ANNUAL HOUSEKEEPING RESOLUTION

A regular meeting of the Troy Community Land Bank Corporation (the “TCLB”) was convened in public session at City Hall located at 433 River Street, 5th Floor in the City of Troy, Rensselaer County, New York on January 15, 2020 at 8:30 a.m. o’clock local time, local time.

The meeting was called to order by the Chair of TCLB and, upon roll being called, the following members of the Agency were:

PRESENT:

Heather King
Suzanne Spellen
Sharon Nichols
Brian Barker
Andrew Cooper
Jeanette Nicholson
John Cubit
John Carmello

Chair
Vice-Chair
Treasurer
Secretary
Member
Member
Member

Present (Y/N)
YES
YES
YES
NO
YES
YES
YES

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Anthony Tozzi
Chief Executive Officer
Catherine Hedgeman, Esq.
Agency Counsel

The following resolution was offered by Heather King, seconded by Suzanne Spellen, to wit:

ANNUAL HOUSEKEEPING RESOLUTION APPROVING
APPOINTMENTS AND ADMINISTRATIVE MATTERS OF
THE LAND BANK

WHEREAS, Troy Community Land Bank (the “Land Bank”) is authorized and empowered by the provisions of Article 16 of the New York State Not-For-Profit Law (the “Enabling Act”);

WHEREAS, under Section 1607 of the Act, the Land Bank has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, the members of the Land Bank desire to make certain appointments and approve certain administrative matters;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TROY COMMUNITY LAND BANK, AS FOLLOWS:

Section 1. The Land Bank hereby takes the following actions:

A-1
(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves, ratifies and confirms the policies described in Schedule A and contained in the Land Bank’s Policy Manual.

NOW, THEREFORE, BE IT RESOLVED by the Troy Community Land Bank Corporation that:

1. The Land Bank hereby authorizes the Chairman, General Counsel and the Chief Executive Officer to take all steps necessary to implement the matters described in Schedule A attached; and

2. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Heather King        VOTING        YES
Suzanne Spellen     VOTING        YES
Sharon Nichols      VOTING        YES
Brian Barker        VOTING        ABSENT
Andrew Cooper       VOTING        YES
Jeanette Nicholson  VOTING        YES
John Cubit          VOTING        ABSENT
John Carmello       VOTING        YES

The foregoing Resolution was thereupon declared duly adopted unanimously meeting the requirements of the TCLB bylaws requiring a majority of the Board approving this resolution.
SCHEDULE A

Confirmation of Regular Land Bank Meeting Schedule

Third Wednesday of the month at 8:30am

Board of Directors

Heather King  Chair
Suzanne Spellen  Vice-Chair
Sharon Nichols  Treasurer
Brian Barker  Secretary
Andrew Cooper  Member
Jeanette Nicholson  Member
John Cubit  Member
John Carmello  Member

Appointment of Chief Executive Officer to the Land Bank

Anthony Tozzi, Executive Director

Appointment of Accounting Firm of the Land Bank

Bonadaio Group

Appointment of Land Bank Counsel

Catherine M. Hedgeman, Esq.
Law office of Catherine M. Hedgeman, PLLC

Appointments to the Executive Committee
Heather King, Chair
Brian Barker, Secretary
Sharon Nichols, Treasurer

Appointments to Governance Committee
Heather King
John Carmello
Andrew Cooper

Appointments to Audit Committee
Sharon Nichols
John Cubit
John Carmello
Catherine M. Hedgeman, Esq.

Appointments to Finance Committee
Sharon Nichols, Chair
John Cubit
John Carmello

Appointments to Marketing Committee
Suzanne Spellen, Chair
Andrew Cooper
Jeanette Nicholson

Appointments to Acquisition and Disposition Committee
Brian Barker, Chair
Heather King

Approval and Confirmation of Land Bank Policies
See Schedule A Attached Listing Land Bank Policies

Appointment of Contract/Procurement Officer

Anthony Tozzi, Executive Director

Appointment of Investment and FOIL Officer

Anthony Tozzi, Executive Director
# SCHEDULE A

## TABLE OF CONTENTS

### I. ORGANIZATION OF THE LAND BANK

<table>
<thead>
<tr>
<th>Enabling Statute</th>
<th>1</th>
</tr>
</thead>
<tbody>
<tr>
<td>Special Act Creating the Land Bank</td>
<td>2</td>
</tr>
<tr>
<td>By-Laws</td>
<td>3</td>
</tr>
</tbody>
</table>

### II. INTERNAL POLICIES

<table>
<thead>
<tr>
<th>Procurement Policy</th>
<th>4</th>
</tr>
</thead>
<tbody>
<tr>
<td>Annual Budget</td>
<td>5</td>
</tr>
<tr>
<td>Financial Records; Annual Financial Statements</td>
<td>6</td>
</tr>
<tr>
<td>Conflicts of Interest</td>
<td>7</td>
</tr>
<tr>
<td>Structure of Land Bank Board</td>
<td>8</td>
</tr>
<tr>
<td>Access to Land Bank Records</td>
<td>9</td>
</tr>
<tr>
<td>Open Meetings Law</td>
<td>10</td>
</tr>
<tr>
<td>Public Authority Accountability Act Policies</td>
<td>11</td>
</tr>
<tr>
<td>A. Code of Ethics Policy</td>
<td></td>
</tr>
<tr>
<td>C. Whistle Blower Policy</td>
<td></td>
</tr>
<tr>
<td>D. Travel Policy</td>
<td></td>
</tr>
<tr>
<td>E. Real Property Acquisition Policy</td>
<td></td>
</tr>
<tr>
<td>F. Real Property Disposition Policy</td>
<td></td>
</tr>
<tr>
<td>G. Indemnification Policy</td>
<td></td>
</tr>
<tr>
<td>H. Audit Committee Charter</td>
<td></td>
</tr>
<tr>
<td>I. Finance Committee Charter</td>
<td></td>
</tr>
<tr>
<td>J. Governance Committee Charter</td>
<td></td>
</tr>
<tr>
<td>K. Mission Statement</td>
<td></td>
</tr>
</tbody>
</table>
STATE OF NEW YORK

COUNTY OF RENSSELAER

I, the undersigned Secretary of the Troy Community Land Bank (the "TCLB"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Board, including the Resolution contained therein, held on January 15, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Board had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Board present throughout said meeting; and (E) Pursuant to the TCLB Bylaws, a majority of the Board has voted to approve this resolution.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 15th day of January 2020.

[Signature]

(SEAL)