

CORPORATE ORGANIZATION RESOLUTION

The organizational meeting of the Board of Directors of the Livingston County Land Bank Corporation was convened on September 27, 2017 at 3:00 PM in Room 303A of the Livingston County Government Center.

The following resolution was duly offered and seconded, to wit:

Resolution No. 1-2017

RESOLUTION OF LIVINGSTON COUNTY LAND BANK CORPORATION ADOPTING CERTAIN POLICIES, STANDARDS AND PROCEDURES RELATING TO ITS ORGANIZATION AND IN CONNECTION WITH THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF THE STATE OF NEW YORK

WHEREAS, on April 26, 2017, the Livingston County Board of Supervisors approved the formation of the Livingston County Land Bank Corporation (hereinafter the "Corporation") with the County of Livingston serving as the sole member, (the "Member") of the Corporation; and

WHEREAS, pursuant to Section 1411 of the Not-for-Profit Corporation Law ("N-PCL") of the State of New York (the "State"), hereinafter referred to as the "Act", the Certificate of Incorporation for the Corporation was filed with the Secretary of State on August 16, 2017; and

WHEREAS, the Corporation desires to adopt By-Laws of the Corporation; and

WHEREAS, the Corporation desires to take certain initial organizational steps and adopt certain policies, standards and procedures necessary and as directed by the sole member, to comply with the provisions of the Public Authorities Accountability Act, Open Meetings Law and Freedom of Information Law and to thereafter approve the acquisition of certain property.

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of the Corporation (the "Board") as follows:

Section 1. The following persons have been elected by the Directors to serve in the offices set forth next to their names until their respective successors are elected and shall qualify or until their earlier resignations:

Daniel L. Pangrazio	Chairman
Ian Coyle	Vice-Chairman
William Bacon	Secretary
Amy Mann	Treasurer

The officers shall enter upon the discharge of their duties as provided in the By-Laws of the Corporation.

Section 2. The By-Laws, in the form of Exhibit A, are adopted as and for the By-Laws of the Corporation, and the Secretary is instructed to insert such copy of the By-Laws in the minute book of the Corporation.

Section 3. The form of corporate seal, an impression of which is affixed hereto, is adopted as the corporate seal of the Corporation.

Section 4. All acts and transactions of any director or the persons named herein as officers of the Corporation that were taken or made prior to and including the date of the creation of the Corporation and all acts and transactions (if any) of any director, and the persons named herein as officers of the Corporation that were taken or made from the date of creation of the Corporation and all acts and transactions taken to the date of this resolution are ratified and approved.

Section 5. The Chairman, the Directors and other authorized representatives of the Corporation are hereby authorized, empowered and directed to do all things, and acts and to execute all documents as may be necessary, or advisable and proper, to carry on the business of the Corporation, for and on behalf of the Corporation, including, but not limited to, establishing a federal Employer Identification Number ("EIN") for the Corporation and applying to the Internal Revenue Service and to the New York Department of Taxation and Finance for tax-exempt status and recognition.

Section 6. The Chairman, with the assistance of the Directors and other officers of the Corporation, is hereby directed to develop a budget for the Corporation, with such budget to be reviewed, and if necessary, modified, for acceptance and approval at the next meeting of the Board of Directors.

Section 7. Pursuant to subdivision 2 of Section 2824 of the Public Authorities Law ("PAL") of the State, all members of the Board shall participate in State-approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors within one (1) year of their appointment to the Corporation. Further, a majority of the Board members shall execute a certificate of independence pursuant to subdivision 2 of Section 2825 of the PAL. Such certificate shall be executed in substantially the form attached hereto as Exhibit B.

Section 8. Pursuant to subdivision 2 of Section 2824 of the PAL, all members of the Board shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.

Section 9. Pursuant to subdivision 3 of Section 2825 of the PAL, on or before March 31st of each year, all Corporation Board members, officers and employees shall file annual financial disclosure statements with the County pursuant to the Livingston County Code of Ethics. All Corporation Board members, officers and employees shall be subject to the conflict of interest provisions set forth in Section 1614 of the Not-For-Profit Corporation Law and the County's Code of Ethics.

