

Buffalo Urban Development Corporation

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Governance Committee Meeting March 4, 2021 - Noon Via Conference Call & Live Stream Audio

Agenda

1. Minutes of October 13, 2020 Meeting *(Approval) (Enclosure)*
2. Procurement Policy – Amendment Review *(Recommend Adoption By Board) (Enclosure)*
3. Property Disposition Guidelines – Amendment Review *(Recommend Adoption By Board) (Enclosure)*
4. Code of Ethics – Amendment Review *(Recommend Adoption By Board) (Enclosure)*
5. Travel, Conferences, Meals & Entertainment Policy Amendment Review *(Recommend Adoption By Board) (Enclosure)*
6. 2020 Governance Committee Self-Evaluation *(Approval) (Enclosure)*
7. 2020 Board Self-Evaluation Process Update & Review *(Information) (Enclosure)*
8. 2020 Mission Statement & Performance Measurements Results *(Approval) (Enclosure)*
9. 2021 Mission Statement & Performance Measurements *(Recommend Approval By Board) (Enclosure)*
10. Public Authorities 2020 Annual Report – Operations & Accomplishments Only *(Information) (Enclosure)*
11. Governance Committee Charter Review *(Information) (Enclosure)*
12. Whistleblower Policy Review *(Information) (Enclosure)*
13. Misc. Items – PAAA Training, New Board Member Orientation, Updated Summary of Employee Benefits *(Information) (Enclosure)*
14. Adjournment *(Approval)*

**Minutes of the Governance Committee Meeting
of
Buffalo Urban Development Corporation**

Via Video Conference Call & Live Stream Audio

**October 13, 2020
12:00 p.m.**

Call to Order:

Committee Members Present:

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

Committee Members Absent:

Hon. Byron W. Brown

Officers Present:

Peter M. Cammarata, President
Brandye Merriweather, Vice President, Downtown Development
Rebecca Gandour, Vice President, Finance and Development
Mollie M. Profic, Treasurer
Kevin J. Zanner, Secretary
Atiqa Abidi, Assistant Treasurer

Others Present: Jenna Bichler, Buffalo Urban Renewal Agency; and Arthur Hall, BUDC.

Roll Call: Mr. Kucharski called the meeting to order at 12:05 p.m. A quorum of the Committee was present.

The meeting was held via video/telephone conference in accordance with the provisions of Executive Order 202.1, issued by Governor Andrew Cuomo on March 12, 2020, as amended. The meeting was also live-streamed to the general public and recorded. A transcript of the meeting will be made available at a later date.

- 1.0 Approval of Minutes of the June 22, 2020 Meeting** – The minutes of the June 22, 2020 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 (6-0-0).
- 2.0 Draft Procurement Procedures Applicable to the Expenditure of Federal Funds** – Mr. Cammarata introduced this item, noting that the proposed federal procurement procedures had previously been presented to the Committee at the July 14, 2020 meeting, but that a quorum was not present to act on the item. He also noted that BUDC is pursuing federal EDA grant funding for the 631 Northland project and that BUDC is receiving federal grant funding through the recently approved grant agreement with the Great Lakes Commission for the Ralph C. Wilson, Jr. Centennial Park project. Mr. Zanner then reviewed the proposed procurement policy with the Committee. He indicated that the policy is modeled on federal regulations governing the procurement of goods and services to be paid with federal funds, which include the specific monetary thresholds and procurement methods set forth in the policy. He also noted that this policy does not supplant the current BUDC procurement policy, which will continue to be utilized

for all non-federally funded procurements of goods and services. Mr. Mehaffy made a motion to recommend that the Board of Directors approve the procurement procedures in the form presented to the Committee. The motion was seconded by Mr. Penman and unanimously carried. (6-0-0).

- 3.0 Draft Vacation and Personal Days Carryover Policy** – Mr. Cammarata presented his September 29, 2020 memorandum regarding a proposed modification to the BUDC policy for the carryover of employee vacation and personal days. The COVID-19 pandemic and NYS travel bans have impacted employee use of paid time off for vacation and personal days. Governor Cuomo’s executive order, which requires all travelers coming from states with significant rates of transmission of COVID-19 to quarantine for a 14-day period from the time of their last contact, has made out-of-state travel undesirable. The effect of this is that many employees are likely to forfeit a significant amount of vacation and/or personal time under the current policy. To address this, a one-time change to the current carryover policy is proposed. The change will allow employees with less than ten years of service to carry over a total of 27 days into 2021 (up from 18 days) and employees with ten or more years of service to carry over 34.5 days into 2021 (up from 23 days). The Committee discussed the proposed modification to the carryover policy. In response to a question from Mr. Penman, Mr. Cammarata stated that if an employee does not use the additional days in 2021, they are not carried over into 2022. In addition, if an employee leaves BUDC for other employment in 2021, the additional days are not paid to the departing employee. Mr. Cammarata also noted that there is no financial impact to BUDC relative to the proposed change. At the conclusion of the discussion, Mr. Mehaffy made a motion to approve the proposed modification to the carryover policy as outlined in the September 29th memorandum. The motion was seconded by Ms. Mays and unanimously carried (6-0-0).
- 4.0 New York State Paid Sick Leave Program – Memo to File** – Ms. Profic reviewed her September 25, 2020 memorandum regarding the New York Paid Sick Leave law, which takes effect on January 1, 2021. Ms. Profic reported that BUDC’s policy meets the minimum requirements set forth in the new law, and that no changes to BUDC’s policy are necessary.
- 5.0 Adjournment** – There being no further business to come before the Governance Committee, upon motion made by Mr. Halligan, seconded by Mr. Elsenbeck and unanimously carried, the October 13, 2020 meeting of the Governance Committee was adjourned at 12:35 p.m.

Respectfully submitted,



Kevin J. Zanner, Secretary

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 Vice Presidents** 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 Vice Presidents** shall confer with the Treasurer to confirm that the proposed expenditure is within budgetary limits. **The President or Vice Presidents** 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 Vice Presidents** 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

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

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 Vice President – Finance and Development** 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

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 Vice President – Finance and Development 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)

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 Vice President – Finance and Development** (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)

Buffalo Urban Development Corporation 2020 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	Pen ding	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 6/22/20 and 10/13/20.
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 both.

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 2020.
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 2020. During the 6/22/20 Governance Committee meeting, two Board members were re-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:	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Items i) & ii) are included in the BUDC Code of Ethics and were reviewed by the Committee Chair on 3/16/20. No changes were proposed.

