

Resolution 19-07

Finger Lakes Regional Land Bank Corporation Board of Directors

Moved by Lorenzetti, Lazzaro

RESOLUTION ESTABLISHING THE 2019 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 bylaws of the Finger Lakes Regional Land Bank Corporation requires that the Governance Committee be comprised of at least three Directors; and

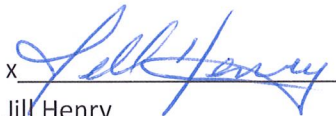
WHEREAS, pursuant to the bylaws of the Finger Lakes Regional Land Bank Corporation and New York Public Authorities Law S2824(7), the Members of the Governance Committee shall have the responsibility to keep the Board informed of current best governance practices; to review corporate governance trends; 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; and

THEREFORE NOW BE IT RESOLVED, by the Board of Directors of the Corporation that:

1. The Members of the Governance Committee shall be Jill Henry (chair), Greg Lazzaro (vice chair), and Bob Hayssen
2. Unless vacated earlier, the Members of the Governance Committee shall continue to serve until the election of their successors at the 2020 annual meeting of the Board; and
3. That the appointment of the Members of the Governance Committee is effective immediately.

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 January 22nd, 2019, 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 22nd day of January, 2019. The Corporation has no corporate seal.

x 
 Jill Henry
 Corporation Secretary

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	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]