

## RESOLUTION

A regular meeting of the Board of Directors of the Chadwick Bay Regional Development Corporation was convened on July 24th, 2012 at City of Dunkirk.

The following resolution was duly offered and seconded, to wit:

Resolution No.

RESOLUTION OF THE CHADWICK BAY REGIONAL DEVELOPMENT CORPORATION ADOPTING CERTAIN POLICIES, PROCEDURES AND CHARTERS RELATING TO THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED BY CHAPTER 506 OF THE LAWS OF 2009 OF THE STATE OF NEW YORK

**WHEREAS**, pursuant to Section 1411 of the Not-for-Profit Corporation Law (“N-PCL”) of the State of New York (the “State”), hereinafter referred to as the “Act”, the Chadwick Bay Regional Development Corporation (the “Corporation”) was created as a local development corporation; and

**WHEREAS**, pursuant to Section 2 of the Public Authorities Law (“PAL”) of the State, the provisions of the Public Authorities Accountability Act of 2005, as amended by Chapter 506 of the Laws of 2009 of the State of New York (“PAAA”) apply to certain defined “local authorities”, including the Corporation; and

**WHEREAS**, in connection therewith, on March 8, 2012 the Corporation duly adopted Amended and Restated By-Laws and also approved the further development of certain policies, procedures and charters to be adopted by the Corporation; and

**WHEREAS**, the Corporation desires to adopt certain policies, procedures and charters necessary to comply with PAAA.

**NOW, THEREFORE, BE IT RESOLVED** by the members of the Board as follows:

Section 1. Pursuant to subdivision 3 of Section 2824 of the PAL, no member of the Board who is also the chief executive officer of the Corporation shall participate in determining the level of compensation or reimbursement, or time and attendance rules, for the position of chief executive officer.

Section 2. Pursuant to subdivision 2 of Section 2824 of the PAL, all members of the Board shall participate in State-approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors within one (1) year of their appointment to the Corporation. Further, each Director shall execute (i) a Certification of No Conflict of Interest (ii) an Acknowledgement of Fiduciary Duties and Responsibilities. Such certifications shall be executed in substantially the form attached hereto as Exhibit A-1 and A-2, respectively.

Section 3. Pursuant to subdivision 2 of Section 2824 of the PAL, all members of the Board shall participate in such 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.

Section 4. Pursuant to subdivision 3 of Section 2825 of the PAL, on or before May 15 of each year, all members of the Board, officers and employees of the Corporation shall file annual financial disclosure statements with the Chautauqua County Board of Ethics pursuant to Article 18 of the State General Municipal Law. The financial disclosure statement so filed shall be substantially in the form attached hereto as Exhibit B, or such other form of statement as may be adopted by the Corporation.

Section 5. Pursuant to subdivision 2(a) of Section 2800 of the PAL, unless the Corporation obtains a waiver to the requirement to provide such information from the Authorities Budget Office, the Board shall submit to the chief executive officer, the chief fiscal officer and the chairperson of the legislative body of each of the member municipalities set forth in Article III, section 1 of the Amended and Restated By-Laws, as well as the Authorities Budget Office within ninety (90) days after the end of the Corporation's fiscal year (with the first report due by January 1, 2013 for fiscal year ending September 30, 2012), a complete and detailed report (the "Annual Report"). Provided, however, that the Annual Report may be submitted to the Authorities Budget Office by and through the Public Authorities Information Reporting System ("PARIS"). In all instances, the Annual Report shall contain:

- (a) the Corporation's operations and accomplishments;
- (b) the Corporation's financial reports, including (i) audited financials in accordance with all applicable regulations and following generally accepted accounting principles as defined in subdivision ten of section two of the state finance law, (ii) grants and subsidy programs, (iii) operating and financial risks, (iv) current ratings if any, of its bonds issued by recognized municipal bond rating agencies and notice of changes in such

- ratings, and (v) long-term liabilities, including leases and employee benefit plans;
- (c) the Corporation's mission statement and measurements including its most recent measurement report;
  - (d) a schedule of the Corporation's bonds and notes outstanding at the end of its fiscal year, together with a statement of the amounts redeemed and incurred during such fiscal year as part of a schedule of debt issuance that includes the date of issuance, term, amount, interest rate and means of repayment. Additionally, the debt schedule shall also include all refinancing, calls, refunding, defeasements and interest rate exchange or other such agreements, and for any debt issued during the reporting year, the schedule shall also include a detailed list of costs of issuance for such debt;
  - (e) a compensation schedule that shall include, by position, title and name of the person holding such position or title, the salary, compensation, allowance and/or benefits provided to any officer, director or employee in a decision making or managerial position of the Corporation whose salary is in excess of one hundred thousand dollars (\$100,000);
  - (f) biographical information, not including confidential personal information, for all directors, officers and those employees of the Corporation for whom salary is reported in paragraph (e) immediately above;
  - (g) the projects undertaken by the Corporation during the past year;
  - (h) a listing and description of (i) all real property of the Corporation having an estimated fair market value in excess of fifteen thousand dollars (\$15,000) that the Corporation acquires or disposes of during such period, including the price received or paid by the Corporation and the name of the purchaser or seller for all such property sold or bought by the Corporation during such period;
  - (i) the Corporation's code of ethics;
  - (j) an assessment of the effectiveness of its internal control structure and procedures;
  - (k) a copy of the legislation that forms the statutory basis of the Corporation;
  - (l) a description of the Corporation and its board structure, including (i) names of committees and committee members, (ii) lists of board meetings and attendance, (iii) descriptions of major Corporation units, subsidiaries, (iv) number of employees, and (v) organizational chart;
  - (m) the Corporation's charter, if any, and By-Laws;
  - (n) a listing of material changes in operations and programs during the reporting year;

- (o) the Corporation's four-year financial plan, including (i) a current and projected capital budget, and (ii) an operating budget report, including an actual versus estimated budget, with an analysis and measurement of financial and operating performance;
- (p) the Corporation's board performance evaluations;
- (q) a description of the total amounts of assets, services or both assets and services bought or sold without competitive bidding, including (i) the nature of those assets and services, (ii) the names of the counterparties, and (iii) where the contract price for assets purchased exceeds fair market value, or where the contract price for assets sold is less than fair market value, a detailed explanation of the justification for making the purchase or sale without competitive bidding, and a certification by the Executive Director and Chief Financial Officer of the Corporation that they have reviewed the terms of such purchase or sale and determined that it complies with applicable law and procurement guidelines; and
- (r) a description of any material pending litigation in which the Corporation is involved as a party during the reporting year, except that no provider of medical services need disclose information about pending malpractice claims beyond the existence of such claims.