Section 10. Pursuant to subdivision 4 of Section 2824 of the PAL, an Audit Committee is hereby formed, being comprised of Amy Mann, William Fuller, and Angela Ellis for the purpose of recommending to the Board the hiring of a certified independent accounting firm, establishing the compensation to be paid to the accounting firm and providing direct oversight of the performance of the independent audit to be performed on or after fiscal year ending on December 31, 2017 by the accounting firm hired for such purposes.

Section 11. Pursuant to subdivision 7 of Section 2824 of the PAL, a Governance Committee is hereby formed, being comprised of Shannon Hillier, William Fuller, and Ian Coyle for the purpose of keeping the Board informed of current best governance practices, to review corporate governance trends; to update the Corporation's corporate governance principles; to advise appointing the Corporation on skills and experiences required of potential Board members; to examine ethical and conflict of interest issues; to perform board self-evaluations; and to recommend by-laws which include rules and procedures for conduct of board business.

Section 12. Pursuant to subdivision 8 of Section 2824 of the PAL, a Finance Committee is hereby formed, being comprised of Amy Mann, Ian Coyle, and William Bacon for purposes to include the reviewing of proposals for the issuance of debt by the Corporation and to make recommendations regarding such debt and other financial matters.

Section 13. Pursuant to subdivision 2(a) of Section 2800 of the PAL, the Board shall submit to the County Administrator, County Treasurer, and the Chairman of the Livingston County Board of Supervisors, and the New York State Authorities Budget Office within ninety (90) days after the end of the Corporation's fiscal year (with the first report due by March 31, 2018 for fiscal year ending December 31, 2017), a complete and detailed report (the "Annual Report"). Once completed, and prior to submission, the Chairman and the Treasurer of the Corporation shall certify that the financial information contained in the Annual Report is accurate, correct and does not contain any untrue statements. The certification executed shall be in substantially the form attached hereto as Exhibit C.

Section 14. Pursuant to subdivision 2 of Section 2801 of PAL, on or before December 15, 2017, the Corporation will submit to the County Administrator, Chairman of the County Board of Supervisors of the County, and the Treasurer of the County, along with the New York State Authorities Budget Office, the Corporation's budget for fiscal year beginning January 1, 2018 and ending December 31, 2018.

Section 15. All procurements and purchases of the Corporation shall be accomplished in accordance with the purchasing policies of Livingston County and applicable provisions of the N-PCL.

Section 16. For the Corporation fiscal year ending December 31, 2017 and each year thereafter, the Corporation will abide by the following rules relating to audit services:

- (a) The certified independent public accounting firm performing the Corporation's audit will be prohibited from providing audit services if the lead (or coordinating) audit partner responsible for reviewing the audit, has performed audit services for the Corporation in each of the five previous fiscal years;

- (b) The certified independent public accounting firm performing the audit shall be prohibited from performing any non-audit services to the Corporation contemporaneously with the audit, unless receiving previous written approval by the audit committee including: (i) bookkeeping or other services related to the accounting records or financial statement of the Corporation, (ii) financial information systems design and implementation, (iii) appraisal or valuation services, fairness opinions, or contribution-in-kind reports, (iv) actuarial services, (v) internal audit outsourcing services, (vi) management functions or human services, (vii) broker or dealer, investment advisor, or investment banking services and (viii) legal services and expert services unrelated to the audit; and
- (c) It shall be prohibited for any certified independent public accounting firm to perform for such Corporation any audit service if the chief executive officer, comptroller, chief financial officer, chief accounting officer, or any other person serving in an equivalent position for the Corporation, was employed by that certified independent public accounting firm and participated in any capacity in the audit of the Corporation during the one (1) year period preceding the date of the initiation of the audit.

Section 17. The following policies, as presented at this meeting, are hereby adopted and approved, subject to review and approval of the County Attorney:

- (a) The Compensation, Reimbursement and Attendance Policy attached hereto as Exhibit D;
- (b) The Whistleblower Policy attached hereto as Exhibit E;
- (c) The Investment Policy attached hereto as Exhibit F;
- (d) The Travel Policy attached hereto as Exhibit G;
- (e) The Land Acquisition and Disposition Policies and Priorities, attached hereto as Exhibit H, is hereby ratified and approved along with the appointment of the Chairman as the "Contracting Officer" of the Corporation.
- (f) The Defense and Indemnification Policy attached hereto as Exhibit I.

