Frey Electric Construction, Inc.	Address Line1	100 Pearce Avenue
	Type of Procurement	Consulting Services	Address Line2	
	Award Process	Authority Contract - Competitive Bid	City	TONAWANDA
	Award Date	8/18/2020	State	NY
	End Date		Postal Code	14150
	Fair Market Value		Plus 4	
	Amount	\$188,600.00	Province/Region	
	Amount Expended For Fiscal Year	\$64,852.19	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Pre-development consulting for solar microgrid project

14.	Vendor Name	Gardiner & Theobald, Inc.	Address Line1	535 Fifth Avenue
	Type of Procurement	Other Professional Services	Address Line2	3rd Floor
	Award Process	Authority Contract - Competitive Bid	City	NEW YORK
	Award Date	7/9/2020	State	NY
	End Date	12/31/2024	Postal Code	10017
	Fair Market Value		Plus 4	
	Amount	\$2,864,000.00	Province/Region	
	Amount Expended For Fiscal Year	\$623,661.67	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Services related to the Centennial Park project

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

15.	Vendor Name	Hurwitz Fine, P.C.	Address Line1	1300 Liberty Building
	Type of Procurement	Legal Services	Address Line2	
	Award Process	Authority Contract - Non-Competitive Bid	City	BUFFALO
	Award Date	1/3/2005	State	NY
	End Date		Postal Code	14202
	Fair Market Value		Plus 4	
	Amount	\$228,778.43	Province/Region	
	Amount Expended For Fiscal Year	\$228,778.43	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Legal services for BUDC and 683 Northland, LLC.

16.	Vendor Name	Illinois Union Insurance Company	Address Line1	525 W Monroe Street, Suite 400
	Type of Procurement	Other Professional Services	Address Line2	
	Award Process	Authority Contract - Competitive Bid	City	CHICAGO
	Award Date	4/6/2022	State	IL
	End Date	4/6/2023	Postal Code	60661
	Fair Market Value		Plus 4	
	Amount	\$25,318.76	Province/Region	
	Amount Expended For Fiscal Year	\$25,318.76	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Property insurance (NorDel II)

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

17.	Vendor Name	Independent Health	Address Line1	511 Farber Lakes Drive
	Type of Procurement	Other	Address Line2	
	Award Process	Authority Contract - Competitive Bid	City	BUFFALO
	Award Date	1/1/2022	State	NY
	End Date	1/31/2023	Postal Code	14211
	Fair Market Value		Plus 4	
	Amount	\$34,579.58	Province/Region	
	Amount Expended For Fiscal Year	\$34,579.58	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Health Insurance policies for BUDC staff

18.	Vendor Name	Invest Buffalo Niagara	Address Line1	257 West Genesee St.
	Type of Procurement	Other Professional Services	Address Line2	Suite 600
	Award Process	Non Contract Procurement/Purchase Order	City	BUFFALO
	Award Date		State	NY
	End Date		Postal Code	14202
	Fair Market Value		Plus 4	
	Amount		Province/Region	
	Amount Expended For Fiscal Year	\$15,000.00	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Annual contribution resulting in in-kind marketing services.

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

 Run Date: 03/08/2023
 Status: UNSUBMITTED
 Certified Date : N/A

19. Vendor Name	Kinsale Insurance Company	Address Line1	2221 Edward Holland Drive
Type of Procurement	Other Professional Services	Address Line2	Suite 600
Award Process	Authority Contract - Competitive Bid	City	RICHMOND
Award Date	1/1/2022	State	VA
End Date	12/31/2022	Postal Code	23230
Fair Market Value		Plus 4	
Amount	\$25,762.80	Province/Region	
Amount Expended For Fiscal Year	\$25,762.80	Country	United States
Explain why the Fair Market Value is Less than the Amount		Procurement Description	General liability, and umbrella insurance policies for NorDel II.

20. Vendor Name	Landscape Associate of WNY, Inc.	Address Line1	P.O. Box 623
Type of Procurement	Design and Construction/Maintenance	Address Line2	
Award Process	Authority Contract - Competitive Bid	City	SANBORN
Award Date	4/1/2020	State	NY
End Date	3/31/2023	Postal Code	14132
Fair Market Value		Plus 4	
Amount	\$136,500.00	Province/Region	
Amount Expended For Fiscal Year	\$55,516.01	Country	United States
Explain why the Fair Market Value is Less than the Amount		Procurement Description	Northland campus landscaping and snow removal

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

21.	Vendor Name	Lexington Insurance Company	Address Line1	99 High Street, Floor 24
	Type of Procurement	Other Professional Services	Address Line2	
	Award Process	Authority Contract - Competitive Bid	City	BOSTON
	Award Date	12/31/2021	State	MA
	End Date	12/31/2022	Postal Code	02110
	Fair Market Value		Plus 4	
	Amount	\$22,048.77	Province/Region	
	Amount Expended For Fiscal Year	\$22,048.77	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Directors and officers excess liability coverage

22.	Vendor Name	Lincoln Life & Annuity Company of NY	Address Line1	P.O. Box 2609
	Type of Procurement	Other	Address Line2	
	Award Process	Authority Contract - Competitive Bid	City	OMAHA
	Award Date	1/1/2022	State	NE
	End Date	1/31/2023	Postal Code	68103
	Fair Market Value		Plus 4	
	Amount	\$6,903.65	Province/Region	
	Amount Expended For Fiscal Year	\$6,903.65	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Dental, AD&D, group term life, and long-term disability insurance policies for BUDC employees.

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
 Status: UNSUBMITTED
 Certified Date : N/A

23. Vendor Name	Mancuso Management, Inc.	Address Line1	56 Harvester Avenue
Type of Procurement	Other Professional Services	Address Line2	
Award Process	Authority Contract - Competitive Bid	City	BATAVIA
Award Date	8/1/2015	State	NY
End Date	12/31/2022	Postal Code	14020
Fair Market Value		Plus 4	
Amount	\$17,270.67	Province/Region	
Amount Expended For Fiscal Year	\$17,270.67	Country	United States
Explain why the Fair Market Value is Less than the Amount		Procurement Description	Contractual property management services plus reimbursement of direct costs associated with Northland property.

24. Vendor Name	Michael Van Valkenburgh Associates, Inc.	Address Line1	231 Concord Avenue
Type of Procurement	Design and Construction/Maintenance	Address Line2	
Award Process	Authority Contract - Non-Competitive Bid	City	CAMBRIDGE
Award Date	5/28/2019	State	MA
End Date	4/1/2026	Postal Code	02138
Fair Market Value	\$15,576,300.00	Plus 4	
Amount	\$15,576,300.00	Province/Region	
Amount Expended For Fiscal Year	\$3,856,338.89	Country	United States
Explain why the Fair Market Value is Less than the Amount		Procurement Description	Services related to Centennial Park

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

25.	Vendor Name	National Fuel	Address Line1	P.O. Box 371835
	Type of Procurement	Other	Address Line2	
	Award Process	Non Contract Procurement/Purchase Order	City	PITTSBURGH
	Award Date		State	PA
	End Date		Postal Code	15250
	Fair Market Value		Plus 4	
	Amount		Province/Region	
	Amount Expended For Fiscal Year	\$10,226.30	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Natural gas service for Northland properties

26.	Vendor Name	National Grid	Address Line1	PO Box 11742
	Type of Procurement	Other	Address Line2	
	Award Process	Non Contract Procurement/Purchase Order	City	NEWARK
	Award Date		State	NJ
	End Date		Postal Code	07101
	Fair Market Value		Plus 4	
	Amount		Province/Region	
	Amount Expended For Fiscal Year	\$11,326.59	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Electrical utility service for Northland properties and Buffalo Lakeside Commerce Park.

Procurement Report for Buffalo Urban Development Corporation
Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

27.	Vendor Name	National Grid	Address Line1	300 Erie Blvd. West
	Type of Procurement	Other	Address Line2	
	Award Process	Non Contract Procurement/Purchase Order	City	SYRACUSE
	Award Date		State	NY
	End Date		Postal Code	13202
	Fair Market Value		Plus 4	
	Amount		Province/Region	
	Amount Expended For Fiscal Year	\$658,520.00	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Relocation of electrical service related to Centennial Park project.

28.	Vendor Name	Philadelphia Insurance Company	Address Line1	PO Box 70251
	Type of Procurement	Other Professional Services	Address Line2	
	Award Process	Authority Contract - Competitive Bid	City	PHILADELPHIA
	Award Date	12/31/2021	State	PA
	End Date	12/31/2022	Postal Code	19176
	Fair Market Value		Plus 4	
	Amount	\$26,994.00	Province/Region	
	Amount Expended For Fiscal Year	\$26,994.00	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	BUDC Directors & Officers Insurance

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

29.	Vendor Name	SBSA, LLC	Address Line1	5926 McIntyre Street
	Type of Procurement	Other Professional Services	Address Line2	
	Award Process	Non Contract Procurement/Purchase Order	City	GOLDEN
	Award Date		State	CO
	End Date		Postal Code	80403
	Fair Market Value		Plus 4	
	Amount		Province/Region	
	Amount Expended For Fiscal Year	\$19,755.00	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Expert witness services.

30.	Vendor Name	SJB Services, Inc.	Address Line1	5167 South Park Avenue
	Type of Procurement	Other Professional Services	Address Line2	
	Award Process	Authority Contract - Non-Competitive Bid	City	HAMBURG
	Award Date	8/31/2021	State	NY
	End Date		Postal Code	14075
	Fair Market Value	\$189,960.00	Plus 4	
	Amount	\$189,960.00	Province/Region	
	Amount Expended For Fiscal Year	\$11,750.00	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	Services related to Centennial Park.