Once completed, and prior to submission, the Executive Director and the Chief Financial Officer of the Corporation shall certify that the information contained in the Annual Report (i) is accurate, correct and does not contain any untrue statements of material fact, (ii) does not omit any material information which, if omitted, would cause the Annual Report to be misleading in light of the circumstances under which such statements are made, and (iii) fairly presents in all material respects the financial condition and results of operation of the Corporation as of, and for, the periods presented in the Annual Report. The certification executed shall be in substantially the form attached hereto as Exhibit C.

Section 6. Pursuant to subdivision 2 of Section 2801 of PAL, as soon as practicable, the Corporation will submit to the Chief Executive Officer and Chief Fiscal Officer of each of the member municipalities set forth in Article III, section 1 of the Amended and Restated By-Laws, as well as the Authorities Budget Office, the Corporation's budget for fiscal year ending September 30, 2012, and thereafter submit such budget not more than ninety (90) days and not less than sixty (60) days prior to the commencement of each fiscal year.

Section 7. The Corporation shall submit to the Authorities Budget Office as soon as practicable the approved authority mission statement and measurement report in accordance with the PAL which the Authorities Budget Office shall post on its website. The authority mission statement and measurement report shall have the following components: a brief mission statement expressing the purpose and goals of the Corporation, a description of the stakeholders of the Corporation and their reasonable

expectations from the Corporation, and a list of measurements by which performance of the Corporation and the achievement of its goals may be evaluated. The Corporation shall reexamine its mission statement and measurement report on an annual basis, and publish a self-evaluation based on the stated measurements unless the Corporation obtains a waiver to the requirement to conduct such re-examination from the Authorities Budget Office pursuant to the PAL.

Section 8. For each fiscal year, the Corporation will abide by the following rules relating to audit services:

- (a) the certified independent public accounting firm performing the Corporation's audit will be prohibited from providing audit services if the lead (or coordinating) audit partner responsible for reviewing the audit, has performed audit services for the Corporation in each of the five (5) previous fiscal years;
- (b) the certified independent public accounting firm performing the audit shall be prohibited from performing any non-audit services to the Corporation contemporaneously with the audit, unless receiving previous written approval by the audit committee including: (i) bookkeeping or other services related to the accounting records or financial statement of the Corporation, (ii) financial information systems design and implementation, (iii) appraisal or valuation services, fairness opinions, or contribution-in-kind reports, (iv) actuarial services, (v) internal audit outsourcing services, (vi) management functions or human services, (vii) broker or dealer, investment advisor, or investment banking services and (viii) legal services and expert services unrelated to the audit; and
- (c) it shall be prohibited for any certified independent public accounting firm to perform for the Corporation any audit service if the chief executive officer, comptroller, chief financial officer, chief accounting officer, or any other person serving in an equivalent position for the Corporation, was employed by that certified independent public accounting firm and participated in any capacity in the audit of the Corporation during the one (1) year period preceding the date of the initiation of the audit.

Section 9. The following policies, as presented at this meeting, are hereby adopted and approved:

- (a) The Compensation, Reimbursement and Attendance Policy attached hereto as Exhibit D;
- (b) The Whistleblower Policy attached hereto as Exhibit E;
- (c) The Travel/Expense Reimbursement Policy attached hereto as Exhibit F;
- (d) The Disposition of Property Guidelines, attached hereto as Exhibit G;
- (e) The Defense and Indemnification Policy attached hereto as Exhibit H;
- (f) The Code of Ethics attached hereto as Exhibit I; and
- (g) The Procurement Policy attached hereto as Exhibit J.

Section 10. The following charters, as presented at this meeting, are hereby adopted and approved:

- (a) The Finance & Audit Committee Charter attached hereto as Exhibit K;
- (b) The Governance Committee Charter attached hereto as Exhibit L;

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	Yea	Nea	Absent	Abstain
Anthony J. Dolce	[ X ]	[ ]	[ ]	[ ]
Steve Neratko	[ X ]	[ ]	[ ]	[ ]
David Hazelton	[ X ]	[ ]	[ ]	[ ]
Daniel Schrantz	[ X ]	[ ]	[ ]	[ ]
Stephen Keefe	[ ]	[ ]	[ X ]	[ ]
Donald Steger	[ X ]	[ ]	[ ]	[ ]
Kurt Lindstrom	[ ]	[ ]	[ X ]	[ ]
Louis Delmonte	[ ]	[ ]	[ X ]	[ ]
Todd Johnson	[ ]	[ ]	[ X ]	[ ]
Richard Puro	[ X ]	[ ]	[ ]	[ ]

Section 11. This resolution shall take effect immediately.

**EXHIBIT A-1**

**CERTIFICATION OF NO CONFLICT OF INTEREST**

I, \_\_\_\_\_, being a duly appointed (member/officer/employee) of the Chadwick Bay Regional Development Corporation (the "Corporation"), do hereby certify pursuant to the by-laws and policies of the Corporation, that neither I nor my spouse, minor children, nor dependents has any interest in any contract with the Corporation; and I do further certify that I am not engaged in any activity which would constitute a conflict of interest, as defined within the Not-For-Profit Corporation Law of the State of New York.

Further, I hereby certify that I have: (1) not accepted other employment which will impair my independence of judgment in the exercise of my official duties; (2) not accepted employment or engaged in any business or professional activity which will require me to disclose confidential information which I have gained by reason of my being a member of the Board of Directors of the Corporation; (3) not disclosed confidential information acquired in the course of my official duties nor used such information to further my own personal interests; (4) not used or attempted to use my position with the Corporation to secure unwarranted privileges or exemptions for myself or others; (5) not engaged in any transaction as a representative or agent of the Corporation with any business entity in which I have a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of my official duties; (6) not given reasonable basis for the impression that any person can improperly influence me or unduly enjoy my favor in the performance of my duties, or that I am affected by the kinship, rank, position or influence of any party or person; (7) abstained from making personal investments in enterprises which I have reason to believe may be directly involved with my responsibilities or which will otherwise create substantial conflict between my duty in the public interest and my private interests; and (8) endeavored to pursue a course of conduct which will not raise suspicion among the public that I am likely to be engaged in acts that are in violation of my Corporation responsibilities.