Governance Committee Self-Evaluation	Yes	No	Pending	Comments
<p>(i) the Corporation's Code of Ethics.</p> <p>(ii) written policies regarding conflicts of interest.</p> <p>(iii) written policies regarding the protection of whistleblowers from retaliation.</p> <p>(iv) equal opportunity and affirmative action policies.</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>(vi) written policies regarding the disposition of real and personal property and the acquisition of property.</p> <p>(vii) committee charters, including the Governance Committee Charter.</p>				<p>(iii) In 2012, the Governance Committee approved a formal Whistleblower Policy. No changes to this Policy were proposed in 2020.</p> <p>iv) BUDC's EEO policy is included in the BUDC Personnel Handbook.</p> <p>v) The Procurement Policy was reviewed by the Committee Chair on 3/16/20. No changes to the policy were proposed and The Board re-adopted the policy during its 3/31/20 meeting.</p> <p>(vi) The Committee Chair reviewed the Property Disposition Guidelines on its 3/16/20 and no changes were necessary. The Board re-adopted the Property Disposition Guidelines during its 3/31/20 meeting.</p> <p>vii) The Committee Chair reviewed the Governance Committee Charter on 3/16/20 and no changes were necessary.</p>

Governance Committee Self-Evaluation	Yes	No	Pending	Comments
<p>(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>				<p>viii) The Governance Committee approved a supplemental document for the Procurement Policy to deal with the procurement procedures applicable to the expenditure of Federal funds. This document was approved by the Board on 10/27/20 after Committee recommendation.</p>
<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 3/31/20, the Governance Committee informed the Board that it reviewed all policies referenced above.</p> <p>iii) The Committee Chair reviewed a Committee self-evaluation on 3/16/20.</p>

Governance Committee Self-Evaluation

Other Self-Evaluation Notes

- 1) In February 2020, the Governance Committee performed a BUDC Board Member Self-Evaluation for the calendar year 2019. Overall, the evaluation was positive. The Committee approved the submission of the Summary Results Form to the Authority Budget Office.
- 2) On 3/16/20, the Governance Committee Chair discussed BUDC's 2019 Performance Measures & Results. There were no changes recommended and the full Board approved the Performance Measures during its 3/31/20 meeting.
- 3) On 3/16/20, the Governance Committee Chair discussed BUDC's 2020 Mission Statement and Performance Measures. There were no changes recommended and the full Board approved the 2020 Mission Statement and Performance Measures during its 3/31/20 meeting.
- 4) On 3/16/20, the Governance Committee Chair reviewed the Travel Conferences Meals & Entertainment Policy. No changes were recommended.
- 5) On 3/16/20, the Governance Committee Chair reviewed the BUDC's 2019 PAAA Annual Report. The Chair did not recommend any changes. The full Board approved the 2019 PAAA Annual Report during its 3/31/20 Board meeting.
- 6) During the 6/22/20 Committee meeting, BUDC staff reported that BUDC's PARIS report was certified prior to the 3/31/20 deadline. BUDC staff also reported that all PAAA compliance letters were mailed in advance of the 3/31/202 deadline.
- 7) During the 6/22/20 Committee meeting, BUDC staff reported on a new grant opportunity that BUDC is pursuing with the Great Lakes Commission for the Centennial Park Project.
- 8) During the 10/13/20 Committee meeting, staff presented a one-time modification to the vacation and personal days carryover policy for 2021. This takes into account the fact that paid time off in 2020 was dramatically effected by COVID-19 and travel bans. The Committee unanimously approved the modification.

2020 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	1		
The policies, practices and decisions of the Board are always consistent with this mission.	13	1		
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	14			
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	14			
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	13	1		
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.	11	3		
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	14			
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	13	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.	12	2		
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	13	1		
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	14			
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	11	3		
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	12	2		
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	13	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.	13	1		
Board members demonstrate leadership and vision and work respectfully with each other.	13			

Name of Authority: Buffalo Urban Development Corporation (BUDC)

Date Completed: 2/25/2021

Buffalo Urban Development Corporation (BUDC)

2020 Mission Statement and Performance Measurements (w/ Results)

Date Approved: 3/31/2020

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) 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 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 for future development.

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

Result: Completed land swap with the City of Buffalo. Obtained developable commercial properties at Fillmore/Northland intersection.

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

Result: Obtained approval for land swap and 537 E. Delavan subdivision.

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 new structures introduced to SHPO for approval because of COVID pandemic.

Measurement: Complete all remaining components of Phase 2 renovation at 683 Northland (“Northland Central”), including the “Red Shed” and Retch Systems related spaces.

Result: Both spaces completed by mid-year 2020.

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: Financing compliance and milestones delayed, but managed through pandemic conditions.

Measurement: Negotiate and execute any lease agreement amendments with the Economic Development Group Inc. (NWTC), EWI (BMW), SparkCharge, Retech Systems, and Manna Culinary Group for Northland Central.

Result: Negotiated and executed a lease agreement amendment with Manna Culinary Group.

New Measurement: Negotiate and execute a lease with Rodriguez Construction Group and two (2) other potential tenants at Northland Central.

Result: Negotiated and executed leases with Rodriguez Construction and Garwood Medical.

Measurement: Secure SHPO and National Park Service Part 3 approval for Phase 1 and 2 work at Northland Central.

Result: Secured Part 3 approval for Phase 1 & 2 Construction at Northland Central from SHPO and the National Park Service.

Measurement: Complete any further remedial investigation and implement the Soil Management Plan (SMP) for Northland Central, under the NYS Brownfield Cleanup Program.

Result: Remedial investigations completed at Northland Central and Site (soil) Management Plan (SMP) implemented.

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

Result: M/WBE Utilization and Workforce Participation programs continued to be effective.

Measurement: Continue to implement the Restore NY IV & V Grant initiatives, including the final completion of renovations at 612 Northland and Phase 1 renovations at 541 East Delavan.

Result: 612 Northland renovations completed, but 541 E. Delavan construction paused by COVID pandemic.

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: MOA measures implemented for all development activities.

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

Result: New treatment protocol approved and implemented by NYSDEC and consultant.

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

Result: Because of the COVID pandemic and the related financial condition of New York State, additional funding did not become available for new rehabilitation or demolition projects.

Measurement: Continue the Community Outreach Program, with at least one additional Public Meeting and two additional Stakeholder Advisory Committee meetings, and additional community outreach, as appropriate such as newsletters, social media and individual outreach.

Result: During the pandemic, the Community Outreach Program was centered on the Northland Business Network Series. Two very successful presentations were organized and held via a Zoom platform with break-out sessions.

Measurement: Continue to implement the green infrastructure plan for 537 E. Delavan.

Result: Based on the paused development activity at 537 E. Delavan, no further green infrastructure work was advanced.

New Measurement: Finalize the procurement process and execute a contract with the consultant team for the Community Solar and Microgrid project. Initiate the pre-development planning, analysis, and financing phases of the project.

Result: The procurement process was finalized and a contract was executed with Frey Electric. Only a \$200,000 portion of the \$2M grant was initially approved, so only the pre-development planning and analysis phases are advancing in early 2021.

Measurement: Continue to work with energy stakeholders to solicit funding from Eaton Corporation to create an Energy Experience Center at Northland Central, and get construction of same underway.

Result: Due to the COVID pandemic, the energy stakeholders have put this initiative on hold, but have remained in communication with Eaton Corporation.

New Measurement: Finalize the procurement process and 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: The procurement process was completed and resulted in the selection of Cannon, Heyman, and Weiss (and team) as the consultant team. The development of a contract was put on hold because of the COVID pandemic.

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

New Measurement: Develop and execute a \$2M Grant Distribution Agreement (GDA) with Empire State Development (ESD) for the Northland Community Solar project.

Result: The consideration of the \$2M grant was delayed by the ESD Board because of the COVID pandemic. In late 2020, the ESD Board did approve and initial grant of \$200,000 to begin the project.

Measurement: Close-out all documentation related to the \$6.7M GDA with ESD for Northland Central.

Result: Closed.

Measurement: Close-out all documentation related to the \$10.3M GDA with ESD for Northland Central.