Procurement Report for Buffalo Urban Development Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 03/08/2023
Status: UNSUBMITTED
Certified Date : N/A

31.	Vendor Name	The Hartford Insurance	Address Line1	P.O. Box 660916
	Type of Procurement	Other Professional Services	Address Line2	
	Award Process	Authority Contract - Competitive Bid	City	DALLAS
	Award Date	12/31/2022	State	TX
	End Date	12/31/2023	Postal Code	75266
	Fair Market Value		Plus 4	
	Amount	\$14,321.68	Province/Region	
	Amount Expended For Fiscal Year	\$14,321.68	Country	United States
	Explain why the Fair Market Value is Less than the Amount		Procurement Description	BUDC umbrella insurance, commercial package (property, auto, liability), and Workers' Compensation insurance.

Additional Comments

2022 BUDC Summary Results of Confidential Evaluation of Board Performance

Criteria	Agree #	Somewhat Agree #	Somewhat Disagree #	Disagree #
Board members have a shared understanding of the mission and purpose of the Authority.	13			
The policies, practices and decisions of the Board are always consistent with this mission.	13			
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	13			
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	11	2		
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	11	2		
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.	11	2		
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	13			
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	12	1		
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	13			
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	13			
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	13			
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	13			
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	13			
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	12		1	
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.**	10	2		
Board members demonstrate leadership and vision and work respectfully with each other.	12	1		

Name of Authority: **Buffalo Urban Development Corporation (BUDC)**

Date Completed: 3/9/2023

****One evaluation omitted a response to this question on their evaluation.**

Item 7 A

BUFFALO URBAN DEVELOPMENT CORPORATION
GOVERNANCE COMMITTEE CHARTER

The Board of Directors of Buffalo Urban Development Corporation (“BUDC”) or the (“Corporation”) hereby adopts this charter as the Governance Committee Charter (“the Charter”) of the Corporation as the Effective Date set forth herein.

ARTICLE I
Establishment of Governance Committee:
Core Responsibilities

The Board of Directors of the Corporation authorized the establishment of the Governance Committee by resolution of the Board effective as of February 23, 2006.

The core responsibilities of the Governance Committee, as set forth in Section 2824(7) of the New York Public Authorities Law include: (i) keeping the Board informed of current best governance practices; (ii) reviewing corporate governance trends; (iii) recommending updates to the Corporation’s governance principles; (iv) advising those responsible for appointing members to the Board on the skills and experiences necessary required of potential Board members; (v) examining ethical and conflict of interest issues; (vi) performing Board self-evaluations; and (vii) recommending bylaws which include rules and procedures for the conduct of Board business.

ARTICLE II
Composition of the Governance Committee

The Governance Committee shall be appointed by the Board and shall be comprised of not less than three (3) independent members, who shall constitute a majority of the Committee. In the event that the Board has less than three (3) independent members, the Board may appoint non-independent members to the Governance Committee, so long as the independent members constitute a majority of the Governance Committee. The term “independent member” shall have the meaning set forth in Section 2825 of the Public Authorities Law, as the same may be amended from time to time.

Appointees to the Governance Committee are required to possess the necessary skills to understand the duties and functions of the Governance Committee. The Board shall designate one member of the Governance Committee to serve as Chair of the Governance Committee. Each member of the Governance Committee shall serves at the pleasure of the Board. Subject to the foregoing, each member shall serve for a term of one (1) year and until his or her successor shall be appointed and qualified.

Governance Committee members shall be prohibited from being an employee of the Corporation or an immediate family member of an employee of the Corporation. Members of the Governance Committee shall not engage in any private business transactions with the Corporation or receive compensation from any private entity that has material business

relationships with the Corporation, or be an immediate family member of an individual that engages in private business transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation. In addition, Governance Committee members shall comply with the conflict of interest provisions set forth in the Corporation's Code of Ethics.

ARTICLE III

Committee Meetings

The Governance Committee will meet at least annually and as frequently as may be necessary or appropriate in order to fulfill functions outlined in this Charter.

Meeting notices will be prepared for each meeting and provided to Governance Committee members by electronic or regular mail at least five (5) days in advance of the scheduled meeting. Meetings shall be held in compliance with the requirements of the Open Meetings Law. Agenda materials will be provided in advance of each meeting. A quorum of the Governance Committee shall consist of a majority of the members then serving on the Governance Committee. The affirmative vote of the members of the Governance Committee shall constitute an act of the Governance Committee. Minutes of all meetings shall be recorded by the Secretary, or in his or her absence, an Assistant Secretary or any other person designated as secretary of the meeting by the Chair of the Governance Committee.

ARTICLE IV

Committee Duties and Responsibilities

To accomplish the objectives of good governance and accountability, the Governance Committee has the following responsibilities as set forth below:

A. The Board of Directors has delegated to the Governance Committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the Governance Committee has specific expertise, as follows:

(i) Develop the Corporation's governance practices, which should address transparency, independence, accountability, fiduciary responsibilities and management oversight;

(ii) Develop a statement of the competencies and personal attributes required of Board members to assist those authorized to appoint members to the Board in identifying qualified individuals;

(iii) Develop and recommend to the Board any revisions to the number and/or structure of Board committees; and

(iv) Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled Board member training to be obtained from state-approved trainers as required under Section 2824(2) of the New York Public Authorities Law.

B. The Governance Committee shall develop, review and recommend to the Board the adoption and/or revisions to the following:

- (i) the Corporation's Code of Ethics;
- (ii) written policies regarding conflicts of interest;
- (iii) written policies regarding the protection of whistleblowers from retaliation;
- (iv) equal opportunity and affirmative action policies;
- (v) written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Corporation's procurement process;
- (vi) written policies regarding the disposition of real and personal property, and the acquisition of property;
- (vii) committee charters, including this Charter; and
- (vii) any other policies or documents relating to the governance of the Corporation, including the Bylaws of the Corporation with respect to the rules and procedures for the conduct of Board business. The Governance Committee will oversee the implementation and effectiveness of the Bylaws and other governance documents and recommend modifications to the Board as necessary or appropriate.

C. The Governance Committee shall review and make recommendations to the Board in connection with the submission to the Authorities Budget Office ("ABO") of a mission statement and a proposed list of measurements. As required by statute, the mission statement and proposed measurements shall include the following components:

- (i) A brief mission statement expressing the purposes and goals of the Corporation.
- (ii) A description of the stakeholders of the Corporation and their reasonable expectations from the Corporation.
- (iii) A list of measurements by which performance of the Corporation and the achievement of its goals may be evaluated.

The Governance Committee shall re-examine the mission statement and measurements on an annual basis and make recommendations to the Board regarding a self-evaluation based on the stated measurements (which information is required to be included in the Corporation's annual report filed with the ABO). The Committee may also recommend that the Corporation seek a waiver from the ABO of this re-examination requirement.

ARTICLE V
Committee Reports

The Governance Committee shall:

- A. report its actions and recommendations to the Board at each regular meeting of the Board following a meeting of the Governance Committee and when otherwise requested by the Board;
- B. report to the Board, at least annually, regarding any proposed changes to this Charter; and
- C. provide a self-evaluation of the Governance Committee's functions to the Board on an annual basis.

ARTICLE VI
Effective Date; Amendments

This Charter shall be effective upon the affirmative vote of the Board of Directors of the Corporation and may be amended upon affirmative vote of a majority of the Board of Directors.

ARTICLE VII
Governance Committee of Corporation Affiliates

This Charter shall also serve as the Charter for the Governance Committee of each subsidiary or affiliated Corporation or entity of BUDC now existing or hereafter established.

Effective Date: June 2, 2009

Amended: March 2, 2010

Re-adopted: February 28, 2013

Re-adopted: February 29, 2014

Re-adopted: March 31, 2015

Re-adopted: March 29, 2016

Re-adopted: March 28, 2017

Reviewed: March 5, 2018 (Governance Committee of the Board of Directors)

Reviewed: March 13, 2019 (Governance Committee of the Board of Directors)

Reviewed: March 16, 2020 (Governance Committee of the Board of Directors)

Reviewed: March 4, 2021 (Governance Committee of the Board of Directors)

Reviewed: March 8, 2022 (Governance Committee of the Board of Directors)

Item 7 B

BUFFALO URBAN DEVELOPMENT CORPORATION

AMENDED AND RESTATED PROCUREMENT POLICY

A. Scope and Purpose.

Pursuant to Section 2824 of the Public Authorities Law, the Buffalo Urban Development Corporation ("BUDC") is required to establish and adopt a procurement policy. This Amended and Restated Procurement Policy ("Policy") shall also be applicable to all procurements undertaken by any existing subsidiary or affiliated organizations of BUDC and such other subsidiaries and affiliates as may hereafter be established by BUDC.

B. Procurement Procedures.

1. Solicitation Procedures for the Purchase of Goods and Services.

- a. Up to \$10,000 per instance – Documented verbal quotes or written/fax/email quotes from at least two vendors.
- b. Greater than \$10,000 to \$25,000 per instance – Written/fax/email quotes from at least three vendors.
- c. Greater than \$25,000 to \$100,000 per instance – Formal written Request for Proposal (RFP) submitted to at least three vendors and posted at the BUDC website.
- d. Greater than \$100,000 per instance – Formal written Request for Proposal (RFP) submitted to at least three vendors, posted at the BUDC website and publicly noticed in the NYS Contract Reporter.
- e. Notwithstanding the foregoing, if it is reasonably anticipated that cumulative procurements pursuant to subsections (a) or (b) above will cost between \$25,000 and \$100,000 per calendar year for a single vendor or service, BUDC shall comply with the provisions of subsection (c) above; or if such cumulative procurements are reasonably anticipated to cost over \$100,000 per calendar year, BUDC shall comply with the provisions of subsection (d) above.

2. Exceptions. Alternative proposals or quotations shall not be required for procurements made through or with respect to:

- a. New York State or Erie County contracts.
- b. State Finance Law Section 175-b (from agencies for the blind or severely handicapped).