DATE: \_\_\_\_\_, 20\_\_

\_\_\_\_\_  
Signature

## EXHIBIT A-2

### **ACKNOWLEDGEMENT OF FIDUCIARY DUTIES AND RESPONSIBILITIES**

As a member of the Board of Directors of the Chadwick Bay Regional Development Corporation (the “Corporation”), I understand that I have a fiduciary obligation to perform my duties and responsibilities to the best of my abilities, in good faith and with proper diligence and care, consistent with the enabling statute, mission, and By-Laws of the Corporation and the laws of New York State. The requirements set forth in this acknowledgement are based on the provisions of New York State law, including but not limited to the Public Authorities Reform Act of 2005, as amended by Chapter 506 of the Laws of 2009 of the State of New York, Public Officers Law, and General Municipal Law. As a member of the Board of Directors:

#### I. Mission Statement

I have read and understand the mission of the Corporation; and the mission is designed to achieve a public purpose on behalf of the State of New York. I further understand that my fiduciary duty to this Corporation is derived from and governed by its mission.

I agree that I have an obligation to become knowledgeable about the mission, purpose, functions, responsibilities, and statutory duties of the Corporation and, when I believe it necessary, to make reasonable inquiry of management and others with knowledge and expertise so as to inform my decisions.

#### II. Deliberation

I understand that my obligation is to act in the best interests of the Corporation and the people whom the Corporation serves.

I agree that I will exercise independent judgment on all matters before the Board of Directors.

I understand that any interested party may comment on any matter or proposed resolution that comes before the Board of Directors consistent with the laws governing procurement policy and practice, be it the general public, an affected party, a party potentially impacted by such matter or an elected or appointed public official. However, I understand that the ultimate decision is mine and will be consistent with the mission of the Corporation and my fiduciary duties as a member of the Corporation’s Board of Directors.

I will participate in training sessions, attend Board and committee meetings, and engage fully in the Board’s and committee’s decision-making process.

#### III. Confidentiality

I agree that I will not divulge confidential discussions and confidential matters that come before the Board of Directors for consideration or action.



IV. Conflict of Interest

I agree to disclose to the Board any conflicts, or the appearance of a conflict, of a personal, financial, ethical, or professional nature that could inhibit me from performing my duties in good faith and with due diligence and care.

I do not have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of my duties in the public interest.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Corporation Name: Chadwick Bay Regional Development Corporation

Date: \_\_\_\_\_

**EXHIBIT B**

**INSTRUCTIONS FOR THE ANNUAL STATEMENT OF  
FINANCIAL DISCLOSURE  
FOR CHADWICK BAY REGIONAL DEVELOPMENT  
CORPORATION**

The requirements relating to the reporting of financial interests are in the public interest. No adverse inference of unethical or illegal conduct or behavior should be drawn from these requirements.

**YOU MUST ANSWER ALL QUESTIONS**

**(If Your Answer is NONE, Check "No Spouse", "No Dep. Children", or "NONE")**

1. **Name and Address.** Specify your full name, including middle name and/or maiden name.
2. **Spouse and Children.** Specify the full name(s) of your children, including their middle name and the maiden name (if applicable) of your spouse.
3. a. **Business Positions.** Include every office or position in a corporation or association organized for profit or not-for-profit.  
  
b. **Outside Employment.** If you practice law, are licensed by the Department of State as a real estate broker or agent, or practice any profession licensed by the Department of Education, provide a description of the principal subject areas or matters undertaken and your license to practice, including the nature of your client's business. If you practice with a partnership, unincorporated association, or corporation, or are a partner or shareholder of a firm or corporation, include a general description of the principal subject areas or matter undertaken by your firm or corporation, including the nature of the firm's client's businesses. You do not need to include the names of individual clients, customers or patients. This paragraph applies even if the income is deferred.  
  
c. **Future Employment.** In describing any contact, promise or other agreement relating to your future employment, specify the name and address of the other party and describe the nature of the future employment.  
  
d. **Past Employment.** Disclosure of income from past employment relates only to income currently received or received during the previous twelve (12) months.  
  
e. **Investments.** Specify the name and address of all businesses (including corporations controlled by you, your spouse and dependent children, if any) in which

your investment exceeds \$5,000.00 or 5%. Include any real estate, regardless of value, owned during the year even if subsequently sold.

f. **Trusts.** If you have a beneficial interest in a trust or estate worth more than \$2,000.00, except for IRS eligible retirement plans or interests in the estate or trust of a relative, describe the nature of your interest and provide a brief description of the trust or estate. This also applies for your spouse and dependent children, if any.

g. **Other Income.** This should include any income for which you have received an IRS form 1099 involving income in excess of \$1,000.00 during the preceding year.

4. **Gifts.** Disclose in this category any gifts received from a relative if the relative was acting as an agent for a third party. Gifts include any non-employment related donations to a retirement plan. The term "gift" includes discounts where the amount of the discount exceeds \$250.00 and the discount was not available to other members of the public.

5. **Third-Party Reimbursement.** Report all reimbursement aggregating \$250.00 or more for travel-related expenses, whether paid by one or more individuals.

6. **Loans.** Describe all loans from private individuals or corporations to you, your spouse and dependent children, if any, in excess of \$5,000.00. Loans from federally insured banks or savings or loan institutions do not need to be disclosed.

7. **Interests in Contracts.** Describe any interests in any contract between the Chadwick Bay Regional Development Corporation and you, your spouse or dependent children.

8. **Political Parties.** List any position held as an officer of a political party, political committee or political organization within the last five (5) years.

If you need additional space for any answers, please submit them on a separate sheet.

**PLEASE DISCARD THESE INSTRUCTIONS WHEN DISCLOSURE STATEMENT IS COMPLETE.**

**20\_\_ ANNUAL STATEMENT OF FINANCIAL DISCLOSURE  
FOR CHADWICK BAY REGIONAL DEVELOPMENT  
CORPORATION**

**1. Name and Address:**

Name
Title
Department, Agency or Entity
Address

**2. Spouse and Children.** Provide the name of your spouse (if married) and the names and ages of any dependent children.

NO SPOUSE (Check if appropriate)                       NO DEPENDENT CHILDREN  
 (Check if appropriate)

Spouse	Child/Age
Child/Age	Child/Age

(If you have more than three (3) children, please provide their names and ages on a separate sheet.)