Result: Closed.

Measurement: Draw-down all remaining funds related to the \$6M GDA with ESD for the WNY Workforce Training Center.

Result: One final reimbursement request still needs to be processed for the remaining \$49,300 in funds. Buffalo Niagara Manufacturing Alliance needs to provide us with the information needed for this request.

Measurement: Draw-down all remaining funds related to the \$25M GDA with ESD for Phase 2 of Northland Central.

Result: Closed

Measurement: Continue a grant agreement relationship with Local Initiatives Support Corporation (LISC) for additional funding related to Northland Corridor redevelopment.

Result: The grant Agreement conditions were satisfied in August of 2020 and BUDC received final payment.

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

Result: The COVID pandemic made it difficult to identify and pursue other funding sources. Our energies were concentrated on getting reimbursements for monies we were already owed.

New Objective C: Continue to transition Northland Corridor management responsibilities to the Northland Project Manager.

New Measurement: Complete the Northland Brownfield Opportunity Area Application for designation and submit to NYSDOS.

Result: The completion of the BOA application was delayed by the need to produce additional mapping. The City of Buffalo Sewer Authority has stepped in to assist in that process during the first quarter of 2021.

New Measurement: Further Development of the Northland Small Business Networking Series. At least three (3) additional events in 2020.

Result: The spring 2020 event was cancelled because of the COVID pandemic, but two (2) very successful virtual events were held in August and November of 2020.

New Measurement: Reach a decision on the future hosting of an Urban Manufacturing Alliance National Gathering in 2020 or 2021, and solicit sponsors if the event moves forward.

Result: Due to the COVID pandemic, staff has decided not to pursue any further relationship with the Urban Manufacturing Alliance regarding future events.

New Measurement: Work with LISC to implement the Northland Corridor Delavan Grider Community Enhancement Project.

Result: Various implementation items were completed to the satisfaction of LISC and the related grant was closed in August 2020.

New Measurement: Complete required annual and bi-annual compliance reports for ECIDA and NTCIC tax credit investors.

Result: All reports produced on a timely basis.

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

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

Result: The land swap with the City of Buffalo was completed late in 2020 and will add to the inventory for future brownfield projects. The project at 541 E. Delavan and potential projects at 631 & 777 Northland were shut down by the COVID pandemic.

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

Result: The project at 541 E. Delavan and potential projects at 631 & 777 Northland were shut down by the COVID pandemic. The recently acquired property at 1669 Fillmore will be remediated in 2021 and will become shovel-ready.

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

Result: An additional seventy (70) thousand square feet of space at Northland Central (683 Northland was rehabilitated to leasable condition...and leases were executed for all of it (Retech Systems, Rodriguez Construction, and Garwood Medical.

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

Result: Continued to work with three (3) land purchasers and prospects at BLCP, In addition, new interest is developing for the purchase of land in the Northland Corridor.

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

Result: Website hits for the Northland Corridor remained high as the Corridor continued to become more of a “household name”. Media appearances revolved around new leases being signed at Northland Central and events at Albright-Knox Northland.

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

Result: All infrastructure amenities were maintained properly at both BLCP and the Northland Corridor.

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: Assist in identifying parcels of land in or added to marketable inventory.

Result: Assisted in investigating a significant potential development site in the Clinton/Bailey area. Continued to identify additional vacant land inventory opportunities in the Northland Corridor.

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

Result: Three businesses were contacted based on our on-going communication with the team of development directors assembled 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.

Result: All out-going communications reflected the City of Buffalo goals.

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: Approximately sixty (60) businesses contacted.

Objective B: Coordinate financial assistance for adaptive re-use projects.

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

Result: Worked with several property owners to coordinate financial assistance for projects.

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 were approved, some projects that were anticipated to advance in 2020 were delayed due to the pandemic, but are expected to move forward in 2021.

New Measurement: Implement approved loan modifications for the Downtown Loan Program.

Result: BUDC is still working to implement modifications to the Downtown Loan program.

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

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

Result: Construction of 2020 improvements experienced delays due to the pandemic and will resume in Spring 2021.

New Measurement: Identify funding and develop waterfront public realm strategy and continue waterfront stakeholder coordination efforts.

Result: BUDC has continued waterfront stakeholder coordination efforts and is still exploring opportunities for funding related to the development of a waterfront public realm strategy.

Measurement: Develop a draft Flower District / Ellicott Corridor Concept Plan.

Result: BUDC is working with Wendel Companies to finalize the Ellicott Corridor Concept Plan for release in early 2021.

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

Result: BUDC continues work on strategies to improve downtown infrastructure maintenance through efforts such as the Buffalo Place Business Improvement District Expansion Committee and collaboration with other public and private property owners.

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

Result: BUDC has worked in collaboration with the City of Buffalo and other private sector partners on public-private funding partnerships such as the Accelerator Fund that will leverage \$40 Million for public realm improvements.

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

Measurement: A minimum of six (6) temporary retailers and two (2) permanent retailers added to the downtown market area.

Result: Queen City Pop Up phases in 2020 were cancelled due to the pandemic. BUDC focused on Business Recovery efforts such as City Of Buffalo Small Business Social Distancing Initiative; Erie County Small Business Taskforce; Downtown Dollars Holiday Sweepstakes; and the City of Buffalo's Buy Black Buffalo campaign – all of which were geared to helping small businesses impacted by the pandemic.

Measurement: Coordinate at least two (2) technical assistance training sessions for QCPU retailers.

Result: Worked to with partners to coordinate 2-3 business assistance sessions for QCPU graduates and other area businesses.

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

Result: 2020 cycles of QCPU were cancelled due to the pandemic. BUDC will work on website development in 2021.

New Objective F: Coordinate the publication, marketing, and online distribution of the new Race for Place Plan.

Measurement: A minimum of five hundred (500) copies distributed and two (2) “earned” media appearances.

Result: BUDC coordinated development of marketing pieces for the Race For Place initiative, which also include the Race For Place landing page.

www.raceforplacebuffalo.com). In addition, Race for Place was highlighted in approximately five (5) publications. Race for Place was also a featured initiative in the following virtual programs: International Downtown Association Advancing Places webinar; Buffalo Business First's State of The Region; Urban Land Institute's - Lunch and Learn Series and the UB/NYS Wireless Association's Annual Conference.

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

Measurement: At least two (2) presentations to business associations and professional/community groups on BBRP.

Result: Four (4) presentations were done on BBRP/Race for Place.

New Measurement: Finalize a list of recommendations from Race for Place outreach and focus groups.

Result: Recommendations for Race For Place outreach and focus groups are being modified due to COVID 19 impacts on gatherings and will now contain a combination of virtual and socially distanced sessions.

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

Measurement: The announcement of two hundred fifty (250) units to be constructed.

Result: Over five hundred fifty (550) units announced.

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

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

Result: Coordinated with property owners on redevelopment of three (3) problem properties.

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

Measurement: Organize four (4) sessions with the community.

Result: Four (4) focus group sessions on Race for Place were conducted, BUDC is in the process of planning to conduct additional sessions in 2021, due to Covid-19 delays/gathering restrictions.

New 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.

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

New Measurement: Negotiate and execute contracts with Michael Van Valkenburgh Associates for Schematic Design, Design Development, and Construction Documents.