- c. Correction Law Section 186 (articles manufactured in correctional institutions).
- d. Emergency Procurements – an emergency exists if the delay caused by soliciting quotes would endanger public health, welfare or property. Approval of the President after consultation with the officers of BUDC is necessary, which shall be documented in the procurement file and shall include a description of the facts giving rise to the emergency and the basis for selecting the particular vendor.
- e. Time Sensitive Economic Development Opportunity – An opportunity is time-sensitive when a vendor must be retained quickly to avoid a delay that would adversely impact an economic development project or initiative of BUDC. Such time-sensitive situations include, but are not limited to: the possible loss of grant funding; the termination, default or withdrawal of an existing vendor; the need to respond to a court order or regulatory directive; or some other compelling need for goods or services. Approval of the President after consultation with the officers of BUDC is necessary, which shall be documented in the procurement file and shall also include a description of the facts relating to the time-sensitive opportunity and the basis for selecting the particular vendor.
- f. Sole Source Procurements – A “sole source” means a situation where (i) there is only one possible source in the marketplace for the goods or services, (ii) no other goods and/or services provide substantially equivalent or similar benefits, and (iii) considering the benefits, the cost to BUDC is reasonable and in the best interests of BUDC. Approval of the President after consultation with the officers of BUDC is necessary, which shall be documented in the procurement file along with an explanation of the basis for the procurement qualifying as a sole source procurement.
- g. Single Source Procurements – A “single source” means a situation where, even though two or more vendors are available to supply the required goods or services, BUDC determines that: (i) one particular vendor has unique knowledge or expertise with respect to the required goods, services or project, rendering the use of competitive procedures impractical; and (ii) considering the benefits, the cost to BUDC is reasonable. Approval of the President after consultation with the officers of BUDC is necessary, which shall be documented in the procurement file along with an explanation of the basis for concluding that a single

source procurement was in the best interests of BUDC and the manner in which BUDC identified the selected vendor.

- h. Utilities and Affiliate Transactions – The purchase of utilities and inter-affiliate or subsidiary transactions are excepted from alternative proposal/quotation requirements.
- i. Unavailability of the minimum number of vendors required under Section B, as applicable, that are able or willing to respond to a solicitation.
- j. Resolution Waiving Solicitation Requirements – The BUDC Board of Directors may adopt a resolution prospectively waiving solicitation requirements upon the Board's determination that solicitation would be impractical and such waiver is in the best interests of BUDC.

3. Basis for the Award of Contracts.

It is the general policy of BUDC to award contracts to the lowest responsible dollar offeror who meets the specifications therefor. BUDC may award contracts to other than the lowest responsible dollar offeror under circumstances that BUDC determines justify an award to other than the lowest responsible dollar offeror. In making any such determination, BUDC shall consider relevant factors including, without limitation:

- a. The vendor is an MBE or WBE firm, or relative to other vendors for the specific procurement has demonstrated the ability to meet or exceed applicable M/WBE and/or minority or workforce participation requirements;
- b. Delivery, quality and quantity requirements;
- c. Past vendor performance and/or experience;
- d. Which proposal is most advantageous to BUDC, considering other factors in addition to price;

- e. Unavailability of the minimum number of vendors required under Section B, as applicable, that are able or willing to respond to a solicitation; and
- f. Any procurement excepted from the alternative proposal/quotation requirements as set forth in subsection 2 of this Section B, and the procurement of professional services in Section E of this Policy.

4. Documentation: Procurement Tracking Form.

Each procurement made under this Policy shall be documented on a separate Procurement Tracking Form, the form of which is attached hereto as Schedule A and made a part hereof. An annual procurement report shall be presented to the Audit & Finance Committee.

5. Contents of Requests for Proposals (RFP).

For all procurements under this Policy that require an RFP, the following information shall be included in the solicitation:

- a. Goods being sought or the scope of services desired;
- b. The projected term of the contract;
- c. Criteria to be used in evaluating proposals and the requirements that must be fulfilled;
- d. Schedule of relevant dates;
- e. Insurance requirements;
- f. M/WBE goals; and
- g. Designation of the BUDC representative to whom communications regarding the RFP should be directed.

6. Contents of Requests for Qualifications (RFQ).

For all procurements under this Policy that require an RFQ, the following information shall be included in the solicitation:

- a. The scope of services desired;

- b. Criteria to be used in evaluating qualifications and the requirements that must be fulfilled;
- c. Insurance requirements, if applicable;
- d. M/WBE goals; and
- e. Designation of the BUDC representative to whom communications regarding the RFQ should be directed.

C. Erie County Businesses and Minority & Women Owned Enterprises.

It is the goal of BUDC to provide opportunities for the purchase of goods and services from (i) business enterprises located in Erie County and (ii) certified minority and/or women-owned business enterprises. To that end, BUDC will utilize available lists of M/WBE businesses certified by Erie County and/or State of New York and use its best efforts to solicit proposals from such businesses by notifying them of opportunities to submit proposals for goods or services when practical. In addition, where the procurement of a specific good or service is to be accomplished using funds other than the funds of BUDC or its affiliates, BUDC shall comply with all M/WBE goals and other M/WBE requirements applicable to such funding.

D. Effect on Other Procurement Requirements.

Where the procurement of a specific good or service is to be accomplished using funds other than the funds of BUDC and such funding sources specify different or more restrictive procurement requirements than are provided for in this Policy, the procurement requirements of the funding source will supersede the requirements of this Policy.

In those instances where BUDC is a recipient of federal funds which it will use to pay for goods or services, the procurement provisions set forth in 2 C.F.R. §200.318 et seq. shall apply, including procurement requirements applicable to goods or services that exceed \$150,000 in value (as such amount is adjusted in accordance with 48 C.F.R. Section 2.101). For procurements using federal funds, BUDC shall include in its contract with the vendor or contractor the applicable contract provisions set forth in Appendix II to Part 200 of Title 2 of the Code of Federal Regulations, or any successor regulation or appendix.

E. Professional Services.

Contracts for professional services involve the application of specialized expertise, the use of professional judgment, or a high degree of creativity. Professional services include services which require special education and/or training, license to practice or are creative in nature. Examples are: lawyers, doctors, accountants, and engineers. Furthermore, professional service contracts often involve a relationship of personal trust and confidence. Procurement of professional services in an amount up to \$25,000 is not subject to the solicitation procedures contained in Sections B(1)(a) and (b) of this Policy. Procurement of professional services in an amount greater than \$25,000

shall be made through a written Request for Proposal (RFP) or a Request for Qualifications (RFQ) process.

F. Procurement of Insurance.

Procurement of Insurance Brokerage services is subject to this Policy as a professional service. Notwithstanding the foregoing, actual insurance policies procured are not subject to the requirements of this Policy.

G. Procurement Lobbying.

BUDC shall follow the applicable provisions of the New York Procurement Lobbying Law (State Finance Law §§ 139-j, 139-k)) for any contract or other agreement for an article of procurement involving an estimated annualized expenditure in excess of \$15,000.

H. Reporting Requirements.

Procurements are intended to be made for no greater than the fair market value of the asset procured. In the event circumstances exist in which the acquisition of an asset is made where the contract price to be paid by BUDC exceeds the fair market value of the asset, BUDC shall include in its annual report required by Section 2800(2) of the Public Authorities Law a detailed explanation of the justification for making the purchase and a certification by the President and Chief Financial Officer of BUDC that they have reviewed the terms of the acquisition and determined that it complies with applicable law and this Policy.

I. Approval Thresholds.

The following approval thresholds shall apply to the procurement of all goods and services, except those procurements made under Section B(2)(d) and (e):

1. The President and Executive Vice President of BUDC are each authorized to procure goods and services in an amount up to \$10,000. Prior to procuring such goods or services, the President or Executive Vice President shall confer with the Treasurer to confirm that the proposed expenditure is within budgetary limits. The President or Executive Vice President shall report the procurement of goods and services at the next Board of Directors meeting following the date of procurement.
2. The Audit and Finance Committee, Downtown Committee and Real Estate Committee, as applicable, are each authorized to approve the procurement of goods and services greater than \$10,000, but not in excess of \$25,000. Prior to procuring such goods or services, the President and applicable committee chair shall confer with the Treasurer to confirm that the proposed expenditure is within budgetary limits. The President or Executive Vice President shall report the procurement of goods and

services authorized by the applicable committee at the next BUDC Board of Directors meeting following the date of procurement.

3. The procurement of goods and services in an amount greater than \$25,000 shall require the approval of the BUDC Board of Directors. By resolution, the Board may delegate to BUDC executive staff or a committee of the Board the authority to procure goods or services in an amount greater than \$25,000 without Board approval.

J. Annual Review.

This Policy shall be annually reviewed and approved by BUDC's Board of Directors.

Adopted: 7/7/2009

Amended & Adopted: 6/8/2010

Re-adopted: 3/29/2011

Re-adopted: 3/27/2012

Re-adopted: 2/26/2013

Amended and Adopted: 3/31/2015

Re-adopted: 3/29/2016

Re-adopted: 3/28/2017

Amended & Adopted: 3/27/2018

Re-adopted: 3/26/2019

Re-adopted: 3/31/2020

Re-adopted: 3/30/2021

Re-adopted: 3/29/2022

SCHEDULE A
Procurement Tracking Form

Buffalo Urban Development Corporation

95 Perry Street | Buffalo, NY 14203 | Phone: 716-856-6525 | Fax: 716-856-6754

Procurement Tracking Form

Original Solicitation Date: _____

Procurement Category: ☐ Goods/Services

Procurement Description: _____ ☐ Professional Services

Approving Party (§ 1, 1-3): ☐ President ☐ Executive Vice President ☐ BUDC Committee ☐ Board of Directors

Vendor Selected: _____

Is Vendor an M/WBE? ☐ Yes ☐ No If Yes, Specify type: _____ Contract Price: _____

Date Awarded: _____ Source of Funds: _____

If A Procurement Exception Applies, Please Explain (§ B(2)(a-i)):

(e.g., Emergency, Time Sensitive Opportunity, Sole Source, Single Source, etc.)

