

CORPORATE RESOLUTION

The meeting of the Board of Directors of Roberts Road Development Corporation was convened on Tuesday, December 10, 2013, at 9:00 a.m. at 342 Central Avenue, Dunkirk, New York.

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

RESOLUTION OF ROBERTS ROAD DEVELOPMENT CORPORATION APPOINTING OFFICERS, ADOPTING CERTAIN POLICIES, STANDARDS AND PROCEDURES, AND APPROVING 2014 BUDGET

WHEREAS, on February 26, 2009, the Chautauqua County Legislature (the “Legislature”) approved the formation of the Roberts Road Development Corporation (hereinafter the “Corporation”) with the County of Chautauqua serving as the sole member, (the “Member”) of the Corporation, and the appointment of the County Executive, serving ex officio, the Chairman of the County Legislature, serving ex officio, and the Mayor of the City of Dunkirk, serving ex officio, to serve as the initial voting directors of the Corporation; and

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 Certificate of Incorporation for Roberts Road Development Corporation (the “Corporation”) was filed with the Secretary of State on the March 19, 2009; and

WHEREAS, the Corporation desires to take certain steps and adopt certain policies, standards and procedures necessary and as directed by the sole member, to comply with the provisions of the New York Public Authorities Law.

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of the Corporation (the “Board”) as follows:

Section 1. The following persons have been elected by the Directors to serve in the offices set forth next to their names until their respective successors are elected and shall qualify or until their earlier resignations:

William Daly	President/CEO
Susan Marsh	Treasurer/CFO
Stephen Abdella	Secretary

The officers shall enter upon the discharge of their duties as provided in the By-laws of the Corporation.

Section 2. The following policies and charters, as presented at this meeting, are hereby adopted and approved:

- (a) The Travel Policy attached hereto as Exhibit A; and
- (b) The Disposition of Property Guidelines, attached hereto as Exhibit B is hereby ratified and approved along with the appointment of the President as the “Contracting Officer” of the Corporation.
- (c) The Audit and Finance Committee Charter attached hereto as Exhibit C; and
- (d) The Governance Committee Charter attached hereto as Exhibit D.

Section 3. The members hereby designate Stephen Abdella as the FOIL Officer and William Daly as the FOIL Appeal Officer. All documents subject to FOIL shall be filed with the County Clerk.

Section 4. The members hereby designate Frank Gould as a member of the Audit and Finance Committee.

Section 5. The members hereby designate Anthony J. Dolce as a member of the Governance Committee.

Section 6. The members hereby designate Mr. Robert Murray, of Harris Beach PLLC, with an office at 726 Exchange Street, Suite 1000, Buffalo, New York, as its general counsel.

Section 7. The members hereby approve the 2014 proposed budget for the Corporation as follows:

Expense		Revenue	
Professional Services	\$ 15,000	Other Non-Operating Revenue	\$110,000
Non-Operating Expenditures	\$ <u>95,000</u>		_____
Total	\$110,000		\$110,000

Section 8. This resolution shall take effect immediately.

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

	Yea	Nay	Absent	Abstain
Stephen Abdella	[<input checked="" type="checkbox"/>]	[]	[]	[]
Anthony J. Dolce	[<input checked="" type="checkbox"/>]	[]	[]	[]
Frank Gould	[<input checked="" type="checkbox"/>]	[]	[]	[]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF CHAUTAUQUA) SS:

I, the undersigned, Secretary of Roberts Road Development Corporation, DO HEREBY CERTIFY:

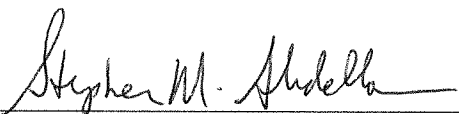
That I have compared the annexed extract of minutes of the meeting of Roberts Road Development Corporation (the "Corporation"), including the resolution contained therein, held on December 10, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution 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 all members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 10th day of December, 2013.



