

October 15, 2015

**RESOLUTION AUTHORIZING THE FORMATION AND INCORPORATION
OF THE OSWEGO COUNTY LAND BANK CORPORATION**

By Legislator David Holst:

WHEREAS, the County of Oswego is a foreclosing governmental unit under Not-for-Profit Corporation Law §1602(c) in all areas of the County of Oswego, excluding the City of Fulton, annually conducts two (2) in rem tax foreclosures and a real property tax auction; and

WHEREAS, the Enforcing Officer of the County of Oswego also conducts foreclosures within and for the City of Oswego as a foreclosing governmental unit for delinquent Oswego City property taxes; and

WHEREAS, the county and the City of Fulton are in discussions for the Enforcing Officer of the County of Oswego to begin tax foreclosures in the future for the city regarding delinquent property taxes; and

WHEREAS, the Government, Courts and Consumer Affairs Committee has heretofore supported the formation of a county land bank and at its September meeting authorized the filing of an application; and

WHEREAS, the Oswego County Land Bank Corporation name has heretofore been approved for use by the New York State Department of Financial Services; and

WHEREAS, an authorizing resolution is both necessary and desirable to formally submit an application to the state regarding the land bank,

NOW, THEREFORE, it is hereby

RESOLVED, that the County of Oswego hereby authorizes the formation and incorporation of the Oswego County Land Bank Corporation under the applicable provisions of Article 16 of the Not-for-Profit Corporation Law; and, it is further

RESOLVED, that there shall be eleven (11) initial directors of the corporation and they shall serve a term of two (2) years from the date of incorporation unless appointed by virtue of a director's elected public office in which case it shall run concurrently with the term of office, whichever is less; the initial directors are as follows:

NAME**ADDRESS**

Paul Stewart, PH.D., Executive Director

Oswego Renaissance
Association
c/o SUNY Oswego
Oswego, New York 13126

President or designee

Community Bank, N.A.
100 East First Street

Oswego, New York 13126

David R. Turner, Director

Oswego County Dept. of
Community Development,
Tourism & Planning
46 East Bridge Street
Oswego, New York 13126

Hon. Shane Broadwell, Majority Leader

Oswego County Legislature
46 East Bridge Street
Oswego, New York 13126

Hon. Michael Kunzwiler, Minority Leader

Oswego County Legislature
46 East Bridge Street
Oswego, New York 13126

Hon. Ken Burdick, President

Town Supervisors' Association
c/o Town of Scriba
42 Creamery Road
Oswego, New York 13126

Philip R. Church, M.A.P.A., County Administrator

County of Oswego
46 East Bridge Street
Oswego, New York 13126

Joe Fiumara, Executive Director

City of Fulton Community
Development Agency
125 Broadway
Fulton, New York 13069

Justin Rudgick, Director

City of Oswego Community
Development Office
Conway Municipal Building
20 West Oneida Street
Oswego, New York 13126

Thomas W. Schneider, President & CEO

Pathfinder Bank
214 West First Street
Oswego, New York 13126

Martin Webster, President

Oswego Housing Development
Council, Inc.
PO Box 147
Parish, NY 13131

And, it is further,

RESOLVED, that the Chairman of the Legislature be and is hereby authorized to sign the annexed Certificate of Incorporation as Incorporator; and, it is further

RESOLVED, that the Corporation and Chairman of the Legislature be and are hereby authorized, subject to the approval of the common councils of the City of Oswego and City of Fulton, to execute inter-municipal agreements with the City of Oswego, the City of Fulton, or both, to include them as participating foreclosing governmental units in the land bank on mutually agreeable terms and conditions regarding foreclosed city tax liens and city tax properties; and, it is further

RESOLVED, that this Legislature agrees to develop procedures whereby the land bank, once incorporated, can select county delinquent tax properties for land bank use prior to the annual tax auction to be redeveloped consistent with the goals of the land bank; and, it is further

RESOLVED, that this Legislature, being the State Environmental Quality Review Act (SEQRA) lead agency, hereby finds and determines that this resolution constitutes a Type II action pursuant to Section 617.5(c)(20)(21), and/or (27) of Title 6 of the New York Code of Rules and Regulations (6 NYCRR) and within the meaning of Subdivision 2, 8-01092, of the New York State Environmental Conservation Law as a promulgation of rules, regulations, policies, procedures and legislative decisions in connection with continuing agency administration, management, tax enforcement and information collection.

