

Sullivan County Lank Bank Corporation

Organizational Meeting Minutes

February, 14 2017

Present

Board Members in attendance: Freda Eisenberg, David Sager, Terri Ward, Alan Sorenson, Josh Potosek, Nancy Buck, Ira Steingart

Board Members not present: Jacqueline Leventoff, Daniel Wright

County Staff and Officials Present: Jill Weyer, Arthur Hussey, Andrew Ford, Cheryl McCausland, Ed Homenick, Luis Alvarez

Public Present: Isaac Green Diebboll, Thomas Bosket, Autumn Schanil, Helen Budrock

Proceedings

A quorum was established and the meeting was called to order at 8:38am.

Andrew Ford, a representative from the County Attorney's office indicated that Freda Eisenberg was legally authorized to open the meeting as the acting chair until officers were elected.

I. RESOLUTIONS

After welcoming remarks, the following Organizational Resolutions of the Board of Directors were proposed and resolved:

The directors of the Sullivan County Land Bank Corporation, a not-for-profit land bank corporation formed under Article 16 of the New York Not-for-Profit Corporation Law of the State of New York (the "Corporation"), hereby adopts the following resolutions:

1. **Actions by the Incorporator:** RESOLVED, that the actions by the incorporator, the County of Sullivan, by the Sullivan County Legislature, are hereby ratified and approved. Motion made by: Freda E. Seconded by: David S. All were in favor.
2. **Adoption of Bylaws:** RESOLVED, that the bylaws entitled "By-Laws of the Sullivan County Land Bank Corporation" (attached as Appendix A) are hereby adopted as the Corporation's bylaws, and the Secretary is instructed to file the bylaws in the Corporation's minute book. Motion made by: Freda E. Seconded by: David S. All were in favor.
3. **Membership:** RESOLVED, that there shall be one class of membership of the Corporation, and be it
FURTHER RESOLVED, that the County of Sullivan shall be the sole member of the Corporation. Motion made by Josh P. Seconded by: Nancy B. All were in favor.
4. **Election of Officers:** RESOLVED, that the following persons are elected to serve as officers of the corporation, in the office or offices specified:

Name	Office
Freda Eisenberg	Chairperson
David Sager	Treasurer
Terri Ward	Secretary
Jacqueline Leventoff	Vice Chairperson

Motion made by: Josh P. Seconded by: Nancy B. All were in favor.

5. **Standing Committees:** RESOLVED, that the following Standing Committees of the Board shall be established with the initial members of each such committee set forth below:

Committee	Members
Audit	Buck, Steingart, Potosek
Finance	Sager, Sorensen, Ward
Governance	Potosek, Sager, Eisenberg

6. **Additional Committees of the Board:** RESOLVED, that the following of the Board shall be established with the initial members of each such committee set forth below:

Committee	Members
Personnel/Recruitment	Steingart, Sager, Buck, Leventoff

Motion made by: Freda E. Seconded by: David S. All were in favor.

7. **Banking:** RESOLVED, that the Corporation shall establish one or more accounts for the deposit and withdrawal of the corporation's funds with such financial institutions as the Treasurer and one other officer of the corporation may from time to time determine (each, a "Bank"); and be it

FURTHER RESOLVED, that the Secretary is instructed to file in the corporation's minute book the appropriate forms of resolutions required by such financial institutions to evidence the authority conferred by the foregoing resolution, and all such resolutions shall be deemed to be approved and adopted hereby and incorporated by reference herein; and be it

FURTHER RESOLVED, that any the (a) Treasurer together with (b) any one of Chairperson, Secretary or Vice-Chairperson be authorized, from time to time, for and on behalf of the Corporation to make and sign checks, drafts, instruments or other orders with respect to any funds at any time to the credit of the Corporation with the Bank and against any demand, time or savings accounts of the Corporation maintained with the Bank, and that the Bank be and hereby is authorized to honor, certify, accept or pay and debit the same to any such account, without inquiry as to the circumstances of their issue or the disposition of their proceeds, whether drawn or indorsed to the individual order of, or tendered in payment of the individual obligations of, any officer or person signing the same, any other officers or persons of the Corporation or otherwise, and to receive, as the act of the Corporation, reconcilements of accounts and stop-payment requests when signed by any of the above named officers or persons, or their appointees and it is further;

Motion made by: Nancy B. Seconded by: Ira S. All were in favor.

