GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION

(dba Greater Syracuse Land Bank)

GREATER SYRACUSE
LAND BANK

Annual Report
2013

Greater Syracuse Property Development Corporation
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Board of Directors and Officers

Names and Titles

Vito Sciscioli
Chairperson

Mary Beth Primo
Vice-Chairperson

Daniel Barnaba
Treasurer

Dwight L. Hicks
Secretary

James Corbett
Director

Corporation Staff

Katelyn E. Wright
Executive Director/Chief Financial Officer

Corporation Counsel
Menter, Rudin, & Trivelpiece, P.C.

Corporation Accountants
Bowers & Company, CPAs, PLLC

Corporation Auditor
Testone, Marshall, & Discenza, LLP

2013 Board Committees & Membership

Governance Committee
Vito Sciscioli
Mary Beth Primo
James Corbett

Finance Committee
Daniel Barnaba
Jim Corbett
Dwight L. Hicks

Audit Committee
Daniel Barnaba
Dwight L. Hicks
Mary Beth Primo

Hiring Committee
Daniel Barnaba
Dwight L. Hicks
Mary Beth Primo

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2013 Meeting Attendance

January 8, 2013 – Annual Meeting
Present: Daniel Barnaba, Mary Beth Primo, Dwight Hicks, James Corbett
Excused: Vito Sciscioli

February 12, 2013 – Regular Meeting
Present: Vito Sciscioli, Daniel Barnaba, Mary Beth Primo, Dwight Hicks, James Corbett

March 18, 2013 – Regular Meeting
Present: Daniel Barnaba, Mary Beth Primo, Dwight Hicks, James Corbett
Excused: Vito Sciscioli

April 9, 2013 – Regular Meeting
Present: Vito, Sciscioli, Daniel Barnaba, Mary Beth Primo, Dwight Hicks
Excused: Jim Corbett

May 14, 2013 – Regular Meeting
Present: Vito, Sciscioli, Daniel Barnaba, Jim Corbett, Dwight Hicks
Excused: Mary Beth Primo

June 11, 2013 – Regular Meeting
Present: Vito Sciscioli, Daniel Barnaba, Mary Beth Primo, Dwight Hicks, James Corbett

June 27, 2013 – Special Meeting
Present: Vito Sciscioli, Daniel Barnaba, Mary Beth Primo, Dwight Hicks, James Corbett

July 9, 2013 – Regular Meeting
Present: Vito Sciscioli, Daniel Barnaba, Mary Beth Primo, Dwight Hicks, James Corbett

July 18, 2013 – Special Meeting
Present: Vito Sciscioli, Dwight Hicks, Daniel Barnaba
Excused: Mary Beth Primo, Jim Corbett

August 13, 2013 – Regular Meeting
Present: Vito Sciscioli, Daniel Barnaba, Mary Beth Primo, Dwight Hicks, James Corbett

September 17, 2013 – Regular Meeting
Present: Vito Sciscioli, Daniel Barnaba, Mary Beth Primo, Dwight Hicks, James Corbett

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October 8, 2013 – Regular Meeting
Present: Vito Sciscioli, Daniel Barnaba, Mary Beth Primo, Dwight Hicks, James Corbett
November 12, 2013 – Regular Meeting
Present: Vito Sciscioli, Daniel Barnaba, Mary Beth Primo, Dwight Hicks, James Corbett

December 10, 2013 – Regular Meeting
Present: Vito Sciscioli, Daniel Barnaba, Mary Beth Primo, Dwight Hicks, James Corbett

COMPENSATION SCHEDULE

There were no managerial employees employed by the Corporation who were compensated in excess of one-hundred thousand dollars ($100,000.00) in fiscal year 2013.

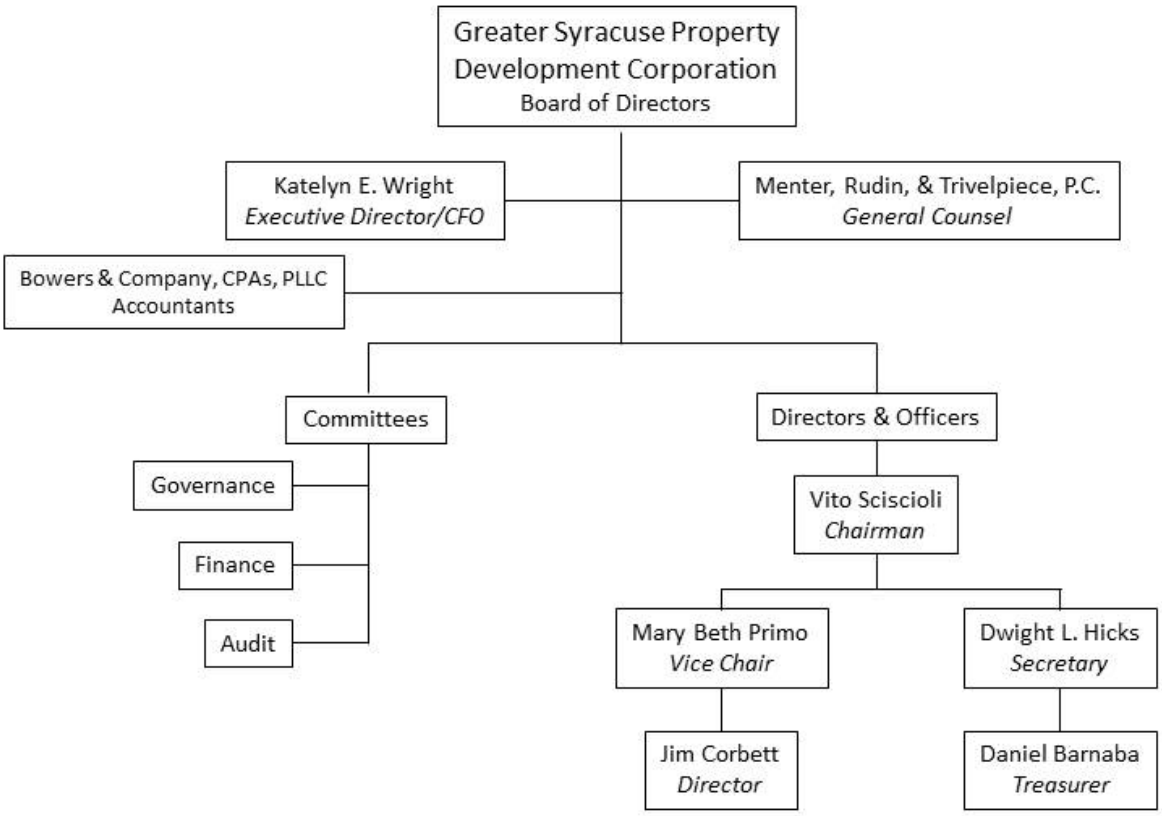
BOARD MEMBER BIOGRAPHIES

Appendix A

BOARD EVALUATIONS

Appendix B

CORPORATION ORGANIZATIONAL CHART



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Mission Statement & Measurement Report

To address the problems of vacant, abandoned, or tax delinquent property in the City of Syracuse and the County of Onondaga in a coordinated manner through the acquisition of real property pursuant to New York Not-for-Profit Corporations Law section 1608 and returning that property to productive use in order to strengthen the economy, improve the quality of life, and improve the financial condition of the municipalities, through the use of the powers and tools granted to Land Banks by the Laws of the State of New York.

Initially Adopted: August 14, 2012; Readopted January 21, 2014

See Appendix E for Measurement Report.

Corporate Purpose

As contained within the GSPDC's Articles of Incorporation:

A. The purpose for which the corporation is formed are as follows:
   (1) The specific and primary purposes for which this corporation is formed is to operate as a Land Bank pursuant to Article 16 of the Not-for-Profit Corporation Law within Onondaga County and the City of Syracuse for the purpose of lessening the burdens of government, by the distribution of funds for such purposes, and particularly for addressing the problems of the County of Onondaga and the City of Syracuse with regards to vacant and abandoned property within those governmental jurisdictions and to promote economic growth through the return of vacant, abandoned, and tax delinquent properties to productive use.

   (2) The purposes set forth above, which this corporation is formed are considered to be exclusively charitable purposes in order to qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

   (3) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

B. The lawful public or quasi-public objective of which each business purpose will achieve is: to benefit the public by lessening the burdens on the government of Onondaga County and the City of Syracuse by performing those functions permissible under the New York Land Bank Act to address vacant and abandoned property and to promote economic growth through the return of vacant, abandoned, and tax delinquent properties to productive use.

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Legislation that Forms the Statutory Basis of the Corporation

NYS Not-For-Profit Corporation Law - Article 16
Appendix H

Intermunicipal Agreement between the County of Onondaga and City of Syracuse
Appendix I

Bylaws

Appendix C

Code of Ethics

Appendix D

Units or Subsidiaries of the Corporation

The Corporation had no units or subsidiaries in fiscal year 2013.

