



# **Review, Adoption and Re-Adoption of Policies and Committee Charters**

**Erie County Industrial Development Agency (ECIDA)  
Buffalo & Erie County Industrial Land Development Corp. (ILDC)  
Buffalo & Erie County Regional Development Corporation (RDC)**

***2019 Mission Statement and Performance Measurements***

***Approval Date: March 27, 2019***

**Purpose:**

The Public Authorities Law requires public authorities to develop and adopt a mission statement and to develop performance measures to assist them in determining how well they are carrying out their mission. The Authorities Budget Office (ABO) requires that all public authorities utilize the following format to annually review their mission statement and performance measures and publish a measurement report. This report is designed to satisfy these requirements.

Please note: The ECIDA's official annual report, which outlines detailed project information and accomplishments is called "2019 Year in Review", and is posted on the ECIDA's website at <http://www.ecidany.com> under "About Us" then "Annual Reports".

**Mission Statement:**

The mission of the Erie County IDA and its affiliates is to provide the resources that encourage investment, innovation, and international trade – creating a successful business climate that improves the quality of life for the residents of the region.

**Performance Goals, Measures & Results:**

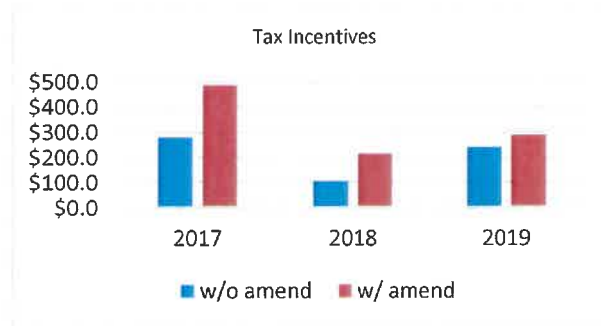
***Goal 1: To promote private investment and innovation:***

**Objective 1A:** Encourage private sector investment by providing incentives and other economic development services to spur eligible development projects.

**Measurement:** Value of new private investments from tax incentives.

**Metric\*:** \$225-\$250M in private investment for tax incentive projects.

**2019 Results:** The ECIDA approved 19 projects in 2019 (including 2 amendatory projects). The new private sector investment was \$239.6 M, rising to \$287.3 M when including amendatory projects.

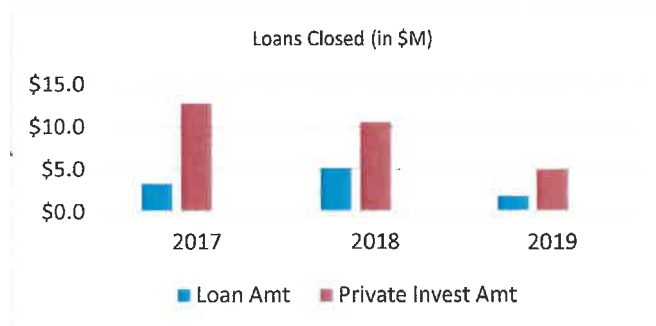


**Objective 1B:** Provide “gap financing” to spur the creation of new businesses and private-sector investment in working capital, machinery and equipment.

**Measurement:** Number and amount of business loans approved.

**Metric\*:** \$4-\$4.25 million in new business loans.

**2019 Results:** In 2019, the RDC closed 5 loans totaling \$1.8M leveraging \$4.9 M in private investment.

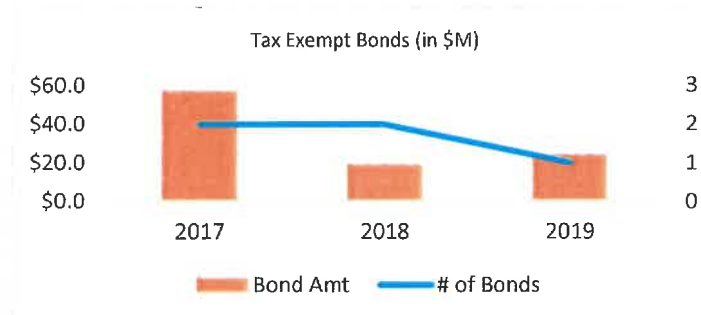


**Objective 1C:** Assist non-profit and other eligible borrowers obtain low-interest, tax-exempt financing from commercial banks.

**Measurement:** Value of private investments from low-interest financing provided to non-profit organizations.

**Metric\*:** \$25-\$30 million in new tax-exempt bond financing or refinancing.

**2019 Results:** In 2019 the ECIDA issued one new tax-exempt bond for \$23.6 M.

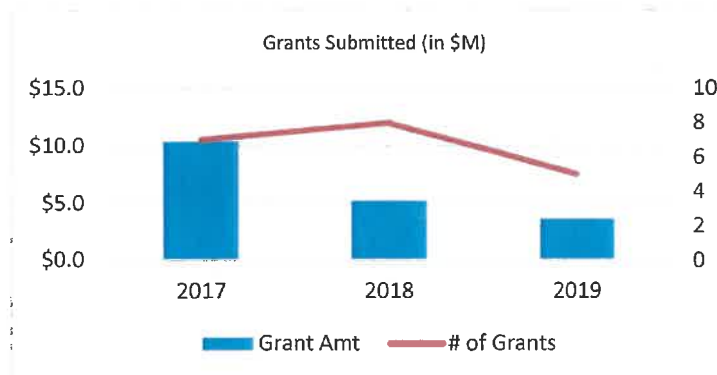


**Objective 1D:** Pursue state, federal and private funding opportunities to support priority projects and leverage private investment.

**Measurement:** Number of grant applications submitted on behalf of ECIDA and ILDC.

**Metric\*:** 8-10 grants applications submitted.

**2019 Results:** A total of 5 grants for \$3.6 M were submitted in 2019. In addition, a New Market Tax Credit application for \$3 M was prepared and submitted to NDC.



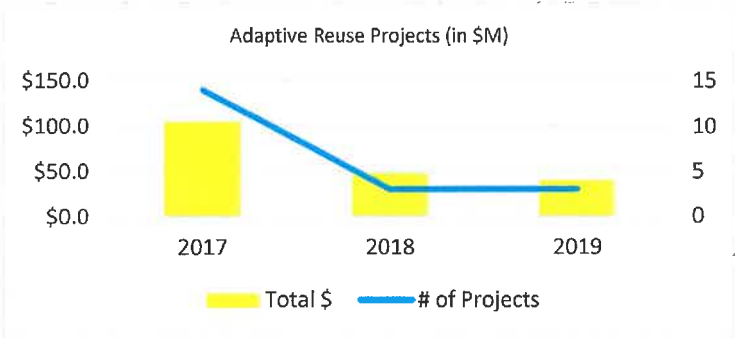
**Goal 2: To support business formation, job growth, and economic expansion, concentrating on underserved markets:**

**Objective 2A:** To support the re-investment in vacant, abandoned and underutilized buildings, primarily in the urban core, through the ECIDA’s adaptive reuse tax incentive program and other financial support.

**Measurement:** Number and investment value of adaptive re-use building projects.

**Metric\*:** \$50-\$70 million in adaptive re-use projects.

**2019 Results:** In 2019, 3 adaptive reuse projects were approved totaling \$39.3 M in private investment.



Year	Total \$ (in \$M)	# of Projects
2017	~100.0	~12
2018	~30.0	~2
2019	39.3	3

**Objective 2B:** To support the creation and growth of small and minority & women-owned businesses.

**Measurement:** Number and amount of micro-loans, minority/women-owned business loans and minority/women-owned business tax incentives.

**Metric\*:** \$250,000 in micro-loans and/or loans to minority/women-owned business enterprises.

**2019 Results:** In 2019, one minority loan was closed for \$48,000. The ECIDA continues to support minority and women owned enterprises through event sponsorships, programs and vendor selection. In 2019 this additional support totaled slightly over \$10,000.

**Objective 2C:** To support the creation of new jobs at all salary levels.

**Measurement:** Number of net new full and part-time jobs created and their average salary as a result of ECIDA financial support.

**Metric\*:** \$40,000-\$45,000 average salary for new jobs created.

**2019 Results:** In 2019 the average salary for the 246 new jobs created through ECIDA tax incentive projects was \$42,901.

**Objective 2D:** Reach out to Erie County businesses to inform them of ECIDA and other business support services available.

**Measurement:** Number of sales contacts.

**Metric\*:** 400 sales contacts.

**2019 Results:** A total of 447 sales contacts were made.

**Objective 2E:** To support reinvestment in vacant and abandoned brownfield properties for the purpose of creating shovel-ready sites, new investment, and jobs.

**Measurement:** Number of acres of land redeveloped or in the process of redevelopment.

**Metric\*:** 100-150 acres of land.

**2019 Results:** Over 180 acres under management including land at the former Bethlehem Steel site and 2 Tonawanda sites (Polymer & INS).

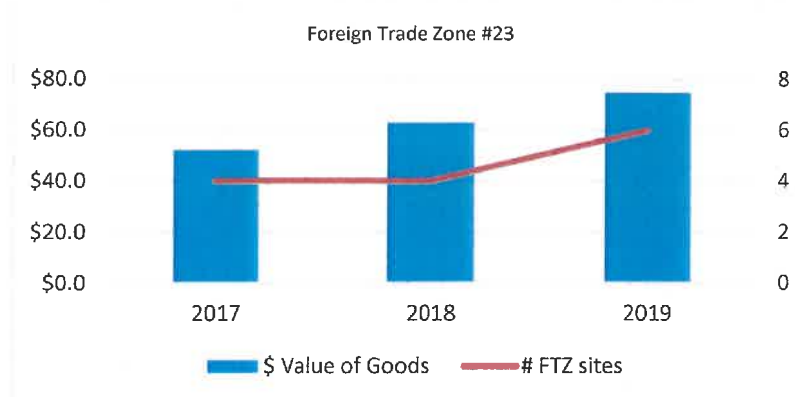
**Goal 3: Encourage international trade:**

**Objective 3A:** Promote & support the use of Erie County's foreign trade zone to assist businesses in remaining globally competitive by reducing, eliminating or deferring import duties.

**Measurement:** Value of goods moving through Foreign Trade Zone (FTZ) #23.

**Metric\*:** \$60-\$75 million of goods moving through FTZ #23.

**2019 Results:** \$74.8M in goods moved through the FTZ in 2018 – as reported in 2019 (1 yr reporting lag). The number of FTZ sites increased to 6.



\* Metrics are based on the ECIDA's actual performance for up to a 3-year rolling average period (2016 to 2018), where applicable.

## Governance Certification

1. Have the board members acknowledged that they have read and understood the mission of the public authority?

Board of Directors response: Yes

2. Who has the power to appoint the management of the public authority?

Board of Directors response: The Board of Directors

3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?

Board of Directors response: The Board has not adopted a written policy. However, the Board follows prudent and reasonable practices to appoint responsible individuals.

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

Board of Directors response: The role of the Board regarding the implementation of the public authority's mission is to provide strategic guidance, oversight, mission authorization, policy setting and validation of the authority's mission, performance measurements and results. The role of management is to collaborate with the Board in strategy development and to implement established programs, processes, activities and policies to achieve the public authority's mission.

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

Board of Directors response: Yes



**Erie County Industrial Development Agency (ECIDA)  
Buffalo & Erie County Industrial Land Development Corp. (ILDC)  
Buffalo & Erie County Regional Development Corporation (RDC)**

***2020 Mission Statement and Performance Measurements***

***Approval Date: March 25, 2020***

**Purpose:**

The Public Authorities Law requires public authorities to develop and adopt a mission statement and to develop performance measures to assist them in determining how well they are carrying out their mission. The Authorities Budget Office (ABO) requires that all public authorities utilize the following format to annually review their mission statement and performance measures and publish a measurement report. This report is designed to satisfy these requirements.

Please note: The ECIDA's official annual report, which outlines detailed project information and accomplishments is called "Year in Review", and is posted on the ECIDA's website at <http://www.ecidany.com> under "About Us" then "Annual Reports".

**Mission Statement:**

The mission of the Erie County IDA and its affiliates is to provide the resources that encourage investment, innovation, workforce development and international trade resulting in a successful business climate focused on growth, economic stability, job creation and retention for businesses and individuals which improves the quality of life for the residents of the region.

**Performance Goals, Measures & Results:**

***Goal 1: To promote private investment and innovation:***

*Objective 1A:* ECIDA: Encourage private sector investment by providing incentives and other economic development services to spur eligible development projects.

Measurement: Value of new private investments from tax incentives.

Metric\*: \$250 - \$275 M in private investment from approved tax incentives.

Results:

*Objective 1B:* RDC: Provide “gap financing” to spur the creation of new businesses and private-sector investment in working capital, machinery and equipment.

Measurement: Number of loans, \$ amount of loans and amount of private investment for loans approved.

Metric: \$3 M in new business loans with the private investment amount of \$6 M for a total of 6 loans approved.

Results:

(note: when listing results, include a subcategory identifying any innovation loans).

*Objective 1C:* ECIDA & ILDC: Assist non-profit and other eligible borrowers to obtain low-interest, tax-exempt bond financing.

Measurement: Value of private investments from low-interest financing provided to non-profit organizations.

Metric\*: 1 tax exempt bond totaling \$25 - \$35 M

Results:

Objective 1D: ECIDA & ILDC: Pursue state, federal and private funding opportunities to support priority projects and leverage private investment.

Measurement: Number and \$ amount of grant applications submitted.

Metric: Five grants submitted for a total of \$3.2 - \$3.7 M

Results:

**Goal 2: To support business formation, job growth, and economic expansion targeting economically challenged and disadvantaged communities:**

Objective 2A: ECIDA & ILDC: Support the re-investment in vacant, abandoned and underutilized buildings.

Measurement: Number and investment value of adaptive re-use building projects.

Metric: Five to six projects approved totaling \$50M - \$60M in private investment.

Results:

Objective 2B: ECIDA & RDC: Support the creation and growth of small business and minority & women-owned businesses (MWBE).

Measurement: Number and \$ amount of MWBE business loans, MWBE business tax incentives and other MWBE support provided.

Metric: \$250,000 in loans and tax incentives to MWBE businesses. To encourage participation in these MWBE initiatives, an additional \$66,000 to provide direct support / assistance to MWBEs through sponsorships of community partner events (i.e. SBA, SCORE, WEDI) and funding of a technical assistance program (offered through a local CDFI or other partnership). Continue to provide other non-monetary forms of MWBE support (i.e. vendor selection, MWBE referrals to resources for certification, government contracting) that spur interest in and capacity for the \$250,000 in MWBE loans and tax incentives.

Results:

Objective 2C: ECIDA: Support the creation and retention of jobs at all salary levels.

Measurement: total # and average \$ of jobs to be retained & created overall and broken down for the following categories: management, professional, administrative, production, independent contractor and other.

Metric\*: Average salary for retained and created jobs at \$40,000 - \$45,000.

Results:

(note: include total number of jobs retained & created, as well as the average salaries in each of the categories listed above and the total payroll amount.

Objective 2D: ECIDA, RDC & ILDC: Reach out to Erie County businesses to inform them of ECIDA and other business support services available.

Measurement: Number of sales contacts.

Metric\*: 425-450 sales contacts made\*

Results:

Objective 2E: ILDC: Support reinvestment in vacant and abandoned brownfield properties for the purpose of creating shovel-ready sites, new investment, and jobs.

Measurement: Number of acres of land redeveloped / in the process of redevelopment and public/private investment amounts.

Metric: 180 acres

Results:

**Goal 3: To encourage international trade:**

**Objective 3A:** ECIDA: Promote & support the use of Erie County’s foreign trade zone (FTZ) to assist businesses in remaining globally competitive by reducing, eliminating or deferring import duties.

**Measurement:** Value of goods moving through FTZ #23 and # of FTZ activated sites.

**Metric:** A total of 7 FTZ sites with goods valued at \$85M moving through the zone.

**Results:**

(note: due to FTZ reporting lag – the prior year’s results will be listed)

**Goal 4: To safeguard the public's investment by ensuring compliance and transparency with ECIDA Policies & Procedures, NYS Tax, EDA and ABO requirements:**

**Objective 4A:** ECIDA: Client compliance with material terms including local labor, employment retention & creation, investment, pay equity and unpaid real property tax policies.

**Measurement:** Analysis of quarterly employment & local labor reports, review of investment verifications, completion of pay equity audits by Erie County office of EEO and real property tax payments through the Erie County Commissioner of Real Property Services.

**Metric:** 100% compliance

**Results:**

**Objective 4B:** ECIDA: Client compliance with the New York State Sales and Use Tax program

**Measurement:** Review of clients' ST-340 forms and the amount of the sales tax savings approved by the Board of Directors to ensure that the amount of the sales tax savings that clients report does not exceed the board approved amounts.

**Metric:** 100% client compliance

**Results:**

**Objective 4C:** RDC: Ensure proper controls and safeguards over the administration of the revolving loan fund (RLF).

**Measurement:** Obtain the highest rating from the U.S. Dept of Commerce: Economic Development Administration (EDA) on the quality / health of the RLF administered by the RDC.

**Metric:** "A" rating from the EDA

**Results:**

Objective 4D: ECIDA, RDC & ILDC: Compliance with ABO's deadlines and regulatory requirements.

Measurement: Timely and accurate filing of the annual PARIS reports, budget and financial audits.

Metric: 100% compliance

Results:

Objective 4E: ECIDA, RDC & ILDC: Board Member compliance with ABO regulatory requirements.

Measurement: Board completion of the annual Board of Directors Self Evaluation, execution of the Acknowledgement of Fiduciary Duties & Responsibilities forms, and completion of the required ABO board member training.

Metric: 100% compliance

Results:

\* Metrics are calculated based upon a 3 year rolling average (for period 2017 – 2019).

