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

A regular meeting of the Troy Community Land Bank Corporation (the “TCLB”) was convened pursuant to and was in all respects duly held pursuant to Governor’s Executive Order Chapter 1, Laws of 2022 permits the board to consider the use of telephone conferencing, “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 due notice of the time and place of said meeting was duly given in accordance with the Governor’s Executive Order 202.1 (2020) on February 2, 2022 at 8:30 am 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:

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Heather King</td>
<td>Chair</td>
<td>YES</td>
</tr>
<tr>
<td>Suzanne Spellen</td>
<td>Vice-Chair</td>
<td>YES</td>
</tr>
<tr>
<td>Elbert Watson</td>
<td>Treasurer</td>
<td>YES</td>
</tr>
<tr>
<td>Brian Barker</td>
<td>Secretary</td>
<td>YES</td>
</tr>
<tr>
<td>Andrew Cooper</td>
<td>Member</td>
<td>YES</td>
</tr>
<tr>
<td>Jeanette Nicholson</td>
<td>Member</td>
<td>YES</td>
</tr>
<tr>
<td>John Cubit</td>
<td>Member</td>
<td>NO</td>
</tr>
<tr>
<td>John Carmello</td>
<td>Member</td>
<td>YES</td>
</tr>
<tr>
<td>Krystina Marable</td>
<td>Member</td>
<td>YES</td>
</tr>
<tr>
<td>Patricia Reilly</td>
<td>Member</td>
<td>YES</td>
</tr>
</tbody>
</table>

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

(B) Approves, ratifies and confirms the policies described in Schedule B 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
Elbert Watson VOTING YES
Brian Barker VOTING YES
Andrew Cooper VOTING YES
Jeanette Nicholson VOTING YES
Krystina Marable VOTING YES
Patricia Reilly 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
Elbert Watson, Treasurer
Brian Barker, Secretary
Andrew Cooper, Member
Jeanette Nicholson, Member
John Cubit, Member
John Carmello, Member
Krystina Marable, Member
Patricia Riley, 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.
Hedgeman Law Firm

Appointments to the Executive Committee
Heather King, Chair
Suzanne Spellen, Vice Chair
Brian Barker, Secretary
Elbert Watson, Treasurer

Appointments to Governance Committee
Heather King
John Carmello
Andrew Cooper

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

Appointments to Finance Committee
Elbert Watson, 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
Jeanette Nicholson
Elbert Watson

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
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| I. Finance Committee Charter |
| J. Governance Committee Charter |
| K. Mission Statement |
I, the undersigned Secretary of the TROY COMMUNITY LAND BANK CORPORATION DOES HEREBY CERTIFY, that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Land Bank, including the Resolution contained therein, held on February 2, 2022 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 Land Bank had due notice of said meeting; (B) said meeting was in all respects duly held pursuant to Governor’s Executive Order Chapter 1 Laws of 2022 permits the board to consider the use of telephone conferencing, “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 due notice of the time and place of said meeting was duly given in accordance with the Governor’s Executive Chapter 1 Laws of 2022; (D) there was a quorum of the members of the Land Bank present throughout said meeting; and (E) Pursuant to the Land Bank 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 Land Bank this 2nd day of January, 2022

___________________________________
Brian Barker, Secretary

(SEAL)