Operations Summary

Summary

- A five (5) member board governs the Corporation, with
  - one (1) voting Director appointed by the County Executive of Onondaga County,
  - one (1) voting Director appointed by the Chairman of the Onondaga County Legislature,
  - one (1) voting Director appointed by the Mayor of the City of Syracuse,
  - one (1) voting Director appointed by the Majority Leader of the Common Council of the City of Syracuse and confirmed by the Common Council of the City of Syracuse, and
  - one (1) additional voting Director of the Corporation jointly nominated the Mayor of the City of Syracuse and the County Executive of Onondaga County and confirmed by both the Common Council of the City of Syracuse and the County Legislature of the County of Onondaga.
- The City of Syracuse and County of Onondaga continued to provide staff support as an in-kind contribution in early 2013.
- The GSPDC retained general counsel in April 2013, accounting services in July 2013, and hired an Executive Director/Chief Financial Officer in August 2013.

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- The Corporation retained an independent auditor in December 2013.
- The Corporation began to undertake the acquisition of abandoned properties in order to facilitate their redevelopment, consistent with its mission and its partnership with the City to enable the City's new tax collection policy. It acquired 131 properties via municipal foreclosure in 2013.
- The Corporation approved the sale of six of those properties for redevelopment projects consistent with its mission and purpose.
- During the 2013 fiscal year, the Corporation conducted 29 public meetings. These included one annual meeting, eleven regular meetings, two special meetings of the board of directors, and fifteen committee meetings.
- An independent certified public accounting firm performs the annual financial audit of the Corporation. The report will be available after March 18, 2014 at https://syracuselandbank.org.

PROGRAMS & INCENTIVES

The Corporation adopted the following policies in 2013 related to the disposition of properties for purposes consistent with its mission and purpose:

The Land Bank Board of Directors adopted the *Guidelines for Maintenance and Disposition of Real and Personal Property within The City of Syracuse* developed by the Land Bank Citizens Advisory Board. This document has guided our property intake and maintenance procedures, the process of assigning disposition strategies to certain properties, and leveraging our activity and available subsidies (such as the grant funds awarded by the Office of the Attorney General) to attract private investment that supports goals contained in the City of Syracuse Comprehensive Plan. Amendments to the Corporation's Disposition Policy based on these *Guidelines* include:

- Minimum Qualifications and Disqualifying Criteria for Buyers
- Procedures for Screening Buyers' Qualifications and Development Plans
- Discount Programs, and
- A Development Plan Enforcement Note and Mortgage (described above).

Discount Programs (which will be promoted more heavily in 2014 using the Land Bank's new website and MLS listing notes) include disposing of property at a nominal price for:

- Purchase or Lease for Community Gardens or Green Space
- Residential Side-Lot Sales
- Affordable Housing Development

The following discounts maybe taken as a reduction in purchase price, cash assistance toward closing costs, or a combination thereof equal to 10% of the listing price:

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- Public Safety Employees and Syracuse City School District teachers – discount available if they make the home their primary residence for five years.
- Affordable Home Ownership – buyers earning less than 80% of Area Median Income (as defined by HUD) if they make the home their primary residence for five years.

In addition, the Land Bank has adopted two sales preference programs:

- Home-Ownership Choice: When listing move-in ready or nearly move-in ready single-family homes for sale, will wait for up to 60 days prior to considering any purchase offers, in order to offer owner-occupants a chance to apply. The Board shows a preference for owner-occupancy when considering qualified offers. In certain neighborhoods this waiting period will be extended and may apply to two-family homes, as well.
- Tenant to Home-Owner: Tenants living in the home at the time of foreclosure are given the first opportunity to purchase the home prior to it being listed on the MLS.

In addition, in order to make certain homes move-in ready and available for owner-occupancy, the Land Bank applied for and was awarded a grant from the Office of the New York Attorney General for the renovation of single-family homes to be sold to low-income households. This will fund the redevelopment of 50 single-family homes that would otherwise likely have been sold in as-is condition. The Greater Syracuse Land Bank chose to pursue these funds although it would entail forgoing approximately $1 million in market-rate sales, in order to promote home-ownership, better improve the building stock in deteriorating older neighborhoods, and thereby promote neighborhood stabilization. This program will be carried out in 2014-2015.

2013 Accomplishments

- In 2013, $250,000 in start-up capital was obtained via a services agreement with the Onondaga County Civic Development Corporation.
- The City of Syracuse, in anticipation of increased property tax revenue collection, budgeted $1.5 million in grant funds for the GSPDC in its 2013-14 fiscal year. These funds are granted to the GSPDC in exchange for the Corporation's acceptance of as many foreclosed properties as the GSPDC considers financially prudent. The City disbursed $833,333.33 of those funds to the GSPDC during the GSPDC's 2013 fiscal year; their fiscal years do not coincide. The projected increase in collections is enabled by the Land Bank's acceptance of foreclosed properties and affects the City/School levy and taxes which the City collects on behalf of the County of Onondaga.
- In late 2013 the County of Onondaga passed a budget including $500,000 for the GSPDC in its 2014 fiscal year. These two governmental funding allocations are a first step in the GSPDC securing a sustainable funding source for its operations.
- The Corporation retained legal counsel and accounting and bookkeeping services.

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- The Corporation hired an Executive Director/Chief Financial Officer.
- The Corporation retained and independent auditor.
- The Corporation established its office at 333 W. Washington Street, Suite 130 in space provided in-kind by the Onondaga Civic Development Corporation.
- The Corporation refined its policies and procedures and developed mission-driven policies for the redevelopment and disposition of vacant, abandoned, and tax-delinquent properties.
- The Corporation acquired 131 vacant, abandoned, or tax-delinquent properties.
- The Corporation approved the sale of six of those properties for redevelopment consistent with its mission and purpose.
- During the 2013 fiscal year, the Corporation conducted 29 public meetings. These included eleven regular meetings, one annual meeting, two special meetings of the board of directors, and fifteen committee meetings.
- The Corporation completed its first annual financial audit. The report will be available after March 18, 2014 at https://syracuselandbank.org.

Assessment of the Effectiveness of Internal Control Structure and Procedures

This statement certifies that management has documented and assessed the internal control structure and procedures of the Greater Syracuse Property Development Corporation for the year ending December 31, 2013. This assessment found the corporation's internal controls to be adequate, and to the extent that deficiencies were identified, the authority has developed corrective action plans to reduce any corresponding risk.

Material Changes in Operations & Programs

The Corporation began operations in 2013, hired its first independent staff, and acquired its first properties for the purpose of redevelopment consistent with its mission. It adopted policies and procedures governing the acquisition and mission-driven redevelopment and disposition of properties.

2013 GSPDC Project Detail

The Corporation acquired 131 vacant, abandoned, or tax-delinquent properties in 2013. These are documented in Appendix G.

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2013 FINANCIAL REPORT

The Public Authority Accountability Act of 2005 (PAAA) as amended in 2009 is designed to ensure greater efficiency and accountability for New York's public authorities, including Industrial Development Agencies. Among the requirements of the PAAA is the preparation of an annual report that is to contain specified information. This section of the Agency Annual Report summarizes the financial information required by the PAAA.

Audited Financials

Revenue and Expense Summary

OPERATING REVENUES:	
Grant and government subsidy revenue	$1,679,667
Rent revenue	1,922
Total operating revenues	1,681,589
OPERATING EXPENSES:	
Cost of sales	995
General and administrative expenses	3,677
Professional services	101,225
Salaries, wages and related expenses	33,536
Insurance	23,696
Travel	979
Depreciation	1,763
Total operating expenses	165,871
OPERATING INCOME	1,515,718
NON-OPERATING EXPENSE:	
Miscellaneous expense	
Total non-operating expense	(96)
CHANGE IN NET POSITION	1,515,622
NET POSITION - JANUARY 1, 2013	-
NET POSITION - DECEMBER 31, 2013	$1,515,622

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Assets and Liabilities Summary

CURRENT ASSETS:	
Cash	$874,824
Due from primary government	666,667
Inventory	75,163
Prepaid expenses	33,334
Total current assets	1,649,988
NONCURRENT ASSETS:	
Capital assets, net	24,677
Total assets	1,674,665
CURRENT LIABILITIES:	
Accounts payable	39,817
Accrued expenses	35,893
Total current liabilities	75,710
Total liabilities	75,710
Deferred grant and government subsidy revenue	83,333
Net investment in capital assets	24,677
Unrestricted	1,490,945
Total Net Position	$1,515,622

Four-Year Financial Plan
Appendix F

Bonds
The Corporation has issued no bonds.

Grants and Subsidy Programs
The Corporation has grant or subsidy programs.

Operating and Financial Risks
The Corporation currently has no operating or financial risks

Long Term Liabilities
The Corporation currently has no long term liabilities.

Real Property Schedule
A: See Appendix G for all real property acquired by the Corporation in 2013.

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B: The Corporation disposed of no real property in year 2013 with a market value in excess of $15,000.00

Description of Pending Litigation

The Corporation was not involved as a party to any litigation in fiscal year 2013.

Description of the total amounts of assets, services or both assets and services bought or sold without competitive bidding

Assets: No assets were bought or sold in fiscal year 2013 without competitive bidding.

Services: Until independent legal counsel was retained and staff hired, legal services and organizational services were purchased without competitive bidding from the City of Syracuse pursuant to N-PCL § 1606. The cost of the procurement of these services was one-dollar ($1.00).

The Corporation procured no other services without competitive bidding during fiscal year 2013.

