

BUFFALO FISCAL STABILITY AUTHORITY
Meeting Minutes
March 11, 2010

The following are the minutes of the meeting of the Board of Directors of the Buffalo Fiscal Stability Authority, held on Thursday, March 11, 2010, in the Buffalo & Erie County Central Public Library Auditorium. The meeting was called to order at 1:01 PM.

Board Present: Arthur, Brown, Collins [proxy], Floss, Giardino, Johnstone, Mesiah, Olsen and Townsend

Staff Present: Kelly, Link, Miller, Mobley and Mongold

Additionally Present: Mr. A.V. Buzard, Esq., Legal Counsel with Harris Beach, PLLC.

Opening Remarks

Chair Olsen called the meeting to order. He noted the meeting's agenda, as follows:

- * Recommendations from the Governance Committee to approve certain modifications to the bylaws and to formalize the public meetings' calendar for the remainder of 2010;
- * An executive session to discuss legal matters with Legal Counsel A.V. Buzard, Esq;
- * A historical financial review of both the City of Buffalo (the "City") and the Buffalo School District (the "District") will be provided by the staff in order to provide a summary of the financial condition of both the City and the District at the time of the creation of the Buffalo Fiscal Stability Authority (the "BFSA"), through the end of the last fiscal year (2009). The intent of the review is to provide a backdrop for the May Board meeting where BFSA will review the proposed 2011 budgets and four-year financial plans for these entities.

Chair Olsen added that a document titled, "Acknowledgement of Fiduciary Duty" had been provided as an additional document with the board book. The document was issued by the New York State Authorities Budget Office to address a new requirement from the 2009 Public Authorities Reform Act ("PARA"). Directors are required to review and sign the document, and return such to the BFSA staff, by March 31, 2010.

He asked Secretary Arthur to call a roll of the Directors. Director Arthur called roll and confirmed that a quorum was present. He noted the attendance of Mr. James Hornung who had been designated by County Executive Chris Collins as his proxy at the meeting. The meeting commenced.

Approval of the Minutes

Chair Olsen introduced Resolution No. 10-06, "Approving Minutes from February 10, 2010."

Motion to approve by Mesiah, second by Brown.

RESOLUTION NO. 10-06
APPROVING MINUTES FROM FEBRUARY 10, 2010

BE IT RESOLVED that the Buffalo Fiscal Stability Authority approves the minutes of its meeting on February 10, 2010, and ratifies and affirms resolutions 10-01 through 10-05 that were approved February 10, 2010.

Vice-Chair Townsend recommended the approval of the minutes with a few, non-substantive grammatical edits. She instructed staff to review the edits and incorporate them into the document.

Chair Olsen asked if there were any objection to incorporating the edits. Hearing none, he asked for a vote to pass the resolution.

Vote to approve 8-0.

BFSA Presentation

Historic Fiscal Overview of the City of Buffalo

Chair Olsen advanced the agenda to the next item, a historical fiscal review of the City of Buffalo. He instructed Principal Analyst Mike Kelly to provide a summary for the Board.

Utilizing a slide-show presentation, Mr. Kelly provided the following information:

CITY OF BUFFALO HISTORICAL FISCAL OVERVIEW

INTRODUCTION

The following is a brief, high-level overview of the City's finances from 2003 to 2009:

- * In fiscal year 2003, City revenues totaled more than \$383 million.
- * Revenues have continued to grow and totaled \$452.6 million for the 2009 fiscal year.
- * Since 2003, revenues have grown approximately 19% overall.

HISTORIC REVENUES & EXPENDITURES

- * City revenues can be broken down into their largest components. These include: local tax revenues (property taxes and sales taxes), State Aid and all Other Revenue Sources such as interest income, fines, fees for services, licenses, permits, etc. and Federal Aid.
- * The largest revenue growth area over this time [2003-2009] has been in State Aid, which has increased over \$51 million and equals about 37% growth since 2003.
- * Local tax revenues have also increased during this time, as has Other Revenue Sources. Federal assistance has been largely cut.
- * City expenditures have steadily increased since 2003, concurrent with the growth seen with other municipal governments.
- * Expenditures in 2003 totaled about \$364 million and grew to over \$456 million in fiscal year 2009.
- * Overall, expenditure growth totaled over 24% during this period.
- * As the growth in expenditures has outpaced the growth in revenues, there is a "structural imbalance" which is ultimately unsustainable.
- * In 2003, police department spending was the largest cost to the City totaling nearly \$73 million. In 2009, fringe benefit costs were the City's largest expenditure totaling over \$107 million. During this period, fringe benefit costs grew by 65% (\$42.3 million).

