EXHIBIT B

Bylaws of the Agency

AMENDED AND RESTATED

BY-LAWS

of

ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

AS OF APRIL 20, 2009

ARTICLE I

THE AGENCY

Section 1. Name. The name of the Agency shall be "Erie County Industrial Development Agency".

Section 2. Seal of Agency. The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of the Agency. The office of the Agency shall be at 275 Oak Street, Suite 150, Buffalo, New York 14203, but the Agency may have other offices at such other places as the Agency from time to time designates by resolution.

Section 4. Members of the Agency. The membership of the Agency shall consist of those individuals designated as members, pursuant to Section 891-a of the General Municipal Law of the State of New York, as the same may be amended from time to time. The members who serve by virtue of their office, either private or public, shall enjoy a term of office on this Agency congruent with the term of office by virtue of which they derive their membership on this Agency.

ARTICLE II

OFFICERS

Section 1. Officers. The Officers of the Agency shall be: a Chair, a Vice-Chair, the Chief Executive Officer, one or more Vice Presidents, the Chief Operating Officer, a Secretary, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers. The officers of the Agency shall enjoy a term of office of one (1) year or until their successors are appointed. Notwithstanding the provisions set forth in this Article, the powers to perform

and exercise the duties and functions of any of the Officers of the Agency may be limited from time to time via resolution of the Agency.

Section 2. Chair. The Chair shall be a member of the Agency and preside at all meetings of the Agency and its Executive Committee. The Chair shall have the authority to sign all agreements, contracts, deeds and any other instruments on behalf of the Agency. The Chair shall submit his/her recommendation and such information as he/she shall deem pertinent concerning the business, affairs, and policies of the Agency at each meeting. In the event of a vacancy on a committee of the Agency, the Chair will designate a successor to fill the unexpired portion of the term, if the number of committee members is specified by these bylaws. In the event of a vacancy on a committee of the Agency, the Chair may designate a successor to fill the unexpired portion of the term, if the number of committee members is not specified by these bylaws. In the event of a vacancy in the chair of a committee of the Agency, the Chair will designate a successor to fill the unexpired portion of the term.

Section 3. Vice-Chair. The Vice-Chair shall be a member of the Agency and perform the duties of the Chair in the absence or incapacity of the Chair. In the event of the resignation or death of the Chair, the Vice-Chair shall become acting Chair and perform the duties of the Chair until such time as the Agency shall appoint a new Chair.

Section 4. Chief Executive Officer (CEO). The CEO shall be the chief executive officer of the Agency. The CEO may not be a member of the Agency. He/She shall attend all meetings of the Agency and its committees with the right to take part in discussions and to recommend such measures as he/she may deem necessary or expedient, and he/she shall perform such other duties and shall have such other powers as may be prescribed for him/her by law or by the Agency. The CEO shall have the authority to sign all agreements, contracts, deeds and any other instruments on behalf of the Agency. The CEO shall have all necessary incidental powers to perform and exercise any of the duties and functions as specified above or lawfully delegated to him/her.

Section 5. Chief Operating Officer (COO). The COO may not be a member of the Agency. He/She shall be hired by the Agency for such term of employment as the Agency deems proper. He/She shall exercise supervision and control of all administrative functions of the Agency, including personnel, budgeting, program and policy implementation. He/She shall be responsible to the Agency for the implementation of all resolutions, orders, programs or projects of the Agency. The COO shall have the authority to sign all agreements, contracts, deeds and any other instruments on behalf of the Agency. He/She shall attend all meetings of the Agency and its committees with the right to take part in discussions and to recommend such measures as he/she may deem necessary or expedient, and he/she shall perform such other duties and shall have such other powers as may be prescribed for him/her by law or by the Agency. The COO shall have all necessary incidental powers to perform and exercise any of the duties and functions as specified above or lawfully delegated to him/her. In the absence or inability of the CEO to perform his or her duties or exercise his or her powers, the COO shall exercise the powers and perform the duties of the CEO subject to the direction of the Agency.

Section 6. Vice Presidents. The Vice President or Executive Vice President may not be a member of the Agency. The Executive Vice President shall have such powers and

perform such duties as the Members may from time to time prescribe. In the absence or inability of the CEO and the COO to perform their duties or exercise their powers, the Executive Vice President, or, if there be more than one, a Vice President designated by the Agency, shall exercise the powers and perform the duties of the CEO and COO subject to the direction of the Agency.

Section 7. Secretary. The Secretary may or may not be a member of the Agency. He/She shall keep all records of the Agency, shall act as a Secretary at the meetings of the Agency, shall keep a record of all votes thereat. He/She shall record the proceedings of the Agency in a journal of proceedings to be kept for such purpose. He/She shall perform all duties incident to this office. He/She shall have custody of the seal of the Agency, and shall have the power to affix such seal to all contracts and other instruments authorized by the Agency to be executed.