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Appendices

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Appendix A

BOARD BIOGRAPHIES

Daniel Barnaba

Daniel Barnaba is a 1988 graduate of Rensselaer Polytechnic Institute of Technology with a Bachelor of Science Degree in Electrical Engineering. Dan was commissioned as an officer in the Navy upon graduation and proceeded to serve 5½ years in the Naval Submarine Force, completing many deployments, including two visits to the North Pole. Following his naval service, Dan pursued a degree in law from Albany Law School and practiced law for two years at the Phillips, Lytle law firm in Buffalo, NY. In 1998, following Dan Barnaba Sr.'s failed battle with cancer, Dan decided to come home to Syracuse and continue operating Eldan Homes, the homebuilding and land development business his father started. Now 15 years later, Dan has built over 300 houses and successfully created over a dozen new neighborhoods in Onondaga County. Dan resides in Baldwinsville and is the father of two children, his son Jacob and his daughter Allysa.

James Corbett

James Corbett has lived in Syracuse and Onondaga County almost all his life, currently residing in Camillus. From 1969 to 1974 he worked for Allied Chemical in Solvay. In 1974 Jim was accepted into Electricians Local 43 apprenticeship and graduated in 1978. He has been employed through the IBEW from 1974 to present, and has served as their Referral Agent since 1999. Additionally he also has held an elected position on their Executive Board from 1983 to present. During that time Jim was elected as a Councilman for the Town of Geddes in 1989 and then to the Onondaga County Legislature in 1995, retiring December 2011. Jim sat on and chaired many committees, including Chair of Environmental Protection and Vice-chair of Ways & Means. Jim is a member of numerous organizations, serving on the Board of Directors of the Solvay-Geddes Community Youth Center and as recording secretary for the NYS-DEC Region 7 Fish & Wildlife Management Board.

Dwight L. Hicks

Dwight L. Hicks is a licensed Real Estate Broker with RE/MAX Masters, involved with sales and purchase of existing housing, new construction, investments and relocation. As an independent contractor, he is responsible for the administration and day to day operations of The Dwight Hicks Real Estate Team Brokerage. At present, he serves on the boards of People's Equal Action and Community Efforts, Inc. (P.E.A.C.E., Inc.) as Treasurer and Home HeadQuarters, Inc. as Vice President. Dwight, a Disabled Veteran of the Viet Nam Conflict, received his BA degree from North Carolina A & T State University in Greensboro, North Carolina with MBA studies at Syracuse University in Urban Planning and Development. Formerly Onondaga County's Housing Program Coordinator, Community Development Block Grant Program, he was responsible for the development of the County's housing assistance program for senior citizens and moderate to low income families, designed housing rehabilitation programs for the county's Towns and Villages and established the Community Housing Resource Board (CHRB) which educated the public of their fair housing rights and responsibilities. A resident of the City of Syracuse, Dwight has served as a member of the City's Tax Assessment Review Board.

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Mary Beth Primo

Mary Beth Primo became the Onondaga County Director of Economic Development in December of 2008, and was named Executive Director of the Onondaga County Industrial Development Agency shortly thereafter. She was appointed President/CEO of the Onondaga Civic Development Corporation and Executive Director of the Trust for Cultural Resources of Onondaga County after the formation of both in late 2009. Before accepting the position of Director of Economic Development, Mary Beth managed a private legal practice and was Vice-President for Business Development for Syracuse Metro Abstract Co., Inc. She is a graduate of Western New England College School of Law and William Smith College.

Vito Sciscioli

Vito Sciscioli held a range of posts with the City of Syracuse from 1970-2002, including Commissioner of Community Development, Director of Community and Economic Development, and Director of City Operations. He is an adjunct professor of Metropolitan Government and Politics at Syracuse University's Maxwell School for Public Administration. Mr. Sciscioli has been the executive director of Syracuse 20/20 a civic organization of local businesses, institutions of higher education and not for profit agency chief executives devoted to understanding and advocating for critical issues facing the city and region with respect to education, government modernization and community revitalization. He currently serves or has served on the boards of the Syracuse Industrial Development Agency, Salvation Army (former chairman), Home Headquarters (former president), Housing Visions, University United Methodist Church, YMCA, InterReligious Council of Central New York, International City Managers Association, Onondaga Historical Association, Leadership Greater Syracuse, Syracuse Housing Authority (former chairman), Syracuse Economic Development Corporation, and Rebuild Syracuse. He holds a Masters of Public Administration from Syracuse University's Maxwell School for Public Administration, is a graduate of St. John Fisher College in Rochester, and served as a Captain in the U.S. Army.

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Appendix B

2013 Board/Staff Performance Evaluations

SUMMARY
Confidential Evaluation of GSPDC Board Performance

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree	Did Not Answer
	#	#	#	#	#
Board members have a shared understanding of the mission and purpose of the Authority.					
The policies, practices and decisions of the Board are always consistent with this mission.					
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.					
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.					
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.					
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.					
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.					
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.					
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.					
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.					
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.					
Board members have sufficient opportunity					

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to research, discuss, question and prepare before decisions are made and votes taken.					
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.					
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.					
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.					
Board members demonstrate leadership and vision and work respectfully with each other.					

Name of Agency: Greater Syracuse Property Development Corporation Date Completed: March 18, 2014
* Numbers correspond to board member responses.

SUMMARY
Confidential GSPDC Staff Evaluation

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree	Did Not Answer
Does the staff have an understanding of the mission, duties & responsibilities of the Agency?	1				
Does the staff sufficiently fulfill the Board's administrative duties?	1				
Does the staff provide the Board with the information necessary for the Board to fulfill its duties in a prudent and timely manner?		1			
Does the staff encourage open discussion at Agency meetings by presenting information and responding to inquiries from board members, clearly and openly?	1				
Does the staff acknowledge to the Board a financial or other conflict of interest, as defined in Agency policy, with any project that may come before the Board during a staff member's tenure with the Board?	1				
Has each staff member submitted executed copies of each administrative document required of him/her by the County Legislature, State Statute or Regulation, or Board policies?					N/A

Name of Agency: Greater Syracuse Property Development Corporation Date Completed: March 15, 2014
* Numbers correspond to board member responses.

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Appendix C

BY-LAWS OF GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION

Date Adopted: June 29, 2012

ARTICLE I - THE CORPORATION

Section 1. Name. The name of the Corporation shall be provided in its Certificate of Incorporation and is currently the **Greater Syracuse Property Development Corporation.**

Section 2. Seal. The Corporation's seal shall be in the form of a circle and shall bear the name of the Corporation and the year of its organization, and the words "Corporate Seal, New York." The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise reproduced.

Section 3. Office. The office of the Corporation shall be located at 201 E. Washington Street, Syracuse, New York, or such other address as the Corporation may designate, from time to time, by resolution.

ARTICLE II - BOARD

Section 1. Powers of the Board and Qualification of Members. The Corporation shall be overseen and governed by its Board who shall exercise oversight and control over the officers and staff of the Corporation. The Board shall have all powers conferred on Boards of not-for-profit corporations pursuant to New York State law, an any other law that is applicable to the Corporation.

Section 2. Board Composition. The Board shall consist of five (5) Members. Each Member shall have a three (3) year term and continue to hold office until his or her successor is appointed and has been elected and qualified. Each member shall serve without compensation. Vacancies in the Board occurring otherwise that by expiration of term shall be filled for the unexpired term. The members of the Board shall be appointed as follows:

(a) One (1) member shall be appointed by the County Executive of Onondaga County;

(b) One (1) member shall be appointed by the Chairman of the Onondaga County Legislature, and confirmed by the Onondaga County Legislature;

(c) One (1) member shall be appointed by the Mayor of the City of Syracuse;

(d) One (1) member shall be appointed by the Majority Leader of the Common Council of the City of Syracuse and confirmed by the Common Council of the City of Syracuse;

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(e) One (1) member shall be jointly appointed by the County Executive of Onondaga County, the Mayor of the City of Syracuse, and confirmed by both the Common Council of the City of Syracuse and the Onondaga County Legislature.

Section 3. Initial Members. The first term of the first Board members shall commence on the date of the first Board meeting. The initial Members of the Board of the Corporation shall be:

(a) Appointed by the County Executive of Onondaga County:
Mary Beth Primo, for a term of two (2) years; and

(b) Appointed by the Chairman of the Onondaga County Legislature
and confirmed by the Onondaga County Legislature:
Daniel Barnaba, for a term of three (3) years; and

(c) Appointed by the Mayor of the City of Syracuse:
Vito Scisciolí, for a term of two (2) years; and

(d) appointed by the Majority Leader of the Common Council of the City of Syracuse and confirmed by the Common Council of the City of Syracuse:
Dwight Hicks, for a term of three (3) years; and

(e) Jointly nominated by County Executive of Onondaga County,
the Mayor of the City of Syracuse, and confirmed by both the Common Council of the City of Syracuse and the Onondaga County Legislature:
James Corbett, for a term of three (3) years.

Section 4. Term of Office. Except for the terms of the initial members as outlined in Section 3, the members of the Board appointed to succeed the initial members shall be appointed for a term of three (3) years. Each Board member at the election of his or her appointing Party may serve a maximum of two full terms in addition to any partial term for which such member was appointed to fill a vacancy or any initial term that is less than a full three year term. In the event State law is amended to provide for different terms and/or composition of the Board, then the Board as it exists at the time of such amendment shall be authorized to take any action required such that the Board complies with any requirements of State law.

