

**Minutes of the Meeting
of the
Audit & Finance Committee
of
Buffalo Urban Development Corporation**

**95 Perry Street
Buffalo, New York
March 19, 2026
9:00 a.m.**

Call to Order:

Committee Members Present:

Darby Fishkin
Grant Loomis
David J. Nasca

Committee Members Absent:

Janique S. Curry
Dennis M. Penman (attended via Zoom)

Officers Present:

Brandye Merriweather, President
Rebecca Gandour, Executive Vice President
Mollie M. Profic, Treasurer
Kevin J. Zanner, Secretary (via Zoom)

Others Present: James Bernard, BUDC Project Manager; Barbara A. Danner, Withum Smith+Brown, PC; Alexis M. Florczak, Hurwitz Fine P.C.; Brian Krygier, Director of IT, ECIDA; Caroline Mazzone, Withum Smith+Brown, PC; and Angelo Rhodes II, Northland Project Manager.

Roll Call – The meeting was called to order at 9:01 a.m. by Mr. Nasca, who served as chair of the meeting. A quorum of the Committee was present.

- 1.0 Approval of Minutes of the September 9, 2025 meeting** – The minutes of the September 9, 2025 joint meeting of the Audit & Finance Committee and Real Estate Committee were presented. Mr. Nasca made a motion to approve the meeting minutes. The motion was seconded by Ms. Fishkin and unanimously carried (3-0-0).

- 2.0 Northland Beltline Corridor – 631 Northland Brownfield Tax Credits Investor** – Ms. Gandour presented her March 19, 2026 memorandum regarding a proposal from the Bernstein Companies to syndicate New York State brownfield tax credits for the 631 Northland project. Ms. Gandour reviewed the proposed terms, timing and structure of the brownfields tax credit syndication. The syndication of these tax credits is anticipated to mitigate BUDC's bridge loan interest costs associated with the lengthy refund process, which was a challenge for the 683 Northland project.

Following a discussion, Ms. Fishkin made a motion to recommend that the Board of Directors authorize the following, on behalf of BUDC and on behalf of its affiliates, including 631 Northland LLC, which were formed for the purpose of facilitating the tax credits transaction: (i) approve the Bernstein Companies Term Sheet for New York Brownfield Tax Credits; and (ii) authorize the BUDC President or Executive Vice President to execute the Term Sheet and such other documents

and agreements in connection therewith, and to take such actions as may be reasonably necessary or appropriate to facilitate the receipt by BUDC and/or its affiliated entities of Brownfield Tax Credits for the 631 Northland redevelopment project. The motion was seconded by Mr. Loomis and unanimously carried (3-0-0).

3.0 Draft 2025 BUDC Audited Financial Statements – Ms. Danner and Ms. Mazzone presented the draft 2025 audited financial statements for BUDC. Ms. Danner began the presentation with a review of the draft Report to the Board of Directors and the management letter. She noted that no material weaknesses or control deficiencies were identified during the audit. There were no audit adjustments or uncorrected misstatements. Ms. Danner stated that Withum is issuing an unmodified (clean) opinion for BUDC. Ms. Danner provided an overview of the New Markets and historic tax credits unwind transactions that took place in 2025, including the collapse of the tax credit structures and entities that remain following the unwind transactions. The Committee discussed the unwind transactions and how to best present this information at the upcoming Board of Directors meeting.

Ms. Danner also noted that Withum conducted a Single Audit for fiscal year 2025 due to BUDC's expenditure of federal dollars for fiscal year 2025 surpassing the applicable monetary threshold. The Single Audit required additional review of grant funding and documentation. BUDC's agreements with the Great Lakes Commission were selected for this review, and the auditors found that BUDC was in compliance with all material requirements. Ms. Mazzone then presented an overview of the BUDC draft audited financial statements to the Committee. Mr. Nasca asked Ms. Danner and Ms. Mazzone regarding the sufficiency of internal controls and segregation of duties for the organization. Ms. Danner responded that internal controls are reviewed by the audit team to ensure there is a proper segregation of duties and noted that appropriate controls appear to be in place for BUDC.

At the conclusion of the discussion, Mr. Loomis made a motion to recommend that the Board of Directors accept the 2025 BUDC draft audited financial statements. The motion was seconded by Ms. Fishkin and unanimously carried (3-0-0).

4.0 Draft 2025 BBRF Audited Financial Statements – This information item was presented during item 3.0 of the meeting agenda.

5.0 Re-Adoption Items for Review

(a) Investment & Deposit Policy - Ms. Profic presented the BUDC Investment and Deposit Policy. No changes to the policy were proposed.

(b) Credit Card Policy – Ms. Profic presented the BUDC Credit Card Policy. No changes to the policy were proposed.

Mr. Nasca made a motion to recommend that the Board of Directors approve the Investment and Deposit Policy and Credit Card Policy as presented. The motion was seconded by Mr. Loomis and unanimously carried (3-0-0).

6.0 2025 BUDC Investment Report – Ms. Profic presented the 2025 Investment Report. Mr. Nasca made a motion to recommend that the Board of Directors approve the Investment Report in the form presented to the Committee. The motion was seconded by Ms. Fishkin and unanimously carried (3-0-0).

7.0 2025 Corporate Credit Card Usage Report – Ms. Profic presented the 2025 Corporate Credit Card Usage Report, the presentation of which is a requirement of the BUDC Credit Card Policy.

- 8.0 2025 Management’s Assessment of Internal Controls** – Ms. Profic reviewed with the Committee a two-page memorandum setting forth BUDC’s assessment of its management of the effectiveness of BUDC’s internal controls for 2025, including the controls in place with respect to payroll, cash disbursements, cash receipts and security of computer information and software.
- 9.0 2025 Audit & Finance Committee Self-Evaluation Update & Review** – Ms. Profic presented the 2025 Audit & Finance Committee self-evaluation. The Committee reviewed the self-evaluation and the 2025 activities of the Committee. No changes to the Committee self-evaluation were suggested. Mr. Loomis made a motion to approve the 2025 Audit & Finance Committee Self-Evaluation. The motion was seconded by Mr. Nasca and unanimously carried (3-0-0).
- 10.0 Audit & Finance Committee Charter Review** – Ms. Profic presented the Audit & Finance Committee Charter for review by the Committee. No changes to the charter were proposed.
- 11.0 Audit & Finance Committee Training** – Ms. Profic referred the Committee to a February 2026 Deloitte publication included in the meeting agenda packet entitled “*Audit Committee Priorities in the Year Ahead.*”
- 12.0 2025 Property Report Review** – Ms. Gandour presented the BUDC property report for the year ending December 31, 2025. The property report will be submitted to the Authorities Budget Office as part of the BUDC annual report.
- 13.0 Adjournment** – There being no further business to come before the Committee, on motion made by Ms. Fishkin, seconded by Mr. Loomis and unanimously carried, the March 19, 2026 meeting of the Audit & Finance Committee was adjourned at 10:12 a.m.

Respectfully submitted,



Kevin J. Zanner
Secretary