## Governance Certification

1. Have the board members acknowledged that they have read and understood the mission of the public authority?

Board of Directors response: Yes

2. Who has the power to appoint the management of the public authority?

Board of Directors response: The Board of Directors

3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?

Board of Directors response: The Board has not adopted a written policy. However, the Board follows prudent and reasonable practices to appoint responsible individuals.

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

Board of Directors response: The role of the Board regarding the implementation of the public authority's mission is to provide strategic guidance, oversight, mission authorization, policy setting and validation of the authority's mission, performance measurements and results. The role of management is to collaborate with the Board in strategy development and to implement established programs, processes, activities and policies to achieve the public authority's mission.

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

Board of Directors response: Yes



**ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
BUFFALO & ERIE COUNTY REGIONAL DEVELOPMENT CORP  
BUFFALO & ERIE COUNTY INDUSTRIAL LAND DEVELOPMENT CORP**

**2019 ANNUAL REPORT**  
**(For purposes of Section 2800(2) of the Public Authorities Law)**

### **Description of the Agency:**

The Erie County Industrial Development Agency (ECIDA) is a public benefit corporation that provides tax incentives, financing programs, export assistance, land development and other economic development services to the City of Buffalo and Erie County, New York.

The ECIDA has two other affiliated not-for-profit organizations as follows:

- 1) **Buffalo and Erie County Regional Development Corporation (“RDC”)**. This is a lending corporation created by an Economic Development Administration grant with matching funds from the City of Buffalo and Erie County.
- 2) **Buffalo and Erie County Industrial Land Development Corporation (“ILDC”)**. The ILDC was restructured in 2009 to allow it to issue tax-exempt interest debt on behalf of Erie County to assist local not-for-profit organizations finance development projects at a lower cost. On behalf of Erie County, the ILDC also operates the Erie County Business Development Fund, a micro-loan program funded from HUD Community Development Block Grant sources.

These corporations are related since they are managed by the same personnel. The ECIDA and RDC share the same Board of Directors as their oversight body. The ILDC board is comprised of five ECIDA Board members. None of these corporations is owned by another corporation.

### **Purpose of the Annual Report:**

As an industrial development agency, the ECIDA and its affiliates are required to comply with New York State’s Public Authorities Law. Under this Law, the ECIDA and its affiliates are required to submit a comprehensive annual report that includes information on:

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

## 17. Description of material pending litigation

In compliance with the Public Authorities Law, the following required information is presented for the fiscal year ended December 31, 2019.

### **1. Operations & Accomplishments:**

A report on the 2019 operations and accomplishments of the ECIDA and its affiliates is posted on the ECIDA's website at <http://www.ecidany.com/about-us-corporate-reports>.

### **2. Financial Reports:**

#### **i) Audited Financial Statements:**

The audited financial statements for the ECIDA and its affiliates are posted on the ECIDA's website at <http://www.ecidany.com/about-us-corporate-reports> while the financial statement certification is included on page 8.

The financial statements are audited on an annual basis by ECIDA's external auditors, Freed Maxick CPAs, P.C. In their opinion, the financial statements present fairly, in all material respects, the financial position of the ECIDA and its affiliates as of December 31, 2019, and the changes in net assets and its cash flows for the years then ended in conformity with accounting principals generally accepted in the United States of America.

#### **ii) Grants & Subsidy Programs:**

The ECIDA and its affiliates are recipients of various pass-through Federal, State and Local grant programs that are utilized for land development, loan, and other economic development programs. Details of the various grants are outlined in the notes to the audited financial statements.

In accomplishing its mission, the ECIDA does not receive any operational funding or subsidies from Federal, State, County or local sources. Instead, the ECIDA relies primarily upon administrative fees charged to those businesses that utilize its products and services.

#### **iii) Operating & Financial Risks:**

The following outline some of the operating and financial risks that impact the ECIDA and its affiliates:

- New York State Legislation – The New York State Legislature can impose various restrictions on the ability of Industrial Development Agencies to provide tax incentives which could significantly impact the revenue of the ECIDA.
- Collectability of loans receivable – The RDC and ILDC operate various revolving loan programs and as such their financial results are impacted by the collectability of the related loans.

- Litigation – To provide various tax incentives or grants, the ECIDA takes a leasehold or ownership interest in various properties and is often brought into various lawsuits that could impact the ECIDA’s financial results.
- Regulations – The ECIDA, RDC and ILDC are subject to various regulations including those imposed by the NYS Authorities Budget Office and the Federal Economic Development Administration. These regulations may increase the cost of compliance or impact the financial position of the Agency.
- Local economic conditions – Since the ECIDA relies upon fees generated from various projects that it assists, a reduction in the number and/or size of those projects would significantly impact the Agency’s revenues.

The ECIDA mitigates a portion of the above risks through prudent financial management, external legal guidance and comprehensive insurance coverage.

iv) Current bond ratings:

The ECIDA and ILDC act as conduits for tax-exempt bond financings by various not-for-profit and other eligible borrowers. As a conduit bond issuer, the ECIDA and ILDC do not issue bonds on their own behalf and therefore are not rated by municipal bond rating agencies.

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

The ECIDA has long-term liabilities that are recorded on its financial statements related to its participation as a conduit under certain New York State loan programs as outlined in the notes to the ECIDA audited financial statements. The ECIDA does not have any long-term liabilities under employee benefit plans as ECIDA employees are not covered by any defined benefit pension plans or provided with any post-retirement benefits.

The ECIDA has a lease for its office space and three minor long-term leases for office equipment. All are recorded as operating leases in the audited financial statements.

**3. Mission Statement & Performance Measurements:**

The ECIDA’s Mission Statement & Measurements Report for 2019 is included in Attachment 1. This document will be reviewed and approved by the Board at the March 25, 2020 Board meeting.

**4. Schedule of Bonds and Notes Outstanding:**

Attachment 2 summarizes the ECIDA’s and ILDC’s bonds and notes outstanding at December 31, 2019. The indebtedness shown on these schedules is conduit debt and is **not** an obligation of the ECIDA, ILDC, Erie County or New York State. Neither the ECIDA nor the ILDC records the assets or liabilities resulting from completed bond and note issues in their accounts since their primary function is to facilitate the financing between the borrowing companies and the bond and note holders.

## **5. Compensation Schedule:**

See Attachment 3 for a list of ECIDA employees who had a salary exceeding \$100,000 during 2019. Attachment 3A is a summary of benefits provided to those staff as per the New York State Public Authorities Reporting Information System (PARIS). Biographies for these individuals are posted on the ECIDA website at <http://www.ecidany.com/staff-directory>. Salaries and benefit information for other ECIDA staff are also reported under the PARIS system.

None of the directors of the ECIDA or its affiliates receive any compensation for their services as directors. None of the officers of the ECIDA or its affiliates receive any compensation for their services as officers beyond their compensation as employees. None of the ECIDA affiliates had any employees during 2019.

## **6. Projects Undertaken by the Corporation during 2019:**

Attachment 4 details the tax-exempt bonds and tax abatements that were approved during 2019. Attachment 4A details the loans that were funded in 2019.

## **7. Listing of Certain Property of the Corporation:**

Attachment 5 provides information regarding the real property holdings of the ECIDA and its affiliates. This listing excludes the hundreds of properties in which the ECIDA has technical title in order to convey certain tax or other benefits. The properties presented are those where the ECIDA and its affiliates have “real” beneficial ownership.

## **8. Code of Ethics:**

The Corporation’s Code of Ethics is posted on the ECIDA’s website at <http://www.ecidany.com/about-us-corporate-policies>.

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

Management’s Assessment of the Effectiveness of Internal Controls of the ECIDA, RDC and ILDC is posted on the ECIDA’s website at <https://www.ecidany.com/about-us-corporate-reports>.

The ECIDA, RDC and ILDC’s external auditors have conducted an audit of the internal control over financial reporting and their report is included in the audited financial statements posted on the ECIDA’s website at <https://www.ecidany.com/about-us-corporate-reports>.

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

### **ECIDA**

Industrial development agencies (“IDAs”) are formed under Article 18-A of New York State General Municipal Law, as public benefit corporations. IDAs were created to

actively promote, encourage, attract and develop job and recreational opportunities and economically-sound commerce and industry in cities, towns, villages and counties throughout New York State (the "State"). IDAs are empowered to provide financial assistance to private entities through tax incentives in order to promote the economic welfare, prosperity and recreational opportunities for residents of a municipality ("Benefited Municipality").

Section 891a of the General Municipal Law outlines the composition of the Erie County IDA membership and additional powers granted to the ECIDA. A copy of this specific legislation can be found at the following address:

[http://public.leginfo.state.ny.us/LAWSSEAF.cgi?QUERYTYPE=LAWS+&QUERYDATA=\\$\\$GMU891-A\\$\\$@TXGMU0891-A+&LIST=LAW+&BROWSER=EXPLORER+&TOKEN=35134270+&TARGET=VIEW](http://public.leginfo.state.ny.us/LAWSSEAF.cgi?QUERYTYPE=LAWS+&QUERYDATA=$$GMU891-A$$@TXGMU0891-A+&LIST=LAW+&BROWSER=EXPLORER+&TOKEN=35134270+&TARGET=VIEW)

### RDC & ILDC

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

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

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

## **11. Description of the Authority and its Board Structure:**

### i) Names of Committees and Committee Members:

The ECIDA and its affiliates operate several committees as outlined on the ECIDA website at <http://www.ecidany.com/about-us-board-committees>. Attachment 6 outlines the committee members.

### ii) Lists of Board Meetings & Attendance:

A list of the various Board meetings and Board attendance is outlined on Attachment 7.

iii) Description of major authority units, subsidiaries:

The ECIDA and its affiliates do not have any subsidiaries.

iv) Number of Employees:

The ECIDA had 18 full-time employees in 2019.

v) Organizational Chart:

The ECIDA's organizational chart is posted on the ECIDA's website at: [https://www.ecidany.com/documents/Press\\_Room/Organizational%20Chart%20-%20as%20of%20June%202019.pdf](https://www.ecidany.com/documents/Press_Room/Organizational%20Chart%20-%20as%20of%20June%202019.pdf)

**12. Bylaws:**

The Bylaws for the ECIDA and its affiliates are posted on the ECIDA's website at <http://www.ecidany.com/about-us-corporate-policies>.

**13. Listing of Material Changes in Operations and Programs:**

ECIDA finished work on several projects at the former Bethlehem Steel site in Lackawanna, NY, including a rail line relocation and water line improvements. The ILDC continued work to develop an Infrastructure/Utility Master Plan and Generic Environmental Impact Statement to prepare the 148-acre vacant brownfield site for private investment and redevelopment.

The ECIDA and ILDC entered into a memorandum of understanding with several other public and private partners to implement the Erie County Opportunity Zone marketing initiative. A \$25,000 grant was utilized to engage a consultant for marketing and investment attraction services to promote Erie County's twenty-three Opportunity Zones to regional and national investors.

No new policies were approved in 2019.

**14. Four-Year Financial Plan:**

A copy of the four-year financial plan is posted on the ECIDA's website at <https://www.ecidany.com/about-us-corporate-reports>.

**15. Board Performance Evaluations:**

The ECIDA Board of Directors conducted a Board Performance Evaluation in 2019 and forwarded the results to the Authority Budget Office. The surveys are not subject to disclosure under Article six of the Public Officers Law.

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

Attachments 8, 8A, and 8B are Procurement Reports that are filed under PARIS for the ECIDA, RDC, and ILDC respectively. These reports outline the assets and services

purchased through competitive and non-competitive bidding for all procurements in excess of \$5,000.

**17. Description of material pending litigation:**

The audited financial statements for the ECIDA, RDC, and ILDC outline any material pending litigation. The audited financial statements are posted on the ECIDA's website at <http://www.ecidany.com/about-us-corporate-reports>.



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

Pursuant to Section 2800 (3) of the Public Authorities Law, each of the undersigned officers of Erie County Industrial Development Agency, Buffalo and Erie County Regional Development Corporation, and the Buffalo and Erie County Industrial Land Development Corporation does hereby certify with respect to the annual financial report of the Corporation (the "Annual Financial Report") posted on the ECIDA's website at <http://www.ecidany.com/about-us-corporate-reports> that based on the officer's knowledge:

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

---

**Steven Weathers**  
President & CEO

---

**Mollie Profic**  
CFO

ECIDA Bonds

Attachment #2

Id	Trustee	ProjectName	Bond Amount	Year Start Balance 2019	Year End Balance 2019	Principal Paid 2019	Interest Rate	Bond/Loan Number	Bond Maturity
2516	Bank of New York Mellon	Our Lady of Victory Renaissance Corporation	\$11,860,000	\$ 8,660,000	\$ 8,235,000	\$ 425,000	0.053		4/1/32
2360	New York Housing Finance Agency	2009 Shoreline Apartments LLC	\$9,000,000	\$ 1,229,571			0.055	5003	11/30/41
2591	M&T Bank	Canisius High School	\$22,250,000	\$ 12,000,000	\$ 11,170,000	\$ 830,000	var	1012768	2/1/38
2491	M&T Bank	Hydro-Air Components, Inc.	\$9,800,000	\$ 3,985,000	\$ 3,535,000	\$ 450,000	Var.	1034103	4/1/26
860	M&T Bank	Canterbury Woods	\$58,610,000	\$ 2,035,000	\$ 275,000	\$ 1,760,000	0.06	2374	2/1/28
10140	M&T Bank	Joint Schools Construction Board 2012A Refinancing	\$209,540,000	\$148,515,000	\$131,620,000	\$ 16,895,000	var.	G018	5/1/26
10194	M&T Bank	Joint Schools Construction Board 2013 Refund of 2009A Bonds	\$62,540,000	\$ 61,315,000	\$ 61,060,000	\$ 255,000	var	254	5/1/28
2712	M&T Bank	Joint Schools Construction Board Phase IV - 2009	\$294,905,000	\$ 155,785,000	\$ -	\$ 155,785,000	var	5980	5/1/31
10134	M&T Bank	Joint Schools Construction Project - 2011 Bonds	\$277,875,000	\$ 191,560,000	\$ 174,245,000	\$ 17,315,000	var.	G005, G006	5/1/32
10291	M&T Bank	Joint Schools Construction Board (Refund of 2007A & 2008A bonds) - Series 2015A	\$236,975,000	\$ 201,220,000	\$ 190,415,000	\$ 10,805,000	var.	H378	2029
10342	M&T Bank	Joint Schools Construction Board-Series 2016A (Refund of 2009A Bonds)	\$133,580,000	\$ 132,175,000	\$ 132,175,000	\$ -	2.17		2031
1055	U.S. Bank	Affinity Sutton Place, LP	\$9,995,000	\$ 5,656,743	\$ -	\$ 5,656,743	var.	ERIIND03x2	6/1/33
1747	U.S. Bank	Elmwood Square Preservation L.P.	\$6,085,000	\$ 3,205,916	\$ -	\$ 3,205,916	var.	ERICNTIND04	9/20/45
1035	Huntington National Bank	Child & Family Services of Erie County	\$4,200,000	\$ 1,285,000	\$ 955,000	\$ 330,000	var.	ERIENYCHL002 ; 5082022935	6/1/22
1036	Huntington National Bank	People, Inc.	\$13,685,000	\$ 635,000	\$ 375,000	\$ 260,000	.0722; var	ERIENYPEOPLE; 5082023104	6/1/22
10216	U.S. Bank National Association	Medaille College 2013 Refund of ECIDA 2003 Bond	\$18,240,000	\$ 15,605,000			fixed	1036945, 1036947, 1036962	2/16/35
1062	M&T Bank	Niagara Maryland Development, LLC	\$2,500,000	\$ 955,000	\$ 790,000	\$ 165,000	var	295088FM5	6/1/23
				\$ 945,822,230	\$ 714,850,000	\$ 214,137,659			

Id	Bank	ProjectName	Bond Amount	Year Start Balance 2019	Year End Balance 2019	Principal Paid 2019	Interest Rate	Loan Number	Bond Maturity
10018	Key Bank	134 High Street, LLC	\$24,050,000	\$20,532,851	\$20,144,509	\$388,342	1.9	2000 19408	2022
2736	M&T Bank	Buffalo State Foundation Corp.	\$44,285,000	\$39,150,000	\$38,920,000	\$860,000		1033116, 1033117, 1033115, 1033121, 1033114, 1033123, 1033120, 1033122	2041
10111	M&T Bank	Cantallcian Center for Learning Series A	\$9,525,000	\$6,746,251	\$6,312,084	\$434,167	var.	1034105	2033
10036	M&T Bank	Iskalo Development/2780 Delaware	\$6,000,000	\$3,617,077	\$0	\$3,617,077	3.83	9966072323	2030
10338	M&T Bank	854 Ellicott Street, LLC	\$44,328,500	\$44,328,500			2.95	99-6641368-3	2051
10290	The Bank of New York Mellon	Orchard Park CCRC, Inc. a/k/a Fox Run	\$44,490,000	\$40,850,000	\$39,620,000	\$1,230,000	1-5%		2037
10296	M&T Bank	Canisius College of Buffalo, New York - Refund of 2004-2005 DASNY Bonds - Series 2015A	\$30,760,000	\$23,115,000	\$22,325,000	\$790,000	Libor rate: 1.3375	3233822	2033
10296	M&T Bank	Canisius College of Buffalo, New York - Refund of 2004-2005 DASNY Bonds - Series 2015B	\$16,195,000	\$16,195,000	\$16,195,000	\$0	Libor rate: 1.4075	3233830	2040
10316	Key Bank	Buffalo Academy of Science Charter School	\$3,250,000	\$1,969,976	\$1,574,614	\$395,362	3.08	9014559613- 000000001	4/30/23
2758	M&T Bank	Enterprise Charter School	\$7,345,000	\$6,610,000	\$6,485,000	\$125,000	7.5	1032851	2040
10371	M&T Bank	Tapestry Charter School	\$33,900,000	\$33,900,000	\$33,500,000	\$400,000			2052
10375	U.S. Bank	Charter School for Applied Technologies	\$22,995,000	\$22,225,000	\$21,290,000	\$935,000		220612000	2035
10278	The Bank of New York Mellon	Catholic Health System	\$93,800,000	\$88,880,000			5		2045
10398	M&T Bank	Medaille College 2018 Series Refunding of 2010 Bonds	\$9,350,000	\$ 9,350,000					2038
10399	Wilmington Trust	Global Concepts Charter School	\$6,185,000	\$ 6,185,000	\$ 5,975,000	\$ 210,000	4 & 5%	131876-000	10/1/37
				\$363,654,655	\$212,341,207	\$9,384,948			

**Erie County Industrial Development Agency**  
 Compensation Schedule  
 Year Ended: December 31, 2019

The following employees had a salary greater than \$100,000 in 2019:

Name	Title	Salary	Performance Compensation *	Payroll Taxes**	Benefits	Total
Steven Weathers	President & Chief Executive Officer	\$ 169,770	5,783	10,921	43,799	\$ 230,273
John Cappellino	Executive VP, Director of Business Development and Marketing	\$ 137,261	6,011	10,453	38,951	\$ 192,676
Karen Fiata	Manager, Tax Incentive Products	\$ 103,629	4,538	8,411	27,634	\$ 144,212

\* Paid under Board-approved "ECIDA Employee Compensation Program" and 2019 ECIDA Budget.