Section 5. Qualifications. All members of the Board of the Corporation shall all be residents of the County of Onondaga. Members appointed in whole by the Mayor or the Common Council of the City of Syracuse or the Majority Leader of the Common Council of the City of Syracuse shall be residents of the City of Syracuse. The jointly nominated member may be, but need not be, a resident of the City of Syracuse.

Section 6. Removal. Board members may be removed by their appointing Party for neglect of duty or misconduct in office, or may be removed pursuant to any other provision of New York law.

Section 7. Vacancies. A vacancy among the members of the Board appointed under section 4.01, whether caused by the death, resignation, or removal of a Board member, shall be filled in the same

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manner as the original appointment for the balance of the unexpired term. Such vacancy shall be filled as soon as practicable.

Section 8. Independence.

(a) No Member, including the Chair shall serve as the Corporation's Executive Director, Chief Operating Officer, Chief Financial Officer, Comptroller, or hold any other equivalent executive position or office while also serving as a Member.

(b) As soon as practicable and in compliance with Section 2825 of the New York Public Authorities Law, the majority of the Members of the Board shall be Independent Members, as such term is defined in paragraph (c) below.

(c) Independence. For the purposes of these ByLaws, an independent Member is one who:

(i) is not, and in the past two (2) years has not been, employed by the Corporation or another corporate body having the same ownership and control of the Corporation in an executive capacity;

(ii) is not, and in the past two (2) years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars ($15,000.00) for goods and services provided to the Corporation or received any other form of financial assistance valued at more than fifteen thousand dollars ($15,000.00) from the Corporation;

(iii) is not a relative of an executive officer or employee in an executive position of the Corporation or another corporate body having the same ownership and control of the Corporation; and

(iv) 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 Corporation or another corporate body having the same ownership and control of the Corporation.

(d) Each Member shall have one vote.

Section 9. Organization. At each meeting of the Board, the Chair, or, in the absence of the Chair, a Vice Chair shall preside, or in the absence of either of such officers, a chair chosen by a majority of the Members present shall preside. The Secretary shall act as secretary of the Board. In the event the Secretary shall be absent from any meeting of the Board, an Assistant Secretary shall act as the secretary for such meeting.

Section 10. Action by the Board. Except as otherwise provided by law or in these Bylaws, the act of the Board means action taken at a meeting of the Board by vote of a majority of the Members present at the time of the vote, if a quorum is present at such time, except as provided in Section 1605 (l) of the NPCL.

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Section 11. Place of Meeting. The Board may hold its meetings at 233 East Washington Street, Syracuse, New York, or at such place or places within the State of New York as the Board may from time to time by resolution determine.

Section 12. Annual Meeting. Except in case of the Annual Meeting in calendar year 2012, the annual meeting of the Corporation shall be held on the second Tuesday of January in each calendar year, at the regular meeting place of the Corporation as described in Section 7 of this Article. Such 2012 annual meeting may be held at such time as approved by the chairman of the Corporation; and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Board.

Section 13. Regular Meetings. Regular meetings of the Board may be held at such times as may be fixed from time to time by resolution of the Board.

Section 14. Special Meetings. Special meetings of the Board shall be held whenever called by the Chair or in the absence of the Chair by a Vice Chair, or by any two (2) of the Members. Notice shall be given orally, by telefax, bye-mail, or by mail and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than two (2) days before the meeting; if it is given by telefax, bye-mail or by mail, it shall be given not less than three (3) days before the meeting. At such special meeting no business shall be considered other than that designated in the notice.

Section 15. Waivers of Notice. Notice of a meeting need not be given to any Member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 16. Quorum.

(a) A majority of the entire Members of the Board shall constitute a quorum for the transaction of business.

(b) A majority of the Members present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Member.

Section 17. Compensation. Members shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Section 18. Annual Independent Audit. The Members of the Board shall present to the Member the annual independent audit report performed in accordance with the requirements of the Public Authorities Accountability Act (hereinafter "PAAA") and generally accepted government auditing standards certified by a firm of independent public accountants selected by the Board. The certified independent public accounting firm that performs the annual independent audit shall report the following:

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(a) the assets and liabilities, including the status of reserve, depreciation, special or other funds including the receipts and payments of such funds, of the Corporation as of the end of the fiscal year;

(b) the principal changes in assets and liabilities, including trust funds, during said fiscal period;

(c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period;

(d) the expenses or disbursement, of the Corporation for both general and restricted purposes, during said fiscal period; and

(e) a schedule of the bonds and notes of the Corporation outstanding during said fiscal period, including all refinancings, calls, refundings, defeasements, and interest rate exchange or other such agreements, and for any debt issued during the fiscal period, together with a statement of the amounts redeemed and incurred during such fiscal period as a part of a schedule of debt issuance that include the date of issuance, term, amount, interest rate, means of repayment and cost of issuance.

Furthermore, the certified independent public accounting firm that performs the annual independent audit shall report to the Board or designated Board committee the following:

(f) all critical accounting policies and practices to be used;

(g) all alternative treatments of financial information within generally accepted accounting principals that have been discussed with the management of the Corporation, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm;

(h) other material written communications between the certified independent public accounting firm and the management of the Corporation, such as the management letter along with managements response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

ARTICLE III - COMMITTEES

Section 1. Audit Committee. There shall be an Audit Committee consisting entirely of Independent Members, who shall be elected by the Members at each Annual Meeting and shall serve until the next Annual Meeting. To the extent practicable, members of the Audit Committee should be familiar with corporate financial and accounting practices. The Audit Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with the Public Authorities Law of New York State to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit.

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Section 2. Governance Committee. There shall be a Governance Committee consisting entirely of Independent Members, who shall be elected by the Members at each Annual Meeting and shall serve until the next Annual Meeting. The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Corporation's governance principles, and advise the Board on the skills and experience required of potential directors.

Section 3. Other Standing Committees. The Members of the Board, by resolution adopted by a majority of the entire Board, may designate from among its members other standing committees consisting of three (3) or more Members, which can make recommendations to the entire Board. The standing committees shall have such authority as the Board shall by resolution provide, except that no such committee shall have authority as to the following matters:

(a) the submission to the Member of any action requiring Member approval under the law;

(b) the filling of vacancies in the Board or in any committee;

(c) the amendment or repeal of the By laws, or the adoption of new By laws; or

(d) the amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.

Section 4. Special Committees. The Members of the Board may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee.

Section 5. Meetings. Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chair of the Board or the chair of such committee or by vote of a majority of all the members of the committee.

Section 6. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the direction of the Board.

Section 7. Tenure of Members of Committees of the Board. Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 8. Alternate Members. The Board may designate one (1) or more members as alternate members of any standing committee of the Board; who may replace any absent member or members at any meeting of such committee.

ARTICLE IV – BOARD MEMBERS

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Section 1. Officers. The Officers of the Corporation's Board shall be a Chair, a Vice Chair a Treasurer, a Secretary and/or such other officers as the Board may in its discretion determine. Any two (2) or more offices may be held by the same person, except the offices of Chair and Secretary.

Section 2. Term of Office and Qualifications. Those officers whose titles are specifically mentioned in Section 1 of this Article shall be elected by the Board at its Annual Meeting. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall extend to the next Annual Meeting and until the officer's successor is elected and qualified.

Section 3. Additional Officers. Additional officers maybe elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board may from time to time determine.

Section 4. Removal of Officers. Board members may be removed by their appointing Party for neglect of duty or misconduct in office, or may be removed pursuant to any other provision of New York law.

Section 5. Resignation. Any officer may resign his or her position as an officer at any time by giving written notice to the Board, to the Chair or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board.

Section 7. Chair. The Chair shall preside at all meetings and of the Board at which the Chair is present. In the absence or incapacity of the Executive Director of the Corporation or the Chief Financial Officer, and except as otherwise authorized by resolution of the Board, the Chair shall execute all agreements, contracts, deeds, and any other instruments of the Corporation. At each meeting, the Chair shall submit recommendations and information as he or she may consider proper concerning the business, affairs, the bonds, the notes, the loans, the projects and facilities of the Corporation, the economic benefits to be conferred on project applicants and occupants, and the policies of the Corporation. Nothing in this provision shall be construed as granting the Chair the exclusive right to bring matters before the Corporation for consideration.

Section 8. Vice Chair. In the absence or incapacity to act of the Chair, or if the office of Chair be vacant, the Vice Chair shall preside at all meetings of the Board, and shall perform the duties and exercise the powers of the Chair, subject to "the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. The Vice Chair shall have such powers and shall perform such other duties as may be assigned by the Board or the Chair.

Section 9. Treasurer. The Treasurer shall, if required by the Board, obtain a bond for the faithful discharge of his or her duties, in such sum and with such sureties as the Board shall require. The Treasurer shall oversee the Chief Financial Officer of the Corporation and shall review all the books and accounts of the Corporation and shall advise the Chief Financial Officer of the Corporation with respect to the charge, custody and investment of all fiords and securities of the Corporation, and the

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Treasurer shall ensure the proper deposit by the Chief Financial Officer of the Corporation all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

Section 10. Assistant Treasurer. The Assistant Treasurer, if there be any appointed, shall carry out the duties of the Treasurer in the absence of the Treasurer.