Section 8. Assistant Secretary. The Assistant Secretary may or may not be a member of the Agency. During the absence or disability of the Secretary, the Assistant Secretary, or if there are more than one, the one so designated by the Chair, shall perform the duties of the Secretary. In the event of the resignation or death of the Secretary, the Assistant Secretary, or if there are more than one, the one so designated by the Chair, shall become the Acting Secretary and perform the duties of the Secretary until such time as the Agency shall appoint a new Secretary.

Section 9. Treasurer. The Treasurer may not be a member of the Agency. He/She shall have the care and custody of all funds of the Agency and shall deposit all such funds in the name of the Agency in such bank or banks as the Agency may designate. The Treasurer shall sign all instruments of indebtedness, orders, and checks for the payment of money by the Agency pursuant to the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be countersigned by the Chair, the CEO, the COO, or a Vice President. The Treasurer shall keep regular books of accounts showing all receipts and expenditures. He/She shall render to the Agency at each regular meeting an account of the financial transactions and the current financial conditions of the Agency. The Treasurer, as well as the Chair, Vice-Chair, the CEO, the COO, a Vice President, or the Assistant Treasurer(s), shall also have the power to sign and execute on behalf of the Agency all contracts, agreements, deeds, notes, bonds or other evidence of indebtedness and to affix and attest to the seal of the Agency when it is so authorized by resolution of the Agency. If the Treasurer, notwithstanding anything herein to the contrary, is not a full time employee of the Agency, the aforementioned duties under this section may be delegated to one or more of the Assistant Treasurers by a resolution of the Agency.

Section 10. Assistant Treasurer. The Assistant Treasurer may not be a member of the Agency. During the absence or disability of the Treasurer, the Assistant Treasurer, or if there are more than one, the one so designated by the Chair, shall perform the duties of the Treasurer. The Assistant Treasurer shall also have the power to sign and execute on behalf of the Agency all contracts, agreements, deeds, notes, bonds or other evidence of indebtedness and to affix and attest to the seal of the Agency when it is so authorized by resolution of the Agency. In the event of the resignation or death of the Treasurer, the Assistant Treasurer, or if there are more

than one, the one so designated by the Chair, shall become Acting Treasurer and perform the duties of the Treasurer until such time as the Agency shall appoint a new Treasurer.

Section 11. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by its by-laws, or by its rules and regulations.

Section 12. Appointment of Officers. All officers of the Agency except the first Chair shall be appointed at the annual meeting of the Agency. Officers shall hold office for one (1) year or until their successors are appointed. Should the term of an Agency member expire, or should the term of employment with the Agency of an officer who is not a member of the Agency expire, his/her term as an officer shall simultaneously expire.

Section 13. Vacancies. Should any office become vacant, the Agency shall appoint a successor at the next regular meeting, and such appointment shall be for the unexpired term of said office.

ARTICLE III

RESERVED

ARTICLE IV

COMMITTEES

Section 1. Executive Committee. There shall be an Executive Committee which shall consist of the CEO, the COO, the Chair, the Vice-Chair, and at least three other members of the Agency, designated by the Agency, plus the Mayor of the City of Buffalo and the County Executive of the County of Erie as ex-officio voting members. The CEO and COO shall be ex-officio non-voting members of the Executive Committee, and shall not be counted for quorum purposes. The Executive Committee shall function as a steering committee and shall advise and direct the membership of the Agency in said Agency's accomplishment of its purposes. A majority of the members shall constitute a quorum of the Executive Committee. With the exception of the Mayor of the City of Buffalo, the County Executive of the County of Erie, the CEO and the COO, the term of office for members of the Executive Committee shall be one (1) year.

Section 2. Nominating Committee. There shall be a nominating committee which shall consist of such members of the Agency selected by the Agency to nominate such candidates as they deem appropriate for the offices of Chair, Vice-Chair, CEO, COO, Executive Vice President, Vice President, Secretary, Assistant Secretary, Treasurer, and such other officer positions as the Agency may establish, the other members of the Agency to serve upon the Executive Committee, and such members of the Agency to serve upon its Committees, and the Chairs of such Committees. Members of the Nominating Committee shall serve a term of one (1) year.

Section 3. Policy Committee.

(a) The Policy Committee shall be comprised of the following:

(i) Not less than three (3) members of the Agency appointed by the Chair with the consent of the Agency at its annual meeting, who shall serve for terms of one (1) year, and thereafter until their successors are appointed; and

(ii) Such other individuals as the Agency may designate, from time to time.

(b) The committee chair for the Policy Committee shall be designated by the Agency.