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

Annual Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/03/2020  
Status: UNSUBMITTED  
Certified Date: N/A

Name	Title	Severance Package	Payment For Unused Leave	Club Memberships	Use of Corporate Credit Cards	Personal Loans	Auto	Transportation Allowance	Housing Allowance	Spousal / Dependent Life Insurance	Tuition Assistance	Multi-Year Employment	None of these benefits	Other
Mudie, John	Board of Directors												X	
Neils, Glenn	Board of Directors												X	
Poloncarz, Mark	Board of Directors												X	
Pridgen, Darius	Board of Directors												X	
Roche, Sr. Denise	Board of Directors												X	
Schoelz, Kenneth	Board of Directors												X	
Specht, Charles	Board of Directors												X	
Wingenter, Art	Board of Directors												X	

Staff Name	Title	Severance Package	Payment For Unused Leave	Club Memberships	Use of Corporate Credit Cards	Personal Loans	Auto	Transportation Allowance	Housing Allowance	Spousal / Dependent Life Insurance	Tuition Assistance	Multi-Year Employment	None of these benefits	Other
Cappellino, John	Executive VP&Direct or, Business Dev. & Marketing Manager, Tax Incentive Products President & CEO												X	
Fiala, Karen													X	
Weathers, Steve													X	

**Erie County Industrial Development Agency  
Buffalo & Erie County Industrial Land Development Corporation**

Projects Undertaken by the Corporation

Year Ended: December 31, 2019

<u>Company</u>	<u>Projected Jobs - Year</u>	<u>Net Jobs</u>		<u>Lease Project Amount</u>	<u>Tax-Exempt Bond Amount</u>	<u>Date Approved</u>
		<u>Projected To Be Created</u>	<u>Created</u>			
1 Rosina - Protein Operation Expansion	140	40		\$ 58,000,000		10/23/2019
2 Moog, Inc.*	357	69		44,300,000		10/23/2019
3 Unifrax 1, LLC/Line 7 Project	37	10		36,000,000		3/27/2019
4 Fedder Lofts, LLC	2	2		25,725,000		6/26/2019
5 Marina Vista/Related Affordable	5	5			23,599,613	2/27/2019
6 Time Release Sciences, Inc.	123	20		22,700,000		8/28/2019
7 Niagara Wind Power & Erie Wind, LLC	3	0		21,464,287		11/20/2019
8 McKesson Corporation	75	13		18,200,000		3/27/2019
9 Steuben Foods, Inc.	591	17		16,854,183		3/27/2019
10 McGuire Development/CAO	39	2		9,416,936		2/27/2019
11 Buffalo High Technology Centre, Inc.	4	4		7,877,447		7/24/2019
12 201 Ellicott, LLC/Braymiller Market	45	45		6,901,900		8/28/2019
13 Michigan Seneca Group, Inc.	35	1		5,712,000		8/28/2019
14 Fisher Price	279	5		4,025,058		7/24/2019
15 ROAR Logistics, inc.*	63	14		3,425,000		1/23/2019
16 CPI Process Systems	15	2		3,100,000		5/22/2019
17 Derby Warehousing/KPM Exceptional	8	2		1,332,000		7/24/2019
18 Buffalo Material Handling	33	3		1,315,000		6/26/2019
19 Hertel Pacific, LLC/Cypress North Corp.	19	3		935,160		8/28/2019
<b>Total :</b>	<b>1,873</b>	<b>257</b>		<b>\$ 287,283,971</b>	<b>\$ 23,599,613</b>	

\* Indicates an amendatory project.

**Buffalo & Erie County Regional Development Corporation**

Projects Undertaken by the Corporation (Loans)

Year Ended: December 31, 2019

<u>Company</u>	<u>Loan Amount</u>	<u>Date Closed</u>
1 WNY Medical Management	\$ 1,400,000	12/19/2019
2 The Petada Co., LLC	225,000	10/16/2019
3 Herb N Garden Farms	140,000	1/4/2019
4 Horace L. Miller dba HLM Landscaping & Snow Removal	48,000	6/6/2019

Total \$ 1,813,000

Erie County Industrial Development Agency  
 Property Report  
 Year Ended: December 31, 2019

Table 1. The following is a listing of all real property owned by the ECIDA and its affiliates at December 31, 2019.

Owner	Address and Location of Property	Full Description of Property	Estimated FMV of Property*
ECIDA	Gateway Trade Center - N.W. Hamburg Turnpike, Lackawanna	Commercial warehouse	\$ 1,140,000
ECIDA	143 Genesee Street, Buffalo, NY 14203	12,803 square foot office facility	1,800,000
ILDC	3445 River Road, Tonawanda, NY 14150	vacant land	20,000
ILDC	2303 Hamburg Turnpike, Lackawanna, NY 14218	137.96 acres of vacant land w/19,368 s.f. building	\$ 1,261,856

Table 2. The following is a listing of personal property (with a fair market value ("FMV") in excess of \$5,000) and all real property that was disposed of during 2019.

Owner	Address and Location of Property	Full Description of Property	Estimated FMV* of Property	Name & Address of Purchaser	Date of Sale	Price Received by ILDC
ILDC	2303 Hamburg Turnpike, Lackawanna, NY 14218	25.69 acres of vacant land	\$ 568,750	Time Release Properties, LLC 205 Dingsen Street Buffalo, NY 14206	12-Dec	\$1,050,000

Table 3. The following is a listing of all real property that was acquired during 2019.

Owner	Address and Location of Property	Full Description of Property	Estimated FMV* of Property	Name & Address of Seller	Date of Purchase	Price Paid by ILDC
ILDC	2303 Hamburg Turnpike, Lackawanna, NY 14218	9.91 acres of vacant land	\$ 221,606	Recumseh Redevelopment Inc. 2303 Hamburg Turnpike Lackawanna, NY 14218	12/12/19	\$300,000

Please note that the above listing excludes the hundreds of properties in which the ECIDA has technical title in order to convey certain tax or other benefits.

The properties presented are those where the ECIDA has "real" beneficial ownership.

\* Based on assessed value (adjusted for tax equalization rate if applicable)



**ECIDA/RDC/ILDC Board Committees**  
**(As of 12/31/19)**

**Attachment #6**

Key: E= ECIDA, R=RDC, I=ILDC

Name	Executive	Governance	Compensation	Finance & Audit	Nominating	Policy	Loan	Project Expenditure Committee	Loan Write-Off
Denise Abbott						ER	ER		
Alan Alpert*								ER	
April Baskin*						ER			
Penny Beckwith*				ERI					ERI
Clifford Bell*								ER	
Diane Benczkowski		ERI							
Mark Blue			E		ERI	ER			
Bryon Brown	ER					ER			
Johanna Coleman*						ER			
Richard Cummings*						ER			
Colleen Dipirro*						ER			
Joseph Emminger	ER			ERI			ER		
Dottie Gallagher			E		ERI				
Rebecca Gandour*							ER		
Tyra Johnson-Hux		ERI						ER	ERI
Richard Krebs*						ER			
Brian Kulpa		ERI							
Nancy LaTulip*							ER		
Richard Lipsitz	ER		E		ERI	ER			
Brenda McDuffie	ER	ERI			ERI	ER			
Diane McMahon*								ER	
David McKinley*							ER		
Glenn Nellis	ER			ERI		ER			
Mark Poloncarz	ER		E		ERI			ER	
Darius Pridgen	ER								ERI
Kenneth Schoetz		ERI	E					ER	ERI

**ECIDA/RDC/ILDC Board Committees**  
**(As of 12/31/19)**

**Attachment #6**

Key: E= ECIDA, R=RDC, I=ILDC

Name	Executive	Governance	Compensation	Finance & Audit	Nominating	Policy	Loan	Project Expenditure Committee	Loan Write-Off
Laura Smith*						ER			
Charles Specht				ERI					
David State*		ERI				ER			
Lavon Stephens*						ER			
Michael Szukala*				ERI					
Michael Taylor*							ER		
Art Wingerter				ERI					
Maria Whyte*		ERI				ER			
William Witzleben*				ERI					ERI
Royce Woods*							ER		

\* Non-Board members





2019 ECIDA AND AFFILIATES BOARD MEMBER MEETING LIST

Attachment #7

X = ATTENDED

Board Member	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	
ILDC	No meeting	2/27/19	3/27/19	No meeting	5/22/19	6/26/19	No meeting	8/28/19	9/23/19	10/23/19	No meeting	12/18/19	
Denise Abbott										X		X	Term began 10/23/19
Hon. April Baskin		X	X		X			X	X	X			Term began 1/23/19
Hon. Byron Brown													
Hon. Howard Johnson					X			X	X				Term began 5/22/19
Richard Lipsitz			X		X	X		X				X	
John Mudie			X			X			X				Term ended 9/25/19
Hon. Mark Poloncarz		X			X	X		X	X	X		X	
Hon. Peter Savage III		X	X										Term ended 3/27/19
Maria Whyte		X			X	X		X	X	X		X	



Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
 Status: UNSUBMITTED  
 Certified Date : N/A

**Procurement Information:**

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

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
 Status: UNSUBMITTED  
 Certified Date : N/A

**Procurement Transactions Listing:**

<b>1.</b>	<b>Vendor Name</b>	360 PSG.com	<b>Address Line1</b>	455 Commerce Drive
	<b>Type of Procurement</b>	Technology - Consulting/Development or Support	<b>Address Line2</b>	Suite 3
	<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	BUFFALO
	<b>Award Date</b>	7/14/2009	<b>State</b>	NY
	<b>End Date</b>		<b>Postal Code</b>	14228
	<b>Fair Market Value</b>		<b>Plus 4</b>	
	<b>Amount</b>	\$19,515.00	<b>Province/Region</b>	United States
	<b>Amount Expended For Fiscal Year</b>	\$19,515.00	<b>Country</b>	United States
	<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Website development and hosting.

<b>2.</b>	<b>Vendor Name</b>	Bergmann Associates	<b>Address Line1</b>	280 E. Borad Street
	<b>Type of Procurement</b>	Design and Construction/Maintenance	<b>Address Line2</b>	Suite 200
	<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	ROCHESTER
	<b>Award Date</b>	7/18/2016	<b>State</b>	NY
	<b>End Date</b>	12/31/2018	<b>Postal Code</b>	14604
	<b>Fair Market Value</b>		<b>Plus 4</b>	
	<b>Amount</b>	\$298,505.17	<b>Province/Region</b>	United States
	<b>Amount Expended For Fiscal Year</b>	\$79,128.34	<b>Country</b>	United States
	<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Engineering, design, construction, and administrative/inspection services for the Bethlehem rail relocation project.

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date: N/A

<b>3. Vendor Name</b>	Blue Cross/Blue Shield of WNY	<b>Address Line1</b>	Payment Process Center
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	PO Box 644366
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	PITTSBURGH
<b>Award Date</b>	2/1/2019	<b>State</b>	PA
<b>End Date</b>	1/1/2020	<b>Postal Code</b>	15264
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$180,785.12	<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$180,785.12	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Health insurance for employees.

<b>4. Vendor Name</b>	Buffalo Business First	<b>Address Line1</b>	14016 Collections Center Drive
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	
<b>Award Process</b>	Non Contract Procurement/Purchase Order	<b>City</b>	CHICAGO
<b>Award Date</b>		<b>State</b>	IL
<b>End Date</b>		<b>Postal Code</b>	60693
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>		<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$42,107.00	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Targeted advertising campaign in local weekly business publication.



Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

<b>5. Vendor Name</b>	Buffalo Niagara Manufacturing Alliance	<b>Address Line1</b>	169 Bullis Road
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	
<b>Award Process</b>	Non Contract Procurement/Purchase Order	<b>City</b>	COWLESVILLE
<b>Award Date</b>		<b>State</b>	NY
<b>End Date</b>		<b>Postal Code</b>	14037
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>		<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$6,065.00	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Sponsorship (\$5,000), annual membership dues (\$975), and event registrations (\$90).

<b>6. Vendor Name</b>	Buffalo Urban Development Corporation	<b>Address Line1</b>	95 Perry Street
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	Suite 404
<b>Award Process</b>	Non Contract Procurement/Purchase Order	<b>City</b>	BUFFALO
<b>Award Date</b>		<b>State</b>	NY
<b>End Date</b>		<b>Postal Code</b>	14203
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>		<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$100,000.00	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Grant support for the Buffalo Building Reuse project.

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

<b>7. Vendor Name</b>	Chubb & Son, a Division of Federal Insurance Company	<b>Address Line1</b>	P.O. Box 382001
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	PITTSBURGH
<b>Award Date</b>	12/29/2018	<b>State</b>	PA
<b>End Date</b>	12/31/2019	<b>Postal Code</b>	15250
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$15,564.00	<b>Province/Region</b>	
<b>Amount Expended For Fiscal Year</b>	\$15,564.00	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Excess liability and excess crime insurance.

<b>8. Vendor Name</b>	Copier Fax Business Technologies, Inc.	<b>Address Line1</b>	465 Ellicott Street
<b>Type of Procurement</b>	Commodities/Supplies	<b>Address Line2</b>	
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	BUFFALO
<b>Award Date</b>	12/14/2018	<b>State</b>	NY
<b>End Date</b>	12/14/2023	<b>Postal Code</b>	14203
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$43,139.59	<b>Province/Region</b>	
<b>Amount Expended For Fiscal Year</b>	\$43,139.59	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	DocuWare software (\$31,499.77), DocuWare annual maintenance charges (\$6,308.36), and copier charges (\$5,331.46).

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

<b>9. Vendor Name</b>	Delage Landen Financial Services, Inc.	<b>Address Line1</b>	PO Box 41602
<b>Type of Procurement</b>	Technology - Hardware	<b>Address Line2</b>	
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	PHILADELPHIA
<b>Award Date</b>	12/14/2018	<b>State</b>	PA
<b>End Date</b>	12/14/2023	<b>Postal Code</b>	19101
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$6,264.30	<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$6,264.30	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Lease for office copiers.

<b>10. Vendor Name</b>	Dell Marketing, L.P.	<b>Address Line1</b>	P.O. Box 643561
<b>Type of Procurement</b>	Technology - Software	<b>Address Line2</b>	
<b>Award Process</b>	Purchased Under State Contract	<b>City</b>	PITTSBURGH
<b>Award Date</b>		<b>State</b>	PA
<b>End Date</b>		<b>Postal Code</b>	15264
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>		<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$21,189.27	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Software licenses.

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
 Status: UNSUBMITTED  
 Certified Date : N/A

<b>11. Vendor Name</b>	Earthlink Business (Windstream)	<b>Address Line1</b>	P.O. Box 88104
<b>Type of Procurement</b>	Telecommunication Equipment or Services	<b>Address Line2</b>	
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	CHICAGO
<b>Award Date</b>	1/21/2011	<b>State</b>	IL
<b>End Date</b>		<b>Postal Code</b>	60680
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$14,637.46	<b>Province/Region</b>	
<b>Amount Expended For Fiscal Year</b>	\$14,637.46	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Telephone and internet service provider

<b>12. Vendor Name</b>	Empire State Development	<b>Address Line1</b>	633 Third Avenue
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	NEW YORK
<b>Award Date</b>	3/7/2008	<b>State</b>	NY
<b>End Date</b>	9/30/2023	<b>Postal Code</b>	10017
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$192,102.76	<b>Province/Region</b>	
<b>Amount Expended For Fiscal Year</b>	\$192,102.76	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Rent for offices at 95 Perry Street.

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
 Status: UNSUBMITTED  
 Certified Date : N/A

<b>13. Vendor Name</b>	Fireman's Fund Insurance Companies	<b>Address Line1</b>	P.O. Box 3914
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	CAROL STREAM
<b>Award Date</b>	12/31/2018	<b>State</b>	IL
<b>End Date</b>	12/31/2019	<b>Postal Code</b>	60132
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$11,220.00	<b>Province/Region</b>	
<b>Amount Expended For Fiscal Year</b>	\$11,220.00	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Excess liability insurance policy.

