Dutchess County-Poughkeepsie Land Bank
Meeting of the Board of Directors
May 18, 2022
Minutes

(Regular meeting of the Board of Directors of the Dutchess County Poughkeepsie Land Bank was convened remotely in accordance with Executive Order 202.1 of New York State)

Present: Angela DeFelice (Vice-Chair), Brian Engles (Treasurer), Susan Fortunato (Chair), Brian Martinez, Marc Nelson, Jacob Reckess, Heidi Seelbach, Eoin Wrafter (Secretary)

Excused /Absent: Vacant position

Others: Paul Hesse

The meeting was called to order at 5:31 PM by Chair Fortunato with a quorum of Directors present.

1) Public Comment (Agenda Items Only): None

2) Approval of Minutes from April 27, 2022: Chair Fortunato asked if there were any comments or edits to the draft minutes, none were offered. Chair Fortunato called for a motion (Seelbach\Martinez), and everyone in attendance voted in favor.

3) Financial Updates:
   a) Financial Statements: Brain Engles provided an update based on the distributed Management Report for April (attached).
   b) Review of 2021 Financial Statements: Brian presented the Financial Report as provided by the Auditor. Heidi Seelbach offered that the Audit Committee reviewed the report with the auditor and that it was a standard annual audit update. It was very straightforward since we had little financial activity and there were no findings. She recommended on behalf of the Audit Committee that the Board accept and approve the report. Chair Fortunato asked if there were any other comments on the 2021 Financial Statements, none were offered. Chair Fortunato called for a motion (Seelbach\Martinez), and everyone in attendance voted in favor.
   c) Approval of Banking Authority: Chair Fortunato presented a resolution that would designate banking authority based on recent changes to our officers. Chair Fortunato called for a motion (DeFelice\Wrafter), and everyone in attendance voted in favor.

4) Discussion Committee Structure/Members: Chair Fortunato explained that we are legally required to have three committees, Governance, Finance, and Audit. We will schedule committee meetings as necessary before each of our board meetings with each expected to last 20 minutes. Small working groups from each committee will take on projects from those meetings, and report back to the committees. A resolution will be offered at next month’s meeting to appoint members to the committees.

5) Updates
   a) Website Development: Paul Hesse reported that the website committee met with our web developers. They showed the committee several basic frameworks for the template of the page.
A consensus on a design was agreed to by the committee and the developers are moving forward developing a home page, about us, meeting information (notices, agendas, minutes), and documents/policies. Paul reported that he has taken the lead on developing copy for the page. The hope is that a new basic webpage will be available for review at the next meeting.

b) **Property Acquisition**: Heidi Seelbach reported that the committee is working on developing an acquisition and disposition policy. They expect it will be a couple of months before they have a policy ready for consideration by the board to adopt.

c) **New York State Land Bank Association Update**: Heidi Seelbach reported that funding for land banks was included in the adopted state budget (approximately 50-60 million) but no details have been released yet on how the funds will be disbursed.

d) **Executive Director**: Marc Nelson reported that the working group is in the process of compiling the various job descriptions they compiled into one or maybe two drafts that can be circulated to the board members.

6) **Member Comments/Announcements**: Brian Martinez discussed the city’s contribution to the land bank and proportionality. He explained that the county contributes $100,000, they have about a $500 million budget, and the city has a $100 million budget. He suggested that the Board submit an ARPA request for $15,000 to the City. The Board discussed the idea and Brian agreed to proceed with developing the request with assistance from Brian Martinez and Heidi Seelbach.

7) **Public Comment**: None

8) **Adjournment**: A motion to adjourn was made by DeFelice, seconded by Wrafter. The board voted unanimously in favor. Meeting adjourned at 6:17 PM.
STATE OF NEW YORK

COUNTY OF DUTCHESS

I, the undersigned, Eoin Wrafter, Secretary of the Dutchess County-Poughkeepsie Land Bank,
DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of Dutchess County
Poughkeepsie Land Bank including the resolution(s) contained therein, held on the 18th day of May
2022, with the original thereof on file in my office, and that the same is a true and correct copy of the
proceedings of the Dutchess County-Poughkeepsie Land Bank 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 Dutchess County Poughkeepsie Land Bank 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 of 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 Dutchess County
Poughkeepsie Land Bank 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 affixed the seal of the DCPLB this
15th day of June 2022.

