

BUFFALO URBAN DEVELOPMENT CORPORATION

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 persons serving as members of the Board of Directors of Buffalo Urban Development Corporation and/or its affiliated corporation, Buffalo Brownfield Restoration Corporation and any other affiliated entities that may hereafter be established by BUDC (hereinafter collectively referred to as “BUDC” or the “Corporation”).

ARTICLE II

Role and Expectations

It is the responsibility of Board members to execute direct oversight over the President and other management of the Corporation to facilitate the effective and ethical management of the Corporation. Board members are expected to understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Corporation. In executing their role, Board members shall adhere to the fiduciary duties of care and loyalty which they owe to the Corporation.

A. Duty of Care. A Board member shall 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 diligence, care and skill which an ordinarily prudent person in a like position would use under similar circumstances, and may take into consideration the views and policies of any elected official or body, or other person and ultimately apply independent judgment in the best interest of the Corporation, its mission and the public.

B. Duty of Loyalty. Board members are bound by their duty of undivided and unqualified loyalty to the Corporation, a duty which encompasses good faith efforts to insure that their personal profit is not at the expense of the Corporation.

C. Board members may exercise and fulfill these duties by:

1. understanding the Corporation’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 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. Written Acknowledgement. Each Board member is required to execute an acknowledgement in the form prescribed by the Authorities Budget Office ("ABO") in which the Board member acknowledges that he or she understands his or her role and fiduciary responsibilities and further acknowledges that he or she understands his or her duty of loyalty and care to the organization and commitment to the Corporation'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 set forth in the Corporation's Code of Ethics.

B. Personal Loans. Board members must refrain from accepting or approving any personal loan from the Corporation.

C. Decorum. Board members must not engage in conduct or make any public statement likely to prejudice the functions of the Corporation or harm, defame or otherwise bring discredit upon the Corporation.

ARTICLE IV **Training**

A. Board Members Appointed On or After January 13, 2006.

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.

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 V
Effective Date; Amendments

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

Effective Date: June 3, 2008
Amended: March 2, 2010