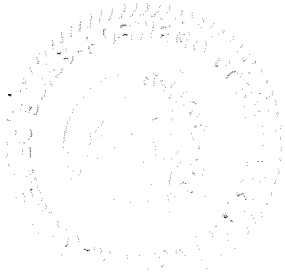
RESOLVED, that this resolution is expressly subject to the approval of the Empire State Development Corporation pursuant to section 1603 of the Not-for-Profit Corporation Law and, accordingly, this Certificate of Incorporation shall not be filed with the Secretary of State unless and until it is first approved by Empire State Development Corporation.

ROLL CALL

YES: 22 NO: 0 ABSENT: 3

STATE OF NEW YORK)
COUNTY OF OSWEGO) ss:

I hereby certify that the foregoing is a true and correct transcript of Resolution No. 165 adopted by the Oswego County Legislature on October 15, 2015.



IN WITNESS WHEREOF, I have hereunto set my hand and the official seal of the said County Legislature at Oswego, New York, on this 20th day of October, 2015.

Wendy M. Falls
Wendy M. Falls, Clerk
Oswego County Legislature

OSWEGO COUNTY LEGISLATURE

CERTIFICATE OF INCORPORATION
OF
OSWEGO COUNTY LAND BANK CORPORATION

A Not-For-Profit Land Bank Corporation
Under Article 16 of the Not-For-Profit
Corporation Law of the State of New York

THE UNDERSIGNED, being over the age of eighteen years, for the purpose of forming a not-for-profit land bank corporation pursuant to Article 16 of the Not-For-Profit Corporation Law of the State of New York, hereby certifies as follows:

FIRST: The name of the corporation shall be Oswego County Land Bank Corporation (hereinafter referred to as the "Corporation").

SECOND: The Corporation will be a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York and, as provided in Section 1603(f) of the Not-For-Profit Corporation Law, will be a Type C Corporation as defined in Section 201 of the Not-For-Profit Corporation Law. The Corporation shall be a public instrumentality of and supporting organization for, but separate and apart from Oswego County, New York (the "County").

THIRD: The purposes for which the Corporation is to be formed and operated, are exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to combat community deterioration by facilitating the return of vacant, abandoned, and tax-delinquent properties to productive use in order to eliminate the harms and liabilities caused by such properties, and lessen the burden of government and act in the public interest. In furtherance of said purposes, the Corporation's powers shall include all powers and duties granted land bank corporations as set forth in Article 16 of the Not-For-Profit Corporation Law of the State of New York, as it may be amended from time-to-time, which powers are incorporated herein by reference as if fully stated herein, and shall also include:

(a) any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, officers or any private person.

(b) In general, to perform any and all acts and things, and exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under the pursuant to the laws of the State of New York for the purpose of accomplishing any of the foregoing purposes of the Corporation.

FOURTH: The Corporation's public objective and mission, which the Corporation's purpose will achieve, includes the lessening of the burdens of government by undertaking, promoting, and facilitating the return of vacant, abandoned, and tax delinquent properties to productive use in order to eliminate the harms and liabilities caused by such properties and to combat community deterioration in Oswego County, New York, that will include real estate development and management, real estate project finance, and other community-based economic and human services development activities permissible under the Not-For-Profit Corporation Law. The Corporation may contract with other foreclosing governmental units within Oswego County to achieve these purposes on terms agreeable to the Corporation.

FIFTH: The operations of the Corporations will be principally conducted within the territory of the County.

SIXTH: (a) All income and earnings of the Corporation shall be used exclusively for its corporate purposes with the intent being that all income and earnings will be expended or deposited in appropriate reserves for corporate purposes;

(b) The property of the Corporation is irrevocably dedicated to charitable purposes.

SEVENTH: (a) The Corporation shall not attempt to influence legislation by propaganda or otherwise, or participate in or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

(b) The Corporation shall not engage in any activities not permitted to be carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

EIGHTH: In the event of the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all debts and liabilities of the Corporation of whatsoever kind or nature, distribute all of the remaining assets and property of the Corporation to the County as set forth in Section 1613 of the Not-For-Profit Corporation Law.

NINTH: The office of the Corporation shall be located in the County of Oswego, New York.

TENTH: The types or classes of Membership in the Corporation and the number of Members of the Corporation shall be described in the By-laws. The initial Member of the Corporation shall be identified in the By-laws.