<b>14. Vendor Name</b>	Freed Maxick CPAs, P.C.	<b>Address Line1</b>	P.O. Box 8000
<b>Type of Procurement</b>	Financial Services	<b>Address Line2</b>	Dept. 644
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	BUFFALO
<b>Award Date</b>	9/27/2017	<b>State</b>	NY
<b>End Date</b>	3/31/2020	<b>Postal Code</b>	14267
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$25,750.00	<b>Province/Region</b>	
<b>Amount Expended For Fiscal Year</b>	\$25,750.00	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Audit services.

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

<b>15. Vendor Name</b>	Guardian	<b>Address Line1</b>	7 Hanover Street
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	NEW YORK
<b>Award Date</b>	2/1/2019	<b>State</b>	NY
<b>End Date</b>	1/1/2020	<b>Postal Code</b>	10004
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$18,584.48	<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$18,584.48	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Dental insurance for ECIDA employees.

<b>16. Vendor Name</b>	Harris Beach, PLLC	<b>Address Line1</b>	Larkin at Exchange
<b>Type of Procurement</b>	Legal Services	<b>Address Line2</b>	726 Exchange Street, Suite 1000
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	BUFFALO
<b>Award Date</b>	1/12/2009	<b>State</b>	NY
<b>End Date</b>	5/1/2022	<b>Postal Code</b>	14210
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$147,955.77	<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$147,955.77	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Legal services.

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
 Status: UNSUBMITTED  
 Certified Date : N/A

<b>17. Vendor Name</b>	Invest Buffalo Niagara	<b>Address Line1</b>	257 W. Genesee Street
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	Suite 600
<b>Award Process</b>	Non Contract Procurement/Purchase Order	<b>City</b>	BUFFALO
<b>Award Date</b>		<b>State</b>	NY
<b>End Date</b>		<b>Postal Code</b>	14202
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>		<b>Province/Region</b>	
<b>Amount Expended For</b>	\$122,000.00	<b>Country</b>	United States
<b>Fiscal Year</b>		<b>Procurement Description</b>	Membership dues (\$50,000) and sponsorship of the Canadian Lead Generation initiative (\$72,000).
<b>Explain why the Fair Market Value is Less than the Amount</b>			

<b>18. Vendor Name</b>	Key Resource Group	<b>Address Line1</b>	135 Delaware Avenue
<b>Type of Procurement</b>	Staffing Services	<b>Address Line2</b>	Suite 407
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	BUFFALO
<b>Award Date</b>	9/6/2017	<b>State</b>	NY
<b>End Date</b>		<b>Postal Code</b>	14202
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$11,077.85	<b>Province/Region</b>	
<b>Amount Expended For</b>	\$11,077.85	<b>Country</b>	United States
<b>Fiscal Year</b>		<b>Procurement Description</b>	Temporary office staff services.
<b>Explain why the Fair Market Value is Less than the Amount</b>			

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

<b>19.</b>	<b>Vendor Name</b>	Lincoln Life & Annuity	<b>Address Line1</b>	P.O. Box 7247-0347
	<b>Type of Procurement</b>	Other	<b>Address Line2</b>	
	<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	PHILADELPHIA
	<b>Award Date</b>	2/1/2019	<b>State</b>	PA
	<b>End Date</b>	1/1/2020	<b>Postal Code</b>	19170
	<b>Fair Market Value</b>		<b>Plus 4</b>	
	<b>Amount</b>	\$13,925.86	<b>Province/Region</b>	United States
	<b>Amount Expended For Fiscal Year</b>	\$13,925.86	<b>Country</b>	United States
	<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Life insurance, long-term disability, and accidental death & dismemberment insurance policies for ECIDA employees.

<b>20.</b>	<b>Vendor Name</b>	Management Recruiters of Williamsville	<b>Address Line1</b>	701 Seneca Street
	<b>Type of Procurement</b>	Staffing Services	<b>Address Line2</b>	Suite 603
	<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	BUFFALO
	<b>Award Date</b>	3/1/2019	<b>State</b>	NY
	<b>End Date</b>	4/30/2019	<b>Postal Code</b>	14210
	<b>Fair Market Value</b>		<b>Plus 4</b>	
	<b>Amount</b>	\$9,000.00	<b>Province/Region</b>	United States
	<b>Amount Expended For Fiscal Year</b>	\$9,000.00	<b>Country</b>	United States
	<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Job search services for the ECIDA credit analyst position.



Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

<b>21. Vendor Name</b>	NYSIF Workers' Compensation	<b>Address Line1</b>	P.O. Box 5238
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	NEW YORK
<b>Award Date</b>	1/1/2019	<b>State</b>	NY
<b>End Date</b>	12/31/2019	<b>Postal Code</b>	10008
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$6,983.60	<b>Province/Region</b>	
<b>Amount Expended For Fiscal Year</b>	\$6,983.60	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Worker's compensation insurance.

<b>22. Vendor Name</b>	National Development Council	<b>Address Line1</b>	One Battery Park Plaza
<b>Type of Procurement</b>	Other Professional Services	<b>Address Line2</b>	24 Whitehall Street, Suite 710
<b>Award Process</b>	Non Contract Procurement/Purchase Order	<b>City</b>	NEW YORK
<b>Award Date</b>		<b>State</b>	NY
<b>End Date</b>		<b>Postal Code</b>	10004
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>		<b>Province/Region</b>	
<b>Amount Expended For Fiscal Year</b>	\$60,000.00	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Technical assistance for community and economic development programs.

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

<b>23. Vendor Name</b>	New York State Economic Development Council (NYSEDC)	<b>Address Line1</b>	111 Washington Avenue
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	6th Floor
<b>Award Process</b>	Non Contract Procurement/Purchase Order	<b>City</b>	ALBANY
<b>Award Date</b>		<b>State</b>	NY
<b>End Date</b>		<b>Postal Code</b>	12210
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>		<b>Province/Region</b>	
<b>Amount Expended For Fiscal Year</b>	\$6,000.00	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Sponsorships for the IDA Academy (\$3,000) and the 2020 Economic Development Conference (\$3,000).

<b>24. Vendor Name</b>	Patterson Stevens, Inc.	<b>Address Line1</b>	P.O. Box 117
<b>Type of Procurement</b>	Design and Construction/Maintenance	<b>Address Line2</b>	
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	TONAWANDA
<b>Award Date</b>	5/29/2018	<b>State</b>	NY
<b>End Date</b>	7/31/2019	<b>Postal Code</b>	14150
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$430,454.91	<b>Province/Region</b>	
<b>Amount Expended For Fiscal Year</b>	\$84,548.72	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Rail improvements at Sumitomo USA.

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
 Status: UNSUBMITTED  
 Certified Date : N/A

<b>25. Vendor Name</b>	Philadelphia Insurance Companies	<b>Address Line1</b>	P.O. Box 70251
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	PHILADELPHIA
<b>Award Date</b>	12/31/2018	<b>State</b>	PA
<b>End Date</b>	1/1/2020	<b>Postal Code</b>	19176
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$41,672.62	<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$41,672.62	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Directors & officers insurance, municipal package insurance, and general liability insurance.

<b>26. Vendor Name</b>	Print2Web, LLC	<b>Address Line1</b>	712 Main Street
<b>Type of Procurement</b>	Other Professional Services	<b>Address Line2</b>	Suite 113A
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	BUFFALO
<b>Award Date</b>	1/16/2018	<b>State</b>	NY
<b>End Date</b>		<b>Postal Code</b>	14202
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$7,547.00	<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$7,547.00	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Printed annual report, calendars, and post card mailings and design work.

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

<b>27. Vendor Name</b>	Tanaglia Railroad Services, Inc.	<b>Address Line1</b>	5867 East Molloy Road
<b>Type of Procurement</b>	Design and Construction/Maintenance	<b>Address Line2</b>	
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	SYRACUSE
<b>Award Date</b>	9/25/2017	<b>State</b>	NY
<b>End Date</b>	9/30/2018	<b>Postal Code</b>	13211
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$2,870,639.69	<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$576,319.53	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Construction and improvements on the Bethlehem rail project- Phase II.

<b>28. Vendor Name</b>	The Buffalo News	<b>Address Line1</b>	PO Box 650
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	
<b>Award Process</b>	Non Contract Procurement/Purchase Order	<b>City</b>	BUFFALO
<b>Award Date</b>		<b>State</b>	NY
<b>End Date</b>		<b>Postal Code</b>	14240
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>		<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$21,486.37	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Public hearing notices and RFP notices.

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

<b>29. Vendor Name</b>	Travelers Insurance	<b>Address Line1</b>	P.O. Box 660317
<b>Type of Procurement</b>	Other Professional Services	<b>Address Line2</b>	
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	DALLAS
<b>Award Date</b>	12/29/2018	<b>State</b>	TX
<b>End Date</b>	12/29/2020	<b>Postal Code</b>	75266
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$8,125.00	<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$8,125.00	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Crime insurance.

53

<b>30. Vendor Name</b>	VOIP Supply, LLC	<b>Address Line1</b>	80 Pineview Drive
<b>Type of Procurement</b>	Technology - Hardware	<b>Address Line2</b>	
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	BUFFALO
<b>Award Date</b>	3/11/2019	<b>State</b>	NY
<b>End Date</b>		<b>Postal Code</b>	14228
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$7,874.79	<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$7,874.79	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Phone system hardware and software.

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
 Status: UNSUBMITTED  
 Certified Date : N/A

<b>31.</b>	<b>Vendor Name</b>	W.B. Mason Co., Inc.	<b>Address Line1</b>	P.O. Box 981101
	<b>Type of Procurement</b>	Commodities/Supplies	<b>Address Line2</b>	
	<b>Award Process</b>	Authority Contract - Non-Competitive Bid	<b>City</b>	BOSTON
	<b>Award Date</b>	1/1/2018	<b>State</b>	MA
	<b>End Date</b>	12/31/2018	<b>Postal Code</b>	02298
	<b>Fair Market Value</b>	\$13,558.17	<b>Plus 4</b>	
	<b>Amount</b>	\$13,558.17	<b>Province/Region</b>	
	<b>Amount Expended For Fiscal Year</b>	\$13,558.17	<b>Country</b>	United States
	<b>Explain why the Fair Market Value Is Less than the Amount</b>		<b>Procurement Description</b>	Office supplies.

<b>32.</b>	<b>Vendor Name</b>	Westminster Economic Development Initiative	<b>Address Line1</b>	436 Grant Street
	<b>Type of Procurement</b>	Other	<b>Address Line2</b>	
	<b>Award Process</b>	Non Contract Procurement/Purchase Order	<b>City</b>	BUFFALO
	<b>Award Date</b>		<b>State</b>	NY
	<b>End Date</b>		<b>Postal Code</b>	14213
	<b>Fair Market Value</b>		<b>Plus 4</b>	
	<b>Amount</b>		<b>Province/Region</b>	
	<b>Amount Expended For Fiscal Year</b>	\$5,000.00	<b>Country</b>	United States
	<b>Explain why the Fair Market Value Is Less than the Amount</b>		<b>Procurement Description</b>	Program event sponsorships.

Procurement Report for Erie County Industrial Development Agency

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

**Additional Comments**



Procurement Report for Buffalo and Erie County Regional Development Corporation

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
 Status: UNSUBMITTED  
 Certified Date : N/A

**Procurement Information:**

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



Procurement Report for Buffalo and Erie County Regional Development Corporation

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
 Status: UNSUBMITTED  
 Certified Date : N/A

**Procurement Transactions Listing:**

<b>1. Vendor Name</b>	Erie County IDA	<b>Address Line1</b>	95 Perry Street
<b>Type of Procurement</b>	Staffing Services	<b>Address Line2</b>	Suite 403
<b>Award Process</b>	Non Contract Procurement/Purchase Order	<b>City</b>	BUFFALO
<b>Award Date</b>		<b>State</b>	NY
<b>End Date</b>		<b>Postal Code</b>	14203
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>		<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$353,526.79	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Management fee to Erie County IDA for staffing services.

<b>2. Vendor Name</b>	Freed Maxick CPAs, P.C.	<b>Address Line1</b>	P.O. Box 8000
<b>Type of Procurement</b>	Other Professional Services	<b>Address Line2</b>	Dept. 644
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	BUFFALO
<b>Award Date</b>	9/27/2017	<b>State</b>	NY
<b>End Date</b>	3/31/2020	<b>Postal Code</b>	14267
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$15,000.00	<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$15,000.00	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Audit services.

Procurement Report for Buffalo and Erie County Regional Development Corporation

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
 Status: UNSUBMITTED  
 Certified Date : N/A

<b>3.</b>	<b>Vendor Name</b>	Harris Beach, PLLC	<b>Address Line1</b>	Larkin at Exchange Street
	<b>Type of Procurement</b>	Legal Services	<b>Address Line2</b>	726 Exchange Street, Ste. 1000
	<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	BUFFALO
	<b>Award Date</b>	1/1/2009	<b>State</b>	NY
	<b>End Date</b>	5/1/2022	<b>Postal Code</b>	14210
	<b>Fair Market Value</b>		<b>Plus 4</b>	
	<b>Amount</b>	\$6,721.46	<b>Province/Region</b>	United States
	<b>Amount Expended For Fiscal Year</b>	\$6,721.46	<b>Country</b>	United States
	<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Legal services not related to loan closings (loan committee meetings, general counsel work, etc.).

<b>4.</b>	<b>Vendor Name</b>	Harter Secrest & Emery, LLP	<b>Address Line1</b>	1600 Bausch & Lomb Place
	<b>Type of Procurement</b>	Legal Services	<b>Address Line2</b>	
	<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	ROCHESTER
	<b>Award Date</b>	5/1/2016	<b>State</b>	NY
	<b>End Date</b>	5/1/2019	<b>Postal Code</b>	14604
	<b>Fair Market Value</b>		<b>Plus 4</b>	
	<b>Amount</b>	\$22,056.86	<b>Province/Region</b>	United States
	<b>Amount Expended For Fiscal Year</b>	\$22,056.86	<b>Country</b>	United States
	<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Legal services for loans.

Procurement Report for Buffalo and Erie County Regional Development Corporation

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

5. Vendor Name	Hurwitz & Fine, P.C.	Address Line1	1300 Liberty Building
Type of Procurement	Legal Services	Address Line2	
Award Process	Authority Contract - Competitive Bid	City	BUFFALO
Award Date	5/1/2019	State	NY
End Date	5/1/2022	Postal Code	14202
Fair Market Value		Plus 4	
Amount	\$61,967.37	Province/Region	
Amount Expended For	\$61,967.37	Country	United States
Fiscal Year		Procurement Description	Legal services for loans.
Explain why the Fair Market Value is Less than the Amount			

Additional Comments

Procurement Report for Buffalo and Erie County Industrial Land Development Corporation

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
 Status: UNSUBMITTED  
 Certified Date : N/A

**Procurement Information:**

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

Procurement Report for Buffalo and Erie County Industrial Land Development Corporation

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

**Procurement Transactions Listing:**

<b>1.</b>	<b>Vendor Name</b>	AECOM USA, Inc.	<b>Address Line1</b>	1178 Paysphere Circle
	<b>Type of Procurement</b>	Other Professional Services	<b>Address Line2</b>	
	<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	CHICAGO
	<b>Award Date</b>	4/13/2018	<b>State</b>	IL
	<b>End Date</b>	6/1/2019	<b>Postal Code</b>	60674
	<b>Fair Market Value</b>		<b>Plus 4</b>	
	<b>Amount</b>	\$307,025.00	<b>Province/Region</b>	United States
	<b>Amount Expended For Fiscal Year</b>	\$180,363.54	<b>Country</b>	
	<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Bethlehem Steel infrastructure master plan and Generic Environmental Impact Statement (\$152,264.38) and work regarding TMP land acquisition (\$28,119.16).

<b>2.</b>	<b>Vendor Name</b>	Empire State Development	<b>Address Line1</b>	95 Perry Street, 5th Floor
	<b>Type of Procurement</b>	Other	<b>Address Line2</b>	
	<b>Award Process</b>	Non Contract Procurement/Purchase Order	<b>City</b>	BUFFALO
	<b>Award Date</b>		<b>State</b>	NY
	<b>End Date</b>		<b>Postal Code</b>	14203
	<b>Fair Market Value</b>		<b>Plus 4</b>	
	<b>Amount</b>		<b>Province/Region</b>	United States
	<b>Amount Expended For Fiscal Year</b>	\$18,175.60	<b>Country</b>	
	<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Grant application fee and public hearing expense reimbursement.

Procurement Report for Buffalo and Erie County Industrial Land Development Corporation

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
 Status: UNSUBMITTED  
 Certified Date : N/A

<b>3. Vendor Name</b>	Erie County Industrial Development Agency	<b>Address Line1</b>	95 Perry Street
<b>Type of Procurement</b>	Staffing Services	<b>Address Line2</b>	Suite 403
<b>Award Process</b>	Non Contract Procurement/Purchase Order	<b>City</b>	BUFFALO
<b>Award Date</b>		<b>State</b>	NY
<b>End Date</b>		<b>Postal Code</b>	14203
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>		<b>Province/Region</b>	
<b>Amount Expended For Fiscal Year</b>	\$77,247.21	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Management fee to Erie County IDA for staffing services.

<b>4. Vendor Name</b>	Harris Beach, PLLC	<b>Address Line1</b>	Larkin at Exchange
<b>Type of Procurement</b>	Legal Services	<b>Address Line2</b>	726 Exchange Street, Suite 1000
<b>Award Process</b>	Authority Contract - Competitive Bid	<b>City</b>	BUFFALO
<b>Award Date</b>	1/12/2009	<b>State</b>	NY
<b>End Date</b>	5/1/2022	<b>Postal Code</b>	14210
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>	\$209,991.30	<b>Province/Region</b>	
<b>Amount Expended For Fiscal Year</b>	\$209,991.30	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Legal services (\$59,991.30) and deposit for Angola Airport land purchase (\$150,000.00).