- * All other spending grew by \$34 million or 63%.
- * Spending in other categories has grown modestly during this period.
- * In many of the fiscal years, revenues have finished above expenditures. This occurrence has allowed the City to add to its fund balance over time.

OVERVIEW OF FUND BALANCE

- * Since 2003, the City's overall fund balance has grown from \$36 million to over \$138 million. The Fund Balance has many subcategories; large portions of the \$138 million are set aside for specific obligations which the City has yet to pay (e.g., legal settlements, encumbrances, etc..).
- * Unreserved, Undesignated Fund Balance – These resources are truly “free and clear” and may be spent on prudent expenditures. Most experts warn against spending these resources on recurring expenditures.
- * In 2003, unreserved, undesignated fund balance totaled \$3.3 million. On June 30, 2009, unreserved, undesignated fund balance totaled \$48.2 million.
- * Note: the City established a “rainy day” fund in 2008. The 2008 set aside was slightly over \$30 million in this fund for certain expenditures. Subsequently, the unreserved, undesignated fund balance dropped significantly. About \$3 million more was added to the fund in 2009.

CONCLUSION

- * For the year ended June 30, 2009, total fund balance declined over \$7 million from 2008.
- * The City currently has a healthy unreserved, undesignated fund balance.

Mr. Kelly concluded his presentation.

Historical Fiscal Overview of the Buffalo School District

Chair Olsen asked Principal Analyst Bryce Link to provide the historical fiscal overview for the District.

Utilizing a slide-show presentation, Mr. Link provided the following information:

BUFFALO SCHOOL DISTRICT HISTORICAL BUDGET OVERVIEW

INTRODUCTION

The following is a brief, high-level overview of the District's finances from 2003 to 2009.

- * Between 2003 and 2009, revenues for the District have increased \$274M, or 61%.
- * Over this six year period, the average annual growth rate was 8.3%. The most significant increase occurred in fiscal year 2007-08 as the State rolled out funding for the “Contract for Excellence.”

REVIEW OF REVENUES & EXPENDITURES

- * The greatest area of revenue growth between 2003 and 2009 was in State Aid, which increased from \$331 million to \$602 million, an increase of 61%.
- * Revenue growth has been driven by State Aid, which the District is highly dependent on.
- * Other areas of growth occurred in Sales Tax revenues (\$800,000), as well as with the City's transfer to the District (\$3.7 million). These increases have been offset by decreases in Federal reimbursements for Medicaid services to the District.
- * Expenditures increased by \$235 million or 53%. The annual compounded rate is 7.4%. The annual

compounded growth rate is 8.8% when including the \$55.5 million that has been estimated as a potential cost in connection with the “Steps Litigation.”

- * The largest single expenditure for the District is within the “Instruction” category which has shown a modest increase over the last six years. The increase would have been larger by approximately \$55.5 million, if not for the wage freeze.
- * There are two other areas of significant growth—employee benefits which have increased from \$76M to \$133M, representing an increase of \$57M, or approximately 75%. These increases have occurred despite a reduction in the workforce.
- * Charter school payments have gone from \$0 in 2003 to \$67 million in fiscal year 2009. The first charter school in Buffalo, NY opened in 2004 which would be the first year the District was required to transfer funds to a charter school.