Section 11. Secretary. It shall be the duty of the Secretary to act as secretary of all meetings of the Board, and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the Corporation are duly given and served; the Secretary shall keep a current list of the Members and officers of the Corporation's Board and their residence addresses; the Secretary shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have custody of the minute book containing the minutes of all meetings of Members, the Audit Committee, the Governance Committee and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Corporation, or in the custody of some other person authorized by the Board to have such custody.

Section 12. Assistant Secretary. The Assistant Secretary , if there be any appointed, shall carry out the duties of the Secretary in the absence of the Secretary.

Section 13. Appointed Officers. The Board may delegate to any officer or committee, by a majority vote of the total Board membership, the power to appoint and to remove any subordinate officer agent or employee.

ARTICLE V - EXECUTIVE OFFICERS AND OTHER PERSONNEL

Section 1. Executive Director. The Corporation may select and retain an Executive Director by resolution. All terms and conditions of the Executive Director's length of service shall be specified in a written contract between the Executive Director and the Land Bank.

Section 2. Duties and Responsibilities of Executive Director. The Executive Director shall report to the Chair of the Board of the Corporation. He or she shall have general supervision and management of the Corporation and all Corporation staff and employees shall report directly to the Executive Director. Except as may otherwise be authorized by a resolution adopted by the Board, the Executive Director shall:

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(a) cosign all purchase orders and instruments and checks over certain dollar thresholds as may be established from time to time by the Board (said instruments may be countersigned by the Chief Financial Officer, or other officer or Member as shall be designated by the Board);

(b) prepare the annual budget of the Corporation with the consultation and cooperation of the Audit Committee, the Chief Financial Officer and Deputy Financial Officer for submission to the Board for approval; and

(c) sign all purchase orders, under the direction of the board by resolution and the Chief Financial Officer. Furthermore, the Executive Director shall assist the Chair with such matters as the Chair or the Board may request in furtherance of the Corporation's public purposes. The Executive Director shall be charged with leading the Corporation in carrying out its Mission Statement and fulfilling its public purposes. The Executive Director shall also perform all other duties customarily incident to the office of a Executive Director of a land bank corporation and local public authority of the State of New York and such other duties as from time to time may be assigned by the Board.

Section 3. Chief Financial Officer. The Corporation shall select and retain a Chief Financial Officer by resolution, which resolution shall set the Chief Financial Officer's annual compensation.

Section 4. Duties and Responsibilities of Chief Financial Officer. In the absence or incapacity of the Executive Director, the Chief Financial Officer shall exercise the duties and responsibilities of the Executive Director. Except as may otherwise be authorized by a resolution of the Board, if the office of the Executive Director shall be vacant the Chief Financial Officer of the Corporation shall be the Acting Executive Director of the Corporation until such time as the Board has appointed a replacement Executive Director. The Chief Financial Officer of the Corporation shall assist the Executive Director in the carrying out of the Corporation's purposes and in fulfillment of the Corporation's public purposes. The Chief Financial Officer shall oversee the maintenance of the books and accounts of the Corporation. The Chief Financial Officer shall also perform all other duties customarily incident to the office of a Chief Financial Officer of a public benefit corporation and public authority of the State of New York and such other duties as from time to time may be assigned by the Board. The Chief Financial Officer shall be the Chief Compliance Officer of the Corporation for purposes of ensuring that the Corporation is in full compliance with all provisions of the Public Authorities Accountability Act (hereinafter "PAAA") applicable to the Corporation. The Chief Financial Officer shall prepare and distribute all annual reports required by the PAAA and as may otherwise be required by the Office of the Comptroller of the State of New York. The Chief Financial Officer of the Corporation, shall assist the Executive Director, Deputy Financial Officer and Chair in preparing the annual budget of the Corporation for submission to the Board for approval and he or she shall distribute all copies of the annual budget of the Corporation to all persons required by the PAAA. The Chief Financial Officer shall assist the Audit Committee of the Board in carrying out theft functions. The Chief Financial Officer of the Corporation shall be the Contracting Officer of the Corporation for the disposition of real and personal property in accordance with the provisions of the PAAA. The Chief Financial Officer shall be the Freedom of Information Officer of the Corporation in accordance with the provisions of the New York State Freedom of Information Law, Article 6 of the New York Public Officers Law.

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Section 5. Deputy Financial Officer. The Corporation may select and retain a Deputy Financial Officer by Resolution, which resolution shall set the Deputy Financial Officer's Annual compensation.

Section 6. Duties and Responsibilities of Deputy Financial Officer. The Deputy Financial Officer shall be the assistant to the Chief Financial Officer of the Corporation. The Deputy Financial Officer of the Corporation shall assist the Executive Director and Chief Financial Officer in carrying out the Corporation's purposes to fulfill the Corporation's public purposes under the PAAA. The Deputy Financial Officer shall keep and maintain the books and accounts of the Corporation and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and shall deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board. The Deputy Financial Officer shall payout and disburse such moneys under the direction of the Executive Director and the Chief Financial Officer. All such purchase orders and instruments and checks over certain dollar threshold as may be established from time to time by the Board shall be signed by the Executive Director or the Chief Financial Officer of the Board, or other officer or Member as shall be designed by the Board. The Deputy Financial Officer of the Corporation shall assist the Executive Director and Chief Financial Officer of the Corporation in the preparation of the annual budget of the Corporation for submission to the Board for approval.

Section 7. Compliance Officer. The Corporation shall appoint a Compliance Officer by resolution, who may be the Chief Financial Officer, or any other employee of the Corporation. The Compliance Officer shall be responsible for insuring that the Corporation complies with all financial and other reporting requirements imposed by law, including those requirements in the General Municipal Law and the Public Authorities Law of New York State. The Compliance Officer shall be the "Contracting Officer" (as such term is defined in Section 2895 of New York's Public Authorities Law).

Section 8. Additional Personnel. The Corporation may from time to time employ such personnel as the Corporation, upon the recommendation of the Executive Director, deems necessary to exercise the Corporation's powers, duties and functions as prescribed by the PAAA and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Corporation subject to the laws of the State of New York.

Section 9. City or County Personnel. The Corporation may, with the consent of the City and/or the County, use the agents, employees and facilities of the City and/or the County Municipality: In such event, the Corporation will, by resolution, enter into a contract with the City or the County (as the case may be) providing the terms upon which the City or the County will provide the use of its agents, employees and facilities to the Corporation and the compensation, if any, that the Corporation shall pay to the City or the County for the use by the Corporation of the City or County's agents, employees and facilities.

ARTICLE VI - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts. The Board, except as in these ByLaws and Article 16 of

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N-PCL otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to either into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board, or expressly authorized by these ByLaws, no officers, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to Tender it liable pecuniarily in any amount for any purpose.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board.

Section 3. Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by these ByLaws or by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select or in the absence of such selection by the Board, as the Executive Director in consultation with the Chief Financial Officer and Deputy Financial Officer.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification. Unless clearly prohibited by law or Section 2 of this Article, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate). whether before or after adoption of this Section, (a) is or was a Member or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a Member or officer of any other corporation, or any partnership, joint venture, trust, Employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof

Section 2. Prohibited Indemnification. The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she vas not legally entitled.

Section 3. Advancement of Expenses. The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the

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Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others. Unless clearly prohibited by law or Section 2 of this Article, the Board may approve Corporation indemnification as set forth in Section I of this Article or advancement of expenses as set forth in Section 3 of this Article, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification. Indemnification mandated by a final order of a Court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these ByLaws. Before indemnification can occur the Board must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No Member with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Members is not obtainable, the Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under than applicable law and these ByLaws.

Section 6. Binding Effect. Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification, which cannot be abridged by amendment of these ByLaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance. The Corporation is not required to purchase Directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Members, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 8. Nonexclusive Rights. The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board is authorized to enter into agreements on behalf of the Corporation with any Member, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential

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indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

ARTICLE VIII - CONFLICTS OF INTEREST

Section 1. Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any family member (spouse, domestic partner, grandparents, parents, children, grandchildren, great grandchildren, brothers or sisters (whether whole or half blood), and spouses of these individuals; or (c) any organization in which he or a family member is a Member, trustee, officer, member, partner or more than 10% of the total (combined) voting power. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

Section 2. Disclosure of Conflicts of Interest. A Member or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Member or officer learns of the conflict; and, (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all directors, officers and key employees (as identified by the Corporation), a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in this policy was used. Such disclosure form may require disclosure of other relationships that may not constitute an actual conflict of interest, but which are required to be disclosed in order for the Corporation to comply with its annual reporting requirements.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest. A Member or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into. Following receipt of information concerning a contract or transaction involving a potential conflict of interest) the Board shall consider the material facts concerning the proposed contract or transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terns are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

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Section 4. Validity of Actions. No contract or other transaction between the Corporation and one or more of its Members or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Members or officers are Members or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Member or Members or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Member's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Member or officers. Common or interested Members may be counted in determining the presence of a quorum at a meeting of the Members of the Board or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Member or officer should not be present at the meeting.

Section 5. Employee Conflicts of Interest. An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decision relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The Executive Director shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the Executive Director may consult with legal counsel. The CEO shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee contract which the President has approved.