Result: Executed contracts for Schematic Design and Design Development. Cost estimates have been received for Construction Documents with negotiations are ongoing.

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

Result: Management of design team and design process is ongoing with 100% Design Development Complete. Value engineering continues to ensure the project remains within budget. Construction is anticipated to being on time in 2021-2022.

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

Result: Contracts for due diligence were executed with Wendell Companies and SJB. SEQRA is complete.

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

New Measurement: Solicit, negotiate and execute contracts for a third-party project management company to assist BUDC, the City of Buffalo and other partners with the implementation and overall management of the project, including design, regulatory approvals, and construction.

Result: A contract with Gardiner & Theobald, Inc. (G&T) was executed for project management and cost estimating services.

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

Result: Actively manage G&T's contract including invoice review and deliverables.

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

New 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: Three grants have been secured from the Ralph C. Wilson Jr. Foundation for the design of the project. Two required grant reports have also been submitted ensuring grant compliance. The application for construction dollars is anticipated to be submitted at the end of 2021.

New 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: Buffalo Niagara Waterkeeper applied for and is negotiating a grant agreement for \$2.5 million from the Environmental Facilities Corporation (EFC).

New Measurement: Preparer, submit, execute and manage grant applications and agreements that are secured for the project.

Result: \$1 million was secured from the Great Lakes Commission for shoreline design development.

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

New Measurement: 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.

Result: Ongoing maintenance and operations continues to be prioritized by the design and project management team.

New Measurement: Assist the Ralph C. Wilson Foundation, the City of Buffalo and other project partners to identify and secure funding and a governance structure to ensure sustainable long-term maintenance and operations of the park.

Results: HR&A presented a report on a potential governance structure in early 2020, with negotiations for the development of a “conservancy” structure between the City of Buffalo and Ralph C. Wilson Jr. Foundation continuing throughout 2021.

Goal: To effectively manage BUDC’s 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 maintained within budget. Two new vendors were procured for landscaping/snow removal at BLCF and the Northland Corridor for a three year period, at level cost over the term.

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: All new projects were referred to National Grid and National Fuel for grant program consideration, including new Northland Central tenants.

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 31, 2020 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?**

Yes, these questions and responses were discussed and approved by the Board at the March 31, 2020 Board meeting.

Buffalo Urban Development Corporation (BUDC)

2021 Mission Statement and Performance Measurements

Date Approved: 3/30/2021

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 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.

New Measurement: Negotiate and execute a lease with Bank on Buffalo for branch bank space at Northland Central.

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 and execute any lease agreement amendments with tenants at Northland Central, 714 Northland, 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 and select demolition at 777 Northland.
- 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, if construction resumes.
- Measurement: Execute a contract with the consultant team for the Community Solar and Microgrid project. Initiate the pre-development planning, analysis, and financing phases of the project.
- Measurement: Continue to work with energy stakeholders to solicit funding from Eaton Corporation to create an Energy Experience Center at Northland Central, and get construction of same underway.
- Measurement: Finalize the procurement process and 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.

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

New 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.

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

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

New 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.

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

New Measurement: Receive 2018 Brownfield Tax Credit (BTC) refund from NYS related to the Northland Central redevelopment.

~~**New Measurement: Complete submittal and receive 2019 BTC refund from NYS related to the Northland Central redevelopment.**~~

New Measurement: Complete submittal for 2020 BTC refund from NYS related to the Northland Central redevelopment.

New Measurement: Submit an application to the US Economic Development Administration (EDA) for funding related to the rehabilitation of 631 Northland.

Measurement: Close-out all documentation related to the \$10.3M GDA (#Z415) with ESD for Northland Central.

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

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

Objective C: Continue to transition Northland management responsibilities to the Northland Project Manager.

New Measurement: Prepare an application to the US Economic Development Administration (EDA) for funding related to the rehabilitation of 631 Northland.

New Measurement: Follow-through on the sub-division of 537 E. Delavan to create new marketable properties.

New Measurement: Complete land swap with Plesh for Northland Central parking lot development.

New Measurement: Manage construction of 714 Northland parking lot improvements.

New Measurement: Coordinate the environmental remediation at 1669 Fillmore.

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

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

New Measurement: Coordinate involvement with University of Buffalo Urban Design class regarding the plan for Houdaille Place at 537 E. Delavan,

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

Measurement: Complete the Beltline Brownfield Opportunity Area (BOA) Nomination Document and submit to the NYS Department of State for review.

Measurement: Further Development of the Northland Small Business Networking Series. Schedule two (2) additional events in 2021.

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

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.

New Measurement: Continue to move the 308 Crowley site to the point that partial demolition can occur.

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

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.

New Measurement: Close on the Land Sale Agreement with Uniland Development for 255 Ship Canal Parkway.

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

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

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

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

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

Measurement: Assist in identifying parcels of land currently in or to be added to marketable inventory.

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.

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

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.

Measurement: Implement approved loan modifications for the Downtown Loan Program.

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

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

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

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

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

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

Measurement: Identify funding and develop waterfront public realm strategy and continue waterfront stakeholder coordination efforts.

Measurement: Finalize Flower District / Ellicott Corridor Concept Plan.

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.

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

New Measurement: Explore outdoor QCPU Concepts.

Measurement: Coordinate at least two (2) technical assistance and/or business recovery sessions for QCPU retailers.

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

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

New Measurement: Expand digital presence for raceforplacebuffalo.com.

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

New 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.

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.

New Measurement: Negotiate and execute contract with Michael Van Valkenburgh Associates for Construction Documents.

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 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 deliverable for the project management team contracted to provide assistance.

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: 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.

Measurement: Assist the Ralph C. Wilson Foundation, the City of Buffalo and other project partners to identify and secure funding and a governance structure to ensure sustainable long-term maintenance and operations of 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.

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 discussed and approved the BUDC's mission statement at the March 30, 2021 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?**

Yes, these questions and responses were discussed and approved by the Board at the March 30, 2021 Board meeting.

1. Operations & Accomplishments

Operations

The Corporation is managed by a nineteen (19) member Board of Directors. Eleven (11) members serve as “ex-officio” members, related to public or quasi-public offices or positions that they hold. Their term on the Board parallels the time they hold that office or position. Eight (8) members serve as “citizen” members, appointed by the Board of Directors or the Chairman for three (3) year terms on a staggered basis. Regular Board meetings are commonly held on a monthly basis. The “Annual Meeting” of the Board is held in June and preceded by an annual meeting of the Corporation’s Membership.

In 2020, five Committees (Audit and Finance, Governance, Downtown, Real Estate, and Loan), as established by the Board, met on a regular basis to assist the staff with conducting the day-to-day business of the Corporation. Board members are encouraged to participate in at least one Committee.

At its Annual Meeting, the Board elects Officers of the Corporation to serve one year terms. The 2020 officer positions were President, Executive Vice President, Vice-President, Treasurer, Assistant Treasurer and Secretary.

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, to support the revitalization of downtown Buffalo by coordinating financial assistance for adaptive re-use projects and public right-of-way improvements, 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 goals of the Corporation are to:

- reclaim fallow and distressed land and buildings for future development
- attract and/or retain new and existing businesses to the City and region
- effectively manage property, development projects and initiatives, and
- support the revitalization of downtown Buffalo

Funding for the administration of the Corporation was initially provided by the City of Buffalo; however, the City has not allocated funding for administration to the Corporation for over twenty years, and future allocations are not expected. However, the City and especially New York State have been instrumental in funding and supporting various grants for acquisitions, construction projects, lending programs, and infrastructure development consistent with the Corporation’s mission. Income for operations has been generated primarily through land sales, lease payments, grants, with a minor portion coming as interest income and fees from loans.