**3. Financial Interests.**

**a. Business Positions.** List any office, trusteeship, directorship, partnership, or other position in any business, association, proprietary, or not-for-profit organization for you (and/or your spouse and/or dependent children), and indicate whether these businesses are involved with Chadwick Bay Regional Development Corporation in any manner.

NONE (Check if appropriate)

Name of Family Member of Involvement	Position	Organization	Nature
--	----------	--------------	--------


**b. Outside Employment.** Describe any outside occupation, employment, trade, business or profession providing more than \$1,000.00 per year for you (and/or your spouse and/or dependent children), and indicate whether such activities are regulated by any State or local agency.

NONE (Check if appropriate)

Name of Family Member	Position	Name, Address & Description of Organization	State/Local Agency

**c. Future Employment.** Describe any contract, promise or other agreement between you and anyone else, with respect to your employment after leaving your Chadwick Bay Regional Development Corporation office or position.

NONE (Check if appropriate)

---



---

**d. Past Employment.** Identify the source and nature of any income in excess of \$1,000.00 per year from any prior employer, including deferred income, contributions to a pension or retirement fund, profit sharing plan, severance pay, or payments under a buy-out agreement.

NONE (Check if appropriate)

Name & Address of  
Income Sources

Description of Income (i.e., pension, deferred, etc.)

_____	_____
_____	_____
_____	_____
_____	_____

**e. Investments.** Itemize and describe all investments in excess of \$5,000.00 or five percent (5%) of the value in any business, corporation, partnership, or other assets including stocks, bonds, loans, pledged collateral, and other investments, for you (and/or your spouse and/or dependent children). List the location of all real estate within the County or within five (5) miles of the County in which you (and/or your spouse and/or dependent children) have an interest, regardless of its value.

NONE (Check if appropriate)

Name of Family Member

Name & Address of Business

Description of  
Investment

_____	_____	_____
_____	_____	_____

Name of Family Member

Location of Real Estate  
(including home, if owned)

Description of  
Investment

_____	_____	_____
_____	_____	_____

**f. Trusts.** Identify each interest in a trust or estate or similar beneficial interest in any assets in excess of \$2,000.00, except for IRS eligible retirement plans or interests in an estate or trust of a relative, for you (and/or your spouse and/or dependent children).

NONE (Check if appropriate)

Name of Family Member

Trustee/Executor

Description of  
Trust/Estate

_____	_____	_____
_____	_____	_____

**g. Other Income.** Identify the source and nature of any other income in excess of \$1,000.00 per year from any source not described above, including teaching income, lecture fees, consultant fees, contractual income, or other income of any nature, for you (and/or your spouse and/or dependent children).

NONE (Check if appropriate)

Name of Family Member	Name & Address of Income Source	Nature of Investment
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**4. Gifts and Honorariums.** List the source of all gifts aggregating in excess of \$250.00 received during the last year by you (and/or your spouse and/or dependent children) excluding gifts from a relative. The term "gifts" includes gifts of cash, property, personal items, payments to third-parties on your behalf, forgiveness of debt, honorariums and any other payments that are not reportable as income.

NONE (Check if appropriate)

Name of Family Member	Name & Address of Donor
_____	_____
_____	_____
_____	_____

**5. Third-Party Reimbursements.** Identify and describe the source of any third-party reimbursement for travel-related expenditures in excess of \$250.00 for any matter that relates to your official duties. The term "reimbursement" includes any travel-related expenses provided by anyone other than Chadwick Bay Regional Development Corporation for speaking engagements, conferences, or fact finding events that relate to your official duties.

NONE (Check if appropriate)

Source	Description
_____	_____

---

---

6. **Loans.** Describe all loans to you (and/or your spouse and/or dependent children) in excess of \$5,000.00 where the creditor is not a federally insured bank or savings and loan institution.

NONE (Check if appropriate)

Name of Family Member

Name & Address of Creditor

---

---

---

7. **Interest in Contracts.** Describe any interest you (and/or your spouse and/or dependent children) have in any contract involving the Chadwick Bay Regional Development Corporation.

NONE (Check if appropriate)

Name of Family Member

Contract Description

---

---

---

8. **Political Parties.** List any position you held within the last five (5) years as an officer of any political party, political committee, or political organization. The term "political organization" includes any independent body or any organization that is affiliated with or a subsidiary of a political party.

NONE (Check if appropriate)

---

---

**Certification:**

I hereby certify under penalty of perjury, that the information disclosed on this form is true and complete to the best of my knowledge.



I hereby acknowledge my continuing responsibility to disclose any conflicts of interest or potential conflicts of interest and/or recuse myself from any act or action as required by Chadwick Bay Regional Development Corporation Ethics Policy. I certify that I will undertake and carry out this responsibility to the best of my ability.

---

Signature

Date

**EXHIBIT C**

**CERTIFICATE OF THE EXECUTIVE DIRECTOR  
AND THE CHIEF FINANCIAL OFFICER OF  
CHADWICK BAY REGIONAL DEVELOPMENT CORPORATION**

The undersigned Executive Director and Chief Financial Officer of Chadwick Bay Regional Development Corporation, a local development corporation organized pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certify, pursuant to subdivision 3 of Section 2800 of the Public Authorities Law, as follows:

The financial information provided within the Annual Report of the Chadwick Bay Regional Development Corporation (the "Corporation"), dated as of \_\_\_\_\_, 201\_\_ (the "Annual Report"), is accurate, correct, and does not contain any untrue statement of material fact. The Annual Report does not omit any material fact which, if omitted, would cause the report to be misleading in light of the circumstances under which the report and any such statements made therein are made. The Annual Report fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presents in said report.

The Annual Report is hereby approved.

IN WITNESS WHEREOF, the undersigned Executive Director and Chief Financial Officer have executed this Certificate as of this \_\_\_\_ day of \_\_\_\_\_, 201\_\_.

\_\_\_\_\_  
Name:  
Title: Executive Director

\_\_\_\_\_  
Name:  
Title: Chief Financial Officer

**EXHIBIT D**

**CHADWICK BAY REGIONAL DEVELOPMENT CORPORATION  
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 the members of the Board of Directors (the “Board”) of the Chadwick Bay Regional Development Corporation (the “Corporation”).

Pursuant to and in accordance with the Not-For-Profit Corporation Law of the State of New York, the members of the Board shall serve without salary but may be reimbursed for reasonable expenses incurred in the performance of Corporation duties at the approval of the Board. 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 Finance and Audit Committee.