Section 18. The members hereby designate Shannon Hillier as the FOIL Officer and the Chairman as the FOIL Appeal Officer. All documents subject to FOIL shall be filed with the County Clerk.

Section 19. This resolution shall take effect immediately.

STATE OF NEW YORK)
COUNTY OF LIVINGSTON) SS:

I, the undersigned, Secretary of Livingston County Land Bank Corporation, DO
HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of Livingston County Land Bank Corporation (the "Corporation"), including the resolution contained therein, held on September 27, 2017, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said 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 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 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 affixed the seal of said Corporation this 27th day of September 27, 2017.



Secretary

[SEAL]

EXHIBIT A

BY-LAWS

of the

Livingston County Land Bank Corporation

****Please see BY-LAWS page**

EXHIBIT B

LIVINGSTON COUNTY LAND BANK CORPORATION CERTIFICATE OF INDEPENDENCE FOR MEMBERS APPOINTED ON OR AFTER JANUARY 13, 2006

The undersigned, having been appointed to serve as a member of the Livingston County Land Bank Corporation (the "Corporation") on or after January 13, 2006, hereby certifies, pursuant to subdivision 2 of Section 2825 of the Public Authorities Law, as follows:

He or she is not, and in the past two (2) years, has not been, employed by the Corporation, or an affiliate in an executive capacity or been employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Corporation or received any other form of financial assistance valued at more than \$15,000 from the Corporation.

He or she is not a relative of an executive officer or employee in an executive position of the Corporation or an affiliate.

He or she is not, and in the past two (2) years, has not been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Agency or an affiliate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the _____ day of _____, 2017.

Name:

EXHIBIT C

CERTIFICATE OF THE CHAIRMAN AND THE TREASURER OF THE LIVINGSTON COUNTY LAND BANK CORPORATION

The undersigned, being the duly appointed chairman and treasurer of the Livingston County Land Bank Corporation (the "Corporation"), hereby certify, pursuant to subdivision 3 of Section 2800 of the Public Authorities Law, as follows:

The financial information provided within the Annual Report of the Corporation, dated as of [date], 2018, is accurate, correct, and does not contain any untrue statement of material fact. The Annual Report does not omit any material fact which, if omitted, would cause the report to be misleading in light of the circumstances under which the report and any such statements made therein are made. The Annual Report fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presented in said report.

The Annual Report is hereby approved.

IN WITNESS WHEREOF, the undersigned chairman and treasurer have executed this Certificate as of the ____ day of _____, 2018.

By

(Printed Name)

CHAIRMAN

Signature

Date

By

(Printed Name)

TREASURER

Signature

Date

EXHIBIT D

Livingston County Land Bank Corporation Compensation, Reimbursement, and Attendance Policy

Pursuant to and in accordance with the Corporation's By-Laws, the members of the board of the Livingston County Land Bank Corporation (the "Board") shall serve without salary and shall be appointed by the Livingston County Administrator subject to confirmation by the Livingston County Board of Supervisors, but may be reimbursed for reasonable expenses incurred in the performance of Corporation duties at the approval of the Board.

The officers, employees and agents of the Corporation shall serve at the pleasure of the Corporation at such compensation levels as may be approved by the Board from time to time and may be reimbursed for reasonable expenses incurred in the performance of Corporation duties at the approval of the Board.

The members of the Board and officers of the Corporation shall be available as required to perform the operations of the Corporation and as set forth within the By-Laws of the Corporation, as may be amended, restated or revised by the Board from time to time. Said members and officers of the Corporation shall put forth their best efforts to perform their respective duties as outlined in the By-Laws of the Corporation and any other directives of the Board relating to the same.

EXHIBIT E

Livingston County Land Bank Corporation Whistleblower Policy (Policy Prohibiting Retaliation)

It is the policy of the Livingston County Land Bank Corporation (herein “LCLBC” or “the Corporation”) that no employee of the Corporation shall be subjected to any discrimination, retaliation or adverse employment action because of said employee’s disclosure of any Improper Corporation Action pursuant to the terms of this policy.