8. **Fiscal Year:** RESOLVED, that the fiscal year-end of the Corporation shall be December 31st.

Motion made by: Josh P. by: David S.. All were in favor.

9. **Policies of the Corporation:** RESOLVED, that the following policies of the Corporation be and hereby are adopted:

- i. Real Property Acquisition Policy (Appendix B)
- ii. Real Property Disposition Policy (Appendix C)
- iii. Non-Discrimination Policy (Appendix D)

Motion made by: Ira S. Seconded by: Terri W. All were in favor.

A discussion ensued and Ira S. stated he felt the Corp. needed an Investment and procurement policy. He said he would get examples from the IDA and give them to the governance committee to look over.

Ira S. made a motion to take out pro forma in the acquisition policy. David S. seconded and all were in favor.

10. **Membership in Associations:** RESOLVED, that the Corporation is hereby authorized to join the New York State Land Bank Association, and the Treasurer is hereby authorized to arrange for payment of the associated member fees of \$1,500.00.

Motion made by: David S. Seconded by: Ira S. All were in favor.

11. **Authorize Entry into Memorandum of Understanding with Sullivan County:** RESOLVED that the Corporation enter into a Memorandum of Understanding with its sole member, the County of Sullivan, with respect to the County's commitment to fund the Corporation in the amount of \$100,000 for each of fiscal year 2017 and 2018.

Motion made by: Freda E. Seconded by: Nancy B. All were in favor.

II. NEW BUSINESS:

1. RFQ for brokerage Service (Insurance coverage) (Appendix E). Freda noted one response was received, from a company that specializes in Land Bank Corporations and which was recommended by the Syracuse land bank. The Board determined to wait until the next meeting before making a decision, to allow for responses to the RFQ to be received through February 17th.
2. Funding update: Freda explained that because of the inclement weather, the public announcement by the Attorney General of the Community Revitalization Initiative awards was postponed to a later, undermined date and she would keep us notified.
3. Public Identity- logo, website, etc. – Nancy requested that an RFQ go out to do a website and logo. Freda said that it would and that in the mean time we'll enlist the assistance of the County's IT department to put up a simple site on the County's webpage so that we can comply with the transparency requirements of a public authority. She noted that the NYS ABO office did not have a specific time period within which a new public authority must have documents posted online.
4. Discussion of potential Acquisition Properties/Offers of donation (Appendix F)
 - i. 25 Burton Ave., Village of Monticello
 - ii. 18 Woodcliff Ave., Village of Monticello
 - iii. Young Ming parcels, Village of Liberty

The information on the parcels was briefly reviewed by the members in attendance and it was suggested by Nancy B. that we create a community advisory board with persons with specific skills sets to sit on it that would help us determine whether a certain parcel/property should be brought to the board to decide if we want to acquire it. Discussion ensued with consensus that

much of that initial review would be done by the not yet hired executive director which brought the meeting to the next topic:

5. Executive Director Recruitment (Appendix G) The job description and requirements were reviewed by the board of directors and several minor changes were proposed. Ira S. suggested that we also look for a company that might be able to handle the requirements of an ED. Freda said she would discuss with other land banks in the state and see what they are doing and what they suggest. She said that in the mean time we can put an advertisement out for an ED and simultaneously an RFP for a consulting firm.

A motion was made by Ira S. to authorize Freda E. to begin advertising for the position of the Executive Director with expenses not to exceed the amount of \$2,000. Seconded by Nancy B. All were in favor.

6. Set meeting schedule for 2017 Calendar year. Meetings will take place on the second Tuesday of every month at 8:30am with the next meeting taking place on March 2nd at 8:00am specifically to discuss the ED position and any updates that come before the board.

There was no public comment.

Motion to adjourn by Josh P. seconded by David S. All were in favor.