Procurement Report for Buffalo and Erie County Industrial Land Development Corporation

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

<b>5. Vendor Name</b>	Lackawanna City Treasurer	<b>Address Line1</b>	714 Ridge Road
<b>Type of Procurement</b>	Other	<b>Address Line2</b>	
<b>Award Process</b>	Non Contract Procurement/Purchase Order	<b>City</b>	LACKAWANNA
<b>Award Date</b>		<b>State</b>	NY
<b>End Date</b>		<b>Postal Code</b>	14218
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>		<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$77,995.14	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	City of Lackawanna sewer tax for the Bethlehem Steel property.

<b>6. Vendor Name</b>	Law Office of Ralph C. Lorigo (Escrow Agent)	<b>Address Line1</b>	101 Slade Avenue
<b>Type of Procurement</b>	Legal Services	<b>Address Line2</b>	
<b>Award Process</b>	Non Contract Procurement/Purchase Order	<b>City</b>	WEST SENECA
<b>Award Date</b>		<b>State</b>	NY
<b>End Date</b>		<b>Postal Code</b>	14224
<b>Fair Market Value</b>		<b>Plus 4</b>	
<b>Amount</b>		<b>Province/Region</b>	United States
<b>Amount Expended For Fiscal Year</b>	\$5,000.00	<b>Country</b>	United States
<b>Explain why the Fair Market Value is Less than the Amount</b>		<b>Procurement Description</b>	Deposit for the Angola Airport site purchase.



Procurement Report for Buffalo and Erie County Industrial Land Development Corporation

Fiscal Year Ending: 12/31/2019

Run Date: 03/02/2020  
Status: UNSUBMITTED  
Certified Date : N/A

**Additional Comments**



**Erie County Industrial Development Agency (“ECIDA”),  
Buffalo and Erie County Regional Development Corporation  
 (“RDC”), and Buffalo and Erie County Industrial Land  
Development Corporation (“ILDC”)**

**CODE OF ETHICS & CONFLICT OF INTEREST POLICY**

This Code of Ethics is adopted upon approval by the respective Boards of each corporation in accordance with Section 2824 of the Public Authorities Law and applies to all members, directors, committee members, officers and employees of the Erie County Industrial Development Agency (ECIDA) and its affiliates: Buffalo and Erie County Regional Development Corporation (RDC), Buffalo and Erie County Industrial Land Development Corporation (ILDC) and any other affiliated entities that may hereafter be established by ECIDA (hereinafter collectively referred to as the “Agency”).

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

**ARTICLE I  
Conflicts of Interest**

A conflict of interest is a situation in which the financial, familial, or personal interests of a member, director, officer or employee come into “actual” or “perceived” conflict with their duties and responsibilities with the Agency.

“Perceived” conflicts of interest are situations where there is the appearance that a member, director, officer or employee can personally benefit from actions or decisions made in their official capacity, or where a member, director, officer or employee may be influenced to act in a manner that does not represent the best interests of the Agency. The perception of a conflict may occur if circumstances would suggest to a reasonable person that a member, director, officer or employee may have a conflict.

“Actual” conflicts of interest are situations where a member, director, officer or employee can personally benefit from actions or decisions made in their official capacity, or where a member, director, officer or employee is influenced to act in a manner that does not represent the best interests of the Agency.

Except for Prohibited Conflicts of Interest as set forth in Article V herein, Perceived and Actual conflicts of interest should be treated in the same manner for purposes of disclosure under Article IV herein.

**ARTICLE II**  
**Standards of Conduct**

1. No member, director, officer or employee of the Agency should accept other employment which will impair their independence of judgment in the exercise of their official duties.

2. No member, director, officer or employee of the Agency should accept employment or engage in any business or professional activity which will require them to disclose confidential information which they have gained by reason of their official position or authority.

3. No member, director, officer or employee of the Agency should disclose confidential information acquired by them in the course of their official duties nor use such information to further their personal interests.

4. No member, director, officer or employee of the Agency should use or attempt to use their official position to secure unwarranted privileges or exemptions for themselves or others; provided, however, nothing herein shall prohibit any business or enterprise in which such member, director, officer or employee may have a financial interest from obtaining financial assistance provided that the Prohibited Conflicts of Interest provisions of Article V herein are not violated.

5. No member, director, officer or employee of the Agency should engage in any transaction as representative or agent of the Agency with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their official duties; provided, however, nothing herein shall prohibit any business or enterprise in which such member, director, officer or employee may have a financial interest from obtaining financial assistance provided that the Prohibited Conflicts of Interest provisions of Article V herein are not violated.

6. No member, director, officer or employee of the Agency should by their conduct give reasonable basis for the impression that any person can improperly influence them or unduly enjoy their favor in the performance of their official duties, or that they are affected by the kinship, rank, position or influence of any party or person.

7. Each member, director, officer and employee of the Agency should abstain from making personal investments in enterprises which they have reason to believe may be directly involved in decisions to be made by them or which will otherwise create substantial conflict between their duty in the public interest and their private interest; provided, however, nothing herein shall prohibit any business or enterprise in which such member, director, officer or employee may have a financial interest from obtaining financial assistance provided that the Prohibited Conflicts of Interest provisions of Article V herein are not violated.

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

Notwithstanding anything contained in this Article II to the contrary, nothing shall prohibit any member, director, officer or employee of the Agency from acquiring property adjacent to or otherwise proximate to the lands in which the Agency has an interest, provided that such acquisition is not based upon the use of confidential information obtained by such member, director, officer or employee of the Agency in his capacity with the Agency as determined by such member, director, officer or employee after consultation with the Ethics Officer and counsel to the Agency.

### **ARTICLE III Gifts**

Pursuant to and in accordance with Section 805-a of the General Municipal Law, no member, director, officer or employee of the Agency shall directly or indirectly, solicit any gift, or accept or receive any gift having a value of seventy-five dollars or more under circumstances in which it could reasonably be inferred that the gift was intended to influence such individual, or could reasonably be expected to influence such individual, in the performance of the individual's official duties or was intended as a reward for any official action on the individual's part. Inferences that gifts having a value of less than seventy-five dollars can influence or reward members, directors, officers or employees of the Agency is deemed to be unreasonable.

### **ARTICLE IV Procedures for Disclosing a Conflict of Interest**

Except for Prohibited Conflicts of Interest as set forth in Article V below, all members, directors, officers or employees of the Agency shall adhere to the following procedures:

1. All members, directors, officers and employees shall examine their specific facts and circumstances giving rise to the question of a conflict in order to determine:
  - (i) whether such member, director, officer or employee can personally benefit from the actions or decisions made in their official capacity (i.e. Actual Conflict); or
  - (ii) whether a member, director, officer or employee is influenced to act in a manner that does not represent the best interests of the Agency (i.e. Actual Conflict); or
  - (iii) whether a reasonable person would conclude that such member, director, officer or employee may have a conflict (i.e. Perceived Conflict). In determining whether a reasonable person would conclude that there is a conflict, such member, director, officer or employee must assess the

materiality within the context of the specific facts and circumstances. Provided that the event giving rise to the question of a conflict is material within the context of the specific facts and circumstances, then it would be reasonable for a person to conclude that there may be a conflict.

2. All Actual and Perceived conflicts of interest shall be disclosed in writing to the Ethics Officer as soon as practicable after learning of the Actual or Perceived conflict of interest. The written disclosure must (i) identify the matter before the Agency, (ii) identify the Standard of Conduct in question and (iii) contain sufficient facts and circumstances in order to accurately convey the extent of the member's, director's, officer's or employee's interest in such matter. In addition, in the event a member of the board of directors of the Agency has a conflict, he or she shall verbally disclose the conflict during a public session of a board meeting at which the matter creating the conflict appears on the agenda. Such verbal disclosure shall be recorded in the minutes of the meeting and be made part of the public record.

3. The member, director, officer or employee with the conflict of interest shall recuse themselves and refrain from participating in all discussions or decisions on the matter creating the conflict. In addition, in the event a member of the board of directors of the Agency has a conflict, he or she shall, in addition to the foregoing, abstain from voting on such matter creating the conflict.

4. The member, director, officer or employee with the conflict of interest shall refrain from directly or indirectly attempting to influence the discussions, decisions, deliberations or vote on the matter giving rise to such conflict.

## **ARTICLE V**

### **Prohibited Conflicts**

General Municipal Law ("GML") Article 18 regulates financial conflicts of interest of members, directors, officers and employees of the Agency. Therefore, notwithstanding any other provision contained in this Policy, financial conflicts of interest shall be governed solely by this Article V.

Prohibition: No member, director, officer or employee shall have a direct or indirect financial interest in a contract with the Agency where such member, director, officer or employee has some form of control over the contract ("Prohibited Interest").

No Cure: Disclosure, recusal, and abstention will not cure a Prohibited Interest. In order to avoid a violation of a "Prohibited Interest" the contract may not be acted upon or the member, director, officer or employee would have to resign.

Violations: Any member, director, officer or employee who is determined to have "willfully and knowingly" violated the Prohibited Interest provisions of Article 18 of the GML may be found guilty of a misdemeanor. In addition, the contract, if willfully entered into, may be determined "null, void and wholly unenforceable"

Exceptions: Article 18 of the GML provides fifteen exceptions to the Prohibited Interest provision. One of the more commonly claimed exceptions comes into play when the member, director, officer or employees (“officials”) interest in the contract is prohibited solely by reason of the official’s employment with the entity that has the contract with the Agency. This exception applies provided: (a) the official’s compensation from the private employer is not contingent upon the contract between the employer and the Agency and (b) the official’s duties for the private employer do not directly involve the procurement, preparation or performance of any part of the contract. [Note: This exception does not cover an Agency official who is a director, partner, member, or shareholder of the private employer]. The second most commonly claimed exception is where the official has an interest in a contract that was entered into with the Agency prior to the time the official was elected or appointed as such member, director, officer or employee of the Agency. Provided, however, this exception does not authorize the renewal of any such contract.

Disclosure of Exception: Disclosure of Interest that falls within one of the Exceptions: The official is required to publicly disclose the nature and extent of his or her prospective, existing or subsequently acquired interest in any actual or proposed contract. The disclosure must be made in writing and must be placed, in its entirety, in the official record. The official must recuse him or herself from participating in any discussion or action on the contract.

Notification of Potential Conflict due to a Financial Interest: Every member, director, officer or employee shall immediately notify the Agency’s Ethics Officer of any potential conflict of interest due to a direct or indirect financial interest in any matter coming before the Agency where such member, director, officer or employee has the power or duty to negotiate, prepare, authorize or approve the matter before the Agency. The Ethics Officer shall review the potential financial conflict of interest pursuant to the provisions of Article 18 of the GML in consultation with Agency counsel.

## **ARTICLE VI**

### **Penalties**

Any employee that fails to comply with this Policy may be subject to termination. In addition, any member, director, officer or employee that fails to comply with this Policy may be penalized in a manner provided for in law.

## **ARTICLE VII**

### **Ethics Officer**

The Agency’s Board shall designate an officer, member, director or employee of the Agency to serve as the Ethics Officer of the Agency. In the event of a vacancy, the Agency Board Chair shall serve as the Ethics Officer until such time as the Agency Board appoints a successor.

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

1. Advise in confidence each member, director, officer or employee of the Agency who seeks guidance regarding ethical behavior and conflicts of interest.
2. Review matters concerning ethics and conflicts of interest and advise the Agency accordingly.
3. Receive and record disclosures of conflicts of interest.
4. Receive and investigate complaints about possible violations of this Code of Ethics. Dismiss complaints found to be without substance.
5. Report to the governance committee.
6. Prepare investigative reports when deemed appropriate of his or her findings to be submitted for action by the President/CEO or the Board.
7. Seek consultation and guidance from counsel to the Agency, the Agency's governance committee, or any appropriate New York State agency.

#### **ARTICLE VIII Whistleblower Policy**

In accordance with Title 12 of Article 9 of the Public Authorities Law, the Agency adopted a Whistleblower Policy to afford certain protections to individuals who, in good faith, report violations of the Agency's Code of Ethics or other instances of potential wrongdoing within the Agency. The Policy provides Agency members, 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. The Policy is provided and is accessible to all members, directors, officers and employees of the Agency and is reviewed annually by the Agency's Governance Committee. For additional information on this Policy, see "Whistleblower Policy & Procedures" on the ECIDA website.

#### **ARTICLE IX Implementation; Annual Review**

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

Adopted this 25<sup>th</sup> day of March 2020, by the respective Boards of each corporation referenced above.

**Erie County Industrial Development Agency (“ECIDA”), Buffalo and Erie County Regional Development Corporation (“RDC”) and Buffalo and Erie County Industrial Land Development Corporation (“ILDC”)**

**INVESTMENT AND DEPOSIT POLICY**

---

---

**ARTICLE I**

**Scope**

Section 2925 of the Public Authorities Law requires the Erie County Industrial Development Agency (the “Agency”) and its affiliates to adopt by resolution comprehensive investment guidelines which detail its operative policy and instructions to officers and staff regarding the investing, monitoring and reporting of funds of the Agency.

In addition to the requirements set forth in Section 2925 of the Public Authorities Law, the Agency is subject to the deposit and investment restrictions contained in Sections 10 and 11 of the General Municipal Law, which govern the deposit and investment of funds for the Agency’s own use and account.

This investment and deposit policy (“Investment Policy”) is adopted by the Agency pursuant to the foregoing provisions of the Public Authorities Law and General Municipal Law and shall apply to all moneys and other financial resources available for investment on the Agency’s own behalf or, where applicable, on behalf of any other entity or individual.

This Investment Policy shall be applicable to the Erie County Industrial Development Agency and all of its affiliates, including: Buffalo and Erie County Regional Development Corporation (“RDC”); Buffalo and Erie County Industrial Land Development Corporation (“ILDC”) and such other affiliates as may hereafter be established by the Agency and which are determined to be subject to the requirements of Section 2925 of the Public Authorities Law (an “ECIDA Affiliate”) (hereinafter collectively referred to as the “Agency”) upon approval by the respective Boards of each corporation. Unless otherwise indicated, all references to the “Agency” herein shall also include the ECIDA Affiliates.

This Investment Policy is not intended to restrict the normal business activities of the Agency, which include the making of loans to, equity investments in, and/or project expenditures in private companies in furtherance of the corporate purposes of the forgoing entities.

**ARTICLE II**  
**Governing Principles**

A. Investment Objectives.

The primary objectives of the Agency's investment policy are, in order of priority, as follows: (i) to conform with all applicable federal, state and local laws and legal requirements; (ii) to adequately safeguard principal; (iii) to provide sufficient liquidity to meet all operating requirements of the Agency; and (iv) to obtain a reasonable rate of return.

B. Diversification.

As the Agency is subject to the deposit and investment restrictions set forth in Sections 10 and 11 of the General Municipal Law, the opportunity to diversify among types of investments is limited. Subject to these legal restraints, however, the policy of the Agency is to diversify by investment instrument, by maturity and where practicable by financial institution.

C. Internal Controls.

1. All funds received by an officer or employee of the Agency shall be promptly deposited with the depositories designated by the Agency (pursuant to Article III.A of this Investment Policy) for the receipt of such funds.

2. Pursuant to Section 11(7) of the General Municipal Law, the Treasurer, Assistant Treasurer, Chief Financial Officer or Controller of the Agency shall maintain or cause to be maintained a proper record of all books, notes, securities or other evidence of indebtedness held by the Agency for investment and deposit purposes. Such record shall identify the security, the fund for which it is held, the place where kept, the date of sale or other disposition, and the amount received from such sale or other disposition.

3. The Agency is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

D. Authorized Financial Institutions and Dealers.

The Agency shall maintain a list of financial institutions and dealers approved for investment purposes and establish appropriate limits to the amount of investments that may be outstanding with each financial institution or dealer. All financial institutions with which the Agency conducts business must be creditworthy as determined by criteria established by the Treasurer, Assistant Treasurer, Chief Financial Officer or Controller of the Agency. All banks with which the Agency does business shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the Agency. Security dealers not affiliated with a bank



shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers.

E. Purchase of Investments.

The Agency may contract for the purchase of investments directly, including through a repurchase agreement, from an authorized trading partner. All purchased obligations, unless registered or inscribed in the name of the Agency, shall be purchased through, delivered to, and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the Agency by the bank or trust company shall be held pursuant to a written custodial agreement as described in Article IV.C.2 of this Policy.

F. Repurchase Agreements.

The Agency may enter into repurchase agreements subject to the following restrictions:

1. All repurchase agreements must be entered into subject to a Master Repurchase Agreement.
2. Trading partners are limited to commercial banks or trust companies authorized to do business in New York State and primary reporting dealers.
3. Obligations shall be limited to obligations of the United States of America and obligations guaranteed by agencies of the United States of America.
4. No substitution of securities will be allowed.
5. Obligations purchased pursuant to a repurchase agreement shall be held by a custodian other than the trading partner, pursuant to a written custodial agreement that complies the terms of Article IV.C.2 of this Policy.

**ARTICLE III**  
**Investments**

A. General Policy.

It is the general policy of the Agency that funds not required for immediate expenditure shall be invested as described in Article III.B below. Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income, net of fees, to be derived.

B. Permitted Investments.

The Treasurer, Assistant Treasurer, Chief Financial Officer and/or Controller are authorized to invest funds not required for immediate expenditure in the following investments permitted under Section 11 of the General Municipal Law:

1. Special time deposit accounts in, or certificates of deposit issued by any commercial bank or trust company that is located in and authorized to do business in New York State, provided that such deposit account or certificate of deposit is secured in the same manner as provided in Article IV.B of this Investment Policy and is payable within such time as the proceeds shall be needed to meet expenditures for which the funds were obtained;
2. Obligations of the United States of America;
3. Obligations guaranteed by agencies of the United States of America where the payment of principal and interest are guaranteed by the United States of America;
4. Obligations of the State of New York; and
5. Such other obligations as may be permitted under Section 11 of the General Municipal Law.