OVERVIEW OF FUND BALANCE

- * Total fund balance has increased from \$33.5 million (FY 2003) to \$169.9 million (FY 2009), an increase of \$136.4 million, or more than 400%. Of this amount, \$20 million or more is reserved annually for various costs including encumbrances for goods and services, judgments and claims inventory and self-insurance.
- * Unreserved/Designated fund balance is at an all-time high of nearly \$96 million. Designations include funds set-aside for other postemployment benefits (OPEB) (\$20M), prior years’ claims for pending litigation (\$14.4M), as well as Joint Schools Construction Board (“JSCB”) (\$18M) costs. Approximately \$43 million of the designated fund balance is designated for current year (FY 2010) operations.
- * Unreserved/Undesignated Fund Balance is the “Rainy Day” fund and has increased from \$4.6 million (FY 2003) to \$42.6 million (FY 2009). The District will most likely need to draw down a portion of these funds over the next several years to make up for reductions in State Aid. The four-year budgetary gap is currently projected at \$145 million.
- * State Aid is expected to decrease from a high of \$602.6 million in the previous fiscal year (FY 2009), to a projected \$587.9 million in fiscal year 2010 and \$572.3 million in fiscal year 2011.
- * The District has very little control over revenues as it is a dependent school district without taxing authority. As such, it is highly dependent on State Aid as well as sales tax from Erie County, and the annual transfer payment from the City of Buffalo.
- * Expenses are projected to grow from an anticipated \$675.9 million at the end of fiscal year 2009, to \$772.8 million by the end of fiscal year 2010, and \$767.3 million by the end of fiscal year 2011.
- * The District is projecting a baseline deficit of \$49.2 million in fiscal year 2011. Revenues are projected at \$733.1 million; expenditures are projected at \$767.3 million.
- * The Rainy Day Fund is expected to have \$15 million drawn down to reduce this gap during FY 2011. The gap remains at \$34.2 million after this drawdown.
- * The 2010-11 budget deficit projection breaks down as follows:

Changes from 2009-10:	
Foundation Aid	0.0
Single Step Increases per CBA	6.7
Health Insurance Increases	11.1
Pension Contribution Rate Increases	7.1
Charter School Increases (2 new charters & enrollment growth)	6.5
Transportation Decrease	(4.0)
Other increases	6.2
Original Budget Deficit 2010-11	(33.6)
Governors Reduction in State Aid	(15.6)
Adjusted 2010-11 Budget Deficit January 2010	(49.2)
Use of Rainy Day Fund	15.0
Revised Deficit after use of reserves	(34.2)

Mr. Link concluded his presentation.

Chair Olsen asked the Board if there were any questions or comments regarding the presentation.

Vice-Chair Townsend replied, “The State provides about 85% of the School District’s funding. Looking forward, if the State is ever going to balance its budget given all of the pressures it faces, it must look [to] where the money is. The money is in places like Medicaid and School Aid. Already we can see the tremendous pressures as the School District tries to balance its budget. Costs continue to grow year after year and if State Aid does not keep pace, or if there are cuts or [State Aid] remains level, [it] represents a tremendous challenge for the District and for the parents, the children, and anyone who is concerned about the future of the City.”

BFSA Issues

Modification of BFSA’s Bylaws

Chair Olsen advanced the agenda to the next item for consideration, Resolution No. 10-07, “Approving the Revised Bylaws of the Buffalo Fiscal Stability Authority.” He noted that the Governance Committee had met earlier in the day and had recommended approval of a series of revisions to the BFSA Bylaws. The revisions primarily cover the cancellation and rescheduling of Board meetings. The meeting had been chaired by Secretary Arthur, as Committee Chair Olsen could not be present.

At 1:21 PM Mayor Brown entered the proceedings.

Motion to approve by Arthur, second by Floss.

Director Arthur noted that the Committee had directed counsel to draft further language for consideration regarding the reason for a meeting cancelation.

RESOLUTION NO. 10-07¹
APPROVING THE REVISED BYLAWS OF THE BUFFALO FISCAL STABILITY
AUTHORITY

WHEREAS, the Buffalo Fiscal Stability Authority (“BFSA”) was created by Chapter 122 of the Laws of 2003 to be a corporate governmental agency and instrumentality of the State of New York constituting a public benefit corporation to oversee the City of Buffalo’s budget, financial and capital plans; to issue bonds, notes and other obligations, as defined in the Act; and to develop and implement financial plans on behalf of the City of Buffalo as necessary.

