

## **RESOLUTION NO. 13 OF 2012**

The Greater Syracuse Property Development Corporation met in Regular Session at 333 West Washington Street, Syracuse, New York, on August 14, 2012, at 12:30 P.M.

The meeting was called to order. Upon the roll being duly called, the following members were:

**PRESENT:** Mary Beth Primo, Daniel Barnaba, James Corbett, Vito Sciscoli, and Dwight L. Hicks.

**ABSENT:**

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

### **RESOLUTION APPROVING OF THE PROPERTY DISPOSITION GUIDELINES OF THE GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION**

**WHEREAS**, New York Public Authorities Law § 2896 requires the Land Bank to adopt by resolution comprehensive guidelines which detail the Land Bank's operative policy and instructions regarding the use, awarding, monitoring and reporting of contracts for the Disposal of Property ; and

**WHEREAS**, the proposed Property Disposition Guidelines were reviewed and forwarded from the Governance Committee on July 27, 2012; and

**WHEREAS**, the Members of the Corporation have received the proposed Property Disposition Guidelines, have had the opportunity to review them, and said Property Disposition Guidelines are attached to this Resolution as Appendix "A".

**NOW, THEREFORE, BE IT RESOLVED** by the Corporation that:

1. The proposed Property Disposition Guidelines as attached to this Resolution as Appendix "A" is hereby adopted.

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

**Yes:** Mary Beth Primo, Daniel Barnaba, James Corbett, Vito Sciscoli, and Dwight L. Hicks.

**No:**

The foregoing Resolution was thereupon duly adopted.

**Appendix "A"**

**GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION**  
**PROPERTY DISPOSITION GUIDELINES**

1. **DEFINITIONS.** As used herein, the following terms shall have the meaning set forth below.

1.1 “Board” shall mean the Board of the Greater Syracuse Property Development Corporation.

1.2 “Commissioner of General Services” shall mean the Commissioner of the New York State Office of General Services.

1.3 “Contracting Officer” shall mean the officer or employee of the Land Bank who shall be appointed by Resolution of the Board to be responsible for the disposition of Property.

1.4 “Dispose” or “Disposal” shall mean transfer of title or any other beneficial interest in Property in accordance with these Guidelines, New York Not-For-Profit Law §1609, and §§ 2896; and 2897 of the Public Authorities Law, as amended from time to time.

1.5 “Fair Market Value” of Property shall mean the amount which one desiring but not compelled to purchase will pay under ordinary conditions to a seller who desires but is not compelled to sell, taking into consideration all encumbrances thereon, including restrictions as to its use, with special attention be given to limitations on ownership rights.

1.6 “Governing Statute” shall mean the Article 16 of the New York Not For Profit Corporation Law.

1.7 “Guidelines” shall mean these Guidelines, as amended from time to time by resolution of the Board.

1.8 “Land Bank” shall mean the Greater Syracuse Property Development Corporation.

1.9 “Mission” shall mean the Mission Statement of the Land Bank as adopted from time to time by the Board.

1.10 “NFPCL” shall mean Article 16 of the New York Not-For-Profit Corporation Law as amended from time to time.

1.11 “PAL” shall mean the New York Public Authorities Law, as amended from time to time.

1.12 “Property” shall mean personal property in excess of five thousand dollars (\$5,000) in value, and 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.

1.13 "Purpose" of the Land Bank shall mean all purposes pursuant to Article 16 of the NFPCL including but not limited to addressing the problems of vacant, abandoned, and tax delinquent properties and returning such properties to productive use.

## **2. CONTROLLING LEGISLATION.**

2.1 PAL §2896 requires the Land Bank to adopt by resolution comprehensive guidelines which detail the Land Bank's operative policy and instructions regarding the use, awarding, monitoring and reporting of contracts for the Disposal of Property and to designate a Contracting Officer with responsibility for compliance with, and enforcement of, these Guidelines.

2.2 These Guidelines are intended to be consistent with and shall be construed in accordance with the PAL and NFPCL. The Land Bank shall dispose of its Property in accordance with these Guidelines, the PAL and the NFPCL.