Secretary

[SEAL]

EXHIBIT A

Travel and Discretionary Funds Policy

ROBERTS ROAD DEVELOPMENT CORPORATION

TRAVEL & DISCRETIONARY FUNDS POLICY

Section 1. PURPOSE

The purpose of this policy is to implement a provision of the Public Authorities Accountability Act requiring the adoption of certain policies and to adhere to the recommended practices of the NYS Authorities Budget Office (the "ABO") to protect against the use of discretionary funds for purposes that do not advance the Roberts Road Development Corporation's (the "Corporation") mission and public purposes. Public Authorities Law §2824 requires the Corporation to adopt a policy to govern business travel and the ABO, by and through its Recommended Practice entitled Written Policies Governing the Use of Authority Discretionary Funds (November 2012), recommends adoption by all State and Local authorities a policy on the proper use of discretionary funds that incorporates the legal principals set forth in NYS Attorney General in opinion #2007-F4.

Section 2. APPLICABILITY

This policy shall apply to the Corporation, along with every member of the board (the "Board") of the Corporation and all officers and employees thereof.

Section 3. TRAVEL

A. APPROVAL of TRAVEL

All official travel for which a reimbursement will be sought must be approved by the President prior to such travel. Provided, however, in the instance where the President will seek reimbursement for official travel, such travel must be pre-authorized by the Chairman of the Corporation.

B. PAYMENT of TRAVEL

The Corporation will reimburse all reasonable expenses related to meals, travel and lodging that were incurred by any director, officer or employee as a result of the performance of their official duties. All official travel shall be properly authorized, reported and reimbursed. Under no circumstances shall expenses for personal travel be charged to, or temporarily funded by the Corporation. It is the traveler's responsibility to report his or her travel expenses in a responsible and ethical manner, in accordance with this policy.

C. TRAVEL EXPENSES

Travelers may use their private vehicle for business purposes if it is less expensive than renting a car, taking a taxi, or using alternative transportation, or if it saves time. The traveler will be reimbursed at a standard mileage reimbursement rate.

Meals will be reimbursed at actual expense or a per diem rate, whichever is less. Lodging will be reimbursed at actual expense up to certain daily rate caps established for various locations. The applicability of such caps shall be determined on a case by case basis taking into consideration availability of lodging and other extenuating circumstances.

Reimbursement for miscellaneous expenses shall be determined on a case by case basis. Mileage rates, per diem allowances and lodging caps will be established and from time to time amended by the Treasurer. All expense reimbursement determinations made pursuant to this paragraph C. shall be made by the Treasurer. In the instance where such determinations regard the travel of the Treasurer, the Chairman shall make such determinations.

Section 4. DISCRETIONARY FUNDS

A. USE OF DISCRETIONARY FUNDS

The expenditure of Corporation funds must relate directly to an enumerated power, duty or purpose of the Corporation. Therefore, the use of discretionary funds shall be limited to expenditures that directly benefit the Corporation in advancing its mission and public purposes. Discretionary funds shall not be used in a manner that primarily benefits the individual board member, officer or employee.

B. PRIOR APPROVAL

All expenditures of discretionary funds shall be approved by the President prior to such expenditure. Provided, however, in the instance where the President will seek an expenditure of discretionary funds, such expenditure shall be pre-authorized by the Chairman of the Corporation. The President or the Chairman, as the case may be, shall review the proposed use of funds and reasonably determine whether such use (i) primarily benefits the Corporation as opposed to an individual board member, officer or employee and (ii) directly advances the mission and public purpose of the Corporation.

C. APPROPRIATE EXPENDITURE GUIDANCE

(i) Membership Dues – Membership dues paid for the Corporation to belong to a professional peer organization is a permissible use of Corporation funds. However, individual membership costs for board members, officers and employees to belong to a professional, social or fraternal organization whereby the membership is of and the

primary benefit is to, the individual rather than the Corporation, should not be an Corporation expenditure.

(ii) Charitable Contributions & Sponsorships – The appropriateness of such sponsorship or charitable contribution will depend on whether it directly relates to the powers, duty and purposes of the Corporation, and whether such expenditure will directly advance the Corporation's core mission and public purposes. Generally improving community goodwill or the well-being of the community that is unrelated to the Corporation's mission should not be considered an appropriate use of Corporation discretionary funds.