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

Approved and adopted this 24th day of July, 2012.

## EXHIBIT E

### CHADWICK BAY REGIONAL DEVELOPMENT CORPORATION WHISTLEBLOWER POLICY

#### **I. Introduction**

- a. **Applicability:** This Whistleblower Policy (“Policy”) shall apply to Chadwick Bay Regional Development Corporation (the “Corporation”) and all directors, officers and employees thereof.
- b. **Scope:** In accordance with Title 12 of Article 9 of the Public Authorities Law, the Corporation is required to adopt a policy to afford certain protections to individuals who, in good faith, report violations of the Corporation’s Code of Ethics or other instances of potential wrongdoing within the Corporation.
- c. **Purpose:** This Policy provides Corporation board 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. **“Corporation Employee”:** All board members, officers, and staff employed at the Corporation whether employed full-time or part-time, employed pursuant to a contract, employed temporarily, or employees who are on probation.
- c. **“Whistleblower”:** Any Corporation employee (as defined herein) who in good faith discloses information concerning wrongdoing by another Corporation employee, or concerning the business of the Corporation 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 a Corporation employee (as defined herein) that relates to the Corporation.

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

### **III: Reporting Wrongdoing**

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

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

- a. No Corporation Employee who, in good faith, discloses potential violations of the Corporation'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 Corporation.
- c. Any Corporation Employee who retaliates against or attempts to interfere with any individual for having in good faith disclosed potential violations of the Corporation'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 Corporation and shall be reviewed annually by the Corporation's Governance Committee.

Approved and adopted this 24th day of July, 2012

## EXHIBIT F

### **TRAVEL AND OTHER EXPENSES REIMBURSEMENT POLICY**

#### **1. Purpose**

The Board of Directors of the CHADWICK BAY REGIONAL DEVELOPMENT CORPORATION (the "Corporation") recognizes that board members, officers, and employees ("Personnel") of the Corporation may be required to travel or incur other expenses from time to time to conduct Corporation business and to further the mission of this organization. The purpose of this Policy is to ensure that (a) adequate cost controls are in place, (b) travel and other expenditures are appropriate, and (c) to provide a uniform and consistent approach for the timely reimbursement of authorized expenses incurred by Personnel. It is the policy of the Corporation to reimburse only reasonable and necessary expenses actually incurred by Personnel.

When incurring business expenses, the Corporation expects Personnel to:

- A. Exercise discretion and good business judgment with respect to those expenses;
- B. Be cost conscious and spend the Corporation's money as carefully and judiciously as the individual would spend his or her own funds; and
- C. Report expenses, supported by required documentation, as they were actually spent.

#### **2. Expenses Report**

Expenses will not be reimbursed unless the individual requesting reimbursement submits a written Expense Report. The Expense Report, which shall be submitted at least monthly or within two weeks of the completion of travel expense reimbursement is requested, must include:

- A. The individual's name;
- B. If reimbursement for travel is requested, the date, origin, destination and purpose of the trip, including a description of each Corporation related activity during the trip;
- C. The name and affiliation of all people for whom expenses are claimed (i.e., people on whom money is spent in order to conduct the Corporation's business); and

- D. An itemized list of all expenses for which reimbursement is requested.

### **3. Receipts**

Receipts are required for all expenditures billed directly to the Corporation, such as airfare and hotel charges. No expense in excess of \$25.00 will be reimbursed to Board Members or employees unless the individual requesting reimbursement submits with the Expense Report written receipts from each vendor (not a credit card receipt or statement) showing the vendor's name, a description of the services provided (if not otherwise obvious), the date, and the total expenses, including tips (if applicable).

### **4. General Travel Requirements**

#### **A. Advance Approval**

All trips involving air travel or at least one overnight stay must be approved in advance by the President; however, any out-of state travel must be approved by the Corporation's President or his/her designee.

#### **B. Necessity of Travel**

In determining the reasonableness and necessity of travel expenses, Personnel and the person authorizing the travel shall consider the ways in which the Corporation will benefit from the travel and weigh those benefits against the anticipated costs of the travel. The same considerations shall be taken into account in deciding whether a particular individual's presence on a trip is necessary. In determining whether the benefits to the Corporation outweigh the costs, less expensive alternatives, such as participation by telephone or video conferencing, or the availability of local programs or training opportunities, shall be considered.

#### **C. Personal and Spousal Travel Expenses**

Individuals traveling on behalf of the Corporation may incorporate personal travel or business with their Corporation-related trips; however, Board Members and/or employees shall not arrange Corporation travel at a time that is less advantageous to the Corporation or involving greater expense which incurred as a result of personal travel, including but not limited to extra hotel nights, additional stopovers, meals or transportation which are the sole responsibility of the individual and will not be reimbursed by the Corporation. Expenses associated with travel of an individual's spouse, family, or friends will not be reimbursed by the Corporation.



## **5. Air Travel**

### **A. General**

Air travel reservations should be made as far in advance as possible in order to take advantage of reducing fares. The Corporation will reimburse or pay only the cost of the lowest coach class fare actually available for direct, non-stop flights from the airport nearest the individual's home or office to the airport nearest the destination.

### **B. Saturday Stays**

Board Members and/or employees traveling on behalf of the Corporation are not required to stay over Saturday nights in order to reduce the price of an airline ticket. An individual who chooses to stay over a Saturday night shall be reimbursed for reasonable lodging and meal expenses incurred over the weekend to the extent the expenses incurred do not exceed the difference between the price of the Saturday night stay ticket and the price of the lowest price available ticket that would not include a Saturday night stay. To receive reimbursement for such lodging and meal expenses, the individual must supply, along with the Expenses Report, documentation of the amount of the difference between the price of the Saturday stay and non-Saturday stay airline tickets.

### **C. Frequent Flyer Miles and Compensation for Denied Boarding**

Board Members and/or employees traveling on behalf of the Corporation may accept and retain frequent flyer miles and compensation for denied boarding for their personal use. Individuals may not deliberately patronize a single airline to accumulate frequent flyer miles if less expensive comparable tickets are available on another airline.

## **6. Lodging**

Personal traveling on behalf of the Corporation may be reimbursed at the single room rate for the reasonable cost of hotel accommodations. Convenience, the cost of staying in the city in which the hotel is located, and proximity to other venues on the individual's itinerary shall be considered in determining reasonableness. Board Members and/or employees shall make use of available corporate and discount rates for hotels. "Deluxe" or "luxury" hotel rates will not be reimbursed.