ARTICLE IX - COMPENSATION

Section 1. Reasonable Compensation. It is the policy of the Corporation to pay no more; than reasonable compensation for personal services rendered to the Corporation by Officers and employees. The Members shall not receive compensation for fulfilling their duties as Members, although Members may be reimbursed for actual out-of-pocket expenses, which they incur in order to fulfill their duties as Members. Expenses of spouses will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporation purpose.

Section 2. Approval of Compensation. The Board must approve in advance the amount of all compensation for officers of the Corporation. Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to the individual in payment for services. At the time of the discussion and decision concerning an officer's

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compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances. The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

ARTICLE X – GENERAL

Section 1. Books and Records. These shall be kept at the office of the Corporation: (1) correct and complete books and records of accounts; (2) minutes of the proceedings of the Board and the standing and special Committees of the Corporation; (3) a current list of the Members and the officers of the Corporation and their residence addresses; (4) a copy of these ByLaws; (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service (if applicable); and (6) copies of the past three (3) years information returns to the Internal Revenue Service (if applicable). Any other books and records required by law to be kept by the Corporation.

Section 2. Loans to Members and Officers. No loans shall be made by the Corporation to its Members or Officers, or to any other company, corporation, firm, association or other entity in which one or more of the Members or Officers of the Corporation are members, directors or officers or hold a substantial financial interest except as allowed by law.

Section 3. Fiscal Year. The fiscal year of the Corporation shall commence on January 1 in each calendar year and shall end on December 31 of each calendar year.

Section 4. Training. All Members shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as members within one (1) year of appointment to the Board, 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 the Corporation and the adhere to the highest standards of responsible governance.

ARTICLE XI -AMENDMENTS

Section 1. Amendments to ByLaws. The ByLaws of the Corporation may be amended or repealed only by the vote of four-fifths (4/5) of the voting Members of the Board. Any amendments to the Bylaws regarding the number, term or qualifications of members of the Board, shall require the approval of the Onondaga County Legislature and the Syracuse Common Council.

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Appendix D

CODE OF ETHICS

This Code of Ethics shall apply to all officers and employees of the Greater Syracuse Property Development Corporation (hereinafter the "Land Bank"). These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the directors and employees and to preserve public confidence in the Land Bank's mission. This code is adopted pursuant to New York Public Authorities Law section 2824(1)(d).

Responsibility of Directors and Employees

1. Directors and employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.

2. Directors and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests.

3. Directors and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Authority.

4. Directors and employees shall not use or attempt to use their official position with the Authority to secure unwarranted privileges for themselves, members of their family or others, including employment with the Authority or contracts for materials or services with the Authority.

5. Directors and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.

6. Directors and employees may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.

7. Directors and employees shall manage all matters within the scope of the Authority's mission independent of any other affiliations or employment. Directors, and employees employed by more than entity shall strive to fulfill their professional responsibility to the Land Bank without bias and shall support the Land Bank's mission to the fullest.

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8. Directors and employees shall not use Land Bank property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the Authority's mission and goals.

9. Directors and employees are prohibited from appearing or practicing before the Land Bank for two (2) years following employment with the Land Bank, consistent with the provisions of Public Officers Law.

Implementation of Code of Ethics

This Code of Ethics shall be provided to all directors and employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee.
The board may designate an Ethics Officer, who shall report to the board and shall have the following duties:

- Counsel in confidence Land Bank directors and employees who seek advice about ethical behavior.
- Receive and investigate complaints about possible ethics violations.
- Dismiss complaints found to be without substance.
- Prepare an investigative report of their findings for action by the Executive Director or the board.
- Record the receipt of gifts or gratuities of any kind received by a director or employee, who shall notify the Ethics Officer within 48 hours of receipt of such gifts and gratuities.

Penalties

In addition to any penalty contained in any other provision of law, a Land Bank director or employee who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

Reporting Unethical Behavior

Employees and directors are required to report possible unethical behavior by a director or employee of the Authority to the Ethics Officer. Employees and directors may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Authority.

Date Adopted: August 14, 2012
Readopted: January 21, 2014

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Appendix E

MISSION STATEMENT AND PERFORMANCE MEASURES

Public Authority's Mission Statement:

To address the problems of vacant, abandoned, or tax delinquent property in the City of Syracuse and the County of Onondaga in a coordinated manner through the acquisition of real property pursuant to New York Not-for-Profit Corporations Law section 1608 and returning that property to productive use in order to strengthen the economy, improve the quality of life, and improve the financial condition of the municipalities, through the use of the powers and tools granted to Land Banks by the Laws of the State of New York.

Date Adopted: August 14, 2012 (re-adopted January 21, 2014)

Performance Goals

- Acquire and redevelop vacant and abandoned properties in Syracuse and Onondaga County, in a coordinated manner, consistent with local municipalities' Comprehensive Plans.
- Support the revitalization of neighborhoods and enhance quality of life for neighborhood residents.
- Encourage investment in business districts through the assembly and marketing of commercial and industrial properties for private development.
- Hold and maintain landmarks and properties of interest to the community in order to enable a rational planning process for their redevelopment.
- Acquire real property or an interest in real property in order to preserve land for future public use such as for parks and recreation, the preservation of open space, view sheds, agricultural use, natural areas, or for other environmental or ecological benefits.
- Lessen the burdens of government and act in the public interest.
- Stabilize and grow the value of the real property tax base.
- Enable the City to increase the property tax collection rate within the City of Syracuse, by acting as a receiver of foreclosed properties.

Additional Questions:

1. Have the board members acknowledged that they have read and understood the mission of the public authority?

   Yes

2. Who has the power to appoint the management of the public authority?

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The voting board members shall appoint officers at the Corporation's annual meeting. The Executive Director and Chief Financial Officer are appointed by majority vote of the board.

3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?

   The Corporation's by-laws serve as the policy for appointing management.

4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

   The Corporation's Executive Director is responsible for the administration and management of the Corporation's programs and policies and satisfaction of all statutory requirements.

   The Board sets all policies and programs through majority approval of the Board.

5. Has the Board acknowledged that they have read and understood the responses to each of these questions?

   Yes. Date Adopted: March 18, 2014.

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Appendix F

Four-Year Financial Report

Greater Syracuse Property Development Corporation 2014-2017 Budget; adopted October 8, 2013