Reporting Procedure (§ 1, 1-3)

Procurement Report Delivered to: _____

☐ Board of Directors ☐ N/A

Date of Report (Meeting): _____

Quotations/Proposals Received:

#	Vendor	Type of Solicitation (§ B(1)(a-d))	Amount
1		<input type="radio"/> RFP/RFQ/Written Proposal <input type="radio"/> Written <input type="radio"/> Verbal	
2		<input type="radio"/> RFP/RFQ/Written Proposal <input type="radio"/> Written <input type="radio"/> Verbal	
3		<input type="radio"/> RFP/RFQ/Written Proposal <input type="radio"/> Written <input type="radio"/> Verbal	
4		<input type="radio"/> RFP/RFQ/Written Proposal <input type="radio"/> Written <input type="radio"/> Verbal	
5		<input type="radio"/> RFP/RFQ/Written Proposal <input type="radio"/> Written <input type="radio"/> Verbal	
6		<input type="radio"/> RFP/RFQ/Written Proposal <input type="radio"/> Written <input type="radio"/> Verbal	

Was Lowest Cost Proposal Selected? ☐ Yes ☐ No

If No, Please Explain (§ B(3)(a-h)):

[Section ("§") references in this form refer to sections of the BUDC Amended and Restated Procurement Policy]

BUFFALO URBAN DEVELOPMENT CORPORATION

Procurement Procedures Applicable to the Expenditure of Federal Funds

ARTICLE I **Scope**

1.1 The procurement of goods and services made by Buffalo Urban Development Corporation or any of its affiliates or subsidiaries (“**BUDC**”) involving the expenditure by BUDC of federal funds will be undertaken in accordance with the procurement procedures set forth herein (the “**Policy**”) and the applicable provisions of 2 CFR Sections 200.318 through 200.326. All other procurements (i.e., those made with non-federal funds) shall be made in accordance with the BUDC procurement policy then in effect.

ARTICLE II **Procurement Standards**

2.1 All procurements subject to this Policy are to be undertaken in a manner that provides for full and open competition consistent with the standards set forth in 2 CFR Section 200.319. Regardless of the procurement method utilized, BUDC may only award contracts to responsible contractors or vendors possessing the ability to perform successfully under the terms and conditions of the procurement. Consideration will be given to such matters as contractor/vendor integrity, compliance with public policy, record of past performance and financial and technical resources in awarding contracts.

2.2 Solicitations will contain a clear and accurate description of the technical requirements for the material, product, or service to be procured and will identify all requirements that the bidders must fulfill and all other factors that will be used by BUDC in evaluating bids or proposals. In addition, BUDC will ensure that all solicitations include enough qualified sources to ensure maximum open and free competition.

2.3 In order to ensure objective contractor/vendor performance and eliminate unfair competitive advantages, contractors/vendors that develop or draft specifications, requirements, statements of work, invitations for bids, or requests for proposals will be excluded from competing for such procurements.

2.4 Solicitations will not contain features that unduly restrict competition. Some examples of situations considered under federal regulations to be restrictive of competition include, but are not limited to, the following:

- Placing unreasonable requirements on firms in order for them to qualify to do business with BUDC;
- Requiring unnecessary experience and excessive bonding;
- Non-competitive pricing practices between firms or between affiliated companies;
- Executing non-competitive contracts with consultants that are on retainer contracts
- Specifying only a “brand name” product instead of allowing “an equal” product to be offered; and
- Any arbitrary action in the procurement process.

2.5 In undertaking procurements, BUDC shall avoid the acquisition of unnecessary or duplicative items. Consideration should be given to consolidating or breaking out procurements to obtain a more economical purchase. Where appropriate, an analysis will be made of lease versus purchase alternatives, and any other appropriate analysis to determine the most economical approach to procuring the specific good or service.

2.6 Contracting with Small and Minority Businesses, Women's Business Enterprises, and Labor Surplus Area Firms. In accordance with 2 CFR Section 200.321, BUDC will take affirmative steps to assure that minority businesses, women's business enterprises, and labor surplus area firms are used when possible. These affirmative steps include the following:

- Placing qualified small and minority businesses and women's business enterprises on BUDC's solicitation lists;
- Assuring that BUDC solicits small and minority businesses and women's business enterprises whenever they are potential sources;
- When economically feasible, dividing total project requirements into smaller tasks or quantities to permit maximum participation by small and minority businesses and women's business enterprises;
- Establishing delivery schedules, where the requirement permits, which encourage participation by small and minority businesses and women's business enterprises;
- Using the services and assistance, as appropriate, of organizations such as the Small Business Administration and the Minority Business Development Agency of the United States Department of Commerce; and
- Requiring the prime contractor, if subcontracts are to be let, to take the above affirmative steps.

ARTICLE III **Methods of Procurement**

3.1 Methods. In accordance with 2 CFR Section 200.320, BUDC shall procure good and services utilizing one of the following methods: (i) micro-purchase procedures; (ii) small purchase procedures; (iii) procurement by competitive proposals; or (iv) procurement by competitive sealed bids. In addition, BUDC may procure goods and services without competition under the circumstances set forth in Section 3.6.

3.2 Micro-purchases (2 CFR Section 200.67). Micro-purchases involve the acquisition of goods or services that in the aggregate, cost no more than the Micro-Purchase Threshold, as such threshold is set forth in 2 CFR Section 200.67 (currently \$10,000). Micro-purchases may be made without soliciting competitive quotations, provided that the BUDC President considers the price to be reasonable, and such determination is documented in the record of procurement.

3.3 Small Purchases (2 CFR Section 200.68). Small purchases involve the acquisition of goods or services that cost no more than the Simplified Acquisition Threshold, as such threshold is set forth in 2 CFR Section 200.68 (currently \$250,000). For small purchases, BUDC will obtain written price or rate quotations from an adequate number of qualified sources, which generally will involve soliciting written price or rate quotations from a minimum of two (2) vendors.

3.4 Procurement through Competitive Proposals. As provided in 2 CFR Section 200.320(d), the competitive proposals method of procurement is normally conducted with more than one source submitting an offer and either a fixed price or cost-reimbursement type contract is awarded. It is generally used when conditions are not appropriate for the use of sealed bids. When the competitive proposal method is used, the following requirements apply:

- Requests for proposals (RFP) must be publicized and identify all evaluation factors and their relative importance;
- Proposals must be solicited from an adequate number of qualified sources—three proposals will generally be deemed adequate;
- BUDC will utilize a documented method for conducting technical evaluations of the proposals received and for selecting recipients;
- Contracts will be awarded to the responsible firm whose proposal is most advantageous to BUDC, with price and other factors considered.

BUDC may use competitive proposal procedures for qualifications-based procurement of architectural/engineering (A/E) professional services whereby competitors' qualifications are evaluated and the most qualified competitor is selected, subject to negotiation of fair and reasonable compensation. This method, where price is not used as a selection factor, can only be used in procurement of A/E professional services. It cannot be used to purchase other types of services though A/E firms are a potential source to perform such services.

3.5 Procurement by Sealed Bids. BUDC may procure goods and services through the use of a competitive sealed bid process. Where sealed bid procurement is used, bids must be publicly solicited with a firm fixed-price contract (lump sum or unit price) to be awarded to the responsible bidder whose bid is the lowest in price while conforming to all material terms and conditions of the solicitation.

3.5.1 Construction Services. As provided in 2 CFR Section 200.320, the competitive sealed bid method of procurement is the preferred method of procuring construction services, if the following conditions apply: (A) a complete, adequate, and realistic specification or purchase description is available; (B) two or more responsible bidders are willing and able to

compete effectively for the business; and (C) the procurement lends itself to a firm fixed price contract and the selection of the successful bidder can be made principally on the basis of price.

Where sealed bids are used, the following requirements apply:

- Bids must be solicited from a sufficient number of known suppliers who are given adequate response time prior to the date set for opening the bids;
- The invitations for bids must define the items or services in order for the bidder to properly respond;
- All bids should be opened at the time and place identified in the invitation for bids;
- A firm fixed price contract will be made in writing to the lowest responsive and responsible bidder; and
- Any or all bids may be rejected if there is a sound documented reason for doing so.
- Bid bonds, performance bonds and payment bonds are required as provided in 2 CFR Section 200.325.

3.6 Procurements without Competition. BUDC may procure goods or services without competition when one or more of the following circumstances apply:

- The good or service being procured is available only from a sole source;
- The public exigency or emergency nature of the procurement will not permit a delay resulting from a competitive solicitation;
- The federal awarding agency or pass-through entity expressly authorizes non-competitive proposals in response to a written request from BUDC; or
- After solicitation of a number of sources, competition is determined by BUDC to be inadequate.

ARTICLE IV

Contracts; Incorporation of Federal Contract Provisions

4.1 All contracts entered into by BUDC shall contain the applicable provisions set forth in Appendix II to 2 CFR Part 200, or any successor regulation or appendix. BUDC shall undertake such cost or price analysis as may be required in accordance with 2 CFR Section 200.323. Time and materials contracts are discouraged and shall be utilized only in compliance with the provisions of 2 CFR 200.318(j)(i).

ARTICLE V

Records of Procurement Transactions

5.1 BUDC will maintain records of all procurements made pursuant to this Policy. Such records shall include, at a minimum, a written report with relevant source documents setting forth the rationale for the method of procurement selected, the type of contract, the basis

for contractor selection or rejection, and the basis for the contract price. Source documents for purposes of this Article shall include receipts, purchase orders, invoices, RFP/RFQ data and bid documents. These documents will be maintained for such period of time as the federal award or sub-grant requires, or if no such period is specified, in accordance with BUDC records retention policies.

