

**Erie County Industrial Development Agency (“ECIDA”),
Buffalo and Erie County Regional Development Corporation
 (“RDC”), Buffalo and Erie County Industrial Land
Development Corporation (“ILDC”), Buffalo Niagara Regional
Development Corporation (“BNRDC”) and ATC of Buffalo
and Erie County, Inc. (“ATC”)**

**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), Buffalo Niagara Regional Development Corporation (“BNRDC”), ATC of Buffalo and Erie County (ATC) 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.

Approved and adopted this 20th day of April, 2009 by the respective Boards of each corporation referenced above.