2.3 The PAL requires the Land Bank to:

(A) Maintain adequate inventory controls and accountability systems for all Property under the control of the Land Bank;

(B) Periodically inventory such Property to determine which Property shall be disposed of;

(C) Produce an annual written report listing all Land Bank owned real property, a list and full description of all real and personal property disposed of during the period of the report including the price received by the Land Bank and the name of the purchaser and to deliver copies of such report to the New York State Comptroller, Director of Budget, Commissioner of General Services, the authorities budget office, and the Legislature.; and

(D) Dispose of Property as determined by the Land Bank as promptly as possible in accordance with the PAL, NFPCL, and any other applicable law.

## **3. DUTIES OF CONTRACTING OFFICER.**

Except as otherwise provided herein and in the PAL, the Contracting Officer shall be responsible for the disposition of Land Bank owned Property and be responsible for the Land Bank's compliance with, and enforcement of these Guidelines.

## **4. CUSTODY AND CONTROL OF THE PROPERTY OF THE LAND BANK.**

The custody and control of the Land Bank Property, pending its disposition, and the Disposal of such Property, shall be performed by the Land Bank or by the Commissioner of General Services when so authorized, under the PAL, these Guidelines, and the NFPCL.

## 5. DISPOSAL OF LAND BANK PROPERTY.

The disposal of property by the Land Bank shall be governed by these guidelines and shall at all times be consistent with the applicable provisions of the NFPCL and the PAL.

**5.1 Appraisal:** Prior to disposal, an appraisal shall be made by an independent appraiser of the value of any interest in Real Property, or any other Property which because of its unique nature is not subject to fair market pricing. Said appraisal shall be included in the Land Bank's record of the transaction for the property.

### 5.3 Available Procedures for Disposal of Real Property

(A) **Public Auction:** The land bank may dispose of real property and appurtenances thereto by Auction:

- (1) Pursuant to PAL § 2897(6)(c)(ii) when the fair market value does not exceed fifteen thousand dollars; or
- (2) Pursuant to PAL § 2897(6)(c)(iii) when the bid prices after advertising therefor are not reasonable, either as to all or part of the property, or have not been independently arrived at in open competition; or
- (3) Pursuant to PAL § 2897(6)(c)(v) and § 2897(7)(a)(ii) when the purpose of the transfer is within the purpose, mission or governing statute of the Land Bank.

**Auction Procedure:** Upon the determination of the Land Bank that a parcel of Real Property is to be disposed of by Public Auction, the Land Bank shall publish on its webpage, a notice of the auction, the terms of the auction, and the qualifications for bidders. The land bank shall also post said notice in the City or Town Hall, or Village Office in the jurisdiction where the property lies and shall further post said notice at the Onondaga County Courthouse. The Land bank may also take other actions as determined by the Land Bank to publish or advertise the auction in such a way so as to obtain competition as feasible under the circumstances.

(B) **Negotiation :** The Land Bank may dispose of real property by negotiation when:

- (1) **The purchaser is a Government or other Public Entity:** the Land bank may dispose of real property and appurtenances thereto to a government or other public entity by negotiation:
  - (a) Pursuant to PAL § 2897(6)(c)(iv) when the estimated fair market value of the property and other satisfactory terms of disposal are obtained; or

(b) Pursuant to PAL § 2897(6)(c)(v); and § 2897(7)(a)(i), where the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or other public entity; or when,

(2) **The fair market value of the property does not exceed fifteen thousand dollars:** the land Bank may dispose of any real property by negotiation pursuant to PAL § 2897(6)(c)(ii) subject to obtaining such competition as is feasible under the circumstances when the fair market value of the real property does not exceed fifteen thousand dollars; or when,

(3) **The disposal of the property is within the Mission, Purpose or Governing Statute of the Land Bank:** the land Bank may dispose of any real property by negotiation pursuant to PAL § 2897(6)(c)(v) and PAL2897(7)(a)(ii) when the purpose of the transfer is within the Purpose, Mission or Governing Statute of the Land Bank.

