

RESOLUTION NO. 5 OF 2023

RE: RESOLUTION AUTHORIZING HIRING OF EXECUTIVE DIRECTOR

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

WHEREAS, New York Not-For-Profit Corporation Law §1606 authorizes the Dutchess County-Poughkeepsie Land Bank (DCPLB) to employ such agents and employees as it may require and to determine the qualifications and fix the compensation and benefits of such persons; and

WHEREAS, the DCPLB's By-laws authorize the Land Bank to select and retain an Executive Director; and

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, the Board has selected Amy Gigliuto ("Gigliuto") to serve as the Land Bank's Executive Director; and

WHEREAS, Gigliuto and the Land Bank desire to enter into an Employment Agreement in form and content agreeable to the Chairperson (the "Agreement").

NOW, THEREFORE, BE IT RESOLVED BY THE Dutchess County-Poughkeepsie Land Bank (DCPLB) AS FOLLOWS:

- Section 1. The recitals above are hereby incorporated into this Resolution as if fully set forth herein.
- Section 2. The Members of the Board hereby approve (the decision to employ Amy Gigliuto as the Land Bank's Executive Director on the terms and conditions set forth in the Agreement.
- Section 3. The Chairperson is hereby authorized, on behalf of the Land Bank, to execute and deliver the Agreement, in form and content agreeable to counsel and the Chairperson with such changes, variations, omissions and insertions thereto as the Chairperson shall approve, the execution thereof by the Chairperson to constitute conclusive evidence of such approval.
- Section 4. The Chairperson of the Land Bank is hereby authorized and directed to execute all documents on behalf of the Land Bank which may be necessary or desirable to further the intent of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 5. This Resolution shall take effect Wednesday July 26, 2023.

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>X</u>	_____	_____
Kari Reiser	-	_____	<u>Absent</u>
Jordan Schinella	-	_____	<u>Absent</u>
Heidi Seelbach	<u>X</u>	_____	_____
Eoin Wrafter	<u>X</u>	_____	_____
Total	<u>7</u>	<u>0</u>	<u>2</u>

Present: 7

Absent: 2

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

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 26th 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