	2013	2014	2015	2016 *(peak*	2017
Revenues	$ 833,333.33 City of Syracuse	$ 1,666,666.66 City of Syracuse	$ 2,000,000.00 City of Syracuse	$ 2,000,000.00 City of Syracuse	$ - City of Syracuse
	$ 250,000.00 OCDC	$ 500,000.00 Onondaga County	$ 800,000.00 Onondaga County	$ 800,000.00 Onondaga County	$ - Onondaga County
	$ 13,000.00 Grants (other)	$ - Grants (other)	$ - Grants (other)	$ - Grants (other)	$ - Grants (other)
	$ 39,000.00 Rental Income	$ 468,000.00 Rental Income	$ 468,000.00 Rental Income	$ 468,000.00 Rental Income	$ 252,000.00 Rental Income
	$ 50,000.00 Sales Proceeds	$ 500,000.00 Sales Proceeds	$ 800,000.00 Sales Proceeds	$ 1,200,000.00 Sales Proceeds	$ 1,500,000.00 Sales Proceeds
	$ 2,500.00 Architectural Salvage	$ 10,000.00 Architectural Salvage	$ 15,000.00 Architectural Salvage	$ 15,000.00 Architectural Salvage	$ 15,000.00 Architectural Salvage
Revenue Total	$ 1,187,833.33	$ 3,144,666.66	$ 4,083,000.00	$ 4,497,130.05	$ 1,793,690.10
Expenses - Property Costs	$ 44,400.00 Initial Inspections	$ 90,000.00 Initial Inspections	$ 90,000.00 Initial Inspections	$ 67,500.00 Initial Inspections	$ 15,000.00 Initial Inspections
	$ 11,000.00 Periodic Inspections	$ 177,060.00 Periodic Inspections	$ 287,560.00 Periodic Inspections	$ 250,000.00 Periodic Inspections	Periodic Inspections
	$ 14,400.00 Occupied Property Management	$ 93,600.00 Occupied Property Management	$ 93,600.00 Occupied Property Management	$ 93,600.00 Occupied Property Management	$ 50,400.00 Occupied Property Management
	$ 3,000.00 Sales Commissions	$ 30,000.00 Sales Commissions	$ 48,000.00 Sales Commissions	$ 72,000.00 Sales Commissions	$ 90,000.00 Sales Commissions
	$ 28,600.00 Board-Ups	$ 76,076.00 Board-Ups	$ 95,095.00 Board-Ups	$ 118,868.75 Board-Ups	$ 59,434.38 Board-Ups
	$ 24,000.00 Re-keying	$ 63,840.00 Re-keying	$ 79,800.00 Re-keying	$ 59,850.00 Re-keying	$ 12,000.00 Re-keying
	$ 11,362.50 Yard-Care	$ 60,000.00 Yard-Care	$ 90,000.00 Yard-Care	$ 115,000.00 Yard-Care	$ 86,250.00 Yard-Care
	$ 2,000.00 Debris Removal	$ 20,000.00 Debris Removal	$ 20,000.00 Debris Removal	$ 20,000.00 Debris Removal	$ 15,000.00 Debris Removal
	$ 11,362.50 Snow Removal	$ 50,000.00 Snow Removal	$ 85,000.00 Snow Removal	$ 95,000.00 Snow Removal	$ 71,250.00 Snow Removal
	$ 100,000.00 Renovations	$ 400,000.00 Renovations	$ 600,000.00 Renovations	$ 600,000.00 Renovations	$ 300,000.00 Renovations
	$ 50,000.00 Stabilization	$ 300,000.00 Stabilization	$ 300,000.00 Stabilization	$ 200,000.00 Stabilization	$ 100,000.00 Stabilization
	$ - Demolitions	$ - Demolitions	$ - Demolitions	$ 500,000.00 Demolitions	$ 250,000.00 Demolitions
	$ 33,975.00 Acquisition Costs	$ 140,600.00 Acquisition Costs	$ 140,600.00 Acquisition Costs	$ 110,400.00 Acquisition Costs	$ 40,100.00 Acquisition Costs
	$ 5,622.50 Recording Fees	$ 16,867.50 Recording Fees	$ 16,867.50 Recording Fees	$ 16,867.50 Recording Fees	$ 4,842.50 Recording Fees
	$ 4,000.00 Legal Fees	$ 8,000.00 Legal Fees	$ 8,000.00 Legal Fees	$ 8,000.00 Legal Fees	$ 2,000.00 Legal Fees
	$ 6,200.00 Evictions	$ 31,000.00 Evictions	$ 62,000.00 Evictions	$ 46,500.00 Evictions	$ 6,200.00 Evictions
	$ 15,000.00 Relocation Assistance	$ 50,000.00 Relocation Assistance	$ 50,000.00 Relocation Assistance	$ 25,000.00 Relocation Assistance	$ 10,000.00 Relocation Assistance
	$ 17,000.00 Special Assessments + partial year taxes	$ 45,035.25 Special Assessments + partial year taxes	$ 59,585.25 Special Assessments + partial year taxes	$ 72,860.25 Special Assessments + partial year taxes	$ 54,645.19 Special Assessments + partial year taxes
	$ 6,700.00 Property + Property GL Insurance	$ 68,410.00 Property + Property GL Insurance	$ 116,345.00 Property + Property GL Insurance	$ 130,000.00 Property + Property GL Insurance	$ 97,500.00 Property + Property GL Insurance
				$ 225,124.67 Construction/Operations GL Insurance	
Property Costs	$ 458,302.50	$ 2,058,010.25	$ 2,637,263.39	$ 3,071,571.17	$ 1,519,184.40
Expenses - Overhead	$ 27,000.00 ED Salary (9 pay periods)	$ 74,400.00 ED Salary	$ 79,200.00 ED Salary	$ 79,200.00 ED Salary	$ 79,200.00 ED Salary
	$ - Staff Salaries	$ 72,500.00 Staff Salaries	$ 107,250.00 Staff Salaries	$ 110,000.00 Staff Salaries	$ 110,000.00 Staff Salaries
	$ 4,412.44 Payroll taxes, payroll admin, and mandatory expenses (workers comp, statutory disability)	$ 22,389.75 Payroll taxes, payroll admin, and mandatory expenses (workers comp, statutory disability)	$ 28,055.90 Payroll taxes, payroll admin, and mandatory expenses (workers comp, statutory disability)	$ 28,395.52 Payroll taxes, payroll admin, and mandatory expenses (workers comp, statutory disability)	$ 28,395.52 Payroll taxes, payroll admin, and mandatory expenses (workers comp, statutory disability)
	$ 4,808.08 Benefits	$ 25,127.15 Benefits	$ 30,561.08 Benefits	$ 30,698.58 Benefits	$ 30,698.58 Benefits
	$ 772.33 Travel, Conference Costs, Memberships, etc.	$ 1,200.00 Travel, Conference Costs, Memberships, etc.	$ 1,500.00 Travel, Conference Costs, Memberships, etc.	$ 1,500.00 Travel, Conference Costs, Memberships, etc.	$ 1,500.00 Travel, Conference Costs, Memberships, etc.
	$ 600.00 Parking Validation	$ 600.00 Parking Validation	$ 600.00 Parking Validation	$ 600.00 Parking Validation	$ 600.00 Parking Validation
	$ 930.00 Other GL Insurance	$ 1,000.00 Other GL Insurance	$ 1,000.00 Other GL Insurance	$ 1,000.00 Other GL Insurance	$ 1,000.00 Other GL Insurance
	$ 4,721.00 D&O Insurance	$ 4,721.00 D&O Insurance	$ 4,721.00 D&O Insurance	$ 4,721.00 D&O Insurance	$ 4,721.00 D&O Insurance
	$ 44,000.00 Legal Services	$ 70,000.00 Legal Services	$ 60,000.00 Legal Services	$ 50,000.00 Legal Services	$ 30,000.00 Legal Services
	$ 12,000.00 Accounting Services	$ 60,000.00 Accounting Services	$ 40,000.00 Accounting Services	$ 30,000.00 Accounting Services	$ 18,000.00 Accounting Services
	$ - Independent Audit	$ 7,000.00 Independent Audit	$ 8,000.00 Independent Audit	$ 8,000.00 Independent Audit	$ 8,000.00 Independent Audit
	[illegible] Office Supplies	[illegible] Office Supplies	[illegible] Office Supplies	$ 1,600.00 Office Supplies	$ 1,600.00 Office Supplies
Overhead Subtotal	$ 136,371.80	$ 374,987.90	$ 426,492.98	$ 407,220.10	$ 375,220.10
Contingency	$ 59,467.43 10% of budgeted expenses	$ 243,299.81 10% of budgeted expenses	$ 306,375.64 10% of budgeted expenses	$ 347,879.13 10% of budgeted expenses	$ 189,440.45 10% of budgeted expenses
Capital Reserve set-	$ 270,833.33 25% of budgeted revenues	$ 433,333.33 20% of budgeted revenues	$ 560,000.00 20% of budgeted revenues	$ 560,000.00 20% of budgeted revenues	$ -
Expenses Total	$ 924,975.06	$ 3,109,631.29	$ 3,930,132.00	$ 4,386,670.40	$ 2,083,844.95
Excess This Year	$ 262,858.27	$ 35,035.37	$ 152,868.00	$ 110,459.65	$ (290,154.85)
+ previous fund balance	$ 262,858.27	$ 297,893.63	$ 450,761.63	$ 561,221.29	$ 271,066.44

2013 costs are estimates of actual expenses, discrepancy between this and the 2013 adopted budget will be outlined in the 2013 ABO report.

Personnel line assumes an admin assistant hired early 2014 and a construction manager hired July 2014. Special Assessments line does not account for sewer use fees in 2014-2106, but does in 2013 with a very limited property inventory.

20% of budgeted revenues set-aside for capital reserve, but with conservative spending this set-aside + additional fund balance approximately equal to peak-year operating expenses by end of 2016.

2016 = peak operating expenses and peak inventory.

$ 2,095,233.10 2017 fund balance

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Appendix G

REAL PROPERTY VALUED IN EXCESS OF $15,000 ACQUIRED BY THE CORPORATION IN 2013

The following properties were acquired via municipal foreclosure for tax-delinquency and were transferred to the GSPDC for a cost of $151 each in order for the GSPDC to facilitate their redevelopment and return to productive use. The City of Syracuse has adopted a new tax collection policy by which the GSPDC will become the default recipient of all such foreclosed properties in order to facilitate their redevelopment and return to productive use, contribute to growth of the local property tax base, and enable the City to make the threat of foreclosure real without having to, itself, hold title to foreclosed properties, enabling it to increase the rate of collection of its property taxes and those it collects on behalf of the County of Onondaga.

Fair Market Value determined by: Current Assessment
Purchase Price: $151
Acquired from: City of Syracuse

Address	City	State	Property Description	Estimated Fair Market Value	Acquisition Date
350 Garfield Ave	Syracuse	NY	Residential Building	$ 24,390.00	10/9/2013
157 Maplewood Ave	Syracuse	NY	Residential Building	$ 89,024.00	10/9/2013
318 Curtis Street & First North	Syracuse	NY	Residential Building	$ 79,268.00	10/9/2013
2001 Geddes St S & Crossett St	Syracuse	NY	Residential Building	$ 106,098.00	10/9/2013
257 Collingwood Ave S	Syracuse	NY	Residential Building	$ 92,195.00	10/9/2013
121 Anderson Ave	Syracuse	NY	Residential Building	$ 60,976.00	10/9/2013
313 Glen Ave E	Syracuse	NY	Residential Building	$ 54,878.00	10/9/2013
101 Hobart Ave	Syracuse	NY	Residential Building	$ 57,317.00	10/9/2013
4518 Salina St S	Syracuse	NY	Residential Building	$ 82,927.00	10/9/2013
224 Glen Ave W	Syracuse	NY	Residential Building	$ 73,171.00	10/9/2013
1116 Butternut St	Syracuse	NY	Residential Building	$ 51,220.00	10/23/2013
1117 Butternut St	Syracuse	NY	Residential Building	$ 42,683.00	10/23/2013
1120 Butternut St	Syracuse	NY	Residential Building	$ 24,390.00	10/23/2013
1236 Butternut St	Syracuse	NY	Residential Building	$ 43,293.00	10/23/2013
1121 Butternut St	Syracuse	NY	Residential Building	$ 59,146.00	10/23/2013
1123 Butternut St	Syracuse	NY	Residential Building	$ 57,683.00	10/23/2013
113 Culbert St	Syracuse	NY	Residential Building	$ 58,537.00	10/23/2013
150 Culbert St	Syracuse	NY	Residential Building	$ 64,268.00	10/23/2013
165 Culbert St	Syracuse	NY	Residential Building	$ 53,659.00	10/23/2013
303 Curtis St	Syracuse	NY	Residential Building	$ 51,829.00	10/23/2013
2207 Grant Blvd	Syracuse	NY	Residential Building	$ 103,171.00	10/23/2013
2201-03 Grant Blvd	Syracuse	NY	Residential Building	$ 89,390.00	10/23/2013
207 Herbert St	Syracuse	NY	Residential Building	$ 56,341.00	10/23/2013

