

**RESOLUTION 11 OF 2014**

The Troy Community Land Bank Corporation met in Regular Session at 433 River Street, Suite 5000, Troy, New York on December 16, 2014, at 8:30 a.m.

The meeting was called to order. Upon the roll being duly called the following members were:

PRESENT:

ABSENT:

The following Resolution was offered and duly seconded, to wit:

**RESOLUTION TO SELECT THE MEMBERS OF THE GOVERNANCE COMMITTEE**

WHEREAS, the New York Public Authorities Law §2824(7) requires the Board of the Troy Community Land Bank Corporation (hereinafter referred to as "the Board") to establish a Governance Committee comprised of not less than three independent members who shall constitute a majority of the committee; and

WHEREAS, pursuant to the By-Laws of the Corporation and Public Authorities Law §2824(7) the Members of the Governance Committee shall have the responsibility to "...keep the Board informed of current best governance practices; review corporate governance trends; update the Corporation's governance principles; advise the Corporation's appointing entities on the skills and experiences required of potential Board members; examine ethical and conflict of interest issues; perform self-evaluations; and recommend periodic by-law revisions, including rules and procedures for the conduct of Board business."

NOW, THEREFORE, BE IT RESOLVED by the Corporation that:

1. The Members of the Governance Committee shall be \_\_\_\_\_; and
2. That unless vacated earlier, the Members of the Governance Committee shall continue to serve until the election of their successors at the 2015 annual meeting of the Board.

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

Yes:

No:

The foregoing Resolution was thereupon duly adopted.

STATE OF NEW YORK                    )  
COUNTY OF RENSSELAER            ) ss.:

I, the undersigned, Diane Cubit, Secretary of the Troy Community Land Bank Corporation, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Troy Community Land Bank Corporation including the resolution contained therein, held on the 16<sup>th</sup> day of December 2014, with the original thereof on file in the office of the Troy Community Land Bank Corporation, and that the same is a true and correct copy of the proceedings of the Troy Community Land Bank Corporation and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Troy Community Land Bank Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice and the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Troy Community Land Bank Corporation present throughout said meeting.

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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Troy Community Land Bank Corporation this \_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
Diane Cubit, Secretary