



Advised Restricted Fund Agreement

This ADVISED RESTRICTED FUND AGREEMENT (the “Agreement”) is made this 11th day of December, 2025, between the Community Foundation for Greater Buffalo, Inc. (the “Community Foundation”) and the Ralph C. Wilson, Jr. Foundation and The John R. Oishei Foundation to create the following advised restricted fund (the “Fund”), to which the Community Foundation shall also contribute.

1. *Name of Fund.* The name of the Fund created is: City of Buffalo Transition Fund.
2. *Purpose.* The purpose of the Fund is to support talent recruitment and retention for City of Buffalo administrative positions; to support efforts to evaluate and improve City of Buffalo services and operations; to facilitate the acquisition of knowledge and information about best practices for municipalities; and to support other initiatives and organizations that strengthen City of Buffalo services and operations and benefit our community.
3. *Advisors to the Fund.* The Fund shall be advised by a Grant Committee, which is authorized to make recommendations in accordance with this Agreement. The initial Grant Committee will include one representative each from the Ralph C. Wilson, Jr. Foundation, the John R. Oishei Foundation and the Community Foundation. The Grant Committee shall elect a Chair who will also serve as its Spokesperson. The Grant Committee may appoint additional or successor members and establish sub-committees as needed. These sub-committees may be delegated authority to make grant recommendations for specific purposes as determined by the Grant Committee.
4. *Management.* The Community Foundation agrees to accept cash and other valuable property acceptable to the Community Foundation transferred to it by those who wish to participate in or contribute to the Fund. The Community Foundation will have exclusive control over the investment, reinvestment and management of assets comprising the Fund. The Fund is open-ended and can be added to at any time.
5. *Grant Recommendations and Distributions.* The Grant Committee may make grant recommendations up to and including the full balance of the Fund. A grant recommendation approved by a majority will be deemed to be the recommendation of the entire Grant Committee. A grant sub-committee may make grant recommendations in accordance with the authority granted to it by the Grant Committee. The Community Foundation agrees to receive recommendations from the Advisor regarding distributions for charitable uses. The Board of Directors welcomes and gives serious consideration to the recommendations of the Advisor, although the ultimate determination of the recipient organizations and the amount and the manner of distribution resides with the Board of Directors of the Community Foundation in accordance with its policies.
6. *Administration.* The Fund will be administered under the Foundation’s guidelines and policies, as amended from time to time.

7. *Fee.* The Community Foundation will be entitled to charge the Fund for reasonable administrative expenses, in accordance with the Foundation's fee schedule in effect from time to time.
8. *Modification of Fund Agreement.* In accordance with New York Not for Profit Corporation Law section 551(a-1), the Grant Committee, acting by unanimous vote, is designated to act in place of the donors for purposes of consenting to modifications of the Agreement pursuant to New York Not for Profit Corporation law section 555(a).
9. *Variance power.* As authorized in its Certificate of Incorporation and required by federal tax law, the Board of Directors of the Community Foundation has the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the board, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the community or area served. In exercising this power, the Board will attach substantial importance to the charitable intent of the donors to the Fund.

Community Foundation for Greater Buffalo, Inc.


C40715848A2B43A

By: Betsy Constantine, President/CEO

Ralph C. Wilson, Jr. Foundation


9F2C7BF623414D6

By: David Egner, President/CEO

The John R. Oishei Foundation


F6973377B4B942B

By: Christina Orsi, President

Request for Fund Modification: City of Buffalo Transition Fund

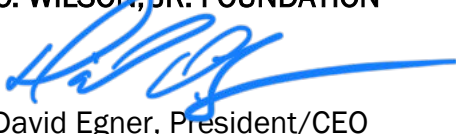
Please accept this writing as a request that the Community Foundation for Greater Buffalo rename the City of Buffalo Transition Fund to:

City of Buffalo Transition and Transformation Fund

In accordance with the terms of the City of Buffalo Transition Fund, this request is made by representatives of the Ralph C. Wilson, Jr. Foundation, the John R. Oishei Foundation, and the Community Foundation for Greater Buffalo.

RALPH C. WILSON, JR. FOUNDATION

Signed:

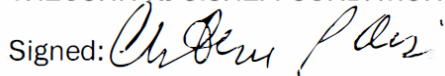


Name: David Egner, President/CEO

Date:

THE JOHN R. OISHEI FOUNDATION

Signed:



Name: Christina Orsi, President

Date:

1/28/26

COMMUNITY FOUNDATION FOR GREATER BUFFALO

Signed:



Name: Betsy Constantine, President/CEO

Date: 1/30/2026

COMMUNITY FOUNDATION FOR GREATER BUFFALO, INC.

Fund Modification Committee

Request for Fund Modification

PRESENT:

Boad Members: J. Katz, S. Finch

Team Members: C. Becht, E. Wyckoff, C. Wagner, M. Hanley, E. Musialowski

FUND NAME: City of Buffalo Transition Fund (CIT629)

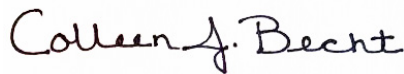
ISSUE:

The Grant Committee is requesting to change the fund name to: City of Buffalo Transition and Transformation Fund.

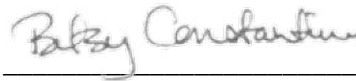
COMMUNITY FOUNDATION TEAM RECOMMENDATION:

In accordance with the Community Foundation's Guidelines for Modifying Fund Agreements, changing the name of a fund may be approved by two senior staff members.

APPROVED:



Colleen Becht, VP Finance



Betsy Constantine, President/CEO

February 5, 2026

FUND MODIFICATION COMMITTEE INFORMED

EXECUTIVE COMMITTEE INFORMED

BOARD APPROVAL: N/A