## **7. Out-of-Town Meals**

Cost of meals (including tips) subject to a maximum per diem meal allowance of \$39.00 per day and the terms and conditions established by the Corporation relating to the per diem meal allowance.

## **8. Ground Transportation**

Board Members and/or employees are expected to use the most economical ground transportation appropriate under the circumstances and should generally use the following, in this order of desirability:

### **A. Courtesy Cars**

Many hotels have courtesy cars, which will take you to and from the airport at no charge. The hotel will generally have a well-marked courtesy phone at the airport if this service is available. Board Members and/or employees should take advantage of this free service whenever possible.

### **B. Airport Shuttle or Bus**

Airport shuttles or busses generally travel to and from all major hotels for a small fee. At major airports such services are as quick as a taxi and considerably less expensive. Airport shuttle or bus services are generally located near the airport's baggage claim area.

### **C. Taxis**

When courtesy cars and airport shuttles are not available, a taxi is often the next most economical and convenient form of transportation when the trip is for a limited time and minimal mileage is involved. A taxi may also be the most economical mode of transportation between an individual's home and the airport.

### **D. Rental Cars**

Car rentals are expensive so other forms of transportation should be considered when practical. Board Members and/or employees will be allowed to rent a car while out of town provided that advance approval has been given by the President and that the cost is less than alternative methods of transportation.

## **9. Personal Cars**

Board Members and/or employees are compensated for use of their personal cars when used for Corporation business. When individuals use their personal car for such travel, including travel to and from the airport, mileage will be allowed at the currently approved. IRS rate per mile.

In the case of individuals using personal cars to take a trip that would normally be made by air, e.g., Buffalo to New York City, mileage will be allowed at the currently

approved rate; however, the total mileage reimbursement will not exceed the sum of the lowest available round trip coach airfare.

## **10. Parking/Tolls**

Parking and toll expenses, including charges for hotel parking, incurred by Board Members and/or employees traveling on Corporation business will be reimbursed. The cost of parking tickets, fines, car washes, valet service, etc., are the responsibility of the board member or employee and will not be reimbursed.

On-airport parking is permitted for short business trips. For extended trips, Board Members and/or employees should use off-airport facilities.

## **11. Entertainment and Business Meetings**

Reasonable expenses incurred for business meetings or other types of business-related entertainment will be reimbursed only if the expenditures are approved in advance by the President and qualify as a tax deductible expenses. Detailed documentation for any such expenses must be provided, including:

- A. date and place of entertainment;
- B. nature of expenses;
- C. names, titles and corporate affiliation of those entertained;
- D. a complete description of the business purpose for the activity including the specific business matter discussed;
- E. vendor receipts (not credit card receipts or statements) showing the vendor's name, a description of the services provided, the date, and the total expenses, including tips (if applicable)

## **12. Other Expenses**

Reasonable operational expenses (if applicable) — related telephone and fax charges due to the absence of Personnel from the individual's place of business are reimbursable. In addition, reasonable and necessary gratuities that are not covered under meals may be reimbursed. Finally, emergency secretarial work and/or postal charges incurred are reimbursed for the purpose of work on behalf of the Corporation.

## **13. Non-Reimbursable Expenditures**

The Corporation maintains a strict policy that expenses in any category that could be perceived as lavish or excessive will not be reimbursed, as such expenses are inappropriate for reimbursement by a nonprofit, charitable organization. Expenses that are not reimbursable\* include, but are not limited to:

- A. Travel insurance;
- B. First class tickets or upgrades;
- C. When lodging accommodations have been arranged by the Corporation and the individual elects to stay elsewhere, reimbursement is made at the amount no higher than the rate negotiated by the Corporation. Reimbursement shall not be made for transportation between the alternate lodging and the meeting site;
- D. Limousine travel;
- E. Movies, liquor or bar costs;
- F. Membership dues at any county club, private club, athletic club, golf club, tennis club or similar recreational organization;
- G. Participation in or attendance at golf, tennis or sporting events, without the advance approval of the President or his designee;
- H. Purchase of golf clubs or any other sporting equipment;
- I. Spa or exercise charges;
- J. Clothing purchasing;
- K. Business conferences and entertainment which are not approved by the President of the Corporation;
- L. Valet service;
- M. Car washes;
- N. Toiletry articles;
- O. Expenses for spouses, friends or relatives. If a spouse, friend or relative accompanies Board Members and/or employees on a trip, it is the responsibility of the Board Member or employee to determine any added cost for double occupancy and related expenses and to make the appropriate adjustment in the reimbursement request.

P. Overnight retreats without the prior approval of the President or his/her designee.

Approved and adopted this 24<sup>th</sup> day of July, 2012

## EXHIBIT G

### CHADWICK BAY REGIONAL DEVELOPMENT CORPORATION DISPOSITION OF REAL PROPERTY GUIDELINES

#### **SECTION 1. DEFINITIONS**

A. “Contracting Officer” shall mean the officer or employee of the Chadwick Bay Regional Development Corporation (hereinafter, the “Corporation”) who shall be appointed by resolution to be responsible for the disposition of property.

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

C. “Property” shall mean personal property in excess of five thousand dollars (\$5,000) in value, and real property, and any inchoate or other 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.

#### **SECTION 2. DUTIES**

A. The Contracting Officer shall:

(i) maintain adequate inventory controls and accountability systems for all property owned by the Corporation and under its control;

(ii) periodically inventory such property to determine which property shall be disposed of;

(iii) Preparing an annual written report of all Property of the Corporation. 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 the Corporation.

(iv). Dispose of Property as promptly as possible in accordance with these Guidelines, as directed by the Corporation.

### **SECTION 3. PROPERTY DISPOSITION REQUIREMENTS**

#### **A. Method of Disposition**

Subject to such exceptions and/or requirements set forth in these Guidelines, in the event that the Corporation determines to dispose of any of its Property, the Corporation 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 the Corporation 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 of the Corporation.

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 Section 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 the Corporation, price and other factors considered.

(c) Any public bid for the disposition of Property may be rejected, refused, or declined by the Corporation 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 Section III(B)(2) and may be consummated through a negotiated sale or by public auction:

(a) Below Fair Market Value. The Corporation 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 statute of the Corporation; 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.

If a below FMV transfer is proposed, the following information is required to be provided to the Corporation'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.

The board of the Corporation 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.

