

BERC AUDIT COMMITTEE CHARTER

This Audit Committee Charter was adopted by the Board of Directors of the Buffalo Economic Renaissance Corporation (“BERC”), a local development corporation established under the laws of the State of New York, on the 19th day of November, 2008.

Purpose

The purpose of the audit committee shall be to (1) assure that BERC’s board fulfills its responsibilities for the company’s internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (2) provide an avenue of communication between management, the independent auditors, the internal auditors (if any), and the board of directors.

Powers of the Audit Committee

It shall be the responsibility of the audit committee to:

- Appoint, compensate, and oversee the work of any public accounting firm employed by the authority.
- Conduct or authorize investigations into any matters within its scope of responsibility.
- Seek any information it requires from BERC employees, all of whom should be directed by the board to cooperate with committee requests.
- Meet with BERC staff, independent auditors or outside counsel, as necessary.
- Retain, at the BERC’s expense, such outside counsel, experts and other advisors as the audit committee may deem appropriate upon approval of said expenditure by the BERC Board of Directors.

The BERC board will ensure that the audit committee has sufficient resources to carry out its duties.

Composition of Committee and Selection of Members

The audit committee shall consist of at least three members of the board of directors who are independent of BERC operations. The BERC board will appoint the audit committee members and the audit committee chair.

Audit committee members shall be prohibited from being an employee of BERC or an immediate family member of an employee of BERC. In addition, audit committee members shall not engage in any private business transactions with BERC or receive compensation from any private entity that has material business relationships with BERC, or be an immediate family member of an individual that engages in private business transactions with BERC or receives compensation from an entity that has material business relationships with BERC.

Ideally, all members on the audit committee shall possess or obtain a basic understanding of governmental financial reporting and auditing.

The audit committee shall have access to the services of at least one financial expert; whose name shall be disclosed in the annual report of BERC.

The audit committee's financial expert should have 1) an understanding of generally accepted accounting principles and financial statements; 2) experience in preparing or auditing financial statements of comparable entities; 3) experience in applying such principles in connection with the accounting for estimates, accruals and reserves; 4) experience with internal accounting controls and, 5) an understanding of audit committee functions.

Meetings

The audit committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.

Members of the audit committee are expected to attend each committee meeting, in person or via telephone or videoconference. The 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.

The audit committee will meet with BERC's independent auditor at least annually to discuss the financial statements of BERC.

Meeting agendas will be prepared for every meeting and provided to the audit committee members along with briefing materials 5 business days before the scheduled audit committee meeting. The audit committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Responsibilities

The audit committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) the BERC's internal auditors; (c) oversight of management's internal controls, compliance and risk assessment practices; (d) special investigations and whistleblower policies; and (e) miscellaneous issues related to the financial practices of the BERC.

A. Independent Auditors and Financial Statements

The audit committee shall:

- Appoint, compensate and oversee independent auditors retained by the BERC and pre-approve all audit services provided by the independent auditor.

- Establish procedures for the engagement of the independent auditor to provide permitted audit services.
 - BERC’s independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the audit committee. Non-audit services include tasks that directly support BERC’s operations, such as bookkeeping or other services related to the accounting records or financial statements of BERC, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.
 - A certified independent public accounting firm shall be prohibited from performing the BERC audit if the chief executive officer, comptroller, chief financial officer, chief accounting officer, or any other person serving in an equivalent position for BERC, was employed by the accounting firm and participated in any capacity in the BERC audit during the one year period preceding the date of the audit.
 - The certified independent public accounting firm providing BERC’s independent audit shall be prohibited from providing said services if the lead (or coordination) audit partner (having primary responsibility for the audit), or the audit partner responsible for reviewing the audit, has performed audit services for BERC in each of the five previous fiscal years.
 - Each certified independent public accounting firm that performs BERC’s audit shall timely report to the Audit Committee:
 - All critical accounting policies and practices to be used;
 - All alternative treatments of financial information within generally accepted accounting principles that have been discussed with BERC management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm; and
 - Other material written communications between the certified independent public accounting firm and BERC management, such as the management letter along with management’s response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.
- Review and approve BERC’s audited financial statements, associated management letter, report on internal controls and all other auditor communications.
- 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.

- Meet with the independent audit firm on a regular basis to discuss any significant issues that may have surfaced during the course of the audit.
- 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.
- Investments Audit - Appoint and compensate independent auditor and oversee audit of BERC investments annually.

B. Internal Auditors

The audit committee shall:

- Review with management and the internal audit director, the charter, activities, staffing and organizational structure of the internal audit function. The audit committee shall have authority over the appointment, dismissal, compensation and performance reviews of the internal audit director. Ensure that the internal audit function is organizationally independent from BERC operations.
- Review the reports of internal auditors, and have authority to review and approve the annual internal audit plan.
- Review the results of internal audits and approve procedures for implementing accepted recommendations of the internal auditor.

C. Internal Controls, Compliance and Risk Assessment

The audit committee shall:

Review management's assessment of the effectiveness of the BERC's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.

D. Special Investigations

The audit committee shall:

- Ensure that the BERC 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 BERC or any persons having business dealings with the BERC or breaches of internal control.
- Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.

- Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation (for example, issues may be referred to the State Inspector General or, other investigatory organization.)
- Review all reports delivered to it by the Inspector General and serve as a point of contact with the Inspector General.

E. Other Responsibilities of the Audit Committee

The audit committee shall:

- Present annually to the BERC board a written report of how it has discharged its duties and met its responsibilities as outlined in the charter.
- Obtain any information and training needed to enhance the committee members' understanding of the role of internal audits and the independent auditor, the risk management process, internal controls and a certain level of familiarity in financial reporting standards and processes.
- Review the committee's charter annually, reassess its adequacy, and recommend any proposed changes to the board of the BERC. The audit committee charter will be updated as applicable laws, regulations, accounting and auditing standards change.
- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the charter and request the board approval for proposed changes.