Accomplishments

The Buffalo Urban Development Corporation accomplishments for 2020 are presented in six (6) significant categories: Northland Corridor Project, Race For Place/Buffalo Building Reuse Project (BBRP) / Downtown Development, Buffalo Lakeside Commerce Park, Waterfront / Ralph C. Wilson, Jr. Centennial Park Project, General Corporate, and Miscellaneous Projects and Initiatives.

Northland Corridor Project (Northland)

(Mayor Byron W. Brown's initiative, with support from Governor Cuomo's Buffalo Billion and Buffalo Billion II, to create a 35 acre shovel-ready campus on the east side of Buffalo to attract workforce training, light manufacturing, and advanced technology facilities.)

January 2020 – The Board approved a lease with Retech Systems for over 40,000 square feet of office and manufacturing space at Northland Central (683 Northland), bringing the occupancy rate to 93% at that building. Also at this meeting, Board member Dennis Elsenbeck gave a presentation regarding the Northland Strategic Energy Concept. He specifically noted the need for increased energy capacity in the Northland Corridor and how this will be highlighted in the community solar and microgrid plans.

February 2020 – The Board approved the preparation of additional documentation needed for inter-company loan transactions related to the completion of Phase 2 construction at 683 Northland. This was needed to document the actual financial tax credit transactions in comparison to the original model that was created. The Board also approved the award of various contracts related to the Phase 1C core and shell construction at 541 E. Delavan. The Board took a similar action at the November 2020 meeting as a final step.

March 2020 – The March BUDC Board Meeting featured all the items that were required to be reviewed by the Board to complete the Authorities Budget Office reporting by March 31, 2020, including many items that pertained to the Northland project. The Board also approved a lease with Rodriguez Construction for over 8,000 square feet of office space at Northland Central, bringing the occupancy rate to 98% at that building. The Board also approved the award of a contract to Frey Electric Construction Company for the design and implementation of a Northland Campus-wide energy microgrid and community solar project.

April 2020 – The Board approved the award of a contract to a team led by Cannon, Heyman & Weiss for legal and accounting services related to rehabilitation financing for 631 Northland.

May 2020 – The President and the Northland Project Manager made a presentation on various communications with Northland Corridor tenants regarding COVID 19 pandemic impacts.

June 2020 – The President reported on the status of reimbursement requests that have been submitted to various State and tax credit funding sources for Northland Corridor projects.

July 2020 – The Board approved the award of a contract to Empire Dismantlement for select demolition work at 777 Northland. The President once again reported on the status of reimbursement requests that have been submitted to various State and tax credit funding sources for Northland Corridor projects.

August 2020 – The Board approved an extension of the Construction Management Agreement between BUDC and 34 Group for the work at 541 E. Delavan. The Board also approved an amended and restated leasing policy for Northland Corridor properties, which clearly addresses the manner in which BUDC would process lease modifications, should such inquiries be received. It was also reported to the Board that a supplemental grant agreement with the Local Initiatives Support Corporation (LISC) was executed to complete the planning and reporting relationship for the Northland Corridor work.

September 2020 – The Board approved the award of a contract to Landscape Associates of WNY, a woman-owned business, for snow removal services at the Northland Corridor, for a three year period. The Board was also informed that the Real Estate Committee had approved a lease modification for Manna Culinary Group, which followed the guidelines of the recently revised Northland Leasing Policy.

October 2020 – The Board approved a resolution authorizing the submission of an EDA grant application related to the rehabilitation of 631 Northland Avenue.

November 2020 – The Board approved a lease with Garwood Medical to occupy the 5,868 square feet at Northland Central known as the “red shed”. This is an out-building that shares the Northland Central (683 Northland) address, but has separate HVAC systems. The Board also approved the renewal of a Property Management Agreement with Mancuso Management for property management and leasing services.

December 2020 – The Board was informed of the completion of the land swap deal with the City of Buffalo that provides additional commercial property development opportunities to BUDC. The Board was also informed that the sub-division of the former Houdaille Industries (537 E. Delavan) has been completed, which also adds to the marketability of additional commercial properties in the Northland Corridor.

Race For Place/Buffalo Building Reuse Project (BBRP) / Downtown Development

(Mayor Byron W. Brown’s creation of a public/private partnership between BUDC, the Mayor’s Office of Strategic Planning, the Buffalo Niagara Partnership, National Grid and the Erie County Industrial Development Agency (ECIDA) to support the vibrancy of downtown Buffalo)

Buffalo’s Race for Place - Mayor Byron W. Brown and the BUDC launched this new initiative to help advance the Western New York region by providing support for innovative and inclusive talent attraction efforts; sparking dynamic public and private sector approaches to infrastructure and public realm improvements; access and mobility

enhancements and integration of Smart Cities technology for a downtown core that is competitively positioned to attract further investment and talent. BUDC has worked in collaboration with the City of Buffalo on several Race For Place efforts such as the \$40M Accelerator Fund, a public-private partnership between the City and Douglas Development to support downtown infrastructure improvements; The Future of Mobility Report was also released outlining strategy and recommendations on how Buffalo can use mobility innovations within the public realm to further equity, accessibility, livability and economic growth in downtown Buffalo. BUDC also furthers the Race For Place efforts through collaboration with downtown stakeholders and public and private sector partners.

BBRP Loan Program - The BBRP Loan program was developed to provide gap financing for adaptive reuse projects downtown. All of these projects convert vacant and underutilized space to residential units and mixed-use developments. Quarterly requests for proposals were again issued in the past year. The Loan Committee and Downtown Committees evaluated potential modifications to the loan program, to help stimulate further interest in it. The Board approved an additional extension of the Phoenix Brewery Apartments, LLC loan and the Loan Committee approved 30-day extension for the Alexandre Apartments, LLC loan, which has now been paid in full. No loans were approved in 2020 as some projects in the pipeline experienced further delays due to COVID 19, but several are expected to advance in 2021.

Queen City Pop-Up Project - This initiative is designed in partnership with the City of Buffalo, Buffalo Place and Working for Downtown to promote retail activity along Main Street by creating new “pop-up” shops that feature local retailers. The project activates empty storefronts by filling them with retailers on a short-term basis, free of charge. Due to the Covid-19 pandemic, the Spring and Holiday cycles of Queen City Pop Up were cancelled. BUDC focused efforts on small business assistance efforts such as the City of Buffalo’s Small Business Social Distancing Program that allowed for businesses to expand into the public realm to achieve NYS social distancing requirements, the City of Buffalo’s Buy Black Buffalo efforts as well as the Erie County Business Task Force. In addition, BUDC’s Queen City Pop Up teamed up with Buffalo Place to launch the 2020 Shop Small ALL Season: Downtown Dollars Giveaway promotion. Buffalo Place and Queen City Pop Up awarded \$50 Downtown Dollars Giveaway Certificates to 50 winners to encourage shopping with downtown area restaurants and retailers during the holiday season.