(b) Disposition of Certain Personal Property. The Corporation 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. The Corporation 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. The Corporation may dispose of Property where the bid prices received by the Corporation after public advertising are not commercially reasonable (either as to all or some part of the Property) as determined by the Corporation in its sole discretion.

(e) Disposition to a Political Subdivision. The Corporation may dispose of Property to New York State or any political subdivision of New York State.

(f) Disposition Authorized by Law. The Corporation 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 Section 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 the Corporation's principal office.

#### **SECTION 4. GENERAL PROVISIONS**

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

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

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

These Guidelines are intended for the guidance of the officers, members, directors and employees of the Corporation 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 the Corporation, 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.

Approved and adopted this 24th day of July, 2012

**EXHIBIT H**

**CHADWICK BAY REGIONAL DEVELOPMENT CORPORATION**  
**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 directors, officers and employees of the Chadwick Bay Regional Development Corporation (the “Corporation”).

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

Approved and adopted this 24th day of July, 2012

**EXHIBIT I**  
**CODE OF ETHICS**  
**OF**  
**CHADWICK BAY REGIONAL DEVELOPMENT CORPORATION**

This Code of Ethics is adopted upon approval by the members of the Board of Directors (the “Board”) of the Chadwick Bay Regional Development Corporation (the “Corporation”), in accordance with Section 2824 of the Public Authorities Law and applies to all directors, officers and employees of the Corporation. This Code of Ethics shall serve as a guide for official conduct and is intended to enhance the ethical and professional performance of the Corporation’s directors, officers and employees and to preserve public confidence in the Corporation’s mission.

**ARTICLE I**  
**Standards of Conduct**

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

2. No director, officer or employee of the Corporation 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 director, officer or employee of the Corporation 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 director, officer or employee of the Corporation should use or attempt to use their official position to secure unwarranted privileges or exemptions for themselves or others.

5. No director, officer or employee of the Corporation should engage in any transaction as representative or agent of the Corporation 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.

6. No director, officer or employee of the Corporation 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 director, officer and employee of the Corporation 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.

8. Each director, officer or employee of the Corporation 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.

## **ARTICLE II**

### **Ethics Officer**

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

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

1. Advise in confidence each director, officer or employee of the Corporation who seeks guidance regarding ethical behavior.
2. Receive and investigate complaints about possible violations of this Code of Ethics.
3. Dismiss complaints found to be without substance.
4. Prepare investigative reports of his or her findings to be submitted for action by the Executive Director or the Board.

## **ARTICLE III**

### **Whistleblower Policy**

In accordance with Title 12 of Article 9 of the Public Authorities Law, the Corporation adopted a Whistleblower Policy to afford certain protections to individuals who, in good faith, report violations of the Corporation's Code of Ethics or other instances of potential wrongdoing within the Corporation. This Policy provides Corporation board 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. This Policy is provided to all directors, officers, and employees of the Corporation and is reviewed annually by the Corporation's Governance Committee.

**ARTICLE IV**  
**Implementation; Annual Review**

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

Approved and adopted this 24th day of July, 2012.

## EXHIBIT J

### CHADWICK BAY REGIONAL DEVELOPMENT CORPORATION PROCUREMENT POLICY

#### A. Introduction

1. Scope – In accordance with the Not-For-Profit Corporation Law (the “N-PCL”) and the Public Authorities Accountability Act of 2005, Chadwick Bay Regional Development Corporation (the “Corporation”) desires to adopt procurement policies which will apply to the procurement of goods and services to be paid for by the Corporation for its own use and account.
2. Purpose – Pursuant to the N-PCL, the primary objectives of this policy are to assure the prudent and economical use of the Corporation’s monies, 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. Procurement Policy

1. Determination Required – Prior to commencing any procurement of goods and services, the President/CEO with the approval of the Board Chair or an authorized designee shall prepare a written statement setting forth the basis for (1) the determination that competitive bidding is not required for such procurement, and if applicable (2) the determination that such procurement is not subject to any requirements set forth in this policy. Such written statements shall be maintained by the President/CEO or such authorized designee in a specially designated procurement file.
2. Procedure for determining whether Procurements are subject to Competitive Bidding – The procedure for determining whether a procurement of goods and services is subject to competitive bidding shall be as follows:
  - a. The President/CEO with the approval of the Board Chair or an authorized designee shall make the initial determination as to whether competitive bidding is required. This determination will be based whether the Corporation contemplates expenditures of (1) the performance of any construction contract (services, labor or construction), and

(2) for any purchase contract (acquisition of commodities, materials, supplies or equipment).

- b. The President/CEO or such authorized designee shall review the purchase request against prior years' expenditures, if any, and a good faith effort will be made to determine whether it is known or can reasonably be expected that the aggregate purchases of a similar nature will exceed the above competitive bidding procedures shall be followed for said expenditure.
- c. The President/CEO or such authorized designee shall present any legal issues regarding the applicability of the competitive bidding requirements stated herein to the Corporation's Counsel.

3. Methods of Competition to be used for Non-Bid Procurements and Procurements Exempt by Statute – Alternative proposals or quotations for goods and services may be secured by use of written requests for proposals (“RFP”), requests for qualifications (“RFQ”), and/or written quotations, verbal quotations or any other method of procurement which furthers the purposes of this Section.

4. Procedures for the Purchase of Commodities, Equipment or Goods:

- a. Up to \$500 The discretion of the President/CEO with the approval of the Board Chair
- b. \$501 - \$3,000 Documented verbal quotations from at least three vendors.
- d. \$3,001 - \$10,000 and up- Written/fax quotations from at least three vendors.

5. Procedures for the Purchase of Construction or other Services:

- a. Up to \$1000 The discretion of the President/CEO with the approval of the Board Chair
- b. \$1,001 - \$5,000 Documented verbal quotations from at least three vendors.
- c. \$5,001 - \$20,000 and up Written/fax quotations from at least three vendors.



6. Basis for the Award of Contracts – Contracts will be awarded to the lowest responsible vendor who meets the specifications.

7. Circumstances justifying an Award to other than the Lowest Cost quoted.

- a. Delivery requirements
- b. Quality requirements
- c. Quality
- d. Past vendor performance
- e. The unavailability of three or more vendors who are able to quote on a procurement.
- f. It may be in the best interests of the Corporation to consider only one vendor who has previous expertise with respect to a particular procurement.