Prior to the disclosure of any Improper Corporation Action by any employee of the Corporation (herein “Disclosing Employee”), the Disclosing Employee must first disclose the purportedly Improper Corporation Action to the Corporation’s Chairman or any member of the Corporation’s governing board. Thereafter, the employee must allow the Corporation’s Chairman or the Corporation’s governing board at least five (5) business days after receipt of the aforementioned notice to take appropriate action regarding the purported Improper Corporation Action and to notify the Disclosing Employee of said action in writing, unless that appropriate action and notification would pose an imminent and serious danger to the safety and health to the public. Any disclosure of Improper Corporation Action to any person or entity prior to disclosure to the Corporation’s Chairman or any member of the Corporation’s governing board, or prior to expiration of the five business day period, is in direct contravention of this policy and may subject an employee to disciplinary action, including but not limited to commencement of the necessary proceeding to terminate the Disclosing Employee’s employment.

If a Disclosing Employee discloses Improper Corporation Action to the Corporation’s Chairman or any member of the Corporation’s governing board, waits the requisite five business days, and is not informed of any appropriate action with regard to the purportedly Improper Corporation Action, the Disclosing Employee may thereafter disclose the purported Improper Corporation Action to any person or entity without fear of discrimination, retaliation or adverse employment action for said disclosure, provided that such disclosure is made in good faith and without malice.

For purposes of this policy, “Improper Corporation Action” is defined as the following conduct:

1. Any act of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or member of the governing board of the Corporation relative to investments, travel, the acquisition of real property, the disposition of real or personal property, the procurement of goods and services, or any action performed on behalf of the Corporation;

2. Any action by an employee or member of the governing board of the Corporation that is a violation of a law, rule or regulation that creates a substantial and specific danger to the public's safety and/or health; or
3. Any action by an employee or member of the governing board of the Corporation which is undertaken in the performance of such individual's official duties and which the Disclosing Employee reasonably believes was taken in violation of any Federal, New York State or local law, rule or regulation.

EXHIBIT F

Livingston County Land Bank Corporation Investment and Deposit Policy

Section 1. Introduction

1. Scope – This investment and deposit policy applies to all monies and other financial resources available for investment and deposit on its own behalf or on behalf of any other entity or individual.
2. Objectives – The primary objectives of the Corporation's investment activities are, in priority order:
 - a. To conform with all applicable federal, state and other legal requirements (legal);
 - b. To adequately safeguard principal (safety);
 - c. To provide sufficient liquidity to meet all operating requirements (liquidity); and
 - d. To obtain a reasonable rate of return (yield).
3. Prudence – All participants in the investment process and all participants responsible for depositing the Corporation's funds shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair confidence in the Corporation to govern effectively.

Investments and deposits shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

All participants involved in the investment process and all participants responsible for depositing the Corporation's funds shall refrain from personal business activity that could conflict with proper execution of the investment program or the deposit of the Corporation's funds or which could impair their ability to make impartial investment decisions.

4. Diversification – It is the policy of the Corporation to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling.

5. Internal Controls

- a. All money's collected by an officer or employee of the Corporation shall be immediately deposited in such depositories as designated by the Corporation for the receipt of such funds.
- b. The Corporation shall maintain or cause to be maintained a proper record of all book, notes, securities or other evidences of indebtedness held by the Corporation for investment and deposit purposes.
- c. The Corporation is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

Section 2. Investment Policy

1. Permitted Investments – Pursuant to GML Section 11, the Corporation may invest moneys not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:
 - a. Special time deposit accounts;*
 - b. Certificates of deposit;*
 - c. Obligations of the United States of America;**
 - d. Obligations guaranteed by agencies of the United States of America where payment of principal and interest are guaranteed by the United States of America;**
 - e. Obligations of the State of New York;*

* Special time deposit accounts and certificates of deposit are permitted investments provided that (1) they shall be payable within such time as the proceeds shall be needed to meet expenditures for which the moneys were obtained and (2) they are collateralized in the same manner as set forth in Section VII (C) below for deposits of public funds.