Infrastructure Improvements - BUDC works to coordinate infrastructure improvement projects that add to the vibrancy of downtown. BUDC continues to identify funding and resources to implement the priority projects identified in the Downtown Buffalo Infrastructure and Public Realm Master Plan (“Master Plan”). The Master Plan is an investment strategy designed to help guide public investments in new street and public realm infrastructure. The previously mentioned Future of Mobility Report also furthers the recommendations in the Master Plan. BUDC is also working in collaboration with partners to identify solutions and strategies for long term maintenance of downtown infrastructure improvements. BUDC spearheads quarterly Waterfront Coordination Meetings to improve communication and coordination efforts with the City of Buffalo, transportation authorities and the development community.

- **Entertainment District Improvement Project** – BUDC has helped to secure over \$5M for infrastructure and streetscape improvements to the entrainment district. The project includes streetscape improvements to Chippewa Street (from Main to Elmwood Avenue); Franklin Street (from Chippewa to Court Street); Court Street (from Niagara Square to Main Street). BUDC is working with DPW, Watts Engineering and the area stakeholders on the design of the project. This project was also identified as a key transformational project in the Downtown Buffalo Infrastructure & Public Realm Master Plan. The first phase of construction was delayed due to the pandemic and construction is now scheduled to begin in Spring of 2021.
- **Erie Street Greenway project** – BUDC secured funding for planning, design and redevelopment of a series of parks along Erie Street in downtown Buffalo. The design of the Greenway was completed by Clark Patterson Lee in fall of 2018. BUDC is currently working with the City of Buffalo Department of Public Works and Empire State Development on project timing that has been impacted by the Covid-19 pandemic.
- **Downtown Underpass Improvements** - BUDC has also been successful in leveraging funding for improvements to downtown underpasses. This effort will improve connections between the waterfront and the central business district, enhance the pedestrian realm and incorporate lighting and other artistic elements that will ease barrier effects and add to downtown’s vibrancy, spurring additional investment. BUDC is currently working with the City of Buffalo Department of Public Works and Empire State Development on project timing that has been impacted by the Covid-19 pandemic.

(All of the above-mentioned projects have received funding awards, due to successful grant applications and funding requests prepared by BUDC.)

- **Ellicott Node Concept Plan** – BUDC continues to work with Wendel Companies to on the Ellicott Street Node Concept Plan which has nearing completion.

Downtown Marketing - BUDC looks to increase awareness about development opportunities, tools and incentives that are available to encourage additional private investment downtown. BUDC collaborated with various partners such as Invest Buffalo Niagara on the Be In Buffalo campaign which aims to attract talent and investment to Buffalo. BUDC Vice President for Downtown Development has been actively involved in several efforts to increase awareness of downtown’s growth, tools and incentives. In 2020, the Vice President of Downtown Development participated on several local and national platforms such as the International Downtown Association Advancing Places webinar; Buffalo Business First’s State of The Region; Urban Land Institute’s - Lunch and Learn Series; NYS Wireless Association’s Annual Conference and the WUFO radio show.

Business Assistance – The BUDC Vice President for Downtown Development assisted approximately sixty (60) businesses, developers and organizations in 2020, acting as an advocate and coordinator for a myriad of business development issues. Brandye Merriweather’s work in this category also includes “problem” properties.

Buffalo Lakeside Commerce Park (BLCP)

Throughout 2020, BUDC staff continued to work with various prospects who expressed interest in purchasing land at BLCP. Extensive information was shared with all prospects for their due-diligence process. It is hoped that at least one land sale in 2021 will result from these efforts.

February 2020 – The Board approved an amendment to the Land Sale Agreement between Uniland Development and BUDC for 255 Ship Canal Parkway. The amendment extended the due diligence period for the transaction through August 31, 2020.

April 2020 – The President informed the Board that the Thinking Robot Studios project was not proceeding at BLCP and would pursue a larger site on Elk Street where Brownfield Cleanup Program tax credits could be enhanced.

May 2020 – The Board was informed that a contract had been signed with Arcadis to perform soil cap verification and related reporting for Parcel 3 at BLCP, as requested by the New York State Department of Environmental Conservation (NYSDEC).

June 2020 – The Board authorized the award of a contract to LaBella Associates for additional environmental sampling and testing for the Brownfield Cleanup Program (BCP) project at 193 Ship Canal Parkway, as requested by NYSDEC.

July 2020 – The Board approved an amendment to the Land Sale Agreement between BUDC and Zephyr Investors, LLC to extend the due diligence period through July 31, 2021, for various properties at BLCP.

August 2020 – The Board approved an amendment to the Land Sale Agreement between BUDC and Uniland Development to extend the due diligence period through December 31, 2020 for the property at 255 Ship Canal Parkway.

October 2020 – The Board approved the award of a contract to DMJ Property Services, Inc. for lawncare and snow removal services at BLCP, for a three year period.

December 2020 - The Board approved an amendment to the Land Sale Agreement between BUDC and Uniland Development to extend the due diligence period through February 28, 2020 for the property at 255 Ship Canal Parkway. The amendment also modified the definition of the term “project” in the agreement to include a potential solar farm development.

Waterfront / Ralph C. Wilson, Jr. Centennial Park Project

(Mayor Byron W. Brown and the Ralph C. Wilson Jr. Foundation's transformation of LaSalle Park into the Ralph C. Wilson, Jr. Centennial Park. This is an extension of BUDC's role supporting downtown infrastructure and development activity).

January 2020 – Michael Van Valkenburgh Associates Inc. (MVVA) completed its schematic design work and continued work on the project's cost estimate. Buffalo Niagara

Waterkeeper received a \$2.5 million grant for the project from the NYS Environmental Facilities Corporation.

February 2020 – The Board approved an amendment to the existing agreement with Wendel Companies for additional due diligence services. The services include a hydrological analysis to support design and regulatory approvals for the shoreline improvements, sourcing and analyzing fill material for the project and completing the required State Environmental Quality Review Act (SEQRA) and National Environmental Policy Act (NEPA) processes.

March 2020 – The Board approved a contract amendment with MVVA for design development services including design development documents and client and community meetings.

April 2020 – The Board accepted an additional \$5.97 million dollar grant from the Ralph C. Wilson, Jr. Foundation to pay for costs associated with the design and construction of a signature pedestrian bridge that will connect the adjacent neighborhood to the park.

May 2020 – The Board approved an amendment to the existing Wendel Companies agreement for additional topographical survey, tree assessment, pavilion assessment and title work. The Board approved a contract with SJB Services, Inc. for inland soil borings work and waterside subsurface investigation work. Mr. Stebbins reported that with his pending retirement, Brandye Merriweather and Rebecca Gandour will assume responsibility for BUDC project management work for the Ralph C. Wilson Jr. Centennial Park project.

June 2020 – The Board approved an amendment to the subgrant agreement between BUDC and the City of Buffalo to allow for the construction of the pedestrian bridge. The amendment also reduced the initial subgrant reallocating funds among several project categories. The Board approved a \$1,056,914 grant from the Great Lakes Commission (GLC) for design costs relating to shoreline restoration and improvements to the aquatic habitat at Centennial Park. This is a federal grant.

July 2020 – The Board received an update that project work advanced despite COVID-19. Design work for the park and the pedestrian bridge continued and BUDC staff worked through various funding agreements.

