

## RESOLUTION APPOINTING SUZANNE SPELLEN TO LAND BANK BOARD

A regular meeting of the Troy Community Land Bank Corporation (the "Land Bank") was convened in public session at City Hall, 433 River Street, Fifth Floor, Troy, New York 12180 in the City of Troy, Rensselaer County, New York on 11, 2024 at 10 a.m. o'clock local time.

The meeting was called to order by the Acting Chair of the Land Bank and, upon roll being called, the following members of the Land Bank were:

PRESENT:

Jaime Magur	Chair
Suzanne Spellen	Vice-Chair
Monica Kurzejeski	Treasurer
Brian Barker	Secretary
Andrew Cooper	Member
Tamara Demartino	Member
Brian Sano	Member
Bob Connolly	Member
Seamus Donnelly	Member

Attendance	Vote
<u>PRESENT</u>	<u>Y</u>
<u>PRESENT</u>	<u>Y</u>
<u>PRESENT</u>	<u>Y</u>
<u>PRESENT</u>	<u>Y</u>
<u>PRESENT</u>	<u>Y</u>
<u>PRESENT</u>	<u>Y</u>
<u>PRESENT</u>	<u>Y</u>
<u>PRESENT</u>	<u>Y</u>
<u>PRESENT</u>	<u>Y</u>

Not applicable

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Matt Chauvin, esq.	Agency Counsel
Brad Lewis	Executive Director
Paul Donnelly	Project Manager

The following resolution was offered by BRIAN BARKER, seconded by ANDREW COOPER, to wit:

RESOLUTION TO APPOINT Suzanne Spellen AS THE ELEVENTH BOARD MEMBER OF THE TROY COMMUNITY LAND BANK CORPORATION

WHEREAS, the By-laws of the Troy Community Land Bank Corporation (hereinafter referred to as "the Corporation" duly adopted on November 19, 2014 requires that the Members of the Corporation appoint the eleventh board member as a whole.

WHEREAS, the Members of the Corporation after due deliberations have selected Suzanne Spellen to serve as the eleventh board member of the Corporation.

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

1. Suzanne Spellen is appointed to serve as a Member of the Corporation for a term of three (3) years; and
2. As per Section 3.4 of the By-Laws of the Corporation, any vacancy arising at any time and from any cause, shall be filled for the unexpired term by the appointing Agency of that Position. Each director so appointed shall hold office until the expiration of his term, or the unexpired term of his predecessor, as the case may be, and until his successor is appointed.

The foregoing Resolution was thereupon duly adopted.

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

I, the undersigned, Brian Barker, Secretary of the Troy Community Land Bank Corporation, DO  
HEREBY CERTIFY:

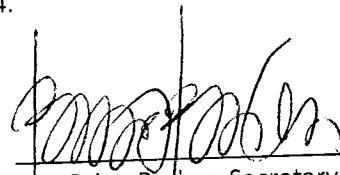
That I have compared the foregoing extract of the minutes of the meeting of the Troy  
Community Land Bank Corporation including the resolution contained therein, held on the 20<sup>th</sup> day of  
November 2024, with the original thereof on file in the office of the Troy Community Land Bank  
Corporation, 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 20<sup>th</sup> day of NOVEMBER, 2024.

  
\_\_\_\_\_  
Brian Barker, Secretary

## APPENDIX "A"

### TROY COMMUNITY LAND BANK CORPORATION CODE OF ETHICS

This Code of Ethics shall apply to all officers and employees of the Troy Community Land Bank Corporation (hereinafter the "TCLB"). These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the directors and employees and to preserve public confidence in the TCLB's mission. This code is adopted pursuant to New York Public Authorities Law section 2824(1) (d).

#### **Responsibility of Directors, Agents and Employees**

1. Directors and employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.
2. Directors and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests.
3. Directors and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the TCLB.
4. Directors and employees shall not use or attempt to use their official position with the TCLB to secure unwarranted privileges for themselves, members of their family or others, including employment with the TCLB or contracts for materials or services.
5. Directors and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.
6. Directors and employees may not engage in any official transaction with an outside entity which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.
7. Directors and employees shall manage all matters within the scope of the TCLB's mission independent of any other affiliations or employment. Directors, and employees employed by more than one entity shall strive to fulfill their professional responsibility to the TCLB without bias and shall support the organizational mission to the fullest.
8. Directors and employees shall not use TCLB property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course

of their official duties in a manner inconsistent with State or local law or policy and the TCLB's mission and goals.

9. Directors and employees are prohibited from appearing or practicing before the TCLB for two (2) years following employment with the TCLB, consistent with the provision of Public Officers Law.

### **Implementation of Code of Ethics**

This Code of Ethics shall be provided to all directors and employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee.

The board may designate an Ethics Officer, who shall report to the board and shall have the following duties:

- Counsel in confidence Land Bank directors and employees who seek advice about ethical behavior
- Receive and investigate complaints about possible ethics violations
- Dismiss complaints found to be without substance
- Prepare an investigative report of their findings for action by the board
- Record the receipt of gifts or gratuities of any kind received by a director or employee, who shall notify the Governance Committee or Ethics Officer within 48 hours of receipt of such gifts and gratuities.

### **Penalties**

In addition to any penalty contained in any other provision of law, a TCLB director or employee who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

### **Reporting Unethical Behavior**

Employees and directors are required to report possible unethical behavior by a director or employee of the TCLB to the Governance Committee or Ethics Officer. Employees and directors may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Land Bank.

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2. Directors and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests.
3. Directors and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the TCLB.
4. Directors and employees shall not use or attempt to use their official position with the TCLB to secure unwarranted privileges for themselves, members of their family or others, including employment with the TCLB or contracts for materials or services.
5. Directors and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.
6. Directors and employees may not engage in any official transaction with an outside entity which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.
7. Directors and employees shall manage all matters within the scope of the TCLB's mission independent of any other affiliations or employment. Directors, and employees employed by more than one entity shall strive to fulfill their professional responsibility to the TCLB without bias and shall support the organizational mission to the fullest.
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### **Penalties**

In addition to any penalty contained in any other provision of law, a TCLB director or employee who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

### **Annual Disclosure Statement**

Each director, officer, member of a committee with board-delegated powers, senior executive staff, volunteers and personnel who are in a position to influence any substantive business activity by the Organization, shall annually sign a statement (See Attachment A) which affirms such person:

1. Has received a copy of the conflict of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy;
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Reporting Unethical Behavior**

Employees and directors are required to report possible unethical behavior by a director or employee of the TCLB to the Governance Committee or Ethics Officer. Employees and directors may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Land Bank.

## Attachment A

### Annual Conflict of Interest Certification and Disclosure Form

NAME: \_\_\_\_\_

DATE: \_\_\_\_\_

#### **Certification:**

By signing this form below, I certify that:

1. I have received a copy of the Troy Community Land Bank Corporation's Conflict of Interest Policy;
2. I have read and understand the policy;
3. I agree to comply with the policy; and
4. I understand that the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its exempt purposes and not engage in activities and transactions that provide impermissible benefits to individuals or entities.

#### **Conflict of Interest Disclosure:**

Please certify below that you either have no actual or possible conflict of interest to report, or describe below any relationships, transactions, positions held (volunteer or otherwise), or circumstances that you believe could contribute to an actual or possible conflict of interest between the Troy Community Land Bank Corporation and your personal interests, financial and otherwise:

- I have no conflict of interest to report.
- I have the following actual or possible conflict(s) of interest to report.
  1. Specify below any actual transactions you are aware of between the Troy Community Land Bank Corporation and any entity or person in which you have a business, investment, or family relationship.