ARTICLE VI

Conflicts of Interest

6.1 No employee, director, officer or agent of BUDC may participate in the selection, award or administration of a contract supported by a federal award if he or she has a real or apparent conflict of interest. Such a conflict of interest would arise when the employee, director, officer, or agent, any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in or a tangible personal benefit from a firm considered for a contract. In the event that a conflict of interest, real or apparent, exists, the employee, director officer, or agent of BUDC shall notify the appropriate official(s) of BUDC, and such conflict of interest shall be processed in accordance with the provisions of the BUDC Code of Ethics.

6.2 No employee, director, officer or agent of BUDC shall solicit or accept gratuities, favors, or anything of monetary value from current or prospective consultants, contractors, vendors in connection with any federal procurements made under this Policy. For purposes of this Section, "gratuities, favors, or anything of monetary value" shall include money, services, loans, travel, entertainment, hospitality or any financial transaction on terms not available to the general public, but shall not include normal hospitality or promotional materials if such hospitality or materials do not exceed \$100.00 in value and are not received in circumstances in which it might reasonably be inferred that they were given with intention to influence or reward an employee, director, officer or agent of BUDC in relation to the performance of their duties.

6.3 Any BUDC employee, director, officer, or agent who knowingly and deliberately violates the provisions of this Article may be subject to disciplinary action up to and including termination or employment or removal from the board or office. Any contractor or potential contractor who knowingly and deliberately violates these provisions will be barred from future transactions with BUDC.

ARTICLE VII

Contract Approval Thresholds

7.1 The approval thresholds set forth in Section (I) of the BUDC Procurement Policy shall be applicable to the procurement of all goods and services made under this Policy, other than emergency procurements made pursuant to Section 3.6.

ARTICLE VIII
Amendments

8.1 This Policy may be amended from time to time by the BUDC Board of Directors.

Adopted: October 27, 2020

Re-adopted: March 30, 2021

Re-adopted: March 29, 2022

Item 7 C

BUFFALO URBAN DEVELOPMENT CORPORATION

Property Disposition Guidelines

The Buffalo Urban Development Corporation (“BUDC”) is required by Section 2896 of the Public Authorities Law to adopt by resolution comprehensive guidelines regarding the use, awarding, monitoring and reporting of contracts for the disposal of Property (as defined herein). The following guidelines (the “Guidelines”) are adopted pursuant to such requirement and are applicable with respect to the use, awarding, monitoring and reporting of all Property Disposition Contracts which are (i) entered into by BUDC or (ii) solicited or awarded by BUDC on behalf of any subsidiary of BUDC (a “BUDC Subsidiary”).

ARTICLE I DEFINITIONS

1. “Contracting Officer” shall mean the officer of BUDC who shall be appointed by resolution of the Board of Directors of BUDC to be responsible for the disposition of Property.
2. “Dispose” or “disposal” or “disposition” shall mean the transfer of title or any other beneficial interest in Property from BUDC or a BUDC Subsidiary to any unrelated third party.
3. “Property” shall mean personal property in excess of Five Thousand Dollars (\$5,000.00) in value, real property, or any other legally transferable interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.
4. “Property Disposition Contracts” shall mean written agreements for the sale, lease, transfer or other disposition of Property from BUDC or a BUDC Subsidiary to any unrelated third party.
5. “Real Property” shall mean real property and interests therein.

ARTICLE II APPOINTMENT AND DUTIES OF CONTRACTING OFFICER

A. Appointment

The Contracting Officer shall be an officer of BUDC appointed by the Board of Directors who is responsible for the supervision and direction over the custody, control and disposition of

Property and responsible for BUDC's compliance with and enforcement of these Guidelines. The Executive Vice President of BUDC shall be the Contracting Officer for purposes of these Guidelines.

B. Duties

The duties of the Contracting Officer shall include the following:

1. Maintaining adequate inventory controls and accountability systems for all Property under BUDC's control.
2. Periodically conducting an inventory of Property to determine which Property may be disposed of.
3. Preparing an annual written report of all Property. Each report shall include a list of all Real Property, a full description of all real and personal property disposed of during the reporting period, the price received and the name of the purchaser for all Property sold during each reporting period. Each report shall be completed and delivered to the New York State Comptroller, the Director of the Budget, the Commissioner of General Services and the New York State Legislature no later than ninety (90) days following the completion of BUDC's fiscal year.
4. Disposing of Property as promptly as possible in accordance with these Guidelines, as directed by BUDC.

ARTICLE III
PROPERTY DISPOSITION REQUIREMENTS

A. Method of Disposition

1. Subject to such exceptions and/or requirements set forth in these Guidelines, in the event that BUDC or a BUDC Subsidiary determines to dispose of any of its Property, BUDC shall endeavor to dispose of such Property for at least the fair market value of the Property. The disposition of Property may be made by sale, exchange, or transfer, for cash, credit or other Property, with or without warranty, and upon such terms and conditions as are determined by BUDC to be appropriate and reasonable and consistent with these Guidelines.
2. No disposition of Real Property, or any interest in Real Property, may be made unless an appraisal of the value of such Real Property has been made by an independent appraiser and included in the record of the transaction. In addition, no disposition of any personal property, which because of its unique nature or the unique circumstances of the proposed transaction is not readily valued with reference to an active market for similar property, shall be made without an independent appraisal.

B. Award and Approval of Property Disposition Contracts

1. Compliance with Guidelines; Approval Requirements. All dispositions of Property shall be conducted in accordance with these Guidelines by or under the supervision of the Contracting Officer. Any proposed dispositions of real property shall be presented to the BUDC Real Estate Committee for consideration, and if approved by said committee, shall be submitted to the BUDC Board of Directors for approval or other appropriate action.

2. Disposition by Public Bid.

(a) All Property Disposition Contracts may be made only after publicly advertising for bids, unless the criteria set forth in Article III(B)(3) below has been satisfied for such contracts to be made by negotiation or public auction.

(b) Whenever public advertising for bids is required, (i) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions, as shall permit full and free competition consistent with the value and nature of the Property; (ii) all bids shall be publicly disclosed at the time and place stated in the advertisement; and (iii) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to BUDC and New York State, price and other factors considered.

(c) Any public bid for the disposition of Property may be rejected, refused, or declined by BUDC or the Contracting Officer on any basis or ground allowable at law.

3. Disposition by Negotiated Sale/Public Auction. The following dispositions are exempt and excepted from the public bidding requirements set forth above in Article III(B)(2) and may be consummated through a negotiated sale or by public auction:

(a) Below Market Dispositions. BUDC may dispose of Property for less than the fair market value of the Property under the circumstances set forth in Article III(B)(5) of these Guidelines.

(b) Disposition of Certain Personal Property. BUDC may dispose of personal property where such personal property has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significance, rarity, or other quality or similar effect, that would tend to increase its value, or if the personal property is to be sold in such quantity that, if it were disposed of through public advertisement and bidding, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation.

(c) Disposition of Low FMV Property. BUDC may dispose of Property the fair market value of which does not exceed Fifteen Thousand Dollars (\$15,000.00).

(d) Disposition Following Receipt of Unacceptable Bid Prices. BUDC may dispose of Property where the bid prices received by BUDC after public advertising are not

commercially reasonable (either as to all or some part of the Property) as determined by BUDC in its sole discretion.

(e) Disposition to New York State. BUDC may dispose of Property to New York State or any political subdivision of New York State.

(f) Disposition Authorized by Law. BUDC may dispose of Property where such disposition is otherwise authorized by law.

4. Reporting Requirements Regarding Negotiated Dispositions.

(a) Preparation of Written Statements. The Contracting Officer shall prepare a written statement explaining the circumstances of each negotiated disposition of Property involving any of the following:

- (i) the negotiated disposition of personal property which has an estimated fair market value in excess of Fifteen Thousand Dollars (\$15,000.00);
- (ii) the negotiated disposition of Real Property that has an estimated fair market value in excess of One Hundred Thousand Dollars (\$100,000.00);
- (iii) the negotiated disposition of Real Property that will be disposed of by lease, if the estimated annual rent over the term of the lease is in excess of Fifteen Thousand Dollars (\$15,000.00); or
- (iv) the negotiated disposition of Real Property or real and related personal property where the same will be disposed of by exchange, regardless of value, or any Property any part of the consideration for which is Real Property.

(b) Submission of Written Statements. Written statements prepared pursuant to Article III(B)(4) shall be submitted to the New York State Comptroller, the Director of the Budget, the Commissioner of General Services and the State Legislature no later than ninety (90) days prior to the date on which the disposition of Property is expected to take place. The Contracting Officer shall maintain a copy of all written statements at BUDC's principal office.

5. Disposal of Property for Less Than Fair Market Value.

(a) No asset owned, leased or otherwise in the control of BUDC may be sold, leased or otherwise alienated for less than its fair market value unless such disposition meets one of the following requirements:

(i) The transferee is a government or other public entity, and the terms and conditions of the disposition require that ownership and use of the asset will remain with the government or any other public entity.

(ii) The purpose of the disposition is within BUDC's corporate purpose, mission or its governing statute.

(b) In the event that BUDC seeks to dispose of an asset for less than its fair market value and neither of the circumstances set forth in Section 5(a)(i) and (ii) are applicable, then BUDC shall provide written notification of the proposed disposition to the Governor, the Speaker of the Assembly and the temporary President of the Senate, and such proposed disposition shall be subject to approval or denial by the Governor, the Senate or the Assembly in accordance with the provisions set forth in the Section 2897 (7) of the Public Authorities Law.

(c) In the event a below fair market value disposition is proposed, the following information shall be provided to the BUDC Board of Directors and to the public:

(i) A full description of the asset;

(ii) An appraisal of the fair market value of the asset and any other information establishing the fair market value that may be sought by the Board;

(iii) A description of the purpose of the disposition and a reasonable statement of the kind and amount of the benefit to the public resulting from the disposition, including but not limited to the kind, number, location, wages or salaries of jobs created or preserved as required by the disposition, the benefits, if any, to the communities in which the asset is situated as are required by the disposition;

(iv) A statement of the value to be received compared to the fair market value;

(v) The names of any private parties participating in the disposition, and if different than the statement required by paragraph (iv) above, a statement of the value to the private party; and

(vi) The names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used.