August 2020 – The Board received an update that BUDC continued to work with GLC to finalize the grant agreement.

September 2020 – The Board received an update that the GLC grant agreement was executed.

October 2020 – The Board accepted an additional \$4,662,000 grant from the Ralph C. Wilson Jr. Foundation to be used to compensate MVVA for the preparation of construction drawings and documents and other park construction related matters. The Board approved a change order to the contract with Gardiner & Theobald Inc. for additional cost estimation work resulting in a savings of \$83,000.

November 2020 – The Board approved a change order to the Master Service Agreement with MVVA for additional grant and design development support. The contract with MVVA will be modified to pass through the GLC federal grant requirements to MVVA.

December 2020 – The Board received an update that the project has achieved 100% design development with shoreline design continuing based on regulatory agency feedback. Construction is expected to begin by the end of 2021 or early 2022. BUDC also provided support to the City of Buffalo in preparing funding application proposals.

General Corporate

- In February 2020, the Board approved the establishment of two separate lines of credit for BUDC and 683 Northland LLC, to assist with the constraints put on operating cash based on the lengthy reimbursement processes for various funding sources.
- In March 2020, the Board approved the annual reimbursement of qualifying third-party brownfield related expenses at BLCP, Northland and 308 Crowley from the Buffalo Brownfields Redevelopment Fund (BBRF).
- At the April Board meeting, Mayor Brown announced that Executive Vice President David Stebbins was retiring as of the beginning of June and Rebecca Gandour would be joining BUDC as the Vice President of Finance & Development.
- Also at the April meeting, the Board approved the application for a Paycheck Protection Program (PPP) loan through the Small Business Administration.
- At the October meeting, the Board approved new Procurement Procedures applicable to the expenditure of Federal Funds. These procedures become necessary as the corporation applies for various Federal funding.
- Maintained full compliance with Public Authorities Accountability Act (PAAA), including all changes applicable from Public Authorities Reform Act of 2009 and subsequent Authority Budget Office (ABO) directives.
- Approved 2019 Public Authorities Annual Report.
- Completed Board and Committee self-evaluations for 2019.
- Approved the 2020 Mission Statement and Performance Measurements of the Corporation as required by the above.
- Adopted, re-adopted or approved the Code of Ethics, Procurement Policy, Property Disposition Guidelines, Audit & Finance and Governance Committee Charters, Public Authorities Annual Report, Investment Report, Investment & Deposit Policy, Travel, Conferences, Meals & Entertainment Policy, and the Whistleblower Policy.
- At the June Annual Meeting, made 2020-2021 Board Committee appointments and expanded the scope of activities of all Board Committees.
- At the June Annual Meeting, held 2020-2021 Election of Officers.
- Approved 2019 Audited Financial Statements.

- Earned a “clean” audit report for Fiscal Year 2019.
- Tom Kucharski and Darby Fishkin were reappointed as a Citizen Members of the Board of Directors for a three year term.
- Updated the Orientation Manual for potential new Board Members, although there were none in 2020.
- Worked with Audit & Finance Committee to prepare a comprehensive budget and three year projection for Board approval.
- Conducted the Annual Meeting of Board and Membership.
- Prepared an Annual Report of the Board of Directors as required under Section 519 of the NYS Not-For-Profit Corporation Law.
- Reviewed 2019 IRS Form 990 with all Board members and solicited comments.
- Updated the corporate chart to reflect the revised corporate structure.
- At the October 2020 meeting, the Board approved the 2021 budget and the 2022 - 2024 forecast for submittal to the Authorities Budget Office. This took place after extensive meetings with the Audit & Finance Committee and other members of the Board. The Board also approved the granting of Power of Attorney to Freed Maxick for tax credit cost certification.

Miscellaneous Projects & Initiatives

- In March 2020, King Crow LLC (a subsidiary of BUDC) closed on the sale of a portion of 308 Crowley to Enterprise Folding Box for their future expansion.
- Throughout 2020, the City worked with the NYS Historic Preservation Office to try to advance the partial demolition at 308 Crowley, a property owned by a BUDC subsidiary.
- Northland Project Manager Art Hall has successfully organized the Northland Small Business Networking Series, which has assisted numerous east side small businesses and is establishing strong relationships for the future East Side Entrepreneurial Center. He continued this success with two excellent virtual meeting in 2020.
- Mr. Hall has also organized and continues to process the Northland Brownfield Opportunity Area checklist, as the BOA nomination process continues.
- Mr. Hall has been the principal for the Local Initiatives Support Corporation (LISC) Northland Corridor Delavan Grider Community Enhancement Project. His efforts resulted in a final report and completion of the grant in August of 2020.
- Maintained and updated BUDC website and Facebook pages.
- Provided assistance to multiple companies and strategic projects, often in conjunction with the Mayor’s Office of Strategic Planning and ECIDA.
- Partnered with National Grid and National Fuel to provide economic development grants to significant projects within the City of Buffalo.

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)

BUFFALO URBAN DEVELOPMENT CORPORATION (“BUDC”)**WHISTLEBLOWER POLICY****I. Introduction**

- a. **Applicability:** This Whistleblower Policy (“Policy”) shall apply to the Buffalo Urban Development Corporation (“BUDC”), its existing affiliates and any other affiliated entities that may hereafter be established by BUDC (hereinafter collectively referred to as the “Corporation”) upon approval by the Board of Directors of the Corporation.
- b. **Scope:** In accordance with Title 12 of Article 9 of the Public Authorities Law, the Corporation is required to adopt a policy to protect individuals who, in good faith, report violations of the Corporation’s Code of Ethics or other instances of potential wrongdoing within the Corporation.
- c. **Purpose:** This Policy provides directors, officers and employees of the Corporation 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.

II. Definitions

- a. **“Corporation Employee”:** All directors and officers of the Corporation, and all staff employed by the Corporation, whether employed full-time or part-time, employed pursuant to a contract, employed temporarily, or employed on a probationary basis.
- b. **“Good Faith”:** Information concerning potential Wrongdoing is disclosed in “good faith” when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential Wrongdoing.
- c. **“Personnel Action”:** Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.
- d. **“Whistleblower”:** Any Corporation Employee who in good faith discloses information concerning Wrongdoing by another Corporation Employee, or concerning the business of the Corporation itself.
- e. **“Wrongdoing”:** Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority engaged in by a Corporation Employee that relates to the Corporation.

III: Reporting Wrongdoing

All Corporation Employees who discover or have knowledge of potential Wrongdoing concerning directors, officers or employees of the Corporation; or a person having business dealings with the Corporation; or concerning the Corporation itself, shall report such activity in accordance with the following procedures:

- a. The Corporation Employee shall disclose any information concerning Wrongdoing either orally or in a written report to his or her supervisor, or to the Corporation's ethics officer, general counsel, or human resources representative.
- b. A Corporation Employee who discovers or has knowledge of Wrongdoing shall report such Wrongdoing in a prompt and timely manner.
- c. The identity of the Whistleblower and the substance of his or her allegations will be kept confidential to the best extent possible.
- d. The individual to whom the potential Wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such information to the Authorities Budget Office or an appropriate law enforcement agency where applicable.
- e. Should a Corporation Employee believe in good faith that disclosing information within the Corporation pursuant to Section III(a) above would likely subject him or her to adverse Personnel Action or be wholly ineffective, the Corporation Employee may instead disclose the information to the Authorities Budget Office or to an appropriate law enforcement agency, if applicable. The Authorities Budget Office's toll free number (1-800-560-1770) should be used in such circumstances.