WHEREAS, it was necessary for the BFSA to adopt By-Laws to conduct its business; and

WHEREAS, the BFSA approved the adoption of the By-Laws by resolution No.03-01 adopted July 15, 2003; and

WHEREAS, the BFSA approved the adoption of updated By-Laws by resolution No. 07-47 adopted September 24, 2007 and by resolution No. 08- 45 adopted on September 19, 2008; and

WHEREAS, the BFSA has reviewed its By-Laws and has made changes to Article III, Meetings of the Authority, and Article IV, Committees.

NOW THEREFORE BE IT RESOLVED that the BFSA approves the adoption of the revised By-Laws attached and dated March 11, 2010.

This resolution shall take effect immediately.

Vote to approve 9-0.

2010 Meeting Calendar²

Chair Olsen advanced the agenda to the next item for consideration, Resolution NO. 10-08, “Adoption of a BFSA Board of Director Regular Meeting Schedule for Calendar Year 2010.” He noted that the Governance Committee had approved a recommendation for the approval of the schedule and added that it had one revision since it had been originally provided. The date of the annual Public Forum had been moved from May 12th to May 10th to remain within statutory compliance of the BFSA Act.

Motion to approve by Arthur, second by Mesiah.

RESOLUTION NO. 10-08
ADOPTION OF A BFSA BOARD OF DIRECTOR REGULAR MEETING SCHEDULE FOR
CALENDAR YEAR 2010

WHEREAS, the Buffalo Fiscal Stability Authority (“BFSA”) was created by Chapter 122 of the Laws of 2003 to be a corporate governmental agency and instrumentality of the State of New York constituting a public benefit corporation to oversee the City of Buffalo’s budget, financial and capital plans; to issue bonds, notes and other obligations, as defined in the Act; and to develop and implement financial plans on

¹ APPENDIX A

² APPENDIX B

behalf of the City of Buffalo as necessary.

WHEREAS, it was necessary for the BFSA to adopt By-Laws to conduct its business; and

WHEREAS, the BFSA approved the adoption of By-Laws by resolution No.03-01 adopted July 15, 2003 and updated the By-Laws by resolution No. 07-47 adopted September 24, 2007; and

WHEREAS, the BFSA By-Laws under Article III, Meetings of the Authority, allows the Directors to schedule regular meetings of the Authority as the Directors determine necessary with regular meetings needing to be held at least quarterly; and

WHEREAS, the BFSA Directors have determined that adoption of a 2010 regular meeting schedule, including committee meetings and the annual BFSA public forum is in the interests of the Authority and other interested parties.

NOW THEREFORE BE IT RESOLVED that the BFSA approves the adoption of a 2010 regular Board of Director meeting schedule dated March 11, 2010.

This resolution shall take effect immediately.

Vote 9-0 to approve.

Executive Session

Chair Olsen asked for a motion to enter into Executive Session to discuss legal matters.

Motion by Townsend, second by Johnstone. Vote 9-0 to enter into Executive Session at 1:25 PM.

Executive Session Meeting Minutes
March 11, 2010

The following are the minutes from the Buffalo Fiscal Stability Authority's Executive Session, held on Thursday, March 11, 2010, in the Buffalo & Erie County Central Public Library. The meeting was called to order at 1:25 PM.

Board Present: Arthur, Brown, Collins [proxy], Floss, Giardino, Johnstone, Messiah, Olsen and Townsend

Staff Present: Kelly, Mobley and Mongold

Additionally Present: Mr. A.V. Buzard, Esq., Outside Legal Counsel with Harris Beach, PLLC.

Legal Update

BFSA's Legal Counsel, Mr. A.V. Buzard, Esq., updated the Directors on the status of current litigation either involving the Authority, or litigation which the Authority has been involved in due to the potential fiscal impact to the City and/or any other Covered Organization.

Exit from Executive Session & Adjournment

At 2:02 PM Vice-Chair Townsend exited the proceedings.

At 2:04 PM the Board emerged from Executive Session.

Director Arthur offered a joint motion to emerge from Executive Session into Public Session and to subsequently adjourn the meeting. The motion was duly seconded by Director Floss.

Chair Olsen asked if there were any objections to consider both motions cumulatively. Hearing none, he called for a vote.

