

Resolution 23-07

Finger Lakes Regional Land Bank Corporation Board of Directors

Moved by Kyle Barnhart, Ernie Browne

RESOLUTION ESTABLISHING THE 2023 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 a 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

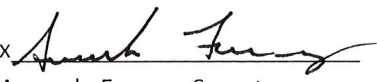
WHEREAS, pursuant to the bylaws of the Finger Lakes Regional Land Bank Corporation and New York Public Authorities Law S2824(7), the members of the Governance Committee shall have the responsibility to keep the Board informed of current best governance practices; to review corporate governance trends; 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), Les Marquart (vice chair), and Frank Sinicropi
2. Unless vacated earlier, the members of the Governance Committee shall continue to serve until the election of their successors at the 2024 annual meeting of the Board; and
3. That the appointment of the members of the Governance Committee is effective immediately.

I, Amanda Forney, 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 24th, 2023, 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 their signature this 24 day of January, 2023. The Corporation has no corporate seal.

x 
Amanda Forney, Secretary

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Moved by *Kyle Barnhart, Ernie Brownell*

| | Yes | Nay | Abstain | Absent |
|-----------------|-----|-----|---------|--------|
| Kyle Barnhart | [x] | [] | [] | [] |
| Ernie Brownell | [x] | [] | [] | [] |
| Jill Henry | [x] | [] | [] | [] |
| Les Marquart | [x] | [] | [] | [] |
| Don Northrup | [x] | [] | [] | [] |
| Frank Sinicropi | [x] | [] | [] | [] |
| David Wood | [x] | [] | [] | [] |