All investments as provided in Sections B(2) through B(5) of this Article shall be payable or redeemable at the option of the Agency within such times as the proceeds will be needed to meet expenditures for purposes for which the moneys were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the Agency within two years of the date of purchase, and comply with such other requirements as set forth in Section 11 of the General Municipal Law.

**ARTICLE IV**  
**Deposits**

A. Designation of Depositories.

The Agency shall, by resolution, designate one or more commercial banks or trust companies for the deposit of Agency funds received by the Agency. Such resolution shall specify the maximum amount that may be kept on deposit at any time with each bank or trust company. Such designations and amounts may be changed at any time by further resolution of the Agency.

B. Collateralization of Deposits.

In accordance with Section 10 of the General Municipal Law, all deposits of the Agency (including certificates of deposit and special time deposits) in excess of the amount

insured under the provisions of the Federal Deposit Insurance Act shall be secured as follows:

1. By a pledge of “eligible securities” with an aggregate “market value” as defined by Section 10 of the General Municipal Law, at least equal to the aggregate amount of deposits. A list of eligible securities is attached hereto as Schedule A.

2. By an irrevocable letter of credit issued by a qualified bank (other than the bank with which the money is being deposited or invested) in favor of the Agency for a term not to exceed ninety (90) days with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization or by a bank that is in compliance with applicable minimum risk-based capital requirements.

3. By an eligible surety bond payable to the Agency for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations. The terms and conditions of any eligible surety bond shall be subject to Agency Board approval.

4. By a pledge of a pro rata portion of a pool of eligible securities, having in the aggregate a market value at least equal to the amount of deposits from all such officers within the State at such bank or trust company, together with a security agreement from the bank or trust company.

5. By an irrevocable letter of credit issued in favor of the Agency by a federal home loan bank whose commercial paper and other unsecured short-term debt obligations are rated in the highest rating category by at least one nationally recognized statistical rating organization, as security for the payment of 100% of the aggregate amount of the deposits and the agreed upon interest, if any.

C. Safekeeping and Collateralization.

Eligible securities used for collateralizing deposits shall be held by the depository and/or third party bank or trust company subject to security and custodial agreements as described below.

1. Security Agreement Requirements. The security agreement shall provide that eligible securities are being pledged to secure Agency deposits together with agreed upon interest, if any, and any costs or expenses arising out of the collection of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events which will enable the Agency to exercise its rights against the pledged securities. In the event that the securities are not registered or

inscribed in the name of the Agency, such securities shall be delivered in a form suitable for transfer or with an assignment in blank to the depository or its custodial bank.

2. Custodial Agreement Requirements. The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for the Agency, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The custodial agreement should also describe that the custodian shall confirm the receipt, substitution or release of the securities. The custodial agreement shall provide for the frequency of revaluation of eligible securities and for the substitution of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide the Agency a perfected interest in the securities and may include such other terms as the Agency Board deems necessary.

## **ARTICLE V**

### **Monitoring and Reporting Obligations**

The following monitoring and reporting procedures shall be applicable in connection with the deposit and investment of funds subject to this Investment Policy:

A. Monthly Monitoring.

Each cash and investment account statement will be reviewed and reconciled on a monthly basis. The Treasurer, Assistant Treasurer, Chief Financial Officer or Controller will review each account reconciliation for accuracy and will investigate any unusual items noted.

B. Monitoring and Reporting.

Pursuant to Section 2925(5) of the Public Authorities Law, the Treasurer, Assistant Treasurer, Chief Financial Officer or Controller of the Agency shall present a report at each meeting of the Agency Board of Directors which will include the following information: (i) the cash and investment balances of the Agency; (ii) identification of any new investments since the last report; (iii) information concerning the selection of investment bankers, brokers, agents dealers or auditors since the last report; and (iv) the names of the financial institutions holding Agency deposits;

C. Annual Monitoring and Reporting.

1. On an annual basis, the Agency will obtain an independent audit of its financial statements, which shall include an audit of its cash and investments and the Agency's compliance with this Investment Policy. The results of the independent audit shall be made available to the Agency Board at the time of its annual review of this Investment Policy.

2. Pursuant to Section 2925(6) of the Public Authorities Law, Agency staff shall, on an annual basis, prepare and submit for Agency Board approval an investment report

which shall include this Investment Policy, amendments to the Investment Policy since the last investment report, an explanation of the Investment Policy and any amendments, the results of the annual independent audit, the investment income record of the Agency and a list of the total fees, commissions or other charges paid to each investment banker, broker, agent, dealer and advisor rendering investment associated services to the Agency since the last investment report. The investment report will be distributed to those individuals identified in Section 2925(7)(b) of the Public Authorities Law. The Agency shall make available to the public copies of its investment report upon reasonable request therefor.

**ARTICLE VI**  
**Annual Review**

This Investment Policy shall be reviewed and approved by the Agency Board of Directors on an annual basis.

**ARTICLE VIII**  
**Savings Clause**

Nothing contained in Section 2925 of the Public Authorities Law shall be deemed to alter, affect the validity of, modify the terms of or impair any contract, agreement or investment of funds made or entered into by the Agency in violation of, or without compliance with the provisions of Section 2925 of the Public Authorities Law.

Re-adopted this 25th day of March 2020 by the respective Boards of each entity referenced above.

**SCHEDULE A**  
**ELIGIBLE SECURITIES**

Obligations issued by the United States of America, an agency thereof or a United States government sponsored corporation or obligations fully insured or guaranteed as to the payment of principal and interest by the United States of America, an agency thereof or a United States government sponsored corporation.

Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank and the African Development Bank.

Obligations partially insured or guaranteed by any agency of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of the insurance or guaranty.

Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation or such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public moneys.

Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.

Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.

Obligations of counties, cities and other governmental entities of another state having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest categories by at least one nationally recognized statistical rating organization.

Obligations of domestic corporations rated one of the two highest rating categories by at least one nationally recognized statistical rating organization.

Any mortgage related securities, as defined in the Securities Exchange Act of 1934, as amended, which may be purchased by banks under the limitations established by bank regulatory agencies.

Commercial paper and bankers' acceptances issued by a bank (other than the bank with which the money is being deposited or invested), rated in the highest short term category by at least one nationally recognized statistical rating organization and having maturities of not longer than sixty days from the date they are pledged.

Zero Coupon obligations of the United States government marketed as "Treasury STRIPS".

**Erie County Industrial Development Agency (“ECIDA”), Buffalo and  
Erie County Regional Development Corporation (“RDC”), Buffalo and  
Erie County Industrial Land Development Corporation (“ILDC”)**

**PROCUREMENT POLICY**

**A. Introduction**

1. Applicability - This Procurement Policy (“Policy”) shall apply to the Erie County Industrial Development Agency (“ECIDA”) and its affiliated corporations: Buffalo and Erie County Regional Development Corporation (“RDC”), Buffalo and Erie County Industrial Land Development Corporation (“ILDC”) and any other affiliated entities that may be established by the ECIDA (hereinafter collectively referred to as the “Agency”) upon approval by the respective Board of Directors or Members of the Agency.
2. Scope – In accordance with Article 18-A of the General Municipal Law (the “GML”), Section 104-b of the GML, and the Public Authorities Accountability Act of 2005, the Agency is required to adopt procurement policies which will apply to the procurement of goods and services paid for by the Agency for its own use and account.
3. Purpose – Pursuant to Section 104-b of the GML, the primary objectives of this Policy are to assure the prudent and economical use of public monies in the best interests of the taxpayers of the County of Erie, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.

**B. Procedures**

1. Solicitation Procedures for the Purchase of Commodities, Equipment, Goods or Services.
  - a. Up to \$5,000 per instance – The discretion of the Chairperson or chief executive officer of the Agency or authorized designee.
  - b. Greater than \$5,000 to \$20,000 per instance – Documented verbal quotations or written/fax/email quotations from at least three vendors.
  - c. Greater than \$20,000 per instance – Written Request for Proposal.
  - d. Notwithstanding the foregoing, should cumulative procurements pursuant to paragraphs a or b above exceed \$50,000 per calendar year for a single vendor, the Agency shall be required to prepare a Written Request for Proposal for such procurements.

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 – when the Agency is able to procure commodities, equipment, goods or services through New York State or Erie County contracts, it is unnecessary to obtain quotations or bids;
  - 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 health, welfare, property or an economic development opportunity. Approval of the Chief Executive Officer is necessary, which shall be documented and shall also include a description of the facts giving rise to the emergency.
  - e. Sole Source Procurements – A “sole source” means a situation where (i) there is only one possible source from which to produce goods and/or services available in the marketplace, (ii) no other goods and/or services provide substantially equivalent or similar benefits, and (iii) considering the benefits, the cost to the Agency is reasonable.
  - f. Utilities and Affiliate Transactions – The purchase of utilities and inter-affiliate transactions are excepted from alternative proposal/quotation requirements.
  - g. Unavailability of three (3) vendors who are able or willing to provide a quote.

3. Basis for the Award of Contracts.

Contracts will be awarded to the lowest responsible dollar offeror who meets the specifications therefor, except in circumstances that the Agency determines justify an award to other than the lowest responsible dollar offeror. In making any such determination, the Agency shall consider relevant factors including, without limitation:

- a. Delivery requirements
- b. Quality requirements
- c. Quantity requirements



- d. Past vendor performance and/or experience
  - e. The unavailability of three or more vendors who are able or willing to quote on a procurement.
  - f. It may be in the best interests of the Agency to consider only one vendor who has previous expertise with respect to a particular procurement.
  - g. Any procurement excepted from the alternative proposal/quotation requirements as set forth in subdivision 2 of this Section B, and the procurement of professional services in Section E of this Policy.
4. Documentation
- a. A record of all solicitations for alternative proposals or quotations, the response (if applicable), and any determinations pursuant thereto shall be maintained in the procurement file.
  - b. For each procurement by the Agency the chief executive officer of the Agency or authorized designee shall set forth in writing the category of procurement that is being made and what method of procurement is specified.
  - c. Whenever an award is made to other than the lowest responsible dollar offeror the reasons for doing so shall be set forth in writing and maintained in the procurement file.
  - d. Whenever the specified number of quotations cannot or will not be secured, the reasons for this shall be indicated in writing and maintained in the procurement file.

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

It is the preference of the Agency 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, the Agency will utilize available lists of M/WBE firms certified by Erie County and/or the State of New York and will solicit bids and proposals from such businesses by notifying them of opportunities to submit proposals and bids for goods and services. MBE and WBE businesses will be provided with sufficient time to submit proposals in response to solicitations.

### **D. Preferred Source Procurement**

In accordance with Section 162(4) of State Finance Law, the Agency seeks to purchase goods and services from veterans, not-for-profit organizations that serve and employ people who are blind and severely handicapped, and from correctional industry programs if they meet the Agency's needs.

**E. 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 the Agency 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. Toward this end, the Agency will follow the procurement standards as set forth in 2 CFR Part 200 for any procurements utilizing federal funds unless otherwise superseded by the specific federal award agreement.

**F. 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 below \$20,000 is not subject to the solicitation procedures contained in Section B(1) of this Policy. Procurement of professional services greater than \$20,000 is subject to the existing "Professional Services RFP Process" as amended from time to time. Specific professional services not otherwise identified within the "Professional Services RFP Process" are hereby deemed to be so included, as appropriate.

**G. 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 requirements of this Policy.

**H. Procurement Lobbying Law.**

In accordance with Chapter 1 of the Laws of 2005, generally referred to as the "Procurement Lobbying Law", the Agency shall implement the provision of such Procurement Lobbying Law for any contract or other agreement for an article of procurement involving an estimated annualized expenditure in excess of \$15,000.

**I. Unintentional Failure to Comply.**

The unintentional failure to comply with the provisions of Section 104-b of the GML shall not be grounds to void action taken or give rise to a cause of action against the Agency or any officer thereof.

Re-adopted this 25<sup>th</sup> day of March, 2020 by the respective Boards of each corporation referenced above.

**Erie County Industrial Development Agency (“ECIDA”), Buffalo and  
Erie County Regional Development Corporation (“RDC”), and Buffalo and  
Erie County Industrial Land Development Corporation (“ILDC”)**

**WHISTLEBLOWER POLICY AND PROCEDURES**

**I. Introduction**

- a. **Applicability:** This Whistleblower Policy (“Policy”) shall apply to the Erie County Industrial Development Agency (“ECIDA”) and its affiliated corporations: Buffalo and Erie County Regional Development Corporation (“RDC”), Buffalo and Erie County Industrial Land Development Corporation (“ILDC”), and any other affiliated entities that may be established by the ECIDA (hereinafter collectively referred to as the “Agency”) upon approval by the respective Board of Directors or Members of the Agency.
- b. **Scope:** In accordance with Title 12 of Article 9 of the Public Authorities Law, the Agency is required to adopt a policy to afford certain protections to individuals who, in good faith, report violations of the Agency’s Code of Ethics or other instances of potential wrongdoing within the Agency.
- c. **Purpose:** This Policy provides Agency members, directors, committee members, 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.

**II. Definitions**

- a. **“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.
- b. **“Agency Employee”:** All members, directors, committee members, officers, and staff employed at the Agency whether employed full-time or part-time, employed pursuant to a contract, employed temporarily, or employees who are on probation.
- c. **“Whistleblower”:** Any Agency employee (as defined herein) who in good faith discloses information concerning wrongdoing by another Agency employee, or concerning the business of the Agency itself.
- d. **“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 an Agency employee (as defined herein) that relates to the Agency.

- e. "Personnel action": Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

### **III: Reporting Wrongdoing**

All Agency employees who discover or have knowledge of potential wrongdoing concerning board members, officers, or employees of the Agency; or a person having business dealings with the Agency; or concerning the Agency itself, shall report such activity in accordance with the following procedures:

- a. The Agency Employee shall disclose any information concerning wrongdoing either orally or in a written report to his or her supervisor, or to the Agency's ethics officer, general counsel, or human resources representative.
- b. All Agency Employees who discover or have 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 an Agency Employee believe in good faith that disclosing information within the Agency pursuant to Section 3(a) above would likely subject him or her to adverse personnel action or be wholly ineffective, the Agency 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 Agency Employee shall retaliate against any whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion, or abuse of authority; and, no Agency Employee shall interfere with the right of any other Agency employee by any improper means aimed at deterring disclosure of potential wrongdoing. Any attempts at retaliation or interference are strictly prohibited and:

- a. No Agency Employee who, in good faith, discloses potential violations of the Agency'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 thoroughly investigated by the Agency.
- c. Any Agency Employee who retaliates against or attempts to interfere with any individual for having in good faith disclosed potential violations of the Agency'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**

The Whistleblower Policy and Procedures set forth herein are 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, these Whistleblower Policy and Procedures are 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 Agency and shall be reviewed annually by the Agency's Governance Committee.

Re-adopted this 25<sup>th</sup> day of March 2020 by the respective Boards of each corporation referenced above.

**Erie County Industrial Development Agency (“ECIDA”),  
Buffalo and Erie County Regional Development Corporation  
 (“RDC”), and Buffalo and Erie County Industrial Land  
 Development Corporation (“ILDC”)**

**DEFENSE AND INDEMNIFICATION POLICY**

This Defense and Indemnification Policy is adopted in accordance with Section 2824 of the Public Authorities Law and applies to all members, directors, committee members, officers and employees of the Erie County Industrial Development Agency (ECIDA) and its affiliates: Buffalo and Erie County Regional Development Corporation (RDC), Buffalo and Erie County Industrial Land Development Corporation (ILDC), and any other affiliated entities that may hereafter be established by ECIDA (hereinafter collectively referred to as the “Agency”) upon approval by the respective Boards of each corporation.

The Agency shall indemnify all members and directors of the Board of the Agency and each committee member, officer and employees thereof, in the performance of their duties, and to the extent authorized by the Board, each other person authorized to act for the Agency or on its behalf, in accordance with the By-Laws or to the extent permitted by law.

Re-adopted this 25<sup>th</sup> day of March, 2020 by the respective Boards of each corporation referenced above.

**Erie County Industrial Development Agency (“ECIDA”), Buffalo and Erie County Regional Development Corporation (“RDC”), Buffalo and Erie County Industrial Land Development Corporation (“ILDC”)**

**FINANCE & AUDIT COMMITTEE CHARTER**

In addition to the Erie County Industrial Development Agency, this Charter shall also serve as the charter for the Finance & Audit Committees of the Buffalo and Erie County Regional Development Corporation (“RDC”) and Buffalo and Erie County Industrial Land Development Corporation (“ILDC”) (hereinafter collectively referred to as the “Agency”) upon approval by the respective Boards of each corporation.

**ARTICLE I**  
**Core Functions**

The core functions of the Finance & Audit Committee are set forth in the Bylaws and include: (i) providing assistance to members of the Agency in fulfilling their fiduciary responsibilities relating to accounting, reporting and regulatory compliance practices; (ii) maintaining, by way of regularly scheduled meetings, a direct line of communication between the members of the Agency and the Agency’s independent accountants and auditors to provide for exchanges of views and information; (iii) maintaining, as appropriate, a direct line of communication between the members of the Agency and the governmental authorities having audit authority or fiscal oversight of the Agency; (iv) approving the budget of the Agency for submission to the Board; (v) approving and/or directing the transfers of moneys under the budget; and (vi) recommending to the Board the level of cash reserves and the level of fund balances of the Agency.