Vote 8-0 to exit from Executive Session and for Adjournment.

The meeting adjourned at 2:06 PM.

BUFFALO FISCAL STABILITY AUTHORITY

BY-LAWS

ARTICLE I

THE AUTHORITY

SECTION 1. The Authority – The Buffalo Fiscal Stability Authority (“the Authority”) is a corporate governmental agency and instrumentality of the State of New York constituting a public benefit corporation.

SECTION 2. Acts of the Authority – All acts, agreements and documents of the Authority shall be performed or executed in the name of the Authority by a Director or other duly authorized officer of the Authority.

SECTION 3. Certification of Instruments – Each Director or other duly authorized officer of the Authority shall have the authority, when necessary or appropriate, to certify the records, proceedings, rules and regulations and other instruments of the Authority and to affix and attest to the official seal of the Authority on contracts and other instruments of the Authority.

SECTION 4. Administration – The powers, organization and administration of the Authority shall be in accordance with the provisions of the Buffalo Fiscal Stability Authority Act, or other applicable laws and these By-Laws.

SECTION 5. Fiscal year – The fiscal year of the Authority shall begin July 1 and end the following June 30.

SECTION 6. Seal of the Authority – The official seal of the Authority shall be in such form as may be determined, from time to time, by the resolution of the Directors of the Authority. The seal on any corporate obligation for the payment of money may be a facsimile.

SECTION 7. Offices – The principal office and place of business of the Authority shall be located in the City of Buffalo, State of New York. The Authority may also have other offices at such other places within the State of New York as may be deemed necessary by the Directors of the Authority.

ARTICLE II

DIRECTORS & OFFICERS

SECTION 1. Directors – The business and affairs of the Authority shall be managed by the Board of Directors of the Authority who shall be selected and shall hold office as provided in the Buffalo Fiscal Stability Authority Act.

SECTION 2. Compensation of Directors – The Directors of the Authority shall serve without salary or benefits, but each Director shall be reimbursed for actual necessary expenses incurred in the performance of such Director's official duties as a Director of the Authority.

SECTION 3. Chairperson and Vice-Chairperson – The Governor shall designate a Chairperson and Vice-Chairperson from among the Directors. The Chairperson shall preside over all meetings of the Directors and shall have such other duties as the Directors of the Authority may direct. The Vice-Chairperson shall preside over all meetings of the Directors in the absence of the Chairperson and shall have such other duties as the Directors of the Authority may prescribe; except that if in such event that the office of the Vice-Chairperson is vacant or the Vice-Chairperson is absent or disabled, the Chairperson shall designate a Director to preside at such meeting.

SECTION 4. Appointment and Delegation – The Directors of the Authority shall appoint a Treasurer, who shall not be a member of the Authority's Board of Directors, and may appoint such officers, employees and other agents of the Authority as are deemed necessary to effectuate the purposes of the Authority and may delegate to such officers, employees and agents such powers and duties as the Directors may deem proper. Officers shall serve at the pleasure of the Board of Directors. No Board member, including the Chairperson, shall serve as the Corporation's chief executive officer, executive director, chief financial officer, comptroller, or hold any other equivalent position while also serving as a member of the Board.

SECTION 5. Removal and Vacancy – Any officer may be removed or have his or her authority suspended by the Authority at any time, with or without cause. If an office becomes vacant for any reason, the Authority shall have the power to fill such vacancy.

SECTION 6. Officers Holding Two or More Offices – Any two or more offices may be held by the same person, but no officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

SECTION 7. Delegation – In the event of a vacancy in any office or the absence or disability of any officer or for any other reason that the Authority may deem sufficient, the Authority, except as otherwise provided by law, may temporarily delegate the powers or duties of any officer to any other officer or to any Director.

ARTICLE III

MEETINGS OF THE AUTHORITY

SECTION 1. Meetings – Regular meetings of the Authority shall be held at such times as the Board of Directors may from time to time determine, provided that regular meetings shall be held at least quarterly. Special meetings of the Board of Directors shall be held at any time, upon call from the Chairperson, or shall be called by the Chairperson upon the request of at least five Directors of the Authority.