(d) Before authorizing the disposition of any property for less than fair market value, the BUDC Board of Directors shall consider the information described in 5(c) above and make a written determination that there is no reasonable alternative to the proposed below market disposition that would achieve the same purpose as the proposed disposition.

ARTICLE IV

GENERAL PROVISIONS

A. Annual Review and Submission of Guidelines

These Guidelines shall be annually reviewed and approved by the BUDC Board of Directors. On or before the 31st day of March of each year, BUDC shall file with the New York State Comptroller a copy of the most recently reviewed and adopted guidelines, including the name of the Contracting Officer, and shall post the Guidelines on BUDC's website. Guidelines posted on BUDC's website shall be maintained at least until the Guidelines for the following year are posted on BUDC's website.

B. Effect of Awarded Contracts

These Guidelines are intended for the guidance of the officers, directors and employees of BUDC and its Subsidiaries only. Nothing contained herein is intended or shall be construed to confer upon any person, firm or corporation any right, remedy, claim or benefit under, or by reason of, any requirement or provision hereof, or be deemed to alter, affect the validity of, modify the terms of or impair any contract or agreement made or entered into in violation of, or without compliance with, these Guidelines. Without limiting the generality of the preceding sentence, any deed, bill of sale, lease, or other instrument executed by or on behalf of BUDC or a BUDC Subsidiary, purporting to transfer title or any other interest in Property shall be conclusive evidence of compliance with these Guidelines insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of compliance with these Guidelines prior to the closing.

C. Effective Date; Amendments.

These Guidelines shall be effective upon the affirmative vote of the Board of Directors of the Corporation and may be amended upon affirmative vote of a majority of the Board of Directors.

Effective Date: November 30, 2006

Amended: March 2, 2010

Re-Adopted: March 29, 2011

Re-Adopted: March 27, 2012

Re-adopted: February 26, 2013

Re-adopted: February 25, 2014

Re-adopted: March 31, 2015

Re-adopted: March 29, 2016

Re-adopted: March 28, 2017

Re-adopted: March 27, 2018

Re-adopted: March 26, 2019

Re-adopted; March 31, 2020

Re-adopted: March 30, 2021

Re-adopted: March 29, 2022

Item 7 D

BUFFALO URBAN DEVELOPMENT CORPORATION

GRANT ADMINISTRATION POLICY

A. Purpose.

This grant administration policy (the “Grant Administration Policy”) sets forth the requirements and procedures for the application, acceptance and administration of grant funding by Buffalo Urban Development Corporation or any of its subsidiary or affiliated companies (hereinafter “BUDC”).

B. Grant Application Procedures (Pre-Award).

1. Pre-Application Assessment.

BUDC staff is responsible for conducting a pre-application assessment in connection with potential grant funding. When pursuing grant funding opportunities, BUDC staff shall consider the following factors:

- a. Alignment with BUDC’s mission and purpose;
- b. Alignment with current or anticipated BUDC projects;
- c. Matching fund requirements, if any;
- d. Whether the grant funding includes a component that will pay or reimburse BUDC for administering the grant;
- e. Potential costs incurred by BUDC as a result of implementing the grant funding award; and
- f. Staffing capacity to administer the grant.

2. Application Submission.

Prior to submission of a grant application, the BUDC staff member(s) completing the application will ensure that the pre-application assessment factors noted in Section B(1) above have been evaluated and documented on the Pre-Application Grant Assessment, the form of which is attached hereto as Schedule A and made a part hereof. BUDC will retain a copy of the Pre-Application Grant Assessment in its file.

C. Grant Acceptance Procedures.

Upon BUDC’s receipt of a grant award, BUDC staff shall review the grant award notification and any grant agreements received and forward a copy of the same to BUDC legal

counsel. If a grant award contains matching fund requirements that were not previously budgeted for, BUDC staff will follow the procedures for acceptance outlined in Section C(1). For all other grant awards, BUDC staff will follow the applicable procedure outlined in Section C(2).

1. Grants Requiring Matching Funds.

The approval of the BUDC Board of Directors (the “Board”) shall be required for any grant award that contains a matching fund requirement.

2. Approval Thresholds for Grant Awards Without Matching Fund Requirements.

- a. The BUDC President and Executive Vice President are each authorized to accept grant awards on behalf of BUDC in an amount up to \$500,000 and to execute the applicable grant agreements. The President or Executive Vice President will report the acceptance of the grant award at the next BUDC Board meeting following the date of acceptance.
- b. The Audit & Finance Committee, Downtown Committee, and Real Estate Committee, as applicable, are each authorized to approve, on behalf of BUDC, the acceptance of grant awards greater than \$500,000 but not in excess of \$1,000,000. The President or Executive Vice President shall report the applicable committee’s acceptance of the grant award at the next BUDC Board meeting following the date of acceptance.
- c. The approval of the BUDC Board shall be required for grant funds greater than \$1,000,000.

D. Grant Administration.

Following the acceptance of grant funds in accordance with Section C, BUDC staff shall implement applicable mechanisms for compliance with any grant agreement requirements, including reporting obligations, recordkeeping, and monitoring.

BUDC staff should also identify whether the pass through of a grant award and its obligations is to be implemented through the execution of a subgrant agreement. Should a subgrant agreement be necessary, BUDC staff will seek authorization for entering into a subgrant agreement in accordance with the approval thresholds outlined in Section C.

E. Procedure for Receipt and Management of Individual Donations.

BUDC, as a 501(c)(3), tax-exempt organization is authorized to accept donations from individuals and entities. BUDC will not accept any donations that: (i) are for purposes outside of BUDC’s mission and purpose; (ii) is not permitted by any applicable law; (iii) would result in BUDC violating its Certificate of Incorporation, Bylaws, or any policy or procedure applicable to BUDC; (iv) would result in the potential revocation of its status as a 501(c)(3) tax-exempt organization; (v) would be too difficult or expensive to administer in relation to their value; or (vi)

would result in any other unacceptable consequence. Decisions regarding the acceptance or refusal of a donation shall be made by the President or Executive Vice President, in consultation with the Chair of the Audit & Finance Committee or the relevant BUDC committee Chair if there is a stated purpose to the donation.

BUDC shall maintain a record of any donations received, including the identity of such donors and will disclose the receipt of any donations to the Audit & Finance Committee and Board on a periodic basis.

F. Effective Date; Amendments.

This Grant Administration Policy shall be effective as of the date that the Board approved the policy by affirmative vote of a majority of the Board and may be amended upon the affirmative vote of a majority of the Board.

Adopted: September 27, 2022

Schedule A

Pre-Application Grant Assessment Form

See attached.

Buffalo Urban Development Corporation

Pre-Application Grant Assessment Form

Completed By: _____

Grant Name: _____

Associated BUDC Project: _____ Project Partner(s): _____

Description of Grant (including potential funding amount and grant source):

Does the Grant Contain a matching fund requirement? If yes, please describe. _____

Briefly describe how the Grant aligns with BUDC's mission and purpose and any current or future BUDC Projects:

Will the Grant, if awarded, require additional staffing or other in-kind services from BUDC? If yes, please describe.

What costs incurred by BUDC will the Grant, if awarded, cover and not cover?

If awarded, what impact will the Grant have on current BUDC staffing?

Item 7 E

BUFFALO URBAN DEVELOPMENT CORPORATION

CODE OF ETHICS

This Code of Ethics is adopted in accordance with Section 2824 of the Public Authorities Law and applies to all directors, officers and employees of the Buffalo Urban Development Corporation, its affiliated entities, and any other affiliated entities that may hereafter be established by BUDC (hereinafter collectively referred to as “BUDC”).

This Code of Ethics shall serve as a guide for official conduct and is intended to enhance the ethical and professional performance of BUDC’s directors, officers and employees and to preserve public confidence in BUDC’s mission.

ARTICLE I Standards of Conduct

1. No director, officer or employee of BUDC should accept other employment which will impair his or her independence of judgment in the exercise of his or her official duties.

2. No director, officer or employee of BUDC should accept employment or engage in any business or professional activity which will require him or her to disclose confidential information which he or she has gained by reason of his or her official position or authority.

3. No director, officer or employee of BUDC should disclose confidential information acquired by him or her in the course of his or her official duties nor use such information to further his or her personal interests.

4. No director, officer or employee of BUDC should use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself or herself or for others.

5. No director, officer or employee of BUDC should engage in any transaction as representative or agent of BUDC with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his or her official duties.

6. No director, officer or employee of BUDC should by his or her conduct give reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties, or that he or she is affected by the kinship, rank, position or influence of any party or person.

7. Each director, officer and employee of BUDC should abstain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by him or her or which will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest.

8. Each director, officer or employee of BUDC should endeavor to pursue a course of conduct which will not raise suspicion among the public that he or she is likely to be engaged in acts that are in violation of his or her trust.

ARTICLE II

Conflicts of Interest

1. Purpose. The purpose of this Article is to protect BUDC when it is considering entering into a transaction or arrangement that might benefit the private interest of a Related Party, and to set forth procedures for handling potential or actual Conflicts of Interest and Related Party Transactions.

2. Definitions.

“Conflict of Interest.” A Conflict of Interest exists if an outside interest or activity influences (or reasonably appears to influence) the ability of an individual to exercise objectivity, impairs the individual’s ability or independence in fulfilling his or her duties to BUDC or reasonably tends to conflict with the proper discharge of his or her duties to BUDC.

“Financial Interest.” An individual has a Financial Interest if the individual has, directly or indirectly, through business, investment, or a Relative:

- (i) An ownership or investment interest in any entity with which BUDC has a transaction or arrangement;
- (ii) A compensation arrangement with BUDC or with any entity or individual with which BUDC has a transaction or arrangement;
or
- (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which BUDC is negotiating a transaction or arrangement.

