

Resolution 16-27

Finger Lakes Regional Land Bank Corporation Board of Directors

Moved by Cindy Lorenzetti and seconded by Nick Sciotti

RESOLUTION ADOPTING AN ATTENDANCE AND COMPENSATION POLICY OF THE FINGER LAKES REGIONAL LAND BANK CORPORATION

WHEREAS, the New York Public Authorities Law §2824 requires the Board of the Finger Lakes Regional Land Bank Corporation (the "Land Bank") to adopt an Attendance and Compensation policy for the Corporation with regards to the official actions of the Board and to disclose said policy to any and all Board members; and

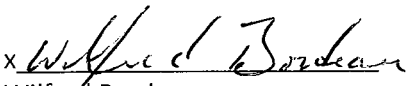
WHEREAS, the proposed Attendance and Compensation Policy was drafted and reviewed by the Governance Committee of the Land Bank on December 12th, 2016, and forwarded to the Board for review; and

WHEREAS, the Board has received the proposed Attendance and Compensation Policy, have had the opportunity to review it, and said policy is attached to this resolution as Appendix "A";

NOW, THEREFORE, BE IT RESOLVED by the Corporation that the proposed Attendance and Compensation Policy as attached to this Resolution as Appendix "A" is hereby adopted effective immediately subject to the approval of Land Bank counsel.

I, Wilfred Bordeau, Secretary of the Finger Lakes Regional Land Bank Corporation, a corporation organized and existing under the laws of the State of New York (the "Corporation"), do hereby certify that the above is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of the Corporation duly held and convened on December 13th, 2016, at which meeting a duly constituted quorum of the Board of Directors was present and acting throughout, and that such resolution has not been modified, rescinded, or revoked, and is at present in full force and effect.

IN WITNESS THEREOF, the undersigned has affixed his signature this 13 day of December 2016. The Corporation has no corporate seal.

x 
Wilfred Bordeau
Its Secretary

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Finger Lakes Regional Land Bank Corporation Board of Directors

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| | Yes | Nay | Abstain | Absent |
|--------------------------|-------------------------------------|--------------------------|--------------------------|-------------------------------------|
| Robert Hayssen | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Ron Serven | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Gary Westfall | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Bill Bordeau | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Cindy Garlick-Lorenzetti | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Greg Lazzaro | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Nick Sciotti | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Adopted December 13th, 2016

**FINGER LAKES REGIONAL LAND BANK CORPORATION
ATTENDANCE AND COMPENSATION POLICY**

The Directors of the Finger Lakes Regional Land Bank Corporation (the "Land Bank") shall serve without salary. Directors may be reimbursed for reasonable and necessary expenses incurred in the discharge of their duties, including travel expenses in accordance with the Land Bank's Travel and Discretionary Funds Policy; as such policy may be amended from time to time.

Unless otherwise stated in a written employment agreement, the employees of the Land Bank, if any, shall serve at the pleasure of the Land Bank at such compensation levels as may be approved by the Land Bank from time to time and may be reimbursed for reasonable expenses incurred in the performance of Land Bank duties, including travel expenses in accordance with the Land Bank's Travel and Discretionary Funds Policy, as such policy may be amended from time to time.

The directors of the Land Bank shall be available as required to perform the operations of the Land Bank as may be required by law and set forth within the By-Laws of the Land Bank, as may be amended, restated or revised from time to time. The Directors shall put forth their best efforts to perform their respective duties as may be required by law and as outlined in the By-Laws of the Land Bank and any other directives, policies or procedures of the Land Bank. As a quorum is required for the Land Bank to conduct business, the Directors, together with the CEO/President, are expected to attend all regular and special meetings of the Land Bank.