(C) **Sealed Bid:** the Land Bank may dispose of any real property and appurtenances, to any purchaser at the highest marketable price or rental by sealed Bids Pursuant to Public Authorities Law § 2897(6)(a) provided that:

(1) The advertisement for bids 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; and

(2) All bids shall be publically disclosed at the time and place stated in the advertisement; and

(3) The award 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 state, price, and other factors considered; provided, that all bids may be rejected when it is in the public interest to do so.

#### 5.4 Available Procedures for Disposal of Personal Property

(A) **Public Auction or Negotiation:** the Land bank may dispose of personal property by public auction or negotiation when:

(1) The personal property involved 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 when,

(2) the fair market value of the property does not exceed fifteen thousand dollars; or when,

(3) the disposal of the personal property for less than market value is authorized pursuant to Public Authorities Law § 2897(7).

(B) **Sealed Bid-** the Land Bank may dispose of personal property by sealed bid subject to the same provisions as applicable under section 5.3(C)(1-3) of these guidelines.

## **6. DISPOSAL OF PROPERTY FOR LESS THAN FAIR MARKET VALUE**

**6.1 Disposal of Property for less than fair market value:** The Land Bank may dispose of real property for less than fair market value:

(A) Pursuant to PAL § 2897(7)(a)(i) when the disposal is to a government or other public entity, and the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or any other public entity; or ,

(B) Pursuant to PAL § 2897(7)(a)(ii) the purpose of the disposal is within the Purpose, Mission, or Governing Statute of the Land Bank; or,

(C) Pursuant to PAL § 2897(7)(a)(iii) when the disposal is not to a governmental entity, and the disposal is not consistent with the Land Bank's Mission, Purpose or Governing statute where the Land Bank has provided written notification of the disposal to the New York Governor, Speaker of the Assembly, and the Temporary President of the Senate, and the proposed transfer is not denied by the Governor, the Senate, or the Assembly pursuant to the terms of Public Authorities Law § 2897(7)(a)(iii).

**6.2 . Information to be provided to the Board :** In the event that a below fair market value asset transfer is proposed, the following information must be provided to the Board and the public pursuant to PAL § 2897(7)(b) :

(A) a full description of the asset; and

(B) an appraisal of the fair market value of the asset, and any other information establishing the fair market value sought by the Board; and

(C) a description of the purpose of the transfer, and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer, including but not limited to the kind, number, location, wages or salaries of jobs created or preserved as required by the transfer, the benefits, if any, to the communities in which the asset is situated as are required by the transfer; and

(D) a statement of the value received compared to the fair market value; and

(E) the names of any private parties participating in the transfer, and if different than the statement under subsection D of this section, a statement of the value to the private party; and,

- (F) the names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used.

**6.3 Board approval of disposal of property for less than fair market value:**

Prior to disposing of property for less than market value, the board shall consider the information described in section 6.2 of these guidelines and make a written determination by Resolution that there is no reasonable alternative to the proposed below market transfer that would achieve the same purpose of such transfer.

**7. REPORTS AND TRANSMITTALS**

**7.1 Filing of the Guidelines:** On or before the 31<sup>st</sup> day of March each year, the Land Bank shall file with the New York State Comptroller the copy of the Guidelines most recently reviewed and approved by the Board.

**7.2 Explanatory statements for negotiated disposals:** Pursuant to PAL §2897(6)(d)(i) an explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:

- (A) any personal property which has an estimated fair market value in excess of fifteen thousand dollar; or
- (B) any real property (other than by lease) that has an estimated fair market value in excess of one-hundred thousand dollars; or
- (C) any real property disposed of by lease, if the estimated annual rent over the term of the lease is in excess of fifteen thousand dollars; or
- (D) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

An explanatory statement when required under this section shall be transmitted to the new York State Comptroller, Director of the Budget, Commissioner of General Services, the Authorities Budget Office, and the Legislature.

**7.3 Proposed transfer for less than fair market value to a non-governmental entity where the disposal would not be consistent with the Land Bank's mission, purpose, or governing statutes:** Whenever the Land Bank proposes to transfer an asset for less than fair market value to a non-governmental entity where the disposal would **not be** consistent with the Land Bank's Mission, Purpose, or Governing Statutes, the Land Bank shall provide written notification thereof to the New York Governor, Speaker of the Assembly, and the Temporary President of the Senate, and such proposal shall be subject to denial by the governor, the senate, or the assembly pursuant to the terms of PAL § 2897(7)(a)(iii).