“Key Person” means any person, other than a director or officer, whether or not an employee of BUDC, who: (i) has responsibilities, or exercises powers or influence over BUDC as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages BUDC, or a segment of BUDC that represents a substantial portion of the activities, assets, income or expenses of BUDC; or (iii) alone or with others controls or determines a substantial portion of BUDC’s capital expenditures or operating budget.

“Related Party” means: (i) any director, officer or Key Person of BUDC or any affiliate of BUDC; (ii) any Relative of any director, officer or Key Person of BUDC or any affiliate of BUDC; or (iii) any entity in which an individual described in clauses (i) or (ii) of this paragraph has a thirty five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

“Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a Financial Interest and in which BUDC or any affiliate of BUDC is a participant, except that a transaction shall not be a Related Party Transaction if: (i) the transaction or the Related Party’s Financial Interest in the transaction is de minimis, or (ii) the transaction would not customarily be reviewed by the BUDC Board of Directors or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms.

“Relative” of an individual means his or her (i) spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren.

3. Procedures for Disclosure and Resolution of Conflicts of Interest.

(a) Promptly upon learning of the existence of an actual or potential Conflict of Interest and/or Related Party Transaction, the individual (the “Interested Person”) shall disclose the matter and his or her Financial Interest, if applicable. Disclosure shall be made orally at a meeting of the Board or any committee thereof, or by written or electronic communication to the BUDC Ethics Officer or BUDC legal counsel.

- (i) If disclosure is made at a meeting of the Board, the Board shall:
 - (A) determine whether a Conflict of Interest and/or Related Party Transaction exists; or
 - (B) direct the matter to the BUDC Governance Committee for such determination.

- (ii) If disclosure is made at a meeting of any BUDC committee or to the BUDC Ethics Officer or BUDC legal counsel, the matter will be referred to the Governance Committee for determination of whether a Conflict of Interest and/or Related Party Transaction exists.

(b) The Interested Person shall, at the request of the Board or the Governance Committee, as applicable, explain the circumstances of the actual or potential Conflict of Interest and/or Related Party Transaction. The Interested Person shall not, however, be present at, participate in, or attempt to influence the Board or Governance Committee deliberation or vote regarding whether a Conflict of Interest and/or Related Party Transaction exists.

- (i) If the Board or the Governance Committee, as applicable, determines that the agreement, transaction or arrangement is a Related Party Transaction, then the Board or the Governance Committee shall follow the procedures for Related Party Transactions set forth in Section 4 of this Article.
- (ii) If the Board or the Governance Committee, as applicable, determines that a Conflict of Interest exists, but the agreement, transaction or arrangement does not constitute a Related Party Transaction, then the Board or the Governance Committee may proceed with its consideration of the transaction, provided however, that the Interested Person shall abstain from deliberation and voting regarding the transaction.
- (iii) If the Board or the Governance Committee, as applicable, determines that a Conflict of Interest does not exist, then the Board or the Governance Committee may proceed with its consideration of the transaction, and the Interested Person may participate in the deliberation and voting regarding the transaction.
- (iv) The existence and resolution of the potential Conflict of Interest and/or Related Party Transaction shall be documented in the minutes of the meeting(s) at which the matter was discussed and voted upon.

4. Related Party Transactions.

(a) BUDC may enter into a Related Party Transaction only if the Board or the Governance Committee determines that the transaction is fair, reasonable and in BUDC's best interest at the time of such determination (such determination shall be

documented in the minutes of the meeting at which the Related Party Transaction was approved); provided, however, that prior to entering into the transaction, the Board or the Governance Committee shall consider alternatives to the extent available.

(b) Related Party Transactions shall be approved by not less than a majority vote of the Board or the Governance Committee, as applicable (not counting the Interested Person for purposes of voting or quorum). The Board or Governance Committee shall contemporaneously document in the meeting minutes the basis for approval, including its consideration of alternative transactions.

5. Annual Disclosure. Prior to the initial election of any director or officer, and annually thereafter, he or she shall complete, sign and submit to the Secretary a written statement identifying, to the best of his or her knowledge, any entity of which he or she is an officer, director, trustee, member, owner (either as a sole proprietor or as partner), or employee, and with which BUDC has a relationship, and any transaction in which he or she might have a conflicting interest. Compliance with the financial disclosure requirements of the City of Buffalo, if so applicable, shall be deemed compliance with the requirements of this Section.

ARTICLE III

Ethics Officer

The Executive Vice President of BUDC shall serve as the Ethics Officer. In the event of a vacancy, the BUDC Governance Committee Chair shall serve as the Ethics Officer until such time as the BUDC Board appoints a successor.

The Ethics Officer shall report to the Board. The Ethics Officer shall have the duties set forth below, and such other duties as may be prescribed by the Board:

1. Advise in confidence each director, officer or employee of BUDC who seeks guidance regarding ethical behavior.
2. Receive and investigate complaints about possible violations of this Code of Ethics.
3. Dismiss complaints found to be without substance.
4. Prepare investigative reports of his or her findings to be submitted for action by the Chair or the Board.

ARTICLE IV

Reporting Unethical Behavior; Whistleblower Policy

In accordance with Title 12 of Article 9 of the Public Authorities Law, BUDC has adopted a Whistleblower Policy to afford certain protections to individuals who, in good

faith, report violations of the Code of Ethics or other instances of potential wrongdoing within BUDC. The Whistleblower Policy provides BUDC directors, officers, and employees with a confidential means to report credible allegations of misconduct, wrongdoing, or unethical behavior and to protect those individuals, when acting in good faith, from personal or professional retaliation. Any director, officer or employee who seeks to report a violation of the Code of Ethics or other instances of potential wrongdoing should utilize the reporting procedures set forth in the Whistleblower Policy.

ARTICLE V

Implementation; Annual Review

This Code of Ethics shall be provided to all directors, officers and employees of BUDC upon commencement of employment or appointment and shall be reviewed annually by BUDC's Governance Committee.

Approved and Adopted: 6-2-2009
Reviewed by Governance Committee: 5-24-2010
Re-Adopted: 3-29-2011
Amended and Adopted: 3-27-2012
Re-adopted: 2-26-2013
Re-adopted: 2-25-2014
Amended and Adopted: 3-31-2015
Re-adopted: 3-29-2016
Amended and Adopted: 3-28-2017
Reviewed: 3-5-2018 (Governance Committee of the Board of Directors)
Reviewed: 3-13-2019 (Governance Committee of the Board of Directors)
Reviewed: 3-16-2020 (Governance Committee of the Board of Directors)
Reviewed: 3-4-2021 (Governance Committee of the Board of Directors)
Reviewed: 3-8-2022 (Governance Committee of the Board of Directors)

Item 7 F

Buffalo Urban Development Corporation (“BUDC”) and Affiliates

Travel, Conferences, Meals and Entertainment Policy

Objective:

The purpose of this Travel, Conferences, Meals and Entertainment Policy (Policy) is to outline the policies and procedures the Buffalo Urban Development Corporation will follow with respect to these and other related expenditures in accordance with Section 2824 of the Public Authorities Accountability Act of 2005.

Applicability:

This policy shall apply to the Buffalo Urban Development Corporation (“BUDC”) and any other affiliated entities that may be established by BUDC upon approval by the Board of Directors of the Corporation. This policy shall apply to every director, member, officer and employee of the Corporation.

General Guidelines:

It is the Corporation’s general policy to pay reasonable and necessary travel, conferences, meals and entertainment expenses incurred as a result of official business subject to the presentation of appropriate documentation.

Any exceptions or potential exceptions to this Policy must be submitted to the President (or in the case of the President to the Board Chair¹) for approval.

Section 1: Travel

1.1 Approval of Travel:

Travel involving overnight accommodation or travel outside of Western New York and Southern Ontario requires the approval of the President (or the Board Chair in the case of the President).

1.2 Personal Travel:

Personal Travel is **not** reimbursable. This exclusion applies to personal travel which interrupts official travel, or precedes or follows a business trip.

Personal expenses are not reimbursable even when incurred while on a Corporation trip. Examples of such excluded expenses are pet care, house, or child-care expenses and purchase or repair of personal luggage.

¹ If the Board Chair benefited from the expenditure then the Audit Committee Chair will approve the exception. If both the Board Chair and Audit Committee Chair benefited from the expenditure then the full Board of the Corporation must approve the exception.

1.3 Reimbursable Travel Expenses:

Where practical, employees should perform appropriate due diligence to obtain the lowest reasonable costs for travel expenses.

Transportation expenses shall be reimbursed based on an economical mode of transportation and the most commonly traveled route consistent with the authorized purpose of the trip.

Transportation tickets should be procured in advance in order to obtain any discounts offered by the carrier. Every reasonable effort should be made to cancel reservations on a timely basis to avoid no-show or late cancellation charges.

A. Automobile Travel

i) Personal Vehicle

Travelers may use their personal vehicle for business purposes if it is less expensive than renting a car, taking a taxi, or using alternative transportation, or if it saves time.

In most circumstances, mileage shall be computed as the distance traveled to the business destination. Mileage will be reimbursed at the prevailing IRS mileage rate reimbursement limits which are intended to cover the cost of fuel, depreciation, insurance, maintenance and other similar operating costs. Expenses related to the mechanical failure or accidents to personal cars are not reimbursable.

When utilizing a personal vehicle for business, travelers must maintain liability insurance on the vehicle in accordance with New York State requirements. The Corporation may periodically request proof of insurance from such travelers.

ii) Rental Cars

A vehicle may be rented when renting would be more advantageous to the Corporation than other means of commercial transportation, such as using a taxi. Advance reservations should be made whenever possible and a compact or economy model should be requested unless the itinerary, number of travelers or baggage support the choice of a larger vehicle. The traveler is responsible for obtaining the best available rate commensurate with the requirements of the trip. When the traveler uses a rental car also for a personal side trip, he or she is expected to pay the appropriate portion of both the per-diem and the mileage expense.

