

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
OF THE BUFFALO AND ERIE COUNTY REGIONAL
DEVELOPMENT CORPORATION
(RDC)**

DATE AND PLACE: September 19, 2011, at the Erie County Industrial Development Agency, 143 Genesee Street, Buffalo, New York 14203

PRESENT: Philip C. Ackerman, Barry Brandon, Hon. Anthony F. Caruana, Hon. Chris Collins, Philip Corwin, James F. Doherty, Hon. David Franczyk, Michael Hoffert, Hon. Mary F. Holtz, Michael Laipple, Frank B. Mesiah, Hon. Barbara Miller-Williams, Henry M. Sloma, Richard Vogan, and Hon. Timothy J. Whalen

EXCUSED: Hon. Byron W. Brown, Dr. Andrew J. Rudnick and Hon. Barry Weinstein

OTHERS PRESENT: Al Culliton, Chief Operating Officer; John Cappellino, Executive Vice President; Andrew Schoepich, Treasurer; David Kerchoff, Assistant Treasurer; Robert G. Murray, Assistant Secretary; and Pietra G. Lettieri, Assistant Secretary

There being a quorum present at 10:03 a.m., the Meeting of the Board of Directors of the Buffalo and Erie County Regional Development Corporation was called to order by Mr. Ackerman.

MINUTES

The minutes of the July 18, 2011 meeting of the Board of Directors were presented, and upon motion made by Mr. Caruana, and seconded by Mr. Brandon, approval of the minutes was unanimously carried.

REPORTS

Financial Report. Mr. Culliton presented the financial statements for the month of August, 2011, noting that on a year to date basis, RDC revenues are below budget, but expenses are ahead of budget. There being no further comments, Mr. Ackerman directed that the financial report be received and filed.

Joint Audit & Finance and Governance Committee Report. Mr. Ackerman noted the same report was given to members at the just adjourned the Erie County Industrial Development Agency meeting

INFORMATION ITEMS

2011 RDC Closing Schedule. Mr. Kerchoff presented the Loan Closing Schedule. There being no further comments, Mr. Ackerman directed that the report be received and filed.

ACTION ITEMS:

Perry's Ice Cream, One Ice Cream Plaza, Akron, New York - \$2,000,000 Seven (7) year working capital loan, secured.

Mr. Kerchoff introduced and discussed the loan case, noting that the loan would be utilized for working capital and equipment purposes, and further noting that the loan would be secured by junior liens on all business assets. The RDC Loan Committee has approved the request and recommends that the RDC board provide its final approval. After some general discussion, upon motion made by Mr. Corwin to authorize the loan to Perry's Ice Cream, and seconded by Mr. Mesiah, the motion was unanimously approved.

Banking Request for Proposal.

Mr. Schoepich next reviewed the Request For Proposal (RFP) for banking services, noting that RFPs were sent to the ten largest banks in Erie County as ranked by the Business First Book of Lists, and further noting that the RFP was posted on the ECIDA's website. The ECIDA received five responses, and internal ECIDA staff reviewed the responses. Based upon first-round scoring, a short-list of banks was developed and further questions were thereafter submitted to those short-listed banks. Mr. Schoepich noted that the staff unanimously was recommending that First Niagara Bank be selected because: (i) it offered the highest interest rate; (ii) it offered no service charges; (iii) the prime relationship manager has over 18 years of government banking experience; and (iv) First Niagara has demonstrated commitment to the community via acquisition of HSBC branches. Mr. Schoepich also noted that the Finance & Audit Committee has unanimously approved to recommend that First Niagara Bank be approved by the RDC as the prime banking institution for the ECIDA, RDC and ILDC. Upon motion made by Mr. Corwin to authorize the engagement of First Niagara Bank, and seconded by Mr. Brandon, the motion was unanimously approved.

Audit Extension.

Mr. Schoepich next presented a proposal to exercise the second year of the two year renewal option for Toski Schaefer & Co., for audit services. It was noted that in October, 2010, the Agency determined to exercise the first year of the two year renewal, and to wait another year to decide whether to continue with the second year of the two year renewal option. Mr. Schoepich noted that staff recommends that the second year of the two year renewal option be exercised because (i) staff is very satisfied with Toski Schaefer's work product and knowledge; (ii) Toski Schaeffer average audit fee is 22% lower than the second lowest bidder; and (iii) a new RFP for the 2012-2016 Fiscal Years will be conducted in the second quarter of 2012. Mr. Schoepich also noted that the Finance & Audit Committee has unanimously approved this recommendation at its September 8, 2011 meeting. Upon motion made by Mr. Corwin and seconded by Mr. Brandon, the request to approve the second year of the optional two-year

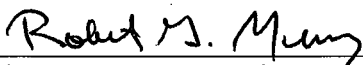
extension to engage Toski Schaefer & Co., for the 2011 fiscal year-end audit, was unanimously approved.

Travel, Conferences, Meals & Entertainment Policy.

Ms. Boudreau reviewed proposed amendments to the existing Travel, Conferences, Meals & Entertainment Policy, noting that changes were being proposed to ensure full compliance with NYS Authority Budget Office best practice recommendations. Upon motion made by Mr. Corwin, and seconded by Mr. Brandon, the changes to the policy were unanimously approved.

There being no further business, upon motion made by Corwin, and seconded by Brandon, and unanimously carried, the meeting was adjourned at 10:07 a.m.

Dated: September 19, 2011



Robert G. Murray, Assistant Secretary