**7.4 Property Report:** the Land Bank shall publish annually a report listing all Property of the Land Bank as required pursuant to PAL § 2896(3)(a). Such report shall include a list and full



description of all real and personal Property Disposed of during such period. The report shall contain the price received by the Land Bank and the name of the purchaser for all such Property sold by the Land Bank during such period.

The Land Bank shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, the New York State Legislature, and the Authorities Budget Office as required pursuant to PAL § 2896(3)(b).

**7.5 Disposition Inventory :** the Land Bank shall maintain and make available for public review and inspection a complete inventory of real property dispositions by the Land Bank as required pursuant to NFPCL § 1609(b). Such inventory shall include a complete copy of the sales contract including all terms and conditions including but not limited to any form of compensation received by the Land bank or any other party which is not included in the sales price. All Property dispositions shall be listed on the Disposition Inventory within one week of disposition and such records shall remain available to the public indefinitely. Failure to strictly comply with this section could result in the imposition of a civil penalties or an action to seek rescission of the sale pursuant to NFPCL § 1609(h).

**7.6 Acquisition Inventory :** the Land Bank shall maintain and make available for public review and inspection, a real property acquisition inventory as required pursuant to NFPCL § 1608(h) which shall include the location of the parcel; the purchase price if any; the current assessed value of the parcel; the amount owed to any locality for real property taxation; the identity of the transferor; and any conditions or restrictions applicable to the parcel. As required pursuant to NFPCL § 1608(i) all parcels received by the Land Bank shall be listed on the acquisition inventory within one week of acquisition, and shall remain on the acquisition inventory at least one week prior to disposition.

## **8. DISPOSAL BY COMMISSIONER OF GENERAL SERVICES.**

If the Board finds that that Disposal of any of the Land Bank's Property by the Commissioner of General Services will be advantageous to the Land Bank and the State of New York, the Land Bank may enter into an agreement with the Commissioner of General Services pursuant to which said Commissioner may Dispose of Property of the Land Bank under terms and conditions agreed to by the Land Bank and the Commissioner. In Disposing of any such Property, the Commissioner shall be bound by the terms of Title 5-A of the PAL and references to the Contracting Officer shall be deemed to refer to the Commissioner of General Services.

## **9. REAL PROPERTY DISPOSITION CONTRACTS**

**9.1 Consideration:** All real property disposition contracts of the Land Bank shall contain any and all consideration received by the Land Bank, or any third party for the disposition of the real property subject of the contract. Consideration may take the form of monetary payments, secured financial obligation, restrictive covenants and conditions placed upon the real property, contractual commitments of the purchaser, rights of reacquisition, rights of reverter, rights of re-entry, and any other forms of consideration as are consistent with state and local law.

**9.2 Records of Real Property Disposition Contracts to be Retained:** Copies of all real property disposition contracts shall be retained indefinitely by the Land Bank. Copies of contracts under this section shall be kept as a part of the Land Bank's disposition file and shall also be incorporated into the Disposition Inventory as set forth in section 7.5 of these guidelines. Copies may be kept in original form, electronically, or in both forms.

## **10. ANNUAL REVIEW AND AMENDMENTS OF GUIDELINES.**

The Guidelines are subject to modification and amendment at the discretion of the Board in accordance with the PAL and NFPCL. The Guidelines shall be reviewed and approved annually by the Land Bank. On or before March 31<sup>st</sup> of each year, the Guidelines most recently reviewed and approved including the name of the Contracting Officer shall be filed with the Comptroller of the State and posted on the Land Bank's website.

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

I, the undersigned, Dwight L. Hicks, Secretary of the Greater Syracuse Property Development Corporation, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Greater Syracuse Property Development Corporation including the resolution contained therein, held on the 14th day of August 2012, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Greater Syracuse Property Development Corporation 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 Greater Syracuse Property Development 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 Greater Syracuse Property Development 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 seal of said Greater Syracuse Property Development Corporation this 10<sup>TH</sup> day of OCTOBER, 2012.

  
Dwight L. Hicks, Secretary