

Resolution 17-07

Finger Lakes Regional Land Bank Corporation Board of Directors

Moved by Robert Hayssen and seconded by Nick Sciotti

RESOLUTION ESTABLISHING THE 2017 GOVERNANCE COMMITTEE OF THE FINGER LAKES REGIONAL LAND BANK CORPORATION BOARD OF DIRECTORS

WHEREAS, the New York Public Authorities Law S2824(7) requires the Board of the Finger Lakes Regional Land Bank Corporation (“Board”) to establish an Governance Committee comprised of not less than three independent members who shall constitute a majority of the committee; and

WHEREAS, the By-laws of the Finger Lakes Regional Land Bank Corporation requires that the Governance Committee be comprised of at least three Directors; and

WHEREAS, the Board of Directors has received the proposed Governance Committee Charter, have had the opportunity to review it, and said Governance Committee Charter is attached to this resolution as Appendix “B”, proposed Governance Committee Charter was drafted in consultation with counsel, and forwarded to the Board for adoption;

WHEREAS, pursuant to the By-Laws of the Finger Lakes Regional Land Bank Corporation and New York Public Authorities Law S2824(7), the Members of the Governance Committee shall have the responsibility to keep the Board informed of current best governance practices; to review corporate governance trends; to recommend updates to the Corporation’s corporate government principals; to advise appointing authorities on the skills and experiences required of potential board members; to examine ethical and conflict of interest issues, to perform board self-evaluations and to recommend By-laws which include rules and procedures for conduct of board business; now, therefore be it

RESOLVED, by the Board of Directors of the Corporation that:

1. The Members of the Governance Committee shall be Greg Lazzaro (chair), Jill Henry (vice chair), and Nick Sciotti and
2. Unless vacated earlier, the Members of the Governance Committee shall continue to serve until the election of their successors at the 2018 annual meeting of the Board; and
3. The Governance Committee Charter attached to this resolution as Appendix “B” is hereby adopted; and
4. That the appointment of the Members of the Governance Committee is effective immediately.

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I, Jill Henry, 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 February 15th, 2017, 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 her signature this ____ day of _____, 20____. The Corporation has no corporate seal.

x _____
Jill Henry
Its Secretary

	Yes	Nay	Abstain	Absent
Cindy Garlick-Lorenzetti	[]	[]	[]	[X]
Robert Hayssen	[X]	[]	[]	[]
Jill Henry	[X]	[]	[]	[]
Greg Lazzaro	[X]	[]	[]	[]
Larry Ledgerwood	[X]	[]	[]	[]
Nick Sciotti	{X]	[]	[]	[]
Gary Westfall	[X]	[]	[]	[]

Motion passed.