** All investment obligations shall be payable or redeemable at the option of the Corporation within such times as the proceeds will be needed to meet expenditures for purposes for which the moneys were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the Corporation within two years of the date of purchase.

2. Authorized Financial Institutions and Dealers – The Corporation shall maintain a list of financial institutions and dealers, approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. All financial institutions with which the local government conducts business must be credit worthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the Corporation. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with The New York Federal Reserve Bank, as primary dealers. The Chairman is responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners and custodians. Such listing shall be evaluated at least annually as listed below:

- Key Bank
- Bank of Castile
- Five Star Bank
- Community Bank
- Steuben Trust Company

3. Purchase of Investments – The Corporation may contract for the purchase of investments:

- a. Directly, including through a repurchase agreement, from an authorized trading partner.
- b. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the governing board.

All purchased obligations, unless registered or inscribed in the name of the local government, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the Corporation by the bank or trust company shall be held pursuant to a written custodial agreement as described in GML Section 10.

The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for, the local government, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement shall describe how the custodian shall confirm the receipt and release of the securities. Such agreement shall include all provisions necessary to provide the Corporation a perfected interest

in the securities.

4. Repurchase Agreements – Repurchase agreements are authorized subject to the following restrictions:
 - a. All repurchase agreements must be entered into subject to a Master Repurchase Agreement.
 - b. Trading partners are limited to banks or trust companies authorized to do business in New York State and primary reporting dealers.
 - c. Obligations shall be limited to obligations of the United States of America and obligations guaranteed by agencies of the United States of America.
 - d. No substitution of securities will be allowed.
 - e. The custodian shall be a party other than the trading partner.

Section 3. Deposit Policy

1. Collateralization of Deposits – In accordance with the provisions of GML Section 10, all deposits of the Corporation, including certificates of deposit and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured:
 - a. By pledge of “eligible securities” with an aggregate “market value” as provided by GML Section 10, equal to the aggregate amount of deposits from the categories designated in Exhibit A attached hereto.
 - b. By an eligible “irrevocable letter of credit” issued by a qualified bank other than the bank with the deposits in favor of the government for a term not to exceed 90 days with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements.
 - c. By an eligible surety bond payable to the government for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations. The terms and conditions of any eligible surety shall be approved by the governing board.
2. Safekeeping and Collateralization – Eligible securities used for collateralizing deposits shall be held by the depository bank or trust company subject to security

and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure local government deposits together with agreed upon interest, if any and any costs or expenses arising out of the collection of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events, which will enable the local government to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the local government, such securities shall be delivered in a form suitable for transfer or with an assignment in blank to the Corporation or its custodial bank.

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for, the local government, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of backing for any other deposit or other liabilities. The agreement should also describe that the custodian shall confirm the receipt, substitution or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitution of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide the Corporation a perfected interest in the securities.

EXHIBIT G

Livingston County Land Bank Corporation Travel Policy

Section 1. Applicability

This policy shall apply to every member of the board (the "Board") of the Livingston County Land Bank Corporation (the "Corporation") and all officers and employees thereof.

Section 2. Approval of Travel

All official travel for which a reimbursement will be sought for registration, lodging, and/or meal expenses must be requested by filling out the attached "Travel Request and Authorization" form, and approved by the Chairman prior to such travel.

Section 3. Payment of Travel

The Corporation will reimburse all reasonable expenses related to meals, travel and lodging that were incurred by any director, officer or employee as a result of the performance of their official duties. All official travel shall be properly authorized, reported and reimbursed. Under no circumstances shall expenses for personal travel be charged to, or temporarily funded by the Corporation. It is the traveler's responsibility to report his or her travel expenses in a responsible and ethical manner, in accordance with this policy.

Section 4. Travel Expenses

Travelers may use their private vehicle for business purposes if it is less expensive than renting a car, taking a taxi, or using alternative transportation, or if it saves time. The traveler will be reimbursed at a standard mileage reimbursement rate.

Meals will be reimbursed at actual expense or a per diem rate, whichever is less. Lodging will be reimbursed at actual expense up to certain daily rate caps established for various locations. The applicability of such caps shall be determined on a case by case basis taking into consideration availability of lodging and other extenuating circumstances.