(c) The Policy Committee shall:

(i) have the power to call for such reports and documentation as it deems necessary to properly monitor the Agency's operation;

(ii) propose to the Executive Committee policy guidelines and policy statements appropriate to the Agency and its mission; and

(iii) perform such other duties as may be delegated to them by the Agency, from time to time.

Section 4. Finance & Audit Committee.

(a) The Finance & Audit Committee shall be comprised of the following each of whom, to the extent practicable, shall be familiar with corporate financial and accounting practices:

(i) Not less than three (3) Members appointed by the Chair with the consent of the Agency at the annual meeting of the Agency, who shall serve for terms of one (1) year, and thereafter until their successors are appointed; and

(ii) Such other individuals as the Agency may designate from time to time.

(b) The committee chair for the Finance & Audit Committee shall be designated by a majority of the members of the Agency.

(c) The Finance & Audit Committee shall be responsible:

(i) To provide assistance to the members of the Agency in fulfilling its fiduciary responsibilities relating to accounting, reporting and regulatory compliance practices;

(ii) To maintain, by way of regularly scheduled meetings (at least once prior to commencement and once after completion of the annual audit process), 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) To maintain, 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) To approve the budget of the Agency for submission to the Agency; and

(v) To approve and/or direct the transfers of moneys under the budget.

Particularly, and without limiting the generality of the foregoing, the Finance & Audit Committee shall be responsible for recommending to the members of the Agency the level of cash reserves and the level of fund balances. The Finance & Audit Committee shall also recommend to the Agency the hiring of a certified independent accounting firm, establish the compensation to be paid to such accounting firm, provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes and receive reports from such accounting firm. The Finance & Audit Committee shall report to the members of the Agency on a periodic basis, at least annually, the findings of its independent accountants and auditors. These reports shall include careful consideration of 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. These reports may include the adequacy of the audit effort by the Agency's independent accountants and 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.

(d) Each member 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.

Section 5. Governance Committee.

(a) The Governance Committee shall be comprised of the following:

(i) Not less than two (2) members of the Agency appointed by the Chair with the consent of the Agency at the annual meeting of the Agency, who shall serve for terms of one (1) year, and thereafter until their successors are appointed; and

(ii) Such other individuals as the Agency may designate, from time to time.

(b) The committee chair for the Governance Committee shall be designated by a majority of the members of the Agency.

(c) The Governance Committee shall be responsible to:

(i) Keep the Agency informed of current best governance practices;

(ii) Review corporate governance trends;

(iii) Update the Agency's corporate governance principles; and

(iv) Advise those responsible for appointing members to the Agency of the skills and experience required of potential Agency members.

(d) Each member 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.

Section 6. Special Committees. The Agency at any time, and from time to time, by resolution, may create such special committees as may be deemed desirable, to serve at the pleasure of the Agency, and members of which shall be appointed by the Chair with the consent of the Agency. Such special committees shall have only the lawful powers specifically delegated to them by the Agency.

ARTICLE V

MEETINGS

Section 1. Monthly Meeting. Monthly meetings of the Agency shall be held at such time and place as directed by the Chair. Written notice of each regular meeting of the members shall be given, personally or by mail or by electronic mail, not less than ten (10) days nor more than fifty (50) days before the date of the meeting, to each member. One such monthly meeting per year shall be designated by the Agency as its Annual Meeting. The Secretary shall cause to be mailed, via U.S. mail or electronic mail, not less than ten (10) days nor more than fifty (50) days before the annual meeting, to every member in good standing, at his or her address as it appears on the membership roll book of the Agency or his or her e-mail address, a notice stating the time and place of the meeting.

Section 2. Special Meeting. The Chair of the Agency may, when he/she deems it desirable, and shall, upon the written request of seven (7) members of the Agency, call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be given personally to each member of the Agency or may be mailed to the business or home address of each member of the Agency, or sent via electronic mail, not less than ten (10) days nor more than fifty (50) days prior to the date of special meeting. Waivers of notice may be signed by any members failing to receive a proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all members of the Agency are present at a special meeting, with or without notice thereof, and are all agreeable thereto, any and all business may be transacted at such special meeting.

Section 3. Executive Sessions. When a subject falls within one of the enumerated purposes for an executive session pursuant to Section 105 of the Open Meetings

Law, the Agency may, upon its own motion, establish an executive session and exclude non-members from such session, to the extent permitted by the Open Meetings Law.

Section 4. Quorum. At all meetings of the Agency a majority of the members shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time when a quorum is obtained. The non-voting members shall not be considered for the purpose of quorum requirements.

Section 5. Order of Business. At the regular meeting of the Agency, the following shall be the order of business:

(a) Roll call.
(b) Reading and approval of the minutes of previous meeting.
(c) Report of the Treasurer.
(d) Reports of Committees.
(e) Unfinished business.
(f) New business.
(g) Adjournment.