SECTION 2. Place of Meetings – Regular and special meetings of the Board of Directors shall be held at the principal office of the Authority or at such other place within the State of New York as the Board of Directors may from time to time determine.

SECTION 3. Notices – Notice of the place, date and time of every regular and special meeting of the Authority or any committee of the Board shall be given by mailing the same, at least three days before the day on which the meeting is to be held, to the address of each Director or committee member designated by him or her for such purpose (or, if none is designated, to his or her last known address) or by delivering it personally, electronically or telephonically at least 24 hours in advance of the time for which the meeting is called. Neither the business to be transacted at, nor the purpose of, any meeting of the Authority or committee need be specified in any notice or written waiver of notice unless so required by these By-Laws. Special meetings may, but need not be, called for a specific purpose, in which case the topics shall be limited to those set forth in the notice.

SECTION 4. Waiver of Notice Notice of a meeting of the Board or any committee need not be given to any director who submits, or whose duly appointed representative submits, a signed written waiver thereof, whether before, during or after the meeting, nor to any director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

SECTION 5. Cancellation and Rescheduling of Meetings The Chairperson, or in the Chairperson's absence, the Vice Chairperson, may cancel or postpone a scheduled meeting by delivering notice personally, electronically, telephonically, or by mail to all other members of the Board of Directors. For any meeting scheduled fourteen days or more prior to the meeting date, such notice shall be furnished at least 24 hours prior to the meeting date. For any meeting scheduled less than fourteen days prior to the meeting date, such notice shall be furnished as soon as is practicable. The Chairperson or Vice Chairperson shall consult each director as to scheduling, prior to rescheduling any cancelled or postponed meeting.

SECTION 6. Quorum and Exercise of Powers – Five Directors shall constitute a quorum for the transaction of any business or the exercise of any power of the Authority. The Authority shall have power to act pursuant to a favorable vote of five Directors. If at

any meeting there is less than a quorum, a majority of those Directors present may, from time to time, adjourn the meeting without further notice to any absent Director.

SECTION 7. Personal Attendance by Video Conference; Participation by Telephone – If the Chairperson determines that there is a need for the Directors to act under circumstances where it is not possible or practicable to bring a quorum of the Directors together at the same location, the Chairperson or the Executive Director, upon direction of the Chairperson, may give notice that any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of video conference equipment allowing all persons participating in the meeting to hear and observe each other at the same time and to see all material presented, and presentations made, at the meeting. Participation by such means shall constitute presence in person at the meeting. A Director also may participate in a Board or committee meeting by telephone, but may not vote or be counted as present for any such meeting.

SECTION 8. Procedure – The order of business and all other matters of procedure at each meeting of the Authority may be determined by the presiding officer.

ARTICLE IV

COMMITTEES

SECTION 1. Audit, Budget and Finance Committee – The Board shall establish an Audit, Budget and Finance Committee to consist of one or more members, each of whom qualifies under the Public Authorities Law ("PAL") as an independent member, for the purpose of recommending to the Board the hiring of a certified independent accounting firm, establishing the compensation to be paid to the accounting firm and providing direct oversight of the performance of the independent audit by the accounting firm hired for such purposes; also to develop and oversee the Authority's budget, to receive and distribute funds that come into the custody of the Authority, to maintain appropriate internal controls and separation of functions, to receive the annual report of the independent auditor, to recommend to the Board of Directors actions based on recommendations of the independent auditor and to undertake such other activities as the Board Chairperson may direct from time to time.

SECTION 2. Governance Committee – The Board shall establish a Governance Committee to consist of one or more members, each of whom qualifies under PAL as an independent member, for the purpose of keeping the Board informed of current best governance practices, to review corporate governance trends; and to update the Authority's corporate governance principles.

SECTION 3. Other Committees – The Board of Directors may create one or more other committees of the Board. The Board shall determine the membership, powers

and duties of such committees, provided that only members of the Board of Directors may serve as members of committees of the Board established under this Article.

SECTION 4. Meetings – Regular meetings of any committee of the Board shall be held at such times as each such committee or the Board of Directors may from time to time determine. Special meetings of any committee shall be held at any time, upon call from the Secretary of the Authority, upon the request of at least two members of the committee.