The Corporation's insurance company currently provides liability and physical damage coverage if a vehicle is rented in the Corporation's name in the U.S. or Canada. Therefore, if similar coverage is offered by the rental company, it should be declined in these circumstances.

iii) Miscellaneous Automobile-related Expenses

Charges for parking, ferries, bridges, tunnels, or toll roads while an individual is traveling on Corporation business will be reimbursed.

B. Air Travel

Whenever practical, travelers are expected to use tourist, economy, coach or “standard” accommodations for air travel. The Corporation discourages more than three employees traveling on the same flight.

Travelers may retain Corporation business frequent flyer mileage credits for personal use. However, air carrier selection cannot be biased by the traveler’s frequent flyer affiliation. The lowest cost air travel should take precedence after considering departure/arrival times and number of stops.

C. Surface Transportation Used in Lieu of Air Travel

If advance approval has been obtained, a traveler may use surface transportation for personal reasons even though air travel is the appropriate mode of transportation. The cost of meals and lodging, parking, mileage, tolls, taxis, and ferries incurred while in transit by surface transportation may be reimbursed. Such costs shall not exceed the cost of airfare, based on the cost of regular coach fare available for the location of travel from a standard commercial air carrier plus transportation costs to and from the airport.

D. Other Forms of Transportation

Rail, shuttle, subway or bus transportation may be used if it is convenient and less expensive than alternative transportation or it saves time. If a traveler’s destination is served by a regularly scheduled airline, the use of rail or bus transportation shall be reimbursed in accordance with the procedures specified under Surface Transportation in Lieu of Air Travel.

E. Food and Lodging

Lodging, meals, gratuities and related miscellaneous expenses while an individual is on travel status for the Corporation will be reimbursed in their actual, reasonable amounts when properly documented. Gratuities should generally not exceed 20% of the total bill and are reimbursable if a restaurant receipt is submitted. Generally, hotel housekeeping gratuities are reimbursable up to \$5 per day. Accommodations are expected to be comfortable and appropriate to the particular purpose of the trip-not luxurious or extravagant. Wherever possible, the Corporation’s New York State sales tax exemption should be claimed. Tax exemption letters are available from the Finance Department.

F. Miscellaneous Travel Expenses

Examples of miscellaneous travel expenses **that are reimbursable** are the following:

- Reasonable tips for baggage handling, etc.
- Business telephone or internet calls and occasional, reasonable personal calls.
- Highway and bridge tolls.
- Necessary parking fees.
- Small supplies on an emergency basis
- Fees for visas, passports, and inoculations are allowable when they are a specific and necessary condition of fulfilling a work assignment.

- Cab gratuities, generally not exceeding 20% of the total cost of the cab ride.

G. Travel Expenses Not Reimbursed

Expenses that are not reimbursable include:

- Lost or stolen tickets, cash, or personal property.
- Fines.
- Accident insurance premiums (the Corporation provides workers' compensation and accidental death and disability insurance to employees).
- Child, pet or house-sitting expenses.
- Penalties or fees for cancellation or change of discounted tickets when the cancellation or change came about from personal rather than Corporation choice.
- In-room movie or video game rentals.
- Hotel mini-bar charges.
- Dry cleaning (unless the Corporation requests that the traveler extends their regularly scheduled trip or when the traveler is away from home for more than six days).
- All costs pertaining to spouses, partners or other non-Corporation personnel accompanying the traveler
- Tobacco products

The above listings are not all-inclusive and items not listed will be reviewed on a case-by-case basis.

Section 2: Conferences and Seminars

Reimbursement of conference and seminar fees and related hotel and meal expenses will be limited to those reasonable, necessary, approved expenses which are reported in an Expense Report with supporting receipts or documentation. The Corporation will only reimburse reasonable meal and beverage expenses of guests when the purpose of the meeting is to discuss Corporation business. If this is the case, the Corporation requires that the traveler provide a listing of the guests whose costs are being reimbursed, their organization and title and the business purpose of the meeting.

If a conference registration fee includes an extra charge for social activities, such as site-seeing tours, golf outings, etc., these charges are considered personal expenses and will not be reimbursed.

Section 3: Dues of Professional or Technical Organizations

Dues for approved memberships in professional or technical organizations are reimbursable when they are related to the employee's job responsibilities.

Section 4: Meals & Entertainment

There are occasions when the Corporation may provide meals and light refreshments to Board or committee members, officers, employees, guests or visitors to support the mission of the Corporation. As with other Corporation expenditures, authorized officials must exercise prudent business judgment in reviewing proposed expenditures for meals and light refreshments based on their reasonableness and benefit to the Corporation and its mission. In addition, such expenditures should be cost effective and in accordance with the best use of Corporation administered funds.

Meals and entertainment costs of a spouse or partner will only be reimbursed if their presence serves a business purpose (such as if he or she has a significant role in the proceedings or makes an important contribution to the success of the event). Official functions to which spouses or partners are invited as a matter of protocol or tradition may be considered as bona fide business-related activities if their inclusion serves a legitimate business purpose.

4.1 Employee morale-building activities Exception

The cost of meals, light refreshments and entertainment for official employee morale-building activities that serve a Corporation business purpose may be reimbursed as an exception to this Policy. Examples of such occasions include a gathering to honor a departing employee who is retiring or who is separating from Corporation employment, employee recognition receptions, annual staff picnics, and holiday gatherings. Employee gifts and/or celebrations for milestone anniversaries (ex. 10, 15, 20, 25, etc.) are also allowed. Celebrations and/or cakes for employee birthdays or for Corporation interns are not reimbursable.

4.2 Entertainment Expenses Not Reimbursed

Expenses that **are not reimbursable** include:

- Entertainment expenses that are lavish or extravagant under the circumstances;
- Entertainment expenses for birthdays, weddings, anniversaries, or farewell gatherings (excluding the morale-building expenses referenced in section 4.1 above).
- Memberships/dues for private clubs, unless such membership is determined by the Board and/or Members to be appropriate for the conduct of Corporation business in accordance with its corporate purposes.
- Adult entertainment

Section 5: Advances

Cash advances are not generally provided because individuals who travel regularly on Corporation business are encouraged to use their personal credit cards to charge their travel expenses.

If hardship would result or for travelers without a personal credit card, cash advances can be obtained from the Finance department. To obtain an advance, the traveler must complete a "Request for Cash Advance" form which must be approved by both the CFO and President (or CFO and the Chair of the Audit Committee in the case of the President). Any excess of cash advances over allowable out-of-pocket costs must be promptly refunded to the Corporation.

Section 6: Reimbursement Approval

Reimbursement may be requested as soon as the individual has made the expenditure, completed their Expense Report and had it approved. Expense Reports must be approved by the President or Executive Vice President (or Chair of the Audit Committee in the case of the President). The individual approving the Expense Report should not have personally benefited from the expenditure. If the Corporation Chairperson benefited from the expenditure then the Audit Committee Chair must approve the Expense Report. If both the Corporation Chairperson and the Audit Committee Chair benefited from the expenditure then the Board or Members of the Corporation must approve the Expense Report.

In approving a request to reimburse an individual for expenditures authorized under this Policy, the approving authority must determine that:

- The expenditure serves a clear and necessary business purpose or benefit to the Corporation and its mission.
- The expenditure of funds is reasonable, cost effective, and in accordance with the best use of Corporation administered funds;
- Any alternatives that would have been equally effective in accomplishing the desired objectives were considered.

Individuals may not approve the reimbursement of their own expenses. In addition, an employee shall not approve the expenses of an individual to whom he or she reports either directly or indirectly.

Original, dated receipts or bills are required for hotel, car rental and airline expenditures and for any other item of expense exceeding \$25. Other out-of-pocket expenses should be listed by date, type, and purpose on the traveler's Expense Report.

If a required receipt is lost or unavailable, a written explanation of the circumstances must accompany the reimbursement request.

6.1 Expenses Charged directly to the Corporation

Certain expenses may be paid directly by the Corporation through check, ACH or other direct payment methods. Examples include such items as airline tickets, rental cars, accommodation and seminar registration fees. The fact that certain allowable business expenses may be paid directly by the Corporation does not relieve a traveler from complying with the substantiation requirements of this Policy (original

receipts, airline tickets and other supporting documentation must be attached and details provided regarding any guest costs).

Fees for membership in credit card reward programs where the beneficiary of the rewards is the individual are not reimbursable.

Section 7: Expenses in Foreign Currency

For expenses paid in foreign cash, the exchange rate at which the traveler bought the foreign currency applies, and a receipt for the purchase of that currency should be kept and attached to the Expense Report.

Section 8: Taxability of Reimbursements

In general, where the individual supplies a detailed accounting of bona fide business expenses to the employer, the amounts reimbursed are not taxable income to the traveler. It is therefore in the traveler's interest to carefully follow the Corporation's procedures for reporting and documenting expenses.

Section 9: Policy Exceptions

On rare occasions, exceptions to this policy may be required. Exceptions may only be made with prior written approval by the BUDC Board Chair or Vice Chair.

Attachments

Corporation Expense Report
Corporation Tax exemption letter
Corporation Cash Advance Form

Adopted: 4/17/07

Amended: 10/25/11

Amended and Adopted: 2/26/2013

Re-adopted: 2/25/2014

Re-adopted: 3/31/2015

Re-adopted: 3/29/2016

Re-adopted: 3/28/2017

Reviewed: 3/5/2018 (Governance Committee of the Board of Directors)

Reviewed: 3/13/2019 (Governance Committee of the Board of Directors)

Reviewed: 3/16/2020 (Governance Committee of the Board of Directors)

Reviewed: 3/4/2021 (Governance Committee of the Board of Directors)

Reviewed: 3/8/2022 (Governance Committee of the Board of Directors)