ELEVENTH: The Corporation shall be initially managed by eleven directors, who shall

be appointed by the Oswego County Legislature. All directors must either be a resident of or employed in Oswego County. The term of office for a director shall be two (2) years unless a director serves by virtue of a public, elective office in which case the term for a director shall run concurrently with the term of office or two years, whichever is less. Any subsequent increase or decrease in the size of the Board of Directors will require the unanimous approval of the Members, and shall be in accordance with Article 16 of the Not-For-Profit Corporation Law of the State of New York.

TWELFTH: The names and addresses of the initial Directors of the Corporation will be as follows:

<u>Name</u>	<u>Address</u>
Paul Stewart, PH.D. President or designee	Oswego Renaissance Association c/o SUNY Oswego Oswego, New York 13126
David R. Turner, Director	Community Bank, N.A. 100 East First Street Oswego, New York 13126
Hon. Shane Broadwell, Majority Leader	Oswego County Dept. of Community Development, Tourism & Planning 46 East Bridge Street Oswego, New York 13126
Hon. Michael Kunzwiler, Minority Leader	Oswego County Legislature 46 East Bridge Street Oswego, New York 13126
Hon. Ken Burdick, President	Oswego County Legislature 46 East Bridge Street Oswego, New York 13126
Philip R. Church, M.A.P.A County Administrator	Town Supervisors' Association c/o Town of Scriba 42 Creamery Road Oswego, New York 13126
	County of Oswego 46 East Bridge Street Oswego, New York 13126

Joe Fiumara, Executive Director

City of Fulton Community
Development Agency
125 Broadway
Fulton, New York 13069

Justin Rudgick, Director

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Development Office
Conway Municipal Building
20 West Oneida Street
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Thomas W. Schneider, President &CEO

Pathfinder Bank
214 West First Street
Oswego, New York 13126

Martin Webster, President

Oswego Housing Development
Council, Inc.
PO Box 147
Parish, NY 13131

THIRTEENTH: The duration of the Corporation shall be perpetual.

FOURTEENTH: The Corporation shall indemnify each Member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

FIFTEENTH: The Secretary of New York State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is as follows: Oswego County Attorney's Office, 46 East Bridge Street, Oswego, New York 13126.

SIXTEENTH: The By-Laws of the Corporation may be adopted, amended or repealed by a majority of the voting Directors of the Corporation.

SEVENTEENTH: The Corporation will not do any of the following:

(a) Without the affirmative vote of all Members of the Corporation, increase or decrease the number of Members of the Corporation or increase or decrease the number of Directors of the Corporation.

(b) Without the affirmative vote of a majority of the voting Directors of the Corporation and all of the Corporation's Members, (i) dissolve or liquidate, in whole or in part,

or institute proceedings to be adjudicated bankrupt or insolvent, (ii) consent to the institution of bankruptcy or insolvency proceedings against it, (iii) file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency, (iv) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator or other similar official of the Corporation of a substantial part of its property, (v) make a general assignment for the benefit of creditors, (vi) admit in writing its inability to pay its debts generally as they become due or (vii) take any corporate action in furtherance of the actions set forth in clauses (i) through (vi) of this paragraph.

(c) Without the affirmative vote of all the Directors of the Corporation and all of the Corporation's Members, merge or consolidate with any other corporation, company or entity or, except to the extent contemplated by paragraph THIRD hereof, sell all or substantially all of its assets or acquire all or substantially all of the assets or capital stock or other ownership interest of any other corporation, company or entity.

EIGHTEENTH Pursuant to Section 1603 of the Not-for-Profit Corporation Law, the creation of the Oswego County Land Bank Corporation was duly authorized by Resolution Number ____ of the Oswego County Legislature on October 15, 2015.

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NINETEENTH Pursuant to Section 1603 of the Not-for-Profit Corporation Law, the creation of the Oswego County Land Bank Corporation is not effective unless and until approved by the New York State Urban Development Corporation d/b/a Empire State Development Corporation.

IN WITNESS WHEREOF, this certificate has been subscribed this _____ day of October, 2015.

Incorporator

Name of Incorporator: Kevin Gardner
Address:
19 Mason Road
Mexico, New York 13114

STATE OF NEW YORK)
COUNTY OF OSWEGO) ss.:

On the _____ day of October, 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared KEVIN GARDNER, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed same in his capacity, and that by his signature on the instrument, the individual or person on behalf of which the individual acted, executed the instrument.

Notary Public, State of New York