Reimbursement for miscellaneous expenses shall be determined on a case by case basis. Mileage rates, per diem allowances and lodging caps will be established and from time to time amended by the treasurer. All determinations made pursuant to this section shall be made by the Treasurer. In the instance where such determinations regard the travel of the Treasurer, the Chairman shall make such determinations.

**Livingston County Land Bank Corporation
Travel Policy**

Exhibit A: Travel Request and Authorization

Travelers Name: _____

Purpose for Travel: _____

Destination: _____

Departure Date: _____ Return Date: _____

Expense	Description	Estimated Cost
Transportation:	_____	\$ _____
Lodging:	_____	\$ _____
Meals:	_____	\$ _____
Registration:	_____	\$ _____
Total:		\$ _____

Funds in budget for balance of the year? Yes ☐ No ☐

Percentage reimbursable (state or federal)? _____

Chairman Approval

Date

Directions:

1. Per the travel policy, this form is required for official travel for which a reimbursement will be sought for registration, lodging, and/or meal expenses.
2. Permission must be obtained prior to attendance.
3. Submit request to Chairman at least three (3) weeks in advance.
4. Submit relevant supporting material, i.e. conference program.
5. An approved copy will be forwarded to the attendee.
6. Be sure to use a tax exemption certificate for travel and/or lodging.
7. Attach a copy of the approved authorization form to the voucher for payment.

EXHIBIT H

Livingston County Land Bank Corporation Property Disposition Policy

Section 1. Purpose

This document is designed to ensure that the Corporation and its officers and employees dispose of (or transfer) Corporation property properly and in accordance with New York State (“State”) standards and regulations. The purpose of the policy is to define the standards for transferring or disposing of property.

Section 2. Scope

This policy applies to the transfer of title or any other beneficial interest in personal property, in excess of \$5,000 in value, or real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

For personal property with a value of \$5,000 or less the Corporation shall have the final authority for disposition.

Section 3. Guidelines/Policy

These guidelines cover the policy and instructions regarding the use, awarding, monitoring and reporting of contracts for the disposition of property and designate a contracting officer to be responsible for the Corporation’s compliance with these guidelines.

Section 4. Use

The Corporation shall use property in accordance with its purposes as set forth under New York General Municipal Law, which shall be to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research and recreation facilities including industrial pollution control facilities, educational or cultural facilities, railroad facilities, horse racing facilities and continuing care retirement communities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the state of New York and to improve their recreation opportunities, prosperity and standard of living.

Section 5. Awarding

The Chairman is responsible for supervision and direction of the sale and other disposition of Corporation property. The Corporation must maintain custody and control of such property pending its disposition. Additionally, the Corporation is required to perform the disposition of the property.

Section 6. Bids

For all disposals or contracts for disposal of property, the Corporation shall publicly advertise for bids as follows;

1. Bid advertisement shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property;
2. All bids shall be publicly disclosed at the time and place stated in the advertisement;
3. The award of bids shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Corporation; and
4. All bids shall include an expiration date.

All property considered for disposition shall be reviewed by the Corporation prior to advertising for bids. All written offers on real property under consideration for disposition shall be presented as an item on the agenda of a Corporation meeting. A preliminary review of offers to purchase or lease shall include: source of offer, date of offer, expiration date of offer, and intended use of property. The Corporation shall give final approval of all contracts.

The Corporation shall sell property for not less than fair market value ("FMV"), unless otherwise provided herein. No disposition of real property, or any interest in real property, shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction.

In consideration of public interest, the Corporation reserves the right to reject any and all offers at its sole discretion, regardless of price and terms.

Section 7. Negotiated Sale or Public Auction

The Corporation will allow the disposition of property by negotiated sale or public auction if:

1. The property is personal property and has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significance, rarity, or other quality of similar effect, that would tend to increase its value, or if the personal property is sold in such quantity that, if it were disposed as a sale by public bidding, would adversely affect the state or local market for such property and the estimated FMV of such property and other satisfactory terms of disposal can be obtained by negotiation;
2. The property's value does not exceed \$15,000;
3. The bid prices after advertising are not reasonable or were not independently arrived at in open competition;

4. The property is sold to the State, any political subdivision or public benefit corporation and the estimated FMV is obtained by negotiation;
5. Those circumstances permitted for FMV exception below are satisfied; or
6. The action is otherwise permitted by law.