**ARTICLE II**  
**Composition**

Members of the Finance & Audit Committee shall be appointed in accordance with the Bylaws and, to the extent practicable, members of the Finance & Audit Committee should be familiar with corporate financial and accounting practices. The Board shall designate one member of the Finance & Audit Committee to serve as chair of the Finance & Audit Committee. Each member of the Finance & Audit Committee shall serve for a term of one (1) year and until his or her successor shall be appointed and qualified.

At least three members of the Finance & Audit Committee must be 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. Finance & Audit Committee members shall be prohibited from being an employee of the Agency or an immediate family member of an

employee of the Agency. Members of the Finance & Audit Committee shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency. In addition, Finance & Audit Committee members who are members of the Agency shall comply with the conflict of interest provisions applicable to public officers under Article 18 of the New York General Municipal Law.

### **ARTICLE III** **Committee Meetings**

The Finance & Audit Committee will meet a minimum of twice each calendar year (at least once prior to the commencement of the annual audit process and once after completion of the annual audit process). Additional meetings may be necessary or appropriate to adequately fulfill the obligations and duties outlined in this Charter. All committee members are expected to attend each meeting, in person or via videoconference. The Finance & Audit Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

Meeting notices and agendas will be prepared for each meeting and provided to Finance & Audit Committee members by electronic or regular mail at least five (5) days in advance of the scheduled meeting. A quorum of the Finance & Audit Committee shall consist of a majority of the members then serving on the Finance & Audit Committee. The affirmative vote of a majority of the members then serving on the Finance & Audit Committee shall constitute an act of the Finance & Audit Committee. Minutes of all meetings shall be recorded by the Secretary or any Assistant Secretary of the Agency. All meetings shall comply with the requirements of the Open Meetings Law.

### **ARTICLE IV** **Committee Responsibilities**

The Finance & Audit Committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) oversight of management's internal controls, compliance and risk assessment practices; (c) special investigations and whistleblower policies; (d) miscellaneous issues related to the financial practices of the Agency; and (e) shall review proposals for the issuance of debt by the Agency and make recommendations regarding such proposed debt issuance.

#### **A. Independent Auditors and Financial Statements**

The Finance & Audit Committee shall:



(i) Recommend to the Board the hiring of independent auditors, establish the compensation to be paid to the auditors retained by the Agency and provide oversight of the audit services provided by the independent auditor.

(ii) Establish procedures for the engagement of the independent auditor to provide permitted audit services. The Agency's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the Finance & Audit Committee. Non-audit services include tasks that directly support the Agency's operations, such as (a) bookkeeping or other services related to the accounting records or financial statements of the Agency; (b) financial information systems design and implementation; (c) appraisal or valuation services, fairness opinions, or contribution-in-kind reports; (d) actuarial services; (e) internal audit outsourcing services; (f) management functions or human resource services; (g) broker or dealer, investment advisor, or investment banking services; and (h) legal services and expert services unrelated to the audit function.

(iii) Review and approve the Agency's audited financial statements, associated management letter and all other auditor communications.

(iv) Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements of the Agency.

(v) Meet with the Agency's independent auditor at least annually to discuss the financial statements of the Agency, and on an as-needed basis to discuss any significant issues that may have surfaced during the course of the audit.

(vi) Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

**B. Internal Controls, Compliance and Risk Assessment**

The Finance & Audit Committee shall review management's assessment of the effectiveness of the Agency's internal controls and review the actions taken by management on the independent accountants' and auditors' suggestions for correcting weaknesses, if any, in the Agency's internal controls, regulatory compliance, organizational structure and operations, and if applicable, any weaknesses noted.

**C. Special Investigations**

The Finance & Audit Committee shall:

(i) Ensure that the Agency has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the directors, officers or employees of the Agency or any persons having business dealings with the Agency or breaches of internal control.

(ii) Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing.

(iii) Request and oversee special investigations as needed and/or refer specific issues to the Board or appropriate committee of the Board for further investigation.

D. Other Responsibilities

The Finance & Audit Committee shall obtain information and training needed to enhance the committee members' understanding of the role of the independent auditor, the risk management process, internal controls and a certain level of familiarity in financial reporting standards and processes.

E. Debt Issuance

The Finance & Audit Committee shall review proposals for the issuance of debt and make recommendations regarding such proposed debt issuance.

**ARTICLE V**  
**Committee Reports**

The Finance & Audit Committee shall:

A. report its actions and recommendations to the Board at each regular meeting of the Board following a meeting of the Finance & Audit Committee and when otherwise requested by the Board;

B. report to the Board, at least annually, regarding any proposed changes to this Charter;

C. provide a self-evaluation of the Finance & Audit Committee's functions to the Board on an annual basis; and

D. report to the Board on a periodic basis, at least annually, the findings of its independent auditors. These reports shall include careful consideration of the actions taken by management on the independent auditors' suggestions for correcting weaknesses, if any, in the Agency's internal controls, regulatory compliance, organizational structure and operations. These reports may include the adequacy of the audit effort by the Agency's independent auditors, the financial and regulatory compliance reporting decisions of management, the adequacy of disclosure of information essential to a fair presentation of the financial affairs and regulatory compliance efforts of the Agency, and the organization and quality of the Agency's system of management and internal accounting controls.

**ARTICLE VI**  
**Amendments**

This Charter may be amended upon affirmative vote of a majority of the Board of the Agency.

Re-adopted this 25th day of March 2020 by the respective Boards of each corporation referenced above.

**Erie County Industrial Development Agency (“ECIDA”), Buffalo  
and Erie County Regional Development Corporation (“RDC”), and  
Buffalo and Erie County Industrial Land Development  
Corporation (“ILDC”)**

**GOVERNANCE COMMITTEE CHARTER**

In addition to the Erie County Industrial Development Agency (“ECIDA”), this Charter shall serve as the charter for the Governance Committees of the Buffalo and Erie County Regional Development Corporation (“RDC”), and Buffalo and Erie County Industrial Land Development Corporation (“ILDC”), (hereinafter collectively referred to as the “Agency”) upon approval by the respective Boards of each corporation.

**ARTICLE I**

**Establishment of Governance Committee;  
Core Responsibilities**

The Board of Directors of the Agency authorized the establishment of the Governance Committee by amendment to the Agency’s bylaws (“Bylaws”). The Bylaws sets forth the composition and basic responsibilities of the Governance Committee.

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

**ARTICLE II**

**Composition of the Governance Committee**

The members of the Governance Committee shall be appointed in accordance with the Bylaws. Individuals appointed to the Governance Committee should be knowledgeable, or have expressed a willingness to become knowledgeable, in matters pertaining to governance. 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 serve for a term of one (1) year and until his or her successor shall be appointed and qualified.

At least three members of the Governance Committee must be 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. Governance Committee members shall

be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. Members of the Governance Committee shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency. In addition, Governance Committee members who are members of the Agency shall comply with the conflict of interest provisions applicable to public officers under Article 18 of the New York General Municipal Law.

### **ARTICLE III** **Committee Meetings**

The Governance Committee will meet a minimum of once (1) each calendar year. Additional meetings may be necessary or appropriate to adequately fulfill the obligations and duties outlined in this Charter. All committee members are expected to attend each meeting in person or via videoconference.

Meeting notices and agendas 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. A quorum of the Governance Committee shall consist of a majority of the members then serving on the Governance Committee. The affirmative vote of a majority of the members then serving on the Governance Committee shall constitute an act of the Governance Committee. Minutes of all meetings shall be recorded by the Secretary or any Assistant Secretary of the Agency. All meetings shall comply with the requirements of the Open Meetings Law.

### **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 Agency'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 (it being acknowledged that membership in the Agency is determined pursuant to Section 891-a of the General Municipal Law);

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

(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;

(v) Examine ethical and conflicts of interest; and

(vi) Perform full Board self-evaluations.

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

(i) the Agency'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 Agency'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

(viii) any other policies or documents relating to the governance of the Agency, including rules and procedures for conducting the business of the Agency's Board, including the Agency'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.

**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**  
**Amendments**

This Charter may be amended upon affirmative vote of a majority of the Board of the Agency.

Re-adopted this 25<sup>th</sup> day of March, 2020 by the respective Boards of each corporation referenced above.

**Property Disposition Guidelines  
of the  
Erie County Industrial Development Agency (“ECIDA”),  
Buffalo and Erie County Regional Development Corporation  
 (“RDC”), Buffalo and Erie County Industrial Land  
Development Corporation (“ILDC”)**

---

The Erie County Industrial Development Agency (“ECIDA”) and each ECIDA Affiliate (as defined herein) (hereinafter collectively referred to as the “Agency”) are 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 (“Guidelines”) are adopted upon approval by the respective Boards or Members of each corporation pursuant to such requirement and are applicable with respect to the use, awarding, monitoring and reporting of all Property Disposition Contracts which are entered into by the Agency.

**ARTICLE I  
DEFINITIONS**

1. “Contracting Officer” shall mean an officer or employee of ECIDA appointed by resolution of the Board of Directors or Members of the ECIDA and each ECIDA Affiliate to be responsible for the disposition of Property of ECIDA and each ECIDA Affiliate.

2. “Dispose” or “disposal” or “disposition” shall mean the transfer of title or any other beneficial interest in Property from ECIDA or an ECIDA Affiliate to any unrelated third party.

3. “ECIDA Affiliate” shall mean the following organizations:

- (i) Buffalo and Erie County Regional Development Corporation;
- (ii) Buffalo and Erie County Industrial Land Development Corporation;
- (iii) such other affiliated entities of ECIDA as may hereafter be established by ECIDA and which are determined to be subject to the requirements of Section 2896 of the Public Authorities Law.



4. "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.

5. "Property Disposition Contracts" shall mean written agreements for the sale, lease, transfer or other disposition of Property from ECIDA or an ECIDA Affiliate to any unrelated third party.

6. "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 or employee of ECIDA appointed by the Board of Directors or Members of the ECIDA and each ECIDA Affiliate who is responsible for the supervision and direction over the custody, control and disposition of Property and responsible for ECIDA's compliance with and enforcement of these Guidelines. The Contracting Officer is the Treasurer/Chief Financial Officer of ECIDA.

#### **B. Duties**

The duties of the Contracting Officer shall include the following:

1. Maintaining adequate inventory controls and accountability systems for all Property under the control of ECIDA and each ECIDA Affiliate.

2. Periodically conducting an inventory of Property to determine which Property may be disposed of.

3. Preparing an annual written report of all Property of ECIDA and each ECIDA Affiliate. 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 the fiscal year of ECIDA and each ECIDA Affiliate.

4. Disposing of Property as promptly as possible in accordance with these Guidelines, as directed by ECIDA or the applicable ECIDA Affiliate.

**ARTICLE III**  
**PROPERTY DISPOSITION REQUIREMENTS**

**A. Method of Disposition**

Subject to such exceptions and/or requirements set forth in these Guidelines, in the event that ECIDA or an ECIDA Affiliate determines to dispose of any of its Property, ECIDA or the ECIDA Affiliate (as applicable) 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 ECIDA or the applicable ECIDA Affiliate to be appropriate and reasonable and consistent with these Guidelines. Provided, however, no disposition of real property shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction.

**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, subject to approval of the Board of Directors or Members of the ECIDA or the applicable ECIDA Affiliate where appropriate.

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 ECIDA, the applicable ECIDA Affiliate 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 ECIDA or the applicable ECIDA Affiliate 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) Circumstances permitted for below FMV Disposition. The circumstances that would permit a below FMV disposition as set forth in Article III(B)(5)(a)(i),(ii) and (iii) below regardless of whether the disposition is above, at or below FMV.

(b) Disposition of Certain Personal Property. ECIDA and each ECIDA Affiliate may dispose of personal property where such personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significance, rarity or other quality of 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 to be disposed of through public advertisement and bidding, would adversely affect the state or local market for such personal property.

(c) Disposition of Low FMV Property. ECIDA and each ECIDA Affiliate 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. ECIDA and each ECIDA Affiliate may dispose of Property where the bid prices received by ECIDA or the applicable ECIDA Affiliate after public advertising are not commercially reasonable (either as to all or some part of the Property) as determined by ECIDA or the applicable ECIDA Affiliate in its sole discretion.

(e) Disposition to a Political Subdivision. ECIDA and each ECIDA Affiliate may dispose of Property to New York State or any political subdivision of New York State.

(f) Disposition Authorized by Law. ECIDA and each ECIDA Affiliate 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 \$15,000; 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 ECIDA's principal office.

5. Below Fair Market Value Dispositions.

(a) ECIDA and each ECIDA Affiliate may dispose of Property for less than the fair market value of the Property where:

- (i) Transferee is a government or public entity and terms of transfer require ownership and use to remain with the government or public entity; or
- (ii) Purpose of transfer is within the purpose, mission or statue of the ECIDA or each applicable ECIDA Affiliate; or
- (iii) Written notification to the Governor, Speaker, and Temporary President. Such notification is subject to denial. Denial by Governor is in the form of a certification. Denial by the legislature is in the form of a resolution. Denial must be made within 60 days of receiving notification during January through June. Provided no denial, then authority may effectuate transfer. If legislature receives the notification in July through December, then legislature may take 60 days from January 1 of the following year. However, a local may obtain local approval from the chief executive and legislature of the political subdivision in lieu of the notification to the Governor, Speaker and Temporary President provided the local authority's enabling legislation

provides for such approval and the property was obtained by the authority from the political subdivision.

(b) Board and Public Notice. If a below FMV transfer is proposed, the following information is required to be provided to the ECIDA board or each applicable ECIDA Affiliate's board and to the public:

- (1) Description of Asset;
- (2) Appraisal of the FMV of the asset;
- (3) Description of the purpose of the transfer, the kind and amount of the benefit to the public resulting from the transfer such as jobs and wages created or preserved;
- (4) Value received compared to FMV;
- (5) Names of private parties to the transaction and value received;
- (6) Names of private parties that have made an offer, the value of offer, and purpose for which the asset would have been used.

(c) Board Determination. The board of the ECIDA or applicable ECIDA Affiliate must make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer.

## **ARTICLE IV**

### **GENERAL PROVISIONS**

#### **A. Annual Review and Submission of Guidelines**

These Guidelines shall be annually reviewed and approved by the Board of Directors or Members of the ECIDA and each ECIDA Affiliate. On or before the 31<sup>st</sup> day of March of each year, the Contracting Officer shall file (for itself and on behalf of each ECIDA Affiliate) a copy of the most recently reviewed and adopted Guidelines with the New York State Comptroller, and shall post the Guidelines on ECIDA's website. Guidelines posted on ECIDA's website shall be maintained at least until the Guidelines for the following year are posted on ECIDA's website.

#### **B. Effect of Awarded Contracts**

These Guidelines are intended for the guidance of the officers, members, directors and employees of ECIDA and the ECIDA Affiliates 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 ECIDA or an ECIDA Affiliate, 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. Exemption for Certain ECIDA Transactions**

These Guidelines shall not be applicable to any agreements or arrangements involving the provision by ECIDA of “financial assistance” as such term is defined in Section 854(14) of the New York General Municipal Law (i.e. property dispositions serving solely as a conduit for providing financial assistance).

Re-adopted this 25<sup>th</sup> day of March 2020 by the respective Boards of each corporation referenced above.

**Erie County Industrial Development Agency (“ECIDA”),  
Buffalo and Erie County Regional Development Corporation  
 (“RDC”), and Buffalo and Erie County Industrial Land  
Development Corporation (“ILDC”)**

**Real Property Acquisition Policy**

Section 2824(1)(e) of the Public Authorities Law requires local authorities to adopt a written policy governing the acquisition of real property. The following policy ("Policy") is hereby adopted upon approval by the respective Boards of Directors or Members of each corporation pursuant to such requirement and shall be applicable with respect to the acquisition of real property and any interests therein ("Real Property") by the Erie County Industrial Development Agency ("ECIDA") and its affiliates: Buffalo and Erie County Regional Development Corporation (“RDC”); Buffalo and Erie County Industrial Land Development Corporation (“ILDC”); and such other affiliates as may hereafter be established by the ECIDA and which are determined to be subject to the requirements of Section 2824(1)(e) of the Public Authorities Law (an "ECIDA Affiliate") (hereinafter collectively referred to as the “Agency”).

A. Acquisition of Real Property

Real Property may be acquired by the Agency for use, development, resale, leasing or other uses designated by the Agency. The Agency may lease Real Property for use, subleasing or other uses designated by the Agency.

The purpose of each acquisition of Real Property by the Agency shall be to further one or more purposes of the Agency as authorized under the Agency’s enabling legislation, certificate of incorporation, by-laws or a resolution adopted by the Board of Directors or Members of the Agency, or for a purpose otherwise permitted under applicable state law.

Prior to each acquisition of Real Property, the Agency will conduct such due diligence as it deems appropriate in accordance with the particular circumstances of the proposed acquisition. Such due diligence may include, but is not limited to, Real Property appraisals and review and investigation of environmental, structural, title, pricing and other applicable matters.

B. Approval of Real Property Acquisitions

All acquisitions of Real Property shall be conducted in accordance with this Policy and applicable law. Proposed acquisitions of Real Property shall be presented to the Board of Directors of the Agency for approval or other appropriate action.

C. Exemption for Certain ECIDA Transactions

This Policy shall not be applicable to any agreements or arrangements involving the provision by ECIDA of "financial assistance" as such term is defined in Section 854(14) of the New York General Municipal Law.

D. Amendment of Policy

This Policy may be amended or modified at any time by the Board of Directors of the Agency.

Effective Date

Re-adopted this 25<sup>th</sup> day of March 2020 by the respective Boards of each corporation referenced above.



