

Dutchess County-Poughkeepsie Land Bank
Meeting of the Board of Directors
July 19, 2023
Minutes

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

Excused /Absent: Jacob Reckess, Kari Rieser, Jordan Schinella,

Staff: n/a

Others: Paul Hesse

The meeting was called to order at 6:04 PM by Chair Fortunato, with a quorum of Directors present.

1. **Roll Call/Introductions:** Chair Fortunato opened the meeting and asked the secretary to do a roll call.
2. **Public Comment (Agenda Items Only):** None
3. **Executive Session:** Chair Fortunato made a motion to go into executive session to discuss the hiring of an Executive Director, seconded by the Secretary. The motion was passed unanimously. Returning from Executive Session Vice Chair Defliece made a motion to close the executive session, seconded by member Seelbach. The motion was passed unanimously.
4. **Executive Director:** As a result of discussions in the Executive Session, the Board deemed it appropriate and in the best interest of the Corporation to authorize the Chairperson to act on behalf of the Corporation to negotiate and execute an employment agreement with the individual chosen by the Board to serve as the Chief Executive Officer of the Corporation. A resolution was distributed to the members. Member Wrafter made a motion to approve Resolution # 4 of 2023 granting authority to the chairperson to negotiate and execute an employment agreement with the individual chosen by the board to serve as chief executive officer of the Land Bank, seconded by Seelbach. The resolution passed unanimously by the board of directors.
5. **Member Comments/Announcements:** None
6. **Public Comment:** None
7. **Adjournment:** A motion to adjourn was made (Fortunato\Seelbach). The board voted unanimously in favor. Meeting adjourned at 7:57 PM.

STATE OF NEW YORK

ss:

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 19th day of July 2023, 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 2nd day of August 2023.



SECRETARY OF THE CORPORATION



RESOLUTION NO. 4 OF 2023

RE: RESOLUTION GRANTING AUTHORITY TO THE CHAIRPERSON TO NEGOTIATE AND EXECUTE AN EMPLOYMENT AGREEMENT WITH THE INDIVIDUAL CHOSEN BY THE BOARD TO SERVE AS CHIEF EXECUTIVE OFFICER

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

WHEREAS, Article V Section 2 of the By-Laws provides that the Chief Executive Officer shall be the executive director of the Corporation; the Chief Executive Officer shall serve at the pleasure of the Board and receive such compensation as shall be decided by the Board; and that the Chief Executive Officer shall enter into such employment arrangements with the Corporation as approved by the Board as shall be appropriate from time to time;

WHEREAS, on December 15, 2021, the Board authorized the formation of a working group to hire an Executive Director, which was authorized to recruit, interview, and recommend to the Board one or more candidates to serve as the Chief Executive Officer of the Board;

WHEREAS, after an extensive recruitment and interview process, the Executive Search Committee has recommended a candidate to serve as the Chief Executive Officer of the Board;

WHEREAS, the Board has interviewed the recommended candidate and determined the individual it wishes to serve as the Chief Executive Officer; and

WHEREAS, the Board deems it appropriate and in the best interest of the Corporation to authorize the Chairperson to act on behalf of the Corporation to negotiate and execute an employment agreement with the individual chosen by the Board to serve as the Chief Executive Officer of the Corporation

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby authorizes the Chairperson to offer the position of the Chief Executive Officer, at a salary that is consistent with the salary range and benefits included in the job posting for the position, to the individual chosen by the Board;

RESOLVED FURTHER, that that Board authorizes the Chairperson to negotiate the terms and conditions of employment, consistent with the by-laws of the Corporation and applicable state and federal statutes, as may be necessary to secure such individual's acceptance of the offer; and

RESOLVED FURTHER, that the Board hereby authorizes the Chairperson, in the name and on behalf of the Corporation enter into and execute an employment contract with such individual.

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

	Aye	Nay	Other (Absent/Abstain)
Angela DeFelice	<u>X</u>	_____	_____
Brian Engles	<u>X</u>	_____	_____
Susan Fortunato	<u>X</u>	_____	_____
Brian Martinez	<u>X</u>	_____	_____
Jacob Reckess	—	_____	<u>Absent - in support</u>
Kari Reiser	—	_____	<u>Absent - in support</u>
Jordan Schinella	—	_____	<u>Absent</u>
Heidi Seelbach	<u>X</u>	_____	_____
Eoin Wrafter	<u>X</u>	_____	_____
Total	<u>6</u>	<u>0</u>	<u>3</u>

Present: 6

Absent: 0

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.

STATE OF NEW YORK

ss:

COUNTY OF DUTCHESS

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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 23rd day of July 2023.



SECRETARY OF THE CORPORATION