SECTION 5. Place of Meetings – Regular and special meetings of committees shall be held at the principal office of the Authority or at such other place within the State of New York as each committee may from time to time determine.

SECTION 6. Cancellation and Rescheduling of Committee Meetings The Chairperson of a committee, or if the chair is vacant, or the Chairperson is absent or disabled, the member of the committee with the longest period of membership on the Authority (“Senior Member”), may cancel or postpone a scheduled meeting by delivering notice personally, electronically, telephonically, or by mail to all other members of the committee. For any meeting scheduled fourteen days or more prior to the meeting date, such notice shall be furnished at least 24 hours prior to the meeting date. For any meeting scheduled less than fourteen days prior to the meeting date, such notice shall be furnished as soon as is practicable. The Chairperson or Senior Member shall consult each committee member as to scheduling, prior to rescheduling any cancelled or postponed meeting.

SECTION 7. Quorum and Exercise of Powers – A majority of the total number of members of a committee shall constitute a quorum for the transaction of any business or the exercise of any power of a committee. All action by a committee shall be taken by vote of a majority of the total number of its members. If at any meeting there is less than a quorum, a majority of those members present may, from time to time, adjourn the meeting without further notice to any absent member.

SECTION 8. Conduct of Meetings – The Chairperson of a committee or, or if the chair is vacant, or the Chairperson is absent or disabled, the Senior Member, shall preside at each meeting of the Committee. The Secretary of the Authority, except as otherwise provided by the Authority, shall act as Secretary at all meetings of the committee, and in the absence of the Secretary, a temporary Secretary shall be appointed by the presiding officer. The order of business and all other matters of procedure at each committee meeting may be determined by the presiding officer of the committee.

SECTION 9. Minutes – All committees shall keep minutes of their acts and proceedings to the extent required by law, or as otherwise required by a majority of the Authority’s Directors, which shall be submitted to the Authority.

ARTICLE V

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

SECTION 1. Right of Indemnification – Each Director, officer and employee of the Authority, all of whom shall be deemed officers and employees of the State for the purposes of section seventeen of the public officers law, shall be held harmless and indemnified as provided for in section 3870 of the Buffalo Fiscal Stability Act enacted as chapter 122 of the laws of 2003.

ARTICLE VI

AMENDMENTS

SECTION 1. Amendments – These By-Laws may be adopted, amended or repealed by resolution duly adopted at any meeting of the Authority, notice of which shall have referred to the proposed action, by a vote of a majority of the total number of Directors.

ARTICLE VII

SUSPENSION OF BY-LAWS

SECTION 1. Suspension of By-Laws – By affirmative vote of a majority of the total number of Directors, the provision of any or all of these By-Laws, except as may be otherwise provided by law, may be temporarily suspended.



BUFFALO FISCAL STABILITY AUTHORITY

2010 BFSA MEETING SCHEDULE

Date	Event	Time	Location
Wednesday, February 10, 2010	Board Meeting	1 PM	Buffalo & Erie County Central Public Library
Thursday, March 11, 2010	Governance Committee	12:00 PM	Buffalo & Erie County Central Public Library
	Audit, Finance & Budget Committee	12:30 PM	
	Board Meeting	1:00 PM	
Monday, May 10, 2010	Public Forum	6 PM	Market Arcade Building 1 st Floor Conference Room
Wednesday, May 12, 2010	Board Meeting	1PM	Buffalo & Erie County Central Public Library
Wednesday, June 9, 2010	Audit, Finance & Budget Committee	12:30 PM	Buffalo & Erie County Central Public Library
	Board Meeting	1PM	
Wednesday, July 21, 2010	Governance Committee	12:30 PM	Buffalo & Erie County Central Public Library
	Board Meeting	1PM	
Wednesday, September 29, 2010	Audit, Finance & Budget Committee	12:30 PM	Buffalo & Erie County Central Public Library
	Board Meeting	1PM	
Wednesday, November 3, 2010	Board Meeting	1PM	Buffalo & Erie County Central Public Library
Wednesday, December 8, 2010	Governance Committee	12:30 PM	Buffalo & Erie County Central Public Library
	Board Meeting	1PM	