IV: No Retaliation or Interference

No Corporation Employee shall retaliate against any Whistleblower for the disclosure of potential Wrongdoing, whether through threat, coercion, or abuse of authority; and, no Corporation Employee shall interfere with the right of any other Corporation Employee by any improper means aimed at deterring disclosure of potential Wrongdoing. Any attempts at retaliation or interference are strictly prohibited, and:

- a. No Corporation Employee who, in good faith, discloses potential violations of the Corporation's Code of Ethics or other instances of potential Wrongdoing shall suffer harassment, retaliation or adverse Personnel Action.
- b. All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential Wrongdoing will be investigated by the Corporation.
- c. Any Corporation Employee who retaliates against or attempts to interfere with any individual for having in good faith disclosed potential violations of the Corporation's

Code of Ethics or other instances of potential Wrongdoing is subject to disciplinary action, which may include termination of employment.

- d. Any allegation of retaliation or interference will be taken and treated seriously and, irrespective of the outcome of the initial complaint, will be treated as a separate matter.

V: Other Legal Rights Not Impaired

This Policy is not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action.

- a. Specifically, this Policy is not intended to limit any rights or remedies that an individual may have under the laws of the State of New York, including but not limited to the following provisions: Civil Service Law §75-b, Labor Law § 740, State Finance Law § 191 (commonly known as the “False Claims Act”), and Executive Law § 55(1).
- b. With respect to any rights or remedies that an individual may have pursuant to Civil Service Law § 75-b or Labor Law § 740, any employee who wishes to preserve such rights shall, prior to disclosing information to a government body, have made a good faith effort to provide the appointing authority or his or her designee the information to be disclosed and shall provide the appointing authority or designee a reasonable time to take appropriate action unless there is imminent and serious danger to public health or safety. (See Civil Service Law § 75-b[2][b]; Labor Law § 740[3]).

VI. Implementation

This Whistleblower Policy shall be provided to all directors, officers, and employees of the Corporation and shall be reviewed annually by the Corporation’s Governance Committee.

Approved and Adopted: 3/27/2012

Re-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)

Buffalo Urban Development Corporation (BUDC) Summary of Employee Benefits (2021)

Subject to change at the discretion of BUDC, the following benefits are offered or provided to BUDC Full-Time Employees and Part-Time Regular Employees in 2021*:

Health Insurance: BUDC offers the BlueCross BlueShield Platinum Class and Platinum POS Plus plans, or Silver POS 7100 (high deductible) plan, which are made available immediately upon hire. Employees are required to contribute ten (10) percent of the cost of a Single or Family premium. If an employee maintains comparable health insurance coverage and “opts out” of the BUDC plan, the employee is paid a portion of the applicable savings to BUDC, as outlined in the employee manual. If an employee or spouse reach age 65 and become Medicare-eligible, BUDC requires enrollment in an individual Medicare Advantage plan. BUDC will provide a stipend to the employee equal to the following: 100% of the individual Senior Blue 651 Medicare Advantage plan premium (\$1,440 annually for 2021) plus \$1,782.00 annually to cover the Medicare Part B premium. These amounts are reviewed annually and adjusted as necessary. If an employee or spouse wishes to obtain a Medicare Advantage plan at a higher cost, the employee is responsible for paying the difference in premium.

Dental Insurance: BUDC provides dental insurance coverage through a Lincoln Financial group policy, which is made available immediately upon hire. The policy premium is fully-paid by BUDC.

Long-term Disability Insurance: BUDC provides long-term disability insurance through a Lincoln Financial group policy, which is made available immediately upon hire. Coverage begins after ninety (90) days of disability and provides for up to seventy (70) percent of an employee’s gross salary, with a maximum benefit of six thousand dollars (\$6,000) per month. The policy premium is fully-paid by BUDC.

Life Insurance: BUDC provides life insurance through a Lincoln Financial group policy, which is made available immediately upon hire. Coverage is for one (1) times an employee’s gross wages, with a maximum benefit of seventy thousand dollars (\$70,000). The policy premium is fully-paid by BUDC.

Retirement: After nine months of employment, BUDC provides quarterly retirement plan contributions equal to twelve (12) percent of an employee’s gross wages during the preceding quarter. The payment is made directly to the employee’s individual SEP account, which must be registered with the BUDC CFO.

Section 125 Plan: BUDC offers a flexible spending account (FSA) that allows employees to make contributions toward out-of-pocket medical expenses or dependent care expenses on a “before tax”, rather than “after tax”, basis.

Paid Holidays: BUDC provides Full-Time Employees and Part-Time Regular Employees with thirteen (13) paid holidays per year. They are listed in the BUDC Employee Manual. Part-Time Regular Employees are eligible for holiday pay in proportion to the number of hours they are normally scheduled to work. Part-Time Employees are not eligible for holiday pay.

Paid Family Leave: BUDC offers paid family leave under New York State’s Paid Family Leave (PFL) statute. PFL provides paid time off so an employee can:

- bond with a newly born, adopted, or fostered child;
- care for a family member with a serious health condition, or;

- assist loved ones when a family member is deployed abroad on active military duty.

Vacation, Personal and Sick Days: After a ninety (90) day introductory period, BUDC provides all Full-Time Employees with fifteen (15) vacation days per year, three (3) personal days per year and nine (9) sick days per year. Employees with ten (10) or more years of service receive an additional five (5) days of vacation per year. Part-Time Regular Employees are eligible for vacation, personal and sick pay in proportion to the number of hours they are normally scheduled to work. Part-Time Employees are not eligible for vacation, personal or sick pay. Note:

- The introductory period does not apply to those employees hired as of January 1, 2012. These employees have an “anniversary date” that corresponds to the date they were originally hired by ECIDA.
- Any sick leave that exceeds five consecutive working days requires satisfactory documentation from a physician or similar medical professional.
- The BUDC President must approve all sick leave requests when an individual employee's sickness record indicates frequent, patterned or persistent levels of absence.

Carry-over of vacation and personal days into following year: The number of vacation and personal days that can be carried over into the following year is limited to one year of vacation and one year of personal day entitlements. If vacation and personal days exceed the maximum carryover amount at December 31st, the excess days are forfeited. Waivers are not permitted.

Carry-over of sick days into following year: The maximum number of sick days that can be carried over to the following year is limited to sixty (60) days. If sick days exceed this maximum at December 31st, the excess days are forfeited. Waivers are not permitted.

Payment for accrued vacation, personal and sick days upon termination of employment: Eligible employees who provide at least two weeks advance written notice of their resignation, or employees terminated without cause by BUDC, are paid for earned but unused vacation and personal days. Unused sick days are not paid upon separation. Employees that are terminated for cause from their employment with BUDC are not paid for any earned but unused vacation, personal or sick days.

Professional Associations: BUDC encourages and supports continued employee participation in appropriate professional organizations and may pay the costs of such participation when pre-approved.

***Categories of Employment:**

Full-Time Employees regularly work at least a 37.5 hour workweek.

Part-Time Regular Employees regularly work at least 22 hours or more each week.

Part-Time Employees work less than 22 hours each week.