Notwithstanding the foregoing, the Chair shall have the authority to vary the order of business, as the need arises. All resolutions shall be in writing and shall be recorded in the journal of the proceedings of the Agency.

Section 6. Manner of Voting. The voting on all questions coming before the Agency may be by roll call or voice vote, and yeas and nays shall be entered in the minutes of such meeting, except as in the case of appointments when the vote may be by ballot. Unless otherwise provided for in these Bylaws, any action of the Agency shall require the affirmative vote of a majority of the members of the Agency.

ARTICLE VI

PURPOSES

Section 1. Purposes. Purposes of the Agency are as follows:

(a) to integrate and strengthen the planning and promotion of industrial, commercial and economic development in Erie County, on a unified, county-wide basis; and to that end to seek the cooperation and coordinate the operations of public and private organizations to such planning and promotion;

(b) to advertise and promote industrial, commercial and economic opportunities in Erie County, and to publicize the advantages of the County;

(c) to conduct research into business and industrial conditions in the County, to study the needs and conditions of the County, and to prepare plans or elements of plans relating to the industrial, commercial and economic development of the County or any part of the County;

(d) to study, recommend, plan, coordinate, and evaluate projects and programs relating to industrial, commercial, and economic development in Erie County; and

(e) to achieve the purposes set forth in Section 858 of the General Municipal Law of the State of New York and in furtherance of those purposes, to execute, as necessary, the powers set forth in Section 858 and Section 891-a(2), of the General Municipal Law of the State of New York.

ARTICLE VII

POLICIES AND PROCEDURES

Section 1. Projects to be considered by this Agency. It is the policy of this Agency that any project shall be considered by it which shall conform to the Laws of the State of New York, Chapter 1030, Article 18-A, and the policy statements of this Agency as enunciated from time to time by resolution of this Agency.

Section 2. Audit of Records and Accounts.

(a) Within ninety (90) days after the close of the Agency's fiscal year, the Agency shall annually secure a certified audit of its financial records and accounts and shall file a copy of such certified audit with the Legislature of the County of Erie within thirty (30) days after its completion.

(b) The Agency may require any other operating statements which it shall determine is required for daily operation.

Section 3. Conveyance of Property – Conduit Transactions. The Agency may insert in a contract for a project that upon the payment in full of all notes, bonds and indebtedness incurred in connection with a project that the Agency will convey the lands, buildings and equipment involved in said project and so paid for to the tenant or operator of the same upon terms set forth in such contract and that the additional consideration for such conveyance may be nominal.

Section 4. The Agency by resolution may adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation so long as the same shall not be contrary to these by-laws as they may be amended from time to time, nor to any applicable State law.

ARTICLE VIII

ETHICAL STANDARDS

Section 1. Disclosure and Abstention. Any member of the Agency who is a director, officer or employee of a corporation which is a party to a proposed contract with the

Agency shall disclose his or her relation to such corporation in writing to the Agency and shall abstain from voting and discussion in respect to such contract.

Section 2. The members of the Agency be bound by, and conduct themselves in accordance with, any ethical standards imposed upon members of industrial development agencies generally under the General Municipal Law of the State of New York, as the same may be amended from time to time.

Section 3. In addition to any other ethical standards applicable to any member of the Agency pursuant to these By-Laws or other applicable law, a majority of the members of the Agency, other than those who serve by virtue of holding a civil office of the State of New York, shall, to the extent required by law, be "independent members," as defined in Section 2825 of the New York Public Authorities Law, as amended from time to time.

ARTICLE IX

INDEMNIFICATION OF MEMBERS AND OFFICERS

Section 1. Indemnification. Any person made a party to any action, suit or proceeding by reason of the fact that he or she is or was a member or officer of the Agency, or any corporation which he or she served as such at the request of this Agency, shall be indemnified by this Agency against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that (i) such member or officer acted in bad faith, (ii) liability resulted from the active and deliberate dishonesty of such individual, or (iii) such individual gained in fact a financial profit or other advantage to which he or she was not legally entitled. Such right of indemnification shall not be exclusive of any other rights to which such member or employee may be entitled to apart from the provisions of this Article.

ARTICLE X

AMENDMENTS

Section 1. Amendments to By-Laws. The by-laws of the Agency may be amended with the approval of a majority of all members of the Agency at a regular meeting or a special meeting called for that purpose; but no such amendment shall be adopted unless written notice thereof has been previously given to all members of the Agency, via mail or electronic mail, not less than ten (10) nor more than fifty (50) days before the scheduled date of the meeting.

ARTICLE XI

MISCELLANEOUS

Section 1. Compliance with Laws. It shall be the policy of the Agency to adopt By-Laws, rules, regulations, policies, procedures and conduct its operations in accordance with all applicable State, Federal and local laws.