8. Documentation

a. For each purchase made the President/CEO or authorized designee shall set forth in writing the category of procurement that is being made and what method of procurement is specified.

b. The basis for any determination that competitive bidding is not required shall be documented, in writing, by the President/CEO with the approval of the Board Chair or such authorized designee, and filed with the purchase order or contract therefore.

c. For those items not subject to competitive bidding such as professional services, emergencies, purchased under city contracts or procurements from sole sources, documentation should include a memo to the files which details why the procurement is not subject to competitive bidding and include, as applicable:

- (1) a description of the facts giving rise to the emergency and that they meet the statutory criteria; or
- (2) a description of the professional services; or
- (3) written verification of city contracts; or
- (4) opinions of Counsel, if any; or
- (5) a description of sole source items and how such determinations were made.

d. Whenever an award is made to other than the lowest quote the reasons for doing so shall be set forth in writing and maintained in the procurement file.

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.

9. Exceptions to Bidding

a. Emergency Situation – An emergency exists if the delay caused by soliciting quotes would endanger the health, welfare or property of the municipality or of the citizens. With approval by the President/CEO and Board Chair such emergency shall not be subject to competitive bidding or the procedures stated above.

b. Resolution Waiving Bidding Requirements – The Corporation may adopt a resolution waiving the competitive bidding requirements whenever it is determined to be impracticable.

c. Sole Source – Defined as a situation when there is only one possible source from which to procure goods and/or services and it is shown that the item needed has unique benefits, the cost is reasonable for the product offered and there is no competition available. In this situation, a request for a resolution waiving bidding requirements, as described above, is required.

d. True Lease – Prices will be obtained through quotations whenever possible. The award shall be made on the basis of goods and/or services to be provided, ability to meet the specifications desired and price.

e. Insurance – All insurance policies shall be procured in accordance with the following procedures:

(1) Premium less than \$10,000 – documented telephone quotations from at least three agents (if available).

(2) Premium over \$10,001 – written quotations/fax or proposals from at least three agents (if available)

10. 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 \$25,000 is not subject to the solicitation procedures contained in Section B(5) of this Policy.

11. Minority and Women Business Enterprises – The Corporation shall comply with all applicable legal requirements relating to the hiring of such businesses.
12. Input from members of the Corporation – Comments concerning the procurement policy shall be solicited from the members of the Corporation from time to time.
13. Annual Review – the Corporation shall annually review its policies and procedures.
14. Unintentional Failure to Comply – The unintentional failure to comply with the provisions of this policy shall not be grounds to void action taken or give rise to a cause of action against the Corporation or any officer thereof.

Approved and adopted this 24th day of July, 2012.

## **EXHIBIT K**

### **CHADWICK BAY REGIONAL DEVELOPMENT CORPORATION FINANCE & AUDIT COMMITTEE CHARTER**

This Charter shall also serve as the charter for the Finance & Audit Committee of the Chadwick Bay Regional Development Corporation (the “Corporation”).

#### **ARTICLE I**

##### **Core Functions**

The core functions of the Finance & Audit Committee are set forth in the By-laws and include: (i) providing assistance to members of the Corporation 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 Corporation and the Corporation’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 Corporation and the governmental authorities having audit authority or fiscal oversight of the Corporation; (iv) approving the budget of the Corporation for submission to the Board; and (v) review proposals for the issuance of debt by the Corporation and to make recommendations.

#### **ARTICLE II**

##### **Composition**

Members of the Finance & Audit Committee shall be appointed in accordance with the By-laws 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 Committee. Each member of the 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 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.

#### **ARTICLE III**

##### **Committee Meetings**

The 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 Committee. The affirmative vote of a majority of the members then serving on the 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 Corporation. 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; (d) miscellaneous issues related to the financial practices of the Corporation; and (e) shall review proposals for the issuance of debt by the Corporation 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 Corporation 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 Corporation'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 Corporation's operations, such as (a) bookkeeping or other services related to the accounting records or financial statements of the Corporation; (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 Corporation'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 Corporation.

(v) Meet with the Corporation's independent auditor at least annually to discuss the financial statements of the Corporation, 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 Corporation's internal controls and review the actions taken by management on the independent accountants' and auditors' suggestions for correcting weaknesses, if any, in the Corporation'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 Corporation 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 Corporation or any persons having business dealings with the Corporation 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 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 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 Committee and when otherwise requested by the Board;

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

C. 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 Corporation's internal controls, regulatory compliance, organizational structure and operations. These reports may include the adequacy of the audit effort by the Corporation'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 Corporation, and the organization and quality of the Corporation'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 Corporation.

**EXHIBIT L**

**CHADWICK BAY REGIONAL DEVELOPMENT CORPORATION**  
**GOVERNANCE COMMITTEE CHARTER**

This Charter shall serve as the charter for the Governance Committee of the Chadwick Bay Regional Development Corporation (the “Corporation”).

**ARTICLE I**

**Establishment of Governance Committee;**  
**Core Responsibilities**

The Members of the Board of the Corporation authorized the establishment of the Governance Committee by amendment to the Corporation’s by-laws (“By-laws”). The By-laws 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 By-laws and include: (i) keeping the Board informed of current best governance practices; (ii) reviewing corporate governance trends; (iii) updating the Corporation’s corporate governance principles; (iv) advising those responsible for appointing members to the Board on the skills and experiences necessary required of potential Board members; (v) examine ethical issues and conflicts of interest; and (vi) perform board self-evaluations .

**ARTICLE II**

**Composition of the Governance Committee**

The members of the Governance Committee shall be appointed in accordance with the By-laws. 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.



## **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 Corporation. 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 Corporation's governance practices, which should address transparency, independence, accountability, fiduciary responsibilities and management oversight;

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

(iii) 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;

(iv) Examine ethical and conflicts of interest; and

(v) 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 Corporation'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 Corporation'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
- (vii) Any other policies or documents relating to the governance of the Corporation, including rules and procedures for conducting the business of the Corporation's Board, including the Corporation's By-laws. The Governance Committee will oversee the implementation and effectiveness of the By-laws 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

## **ARTICLE VI**

### **Amendments**

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

STATE OF NEW YORK )  
 )  
 ) ss.:  
COUNTY OF CHAUTAUQUA )

I, the undersigned Secretary of the Chadwick Bay Regional Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Chadwick Bay Regional Development Corporation (the "Corporation"), including the resolutions contained therein, held on July 24th, 2012, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Corporation had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 24th day of July, 2012.

**Katherine K. Tampio**  
Secretary