

Resolution 21-07

Finger Lakes Regional Land Bank Corporation Board of Directors

Moved by *Lorenzetti, Barnhart*

RESOLUTION ESTABLISHING THE 2021 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

WHEREAS, the Governor of New York has issued Executive Order 202.1 which reads "Article 7 of the Public Officers Law, to the extent necessary to permit any public body to meet and take such actions authorized by the law without permitting in public in-person access to meetings and authorizing such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed;" and

WHEREAS, this meeting was held on a publicly advertised and available conference call line in compliance with Executive Order 202.1; 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), Frank Sinicropi (vice chair), and Melissa Nesbit
2. Unless vacated earlier, the Members of the Governance Committee shall continue to serve until the election of their successors at the 2022 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 26th, 2021, 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 26th day of January, 2021. 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	[]	[]	[]	[K]
Jill Henry	[x]	[]	[]	[]
Don Northrup	[x]	[]	[]	[]
Melissa Nesbit	[x]	[]	[]	[]
Frank Sinicropi	[x]	[]	[]	[]
Kyle Barnhart	[x]	[]	[]	[]