Section 8. Exceptions to Obtaining FMV

No property owned, leased or otherwise in the control of the Corporation may be sold, leased, or otherwise alienated for less than its FMV except if:

1. Transferee is a government or public entity and terms of disposition require ownership and use to remain with the government or public entity; or
2. Purpose of disposition is within purpose, mission or statute of the Corporation; or
3. Corporation seeks to dispose of the property to a non-governmental entity and the disposition is not consistent with the Corporation's purpose, mission or statute, and the Corporation either:
 - a. Provides written notification to the Governor and the State Legislature (via distribution to the Assembly's Speaker and the Senate's Temporary President), and all such recipients fail to deny the proposed disposition within the applicable time period as set forth in Section 2897 of the Public Authorities Law; or
 - b. The disposition is of property obtained by the Corporation from a political subdivision where the Corporation resides and is approved in accordance with Section 2897(7) of the Public Authorities Law.

If below FMV disposition is proposed, the following information is required to be provided to the Corporation's Board and the public:

1. Description of property;
2. Appraisal of the FMV of the property;
3. Description of purpose of disposition, the kind and amount of the benefit to the public resulting from the disposition such as jobs and wages created or preserved;
4. Value received compared to FMV;
5. Names of private parties to the transaction and value received;
6. Names of private parties that have made an offer, the value of offer, and purpose for which the property would have been used.

Corporation's Board must make a written determination that there is no reasonable alternative to the proposed below-market disposition that would achieve the same purpose of such disposition.

Section 9. Explanatory Statement

Explanatory statement needs to be prepared and transmitted to State Authorities Budget

Office, State Comptroller, State Director of the Budget, the State Commissioner of General Service and the State Legislature (via the Senate's Majority Leader and the Assembly's Speaker) at least 90 days in advance of such disposal in instances of disposal by negotiation where:

1. Any personal property has an estimated FMV in excess of \$15,000;
2. Any real property has an estimated FMV in excess of \$100,000;
3. Any real property disposed of by lease if the estimated fair annual rent is in excess of \$15,000;
4. Any real property or real and related personal property disposed of by exchange, regardless of value, or
5. Any part of the consideration for the property disposed consists of real property.

Such explanatory statement must be preserved by the Corporation in its records.

Potential purchases or lessees shall demonstrate financial capacity to meet the terms and conditions of their purchase or lease offer.

Potential purchasers shall demonstrate reasonable likelihood of obtaining necessary city/township approval and/or compliance with city/township zoning ordinances.

Section 10. Monitoring

The Corporation shall direct the Chairman to conduct the periodic review of all Corporation property, and to identify obsolete property. The Corporation shall authorize the disposition by sale, donation, trade, or discard of any property no longer required for Corporation purposes.

The Corporation's Chairman will keep the records of all inventory and will update records biennially noting disposition when appropriate pursuant to the reporting requirements listed herein.

Section 11. Reporting

The Corporation will file with State Comptroller, State Director of the Budget, the State Commissioner of General Service and the State Legislature (via the Senate's Majority Leader and the Assembly's Speaker) a report on the Corporation's property listing the following:

1. All real property of the Corporation having an estimated FMV in excess of \$15,000 that the Corporation intends to dispose of;
2. All such property held by the Corporation at the end of the period covered by the report with an estimate of FMV for all such property; and
3. All such property disposed of during such period with the price received by the Corporation and the name of the purchaser for all such property.

Section 12. Contracting Officer

The Contracting Officer of the Corporation shall be the Chairman, who will be responsible for the Corporation's compliance with these guidelines. These guidelines will be reviewed and approved by the Corporation each fiscal year.

EXHIBIT I

Livingston County Land Bank Corporation Defense and Indemnification Policy

Pursuant to the Bylaws of the Livingston County Land Bank Corporation (the "Corporation"), the Corporation shall indemnify all members of the Board of Directors of the Corporation and each office and employees thereof, in the performance of their duties, and to the extent authorized by the Board, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the General Municipal law of the State of New York.