Secretary of the Corporation
RESOLUTION NO. 5 OF 2022

RE: APPROVAL OF 2021 FINANCIAL STATEMENTS

Members Seelbach and Martinez offer the following and move its adoption:

WHEREAS; EFPR Group CPAs, LLP have provided their audit report for the financial records of the Dutchess County-Poughkeepsie Land Bank for the fiscal year 2021, and

WHEREAS; the report has been presented to the Board and has been reviewed by the audit team and the Board with no changes recommends their adoption,

THEREFORE BE IT RESOLVED THAT; the Board hereby approves the 2021 financial audit and authorizes the release of the 2021 Financial Statement.

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

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<th>Member</th>
<th>Aye</th>
<th>Nay</th>
<th>Other (Absent/Abstain)</th>
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<td>Angela DeFelice</td>
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Total: 8 0 1

Present: 8
Absent: 1

The foregoing Resolution was thereupon declared duly adopted meeting the requirements of the Dutchess County-Poughkeepsie Land Bank (DCPLB) bylaws requiring a majority of the Board to approve this resolution.
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STATE OF NEW YORK

ss:

COUNTY OF DUTCHESS

This is to certify that I, the undersigned Secretary of the Dutchess County-Poughkeepsie Land Bank (DCPLB) have compared the foregoing resolution with the original resolution now on file in the office of said secretary, and which was adopted by said Land Bank on the 18th day of May 2022, and that the same is a true and correct transcript of said original resolution and of the whole thereof.

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 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 this 18th day of May 2022.

[Signature]

SECRETARY OF THE CORPORATION
RESOLUTION NO. 6 OF 2022

RE: DESIGNATION OF BANKING AUTHORITY

Members Reckess and Seelbach offer the following and move its adoption:

RESOLVED, that Susan Fortunato, the Chairperson of the Dutchess County-Poughkeepsie Land Bank (the “Organization”), together with Brian Engles as Treasurer, are authorized on behalf of the Organization to open and maintain such bank accounts as they may deem advisable, and are:

(A) Authorized to [jointly] [individually] (i) sign, whether manually or by facsimile signature, in the name of this Organization, checks, drafts, or other written orders for the payment of money now or hereafter in said respective accounts; (ii) issue written, telephonic, electronic, or oral instructions with respect to the transfer of funds now or hereafter on deposit in said respective accounts by wire, automated clearinghouse, or other electronic means of transfer, without any written order for the payment of money being issued with respect to such transfer, provided that telephonic or oral instructions are confirmed in writing; and

(B) Enter into such agreements with banks with respect to any non-credit banking services (including, without limitation, electronic services) as such individuals in their sole discretion deem advisable or in the best interests of this Corporation; and

RESOLVED, FURTHER, that any and all checks, drafts, notes, or other orders of every kind deposited or to be deposited for the accounts of this Organization with any banking depository of this Organization or for collection or otherwise, requiring endorsement in the name of this Organization, shall be sufficiently endorsed when there appears such name stamped or in written endorsement thereon, without any signature or countersignature affixed.

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

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Present: 8
Absent: 1
I, the undersigned, Eoin Wrafter, Secretary of the Dutchess County Poughkeepsie Land Bank, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of Dutchess County Poughkeepsie Land Bank including the resolution(s) contained therein, held on the 18th day of May 2022, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Dutchess County Poughkeepsie Land Bank 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 Dutchess County Poughkeepsie Land Bank 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 of 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 Dutchess County Poughkeepsie Land Bank 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 affixed the seal of the DCPLB this 18th day of May 2022.

[Signature]
SECRETARY OF THE CORPORATION