(iii) Celebrations – Expenditures related to special occasion celebrations for current or former board members, officers or staff and their family members, such as holiday or retirement parties should not be considered an appropriate use of Corporation discretionary funds.

(iv) Gifts – Gifts such as flowers, cards or other items given to board members, officer, employees or their family members in recognition of a milestone, special occasion, an expression of sympathy or other reason should not be considered an appropriate use of Corporation discretionary funds.

(v) Food & Beverages – With the exception of food and beverages purchased during business travel as provided herein, expenditures of food and beverages for the personal consumption of board members, officers and employees should not be considered an appropriate use of Corporation discretionary funds. Provided, however, expenditures for food and beverages purchased for or during the conduct of Corporation business with persons that do business with the Corporation may be an appropriate expenditure of Corporation discretionary funds, provided that the expense is reasonable in light of the circumstances surrounding the Corporation activity and is pre-approved as set forth herein.

(vi) Professional Training, Certification and Licensing - It is the individual board member's, officer's or employee's responsibility to maintain good standing with licensing requirements and as such, it would not be an appropriate Corporation expenditure to pay for the cost to obtain or renew an individual's license. Provided, however, paying the costs to attend training to maintain certifications or licenses, or to attend professional conferences may be an appropriate expenditure of Corporation discretionary funds.

Approved and adopted this 10th day of Dec., 2013.

EXHIBIT B

Disposition of Property Policy

ROBERTS ROAD DEVELOPMENT CORPORATION

DISPOSITION OF PROPERTY POLICY

ADOPTED PURSUANT TO SECTION 2896 OF THE PUBLIC AUTHORITIES LAW

SECTION 1. DEFINITIONS

A. "Contracting officer" shall mean the officer or employee of the Roberts Road development Corporation (hereinafter, the "Corporation") who shall be appointed by resolution to be responsible for the disposition of property.

B. "Dispose" or "disposal" shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the Public Authorities Law.

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 Corporation shall:

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

(ii) inventory all such property at the time property is either sold or disposed of or every two (2) years, whichever is earlier, to determine which property shall be identified for disposition;

(iii) produce a written report of such property in accordance with subsection B herein; and

(iv) transfer or dispose of such property as promptly and practicably as possible in accordance with Section 3 below, when transferring or disposing of property that had been identified for disposal.

B. The Corporation shall

(i) publish, not less frequently than annually, a report listing all real property owned in fee title by the Corporation. Such report shall consist of a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Corporation and the name of the purchaser for all such property sold by the Corporation during such period; and

(ii) shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature (via distribution to the majority leader of the senate and the speaker of the assembly).

SECTION 3. TRANSFER OR DISPOSITION OF PROPERTY

A. Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the "Contracting Officer") shall have supervision and direction over the disposition and sale of property of the Corporation. The Corporation shall have the right to dispose of its property for any valid corporate purpose.

B. Custody and Control. The custody and control of Corporation property, pending its disposition, and the disposal of such property, shall be performed by the Corporation or by the Commissioner of General Services when so authorized under this section.

C. Method of Disposition. Unless otherwise permitted by subdivision F(iii)(E) of this Section 3, the Corporation shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Corporation and/or Contracting Officer deems proper. The Corporation must dispose of property by approval of the board and may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, no disposition of real property, or any interest in 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 prior to disposition. Provided further, that no disposition of any personal property, which because of its unique nature or the unique circumstances of the proposed transaction is not readily valued by reference to an active market for similar property, shall be made without a similar appraisal.

D. Sales by the Commissioner of General Services (the "Commissioner"). When the Corporation shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Corporation may enter into an agreement with the Commissioner pursuant to which the Commissioner may dispose of property of the Corporation under terms and conditions agreed to by the Corporation and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the Contracting Officer shall be deemed to refer to such Commissioner.

E. Validity of Deed, Bill of Sale, Lease, or Other Instrument. A 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 of the Corporation in accordance herewith shall be conclusive evidence of compliance with the provisions of these Policies and all applicable law 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 such compliance prior to the closing.

F. Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.

(i) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Corporation shall be made after publicly advertising for bids except as provided in paragraph (iii) of this subsection F.

(ii) Whenever public advertising for bids is required under paragraph (i) of this subsection F:

(A) 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 proposed for disposition;

(B) all bids shall be publicly disclosed at the time and place stated in the advertisement; and

(C) 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; provided, that all bids may be rejected at the Corporation's discretion.

(iii) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to paragraphs (i) and (ii) of this subsection F but subject to obtaining such competition as is feasible under the circumstances, if:

(A) the personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic, antiquity, historical, 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 disposed of by public bidding, it would adversely affect the state or local market for such personal property and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;

(B) the fair market value of the property does not exceed fifteen thousand dollars (\$15,000);

(C) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;

(D) the disposal will be to the state or any political subdivision, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;

(E) the circumstances that permit below fair market dispositions as set forth in G. below are present (regardless of whether the disposition will be for less than fair market value); or

(F) such action is otherwise authorized by law.

(iv) (A) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:

(1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars (\$15,000);

(2) any real property that has an estimated fair market value in excess of one hundred thousand dollars (\$100,000), except that any real property disposed of by lease or exchange;

(3) any real property disposed of by lease if the estimated annual rent over the term of the lease is in excess of \$15,000;

(4) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

(B) Each such statement shall be transmitted to Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature (via distribution to the majority leader of the senate and the speaker of the assembly) not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Corporation making such disposal.

G. Disposal of Property for less than Fair Market Value ("FMV").

(i) No assets owned, leased or otherwise in the control of the Corporation may be sold, leased, or otherwise alienated for less than its FMV except if:

(1) Transferee is a government or public entity and terms of transfer require ownership and use to remain with the government or public entity; or

(2) Purpose of transfer is within purpose, mission or statute of the authority; or

(3) Written notification to Governor, Speaker, and Temporary President. Such notification is subject to denial. Denial by Governor is in the form of a certification. Denial by 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.

(ii) If below FMV transfer is proposed, the following information is required to be provided to the authority's board and the public:

- (1) Description of Asset;
- (2) Appraisal of the FMV of the asset;
- (3) Description of purpose of 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.

(iii) Board 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.

This Policy is subject to modification and amendment at the discretion of the Corporation board and shall be filed annually with the Comptroller of the State of New York by March 31st of each year. This Policy must be posted on the Corporation's website and maintained on such site until the Policy for the following year is posted.

The designated Contracting Officer for the Corporation is the President of the Corporation.

EXHIBIT C

Audit and Finance Committee Charter

ROBERTS ROAD DEVELOPMENT CORPORATION

AUDIT/FINANCE COMMITTEE CHARTER

This Charter shall also serve as the charter for the Audit/Finance Committee of the Roberts Road Development Corporation (the "Corporation").

ARTICLE I **Core Functions**

The core functions of the Audit/Finance Committee 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 Audit/Finance Committee shall be appointed in accordance with the Bylaws and, to the extent practicable, members of the Audit/Finance Committee should be familiar with corporate financial and accounting practices. The Board shall designate one member of the Audit/Finance 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 Audit/Finance 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 Audit/Finance Committee members by electronic or regular mail at least five (5) days in advance of the scheduled meeting. A quorum of the Audit/Finance 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 Audit/Finance 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 Audit/Finance 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 Audit/Finance 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 Audit/Finance 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 Audit/Finance 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 Audit/Finance 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 Audit/Finance 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 D

Governance Committee Charter

ROBERTS ROAD DEVELOPMENT CORPORATION

GOVERNANCE COMMITTEE CHARTER

This Charter shall serve as the charter for the Governance Committee of the Roberts Road Development Corporation (the "Corporation").

ARTICLE I

Core Responsibilities

The core responsibilities of the Governance Committee, as mandated under Section 2824(7) of the New York Public Authorities Law 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 Bylaws. 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 Bylaws. The Governance Committee will oversee the implementation and effectiveness of the Bylaws 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.