**Erie County Industrial Development Agency (“ECIDA”),  
Buffalo and Erie County Regional Development Corporation  
 (“RDC”), and Buffalo and Erie County Industrial Land  
 Development Corporation (“ILDC”)**

**BOARD MEMBER COMPENSATION, REIMBURSEMENT AND  
 ATTENDANCE POLICY**

This Compensation, Reimbursement and Attendance Policy is adopted in accordance with Section 2824 of the Public Authorities Law and applies to all directors of the Erie County Industrial Development Agency (ECIDA) and its affiliates: Buffalo and Erie County Regional Development Corporation (RDC), Buffalo and Erie County Industrial Land Development Corporation (ILDC), and any other affiliated entities that may hereafter be established by ECIDA (hereinafter collectively referred to as the “Agency”) upon approval by the respective Boards of each corporation.

Pursuant to and in accordance with Sections 856 and 891-a of the General Municipal Law of the State of New York and this Policy, the members of the board of the Erie County Industrial Development Agency and its affiliates (the “Board”) shall serve without salary but may be reimbursed for reasonable expenses incurred in the performance of Agency duties in accordance with the Agency’s Travel, Conferences, Meals and Entertainment Policy. Reimbursements for any expenses shall be reviewed and approved by the Board Chair. Provided, however, if the Board Chair is seeking the reimbursement allowed herein then such reimbursement shall be subject to the approval by the Chair of the Audit Committee.

The members of the Board shall be available as required to perform the operations of the Agency and as set forth within the By-Laws of the Agency, as may be amended, restated or revised by the Board from time to time. Said members of the Agency shall put forth their best efforts to perform their respective duties as outlined in the By-Laws of the Agency and any other directives of the Board relating to same.

Re-adopted this 25th day of March 2020 by the respective Boards of each corporation referenced above.

**ECIDA  
EMPLOYEE COMPENSATION  
PROGRAM**

**Introduction**

The ECIDA hereby adopts a written protocol for determining employee compensation including eligibility criteria for bonus compensation. The compensation program includes employee base compensation, COLA, bonus, and related fringe benefit costs (collectively, the "Employee Compensation Program").

**Employee Compensation Program Procedures**

A preliminary budget for employee compensation, including base compensation and any recommended salary adjustments, together with fringe benefits, COLA and bonus compensation shall be established annually by the Management Team or CEO, as applicable. Base compensation and salary adjustments shall be determined after taking into consideration the existing compensation ranges and fringe benefit programs and appropriate economic, geographic, and competitive salary ranges and fringe benefits for comparable positions in the region and with respect to New York State IDA's in particular. The Management Team or CEO, as applicable, will also consider the experience of the individual, the ECIDA's budget constraints, and other appropriate discretionary factors in establishing the individual base compensation will be considered.

The preliminary budget shall then be submitted to the Audit Committee and Board of Directors for approval in advance of each calendar year. This procedure is consistent with past practice and will continue to be followed.

**Performance Evaluation for Bonus Award**

The ECIDA has adopted Performance Evaluation procedures for each position with certain benchmarks for performance. Eligibility for bonus compensation will be determined on the basis of meeting a minimum threshold rating set forth below based on the specific Performance Evaluation Benchmarks designed for the particular position or employee's measurable objectives for strategic goals. The Performance Evaluation Benchmarks for each employee's position will be established in advance of each year.

**Performance Evaluation Ratings:**



If an employee of the ECIDA achieves an overall rating in the range of "Unacceptable" or "Needs Improvement" then the employee will not be eligible for any bonus compensation.



If an employee of the ECIDA achieves an overall rating of "Fully Satisfactory" then the employee will be eligible for bonus compensation up to 3% of that employee's base salary.



If an employee of the ECIDA achieves an overall rating of "Excellent" then the employee will be eligible for bonus compensation up to 6% of that employee's base salary.



If an employee of the ECIDA achieves an overall rating of "Outstanding" then the employee will be eligible for bonus compensation up to 9% of that employee's base salary.

### **Bonus Award Determination**

An award of bonus compensation is subject to an overall determination by the Management Team or CEO, as applicable, of determining that a minimum eligibility rating has been achieved and, in consultation with the Chair of the ECIDA Board of Directors, determining whether the overall profitability and economics of the ECIDA are at appropriate levels for expending the additional compensation earned, together with the ECIDA achieving its overall performance goals.

As an inducement to continued and faithful service to the ECIDA, only an employee who has been employed for the entire Plan Year will be eligible for the bonus award earned. At the discretion of the Management Team or CEO, as applicable, an employee who has not completed a full Plan Year may be eligible for a pro rated bonus based on the employee's hire date. An employee must be an active employee as of the date of the award's approval and distribution to receive the bonus.

### **Effective Date**

The effective date for the Employee Compensation Program is the date of its adoption by the ECIDA Board of Directors. The first Plan year will be based on the period June 1, 2007 — December 31, 2007, and each succeeding calendar year thereafter (the "Plan Year").

### **Amendment**

This Plan may be modified or terminated as the Board of Directors may determine.

Re-adopted this 25<sup>th</sup> day of March 2020 by the ECIDA Board of Directors.

**Erie County Industrial Development Agency (“ECIDA”),  
Buffalo and Erie County Regional Development Corporation  
 (“RDC”), Buffalo and Erie County Industrial Land  
 Development Corporation (“ILDC”)**

***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 Erie County Industrial Development Agency and its affiliates 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 Erie County Industrial Development Agency (“ECIDA”) and its affiliated corporations: Buffalo and Erie County Regional Development Corporation (“RDC”), Buffalo and Erie County Industrial Land Development Corporation (“ILDC”), , and any other affiliated entities that may be established by the ECIDA (hereinafter collectively referred to as the “Agency”) upon approval by the respective Boards of Directors and Members of the Agency. This policy shall apply to every director, member, officer and employee of the Agency.

***General Guidelines:***

It is the Agency’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 Chief Executive Officer (“CEO”; or in the case of the CEO to the Board Chair<sup>1</sup>) 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 CEO (or the Board Chair in the case of the CEO).

---

<sup>1</sup> 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 Agency must approve the exception.

## **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 an Agency trip. Examples of such excluded expenses are pet care, house, or child-care expenses and purchase or repair of personal luggage.

## **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 Agency 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 Agency than other means of commercial transportation, such as using a taxi. Advance reservations should be made whenever possible and a compact or economy model 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 Agency's insurance company currently provides liability and physical damage coverage if a vehicle is rented in the Agency'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 Agency business will be reimbursed.

## ***B. Air Travel***

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

Travelers may retain Agency 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 Agency 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 Agency'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 Agency 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 Agency choice.
- In-room movie or video game rentals.
- Hotel mini-bar charges.
- Dry cleaning (unless the Agency 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-Agency 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 Agency will only reimburse reasonable meal and beverage expenses of guests when the purpose of the meeting is to discuss Agency business. If this is the case, the Agency 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 Agency may provide meals and light refreshments to Board or committee members, officers, employees, guests or visitors to support the mission of the Agency. As with other Agency 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 Agency and its mission of promoting general economic development in Erie County. In addition, such expenditures should be cost effective and in accordance with the best use of Agency 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 an Agency 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 Agency 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 Agency 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 Agency business in accordance with its corporate purposes.
- Adult entertainment

## **Section 5: Advances**

Cash advances are not generally provided because individuals who travel regularly on Agency 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 CEO (or CFO and the Chair of the Audit Committee in the case of the CEO). Any excess of cash advances over allowable out-of-pocket costs must be promptly refunded to the Agency.

## **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 individual's Division Manager or the CEO (or Chair of the Audit Committee in the case of the CEO). The individual approving the Expense Report should not have personally benefited from the expenditure. If the Agency Chairperson benefited from the expenditure then the Audit Committee Chair must approve the Expense Report. If both the Agency Chairperson and the Audit Committee Chair benefited from the expenditure then the Board or Members of the Agency 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 of benefit to the Agency and its mission of promoting general economic development in Erie County;
- The expenditure of funds is reasonable, cost effective, and in accordance with the best use of Agency 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 Agency**

Certain expenses may be paid directly by the Agency 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 Agency 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 Agency'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 ECIDA Board Chair or Vice Chair.

## **Attachments**

Agency Expense Report  
Agency Tax exemption letter  
Agency Cash Advance Form

Re-adopted by the respective Boards of Directors on the 25<sup>th</sup> day of March 2020.

**ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
STATEMENT OF  
DUTIES AND RESPONSIBILITIES  
OF THE BOARD OF DIRECTORS**

---

---

**ARTICLE I**

**Purpose**

The purpose of this Statement is to set forth the standards of conduct and responsibilities of the Erie County Industrial Development Agency (the "Agency") Board of Directors in furtherance of efficient operations so as to promote and assist economic development in the County of Erie and fulfill the purposes of the Agency as set forth in the General Municipal Law.

**ARTICLE II**

**Role and Expectations**

It is the responsibility of Board members to execute direct oversight of the Agency's Executive Director and other senior management in the effective and ethical management of the Agency. Board members are expected to understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Agency. In executing their role, Board members shall adhere to the fiduciary duties of care and loyalty which they owe to the Agency.

- A. Duty of Care. A Board member must perform his or her duties, including those duties as a member of any committee of the Board upon which he or she may serve, in good faith and with that degree of care which an ordinarily prudent person in a like position would use under similar circumstances.
- B. Duty of Loyalty. Board members are bound by their duty of undivided and unqualified loyalty to the Agency, a duty which encompasses good faith efforts to insure that their personal profit is not at the expense of the Agency.
- C. Board members may exercise and fulfill these duties by:
  - 1. understanding the Agency's role in the economic development community;
  - 2. regularly attending and constructively participating in meetings of the Board and related committees;
  - 3. reviewing and understanding the materials provided in advance of meetings and any other materials provided to the Board from time to time;
  - 4. informing oneself prior to making decisions by utilizing material information reasonably available; and

5. remaining reasonably accessible to the senior management on specific issues which may not require the attention of the entire Board but where an individual Board member's insights may be helpful.

- D. Fiduciary Duty. In conformance with Section 2824(h) of the New York Public Authorities Law, at or about the time that each Board member is appointed to or otherwise becomes a member of the Agency, he or she must execute an Acknowledgement of Fiduciary Duties and Responsibilities in the form prescribed by the New York State Authorities Budget Office, unless otherwise required, in which the board member acknowledges that he or she understands his or her role and fiduciary responsibilities and acknowledges that he or she understands his or her duty of loyalty and care to the Agency and commitment to the Agency's mission and the public interest.

### **ARTICLE III** **Board Member Conduct**

- A. Conflicts of Interest. Board members are required to conduct themselves in compliance with the conflict of interest requirements imposed upon members of industrial development agencies under Article 18 of the General Municipal Law and the requirements of the Agency's Code of Ethics.
- B. Personal Loans. Board members must refrain from accepting or approving any personal loan from the Agency.
- C. Decorum. Board members must not engage in conduct or make any public statement likely to prejudice the functions of the Agency or harm, defame or otherwise bring discredit upon the Agency.

### **ARTICLE IV** **Required Filings**

Board members are required by New York Public Authorities Law Section 2825 to file annual financial disclosure statements with the Erie County Board of Ethics. A completed financial disclosure form covering the immediately preceding calendar year must be submitted to the Erie County Board of Ethics on or before May 15 of each year.

### **ARTICLE V** **Training**

- A. All Board members appointed on or after January 13, 2006 must participate in State-approved training within one year of appointment.

- B. All Board members must participate in continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.

**ARTICLE VI**  
**Agency Affiliates**

This Statement of Duties and Responsibilities shall also be applicable to the Boards of the Buffalo and Erie County Regional Development Corporation (“RDC”), and Buffalo and Erie County Industrial Land Development Corporation (“ILDC”) upon approval by the respective Boards of each corporation.

Re-adopted this 25<sup>th</sup> day of March 2020 by the respective Boards of each corporation referenced above.

## **Statement of the Competencies and Personal Attributes Required of Board Members**

### **Background:**

Under Article IV(A)(i1) of the Governance Committee Charter, the Governance Committee is required to "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 membership in the Agency is determined pursuant to Section 891-a of the General Municipal Law)."

Under Section 891-a of the General Municipal Law, 14 of the 19 members of the ECIDA are automatically Board members by virtue of their election or appointment to various positions within the community. Therefore this statement only applies to the five members of the ECIDA who are jointly appointed by the Erie County Executive and the Chair of the Erie County Legislature.

### **Mandatory Attribute:**

Under Section 891-a of the General Municipal Law, the five jointly-appointed members of the ECIDA must represent the "business, labor and minority communities of Erie County"

### **Desirable Attributes:**

The following attributes are not required, but would be considered desirable:

- Experience starting or operating businesses
- Experience working with minority or women-owned firms
- Experience with economic development organizations
- Regional planning or International experience
- Lending or real estate experience
- College/University or Medical Industry experience
- Leadership or management experience
- Experience serving on other related Boards and Committees
- Financial or legal experience

### ***Personal Attributes of Board Members***

All board members should possess the following personal attributes:

- overall interest and enthusiasm in serving on the board
- level of integrity and lack of a conflict of interest
- time availability

Re-adopted this 25<sup>th</sup> day of March 2020 by the respective Boards of each corporation referenced above.

# **Erie County Industrial Development Agency**

## **Credit Card Policy Effective June 15, 2015**

**Purpose:** To establish the Policy and Procedures for the use of ECIDA corporate credit cards.

### **I. Introduction:**

It is commonplace for organizations to use credit cards for the convenience of making purchases on behalf of the organization. In some instances, purchases can only be made via a credit card as manual checks are not accepted (i.e. hotel reservations, internet purchases). In order to simplify the process for purchasing certain items on behalf of the Erie County Industrial Development Agency ("ECIDA"), the following policy outlines the use of credit cards.

### **II. Authorization**

A resolution will be presented to the board prior to the issuance of the credit card that authorizes

- The approval of the issuance of a credit card and the number and type(s) of credit cards to be used such as general purpose cards or vendor specific cards
- Identify all authorized users
- Set appropriate credit limits
- Establish custody of the cards when not in use
- The uses of the card
- The appropriate internal control structure for monitoring the use of the card
- The approval process for payment of the charges.
- Establish a means to recoup any unauthorized expenditures.

The use of an ECIDA credit card(s) shall be in accordance with, and is not intended to circumvent, the ECIDA's Procurement Policy and/or the ECIDA's Travel, Conference, Meals and Entertainment Policy.

The ECIDA shall be permitted to obtain and utilize a credit card(s) as so authorized by the resolution and preferably with the ECIDA's primary bank. In addition to the ECIDA itself, the individuals authorized to be issued a card are listed on Schedule A, along with the credit limit authorized. Schedule A shall be updated as the individuals authorized and credit limits change. The credit cards will be issued to the specific individuals listed on Schedule A in order to help maintain accountability. Once issued, all cards are to be locked in the Treasurer's lockbox when not in use. If an individual is no longer designated as a cardholder, and/or leaves ECIDA employment, the card issued to this individual will be cancelled. As determined by the resolution of the ECIDA, only authorized personnel of the ECIDA may be assigned and use the ECIDA Credit Card.

The audit and finance committee will evaluate the use of the cards on a yearly basis to determine the continued need for the card and the nature and type of purchases being made.

### **III. Use of Cards**

All purchases made on the ECIDA's credit card must comply with the ECIDA's Procurement Policy and Travel, Conferences, Meals and Entertainment Policy. The ECIDA credit card may be used only for official business of the ECIDA to pay for actual and necessary expenses incurred in the performance of work-related duties for the ECIDA. The card may be used only for the following purchases:

- Hotel reservations
- Rental car reservations
- Training, conference, luncheons and seminar registrations
- Meals for meetings in which the vendor will not accept a check
- Internet purchases where a vendor will not accept a check

Personal expenses on the ECIDA's credit card are strictly prohibited. A credit card that allows cash advances or cash back from purchases is also prohibited. The card will be issued in the name and liability of the Erie County Industrial Development Agency with the name of the individual authorized on the card.

The employee issued the credit card is responsible for its protection and custody and shall immediately notify the Treasurer or Bookkeeper if the card is lost or stolen.

Employees must immediately surrender the ECIDA credit card upon termination of employment. The ECIDA reserves the right to withhold the final payroll check and payout of accrued leave until the card is surrendered.

### **IV. Recordkeeping**

The use of the ECIDA credit card may be substantiated with a purchase order, receipts and documentation detailing the goods or services purchased, cost, date of the purchase and the official business explanation. Receipts and documentation must be submitted to the Bookkeeper following the purchase to reconcile against the monthly credit cards statement.

At the end of the each month, the Bookkeeper is to review the monthly card statement and reconcile it with the receipts and documentation received for that month. The bookkeeper should determine that all purchases are supported by documentation. Any variances are to be investigated. Any purchase/charge without appropriate supporting documentation requires a detailed explanation and description and the written approval of the Chief Executive Officer (or Board Chair in the case of CEO changes). Unauthorized or improper purchases will result in credit card revocation and discipline of the employee. The ECIDA shall also take appropriate action to recoup unauthorized or improper expenditures. Once the reconciliation is complete, the bookkeeper will initial the reconciliation to show it has been completed.

Once the credit card has been reconciled, payment via check will be made. All purchases made with the endeavor to do so credit cards shall be paid for within the grace period so that no interest charges or penalties will accrue.



**Schedule A**

<b>Name</b>	<b>Title</b>	<b>Credit Limit Authorized</b>
Mollie Profic	CFO	\$10,000

Re-adopted this 25th day of March 2020 by the Board of the Erie County Industrial Development Agency.

**Erie County Industrial Development Agency**  
**Summary of Charges to Corporate Credit Card**  
 For statement period 3/6/2019 to 2/6/2020

Training, Conferences, Seminars & Luncheons	\$ 12,863
Hotel Reservations	7,658
Charges on behalf of BUDC	2,454
Marketing	2,214
Transportation	2,144
Airfare	2,079
Misc.	1,969
	<u>\$ 31,381</u>