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307 Herbert St	Syracuse	NY	Residential Building	$ 63,293.00	10/23/2013
418 John St	Syracuse	NY	Residential Building	$ 59,390.00	10/23/2013
712 Pond St	Syracuse	NY	Residential Building	$ 46,098.00	10/23/2013
108 Spring St	Syracuse	NY	Residential Building	$ 48,780.00	10/23/2013
111 Spring St	Syracuse	NY	Residential Building	$ 68,902.00	10/23/2013
117 Spring St	Syracuse	NY	Residential Building	$ 70,732.00	10/23/2013
322 Spring St	Syracuse	NY	Residential Building	$ 39,634.00	10/23/2013
132 Bennington Dr	Syracuse	NY	Residential Building	$ 56,300.00	11/20/2013
133 Delong Ave	Syracuse	NY	Residential Building	$ 55,000.00	11/20/2013
211 Herbert St	Syracuse	NY	Residential Building	$ 50,000.00	11/20/2013
220 Walrath Rd	Syracuse	NY	Residential Building	$ 40,000.00	11/20/2013
228 Hazelwood Ave	Syracuse	NY	Residential Building	$ 64,600.00	11/20/2013
2521 Bellevue Ave	Syracuse	NY	Residential Building	$ 91,000.00	11/20/2013
263 Mountainview Ave	Syracuse	NY	Residential Building	$ 59,400.00	11/20/2013
313-15 Randolph St	Syracuse	NY	Residential Building	$ 68,000.00	11/20/2013
3416 Midland Ave	Syracuse	NY	Residential Building	$ 50,200.00	11/20/2013
523 Mountainview Ave	Syracuse	NY	Residential Building	$ 64,100.00	11/20/2013
615 Glenwood Ave	Syracuse	NY	Residential Building	$ 97,000.00	11/20/2013
217 Ferndale Dr	Syracuse	NY	Residential Building	$ 60,000.00	12/4/2013
1229 Butternut St	Syracuse	NY	Residential Building	$ 65,100.00	12/4/2013
118 Delong Ave	Syracuse	NY	Residential Building	$ 38,000.00	12/4/2013
1828 Butternut St	Syracuse	NY	Commercial Building	$ 120,000.00	12/4/2013
1811 Butternut St	Syracuse	NY	Residential Building	$ 57,100.00	12/4/2013
203 Cadwell St	Syracuse	NY	Residential Building	$ 35,800.00	12/4/2013
125 Carbon St S	Syracuse	NY	Residential Building	$ 30,000.00	12/4/2013
130 Darlington Rd	Syracuse	NY	Residential Building	$ 72,200.00	12/4/2013
141 Dawes Ave	Syracuse	NY	Residential Building	$ 52,000.00	12/4/2013
537 Dewitt St	Syracuse	NY	Residential Building	$ 82,000.00	12/4/2013
422 Division St E	Syracuse	NY	Commercial Building	$ 74,000.00	12/4/2013
423 Elliott St	Syracuse	NY	Residential Building	$ 38,000.00	12/4/2013
427 Elliott St	Syracuse	NY	Residential Building	$ 43,000.00	12/4/2013
132 Fenton St	Syracuse	NY	Residential Building	$ 46,200.00	12/4/2013
324 Fitch St	Syracuse	NY	Residential Building	$ 35,000.00	12/4/2013
3 Fitch St Rear	Syracuse	NY	Residential Building	$ 23,000.00	12/4/2013
237 Harriette Ave	Syracuse	NY	Residential Building	$ 64,000.00	12/4/2013
107 Hartley St	Syracuse	NY	Residential Building	$ 47,800.00	12/4/2013
123 Hartson St	Syracuse	NY	Residential Building	$ 48,000.00	12/4/2013
1022 Highland St	Syracuse	NY	Residential Building	$ 40,000.00	12/4/2013
206 Park St	Syracuse	NY	Vacant Lot/Undeveloped Land	$ 55,000.00	12/4/2013
608 Park St	Syracuse	NY	Residential Building	$ 53,000.00	12/4/2013
611 Park St	Syracuse	NY	Residential Building	$ 30,000.00	12/4/2013
108 Williams St	Syracuse	NY	Commercial Building	$ 67,000.00	12/4/2013

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328.5 Rowland St	Syracuse	NY	Residential Building	$ 42,000.00	12/18/2013
1204 Butternut St	Syracuse	NY	Commercial Building	$ 18,000.00	12/18/2013
1230 Butternut St	Syracuse	NY	Residential Building	$ 44,200.00	12/18/2013
1414 Butternut St	Syracuse	NY	Residential Building	$ 45,000.00	12/18/2013
1416 Butternut St	Syracuse	NY	Residential Building	$ 50,000.00	12/18/2013
420-22 Hartson St & Holden St	Syracuse	NY	Residential Building	$ 60,000.00	12/18/2013
124 Hoefler St	Syracuse	NY	Residential Building	$ 42,300.00	12/18/2013
3644 Midland Ave	Syracuse	NY	Residential Building	$ 75,000.00	12/18/2013
1334-36 Onondaga St W	Syracuse	NY	Residential Building	$ 34,300.00	12/18/2013
1510 Onondaga St W	Syracuse	NY	Residential Building	$ 56,000.00	12/18/2013
1522-24 Onondaga St W	Syracuse	NY	Residential Building	$ 68,500.00	12/18/2013
328 Rowland St	Syracuse	NY	Residential Building	$ 20,000.00	12/18/2013
511 Rowland St	Syracuse	NY	Residential Building	$ 32,400.00	12/18/2013
600 Rowland St & Hoefler St	Syracuse	NY	Residential Building	$ 44,700.00	12/18/2013
811 Wilbur Ave S	Syracuse	NY	Residential Building	$ 38,000.00	12/18/2013

The remaining properties acquired via the City-foreclosure were assessed at less than $15,000.

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APPENDIX H

NYS NOT FOR PROFIT LAW ARTICLE 16

Mckinney's Consolidated Laws of New York
Not-For-Profit Corporation Law
Chapter 35. Of the Consolidated Laws
Article 16. Land Banks

§ 1600. Short title

This article shall be known and may be cited as the “land bank act”.

§ 1601. Legislative intent

The legislature finds and declares that New York's communities are important to the social and economic vitality of the state. Whether urban, suburban, or rural, many communities are struggling to cope with vacant, abandoned, and tax-delinquent properties.

There exists a crisis in many cities and their metro areas caused by disinvestment in real property and resulting in a significant amount of vacant and abandoned property. For example, Cornell Cooperative Extension Association of Erie county estimates that the city of Buffalo has thirteen thousand vacant parcels, four thousand vacant structures and an estimated twenty-two thousand two hundred ninety vacant residential units. This condition of vacant and abandoned property represents lost revenue to local governments and large costs ranging from demolition, effects of safety hazards and spreading deterioration of neighborhoods including resulting mortgage foreclosures.

The need exists to strengthen and revitalize the economy of the state and its local units of government by solving the problems of vacant and abandoned property in a coordinated manner and to foster the development of such property and promote economic growth. Such problems may include multiple taxing jurisdictions lacking common policies, ineffective property inspection, code enforcement and property rehabilitation support, lengthy and/or inadequate foreclosure proceedings and lack of coordination and resources to support economic revitalization.

There is an overriding public need to confront the problems caused by vacant, abandoned and tax-delinquent properties through the creation of new tools to be available to communities throughout New York enabling them to turn vacant spaces into vibrant places.

Land banks are one of the tools that can be utilized by communities to facilitate the return of vacant, abandoned, and tax-delinquent properties to productive use. The primary focus of land bank operations is the acquisition of real property that is tax delinquent, tax foreclosed, vacant, abandoned, and the use of tools authorized in this article to eliminate the harms and liabilities caused by such properties.

§ 1602. Definitions

The following words and phrases when used in this article shall have the meanings given to them in this section unless the context clearly indicates otherwise:

(a) “board of directors” or “board” shall mean the board of directors of a land bank;

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(b) “land bank” shall mean a land bank established as a type C not-for-profit corporation under this chapter and in accordance with the provisions of this article and pursuant to this article;

(c) “foreclosing governmental unit” shall mean “tax district” as defined in subdivision six of section eleven hundred two of the real property tax law;

(d) “municipality” shall mean a city, village, town or county other than a county located wholly within a city;

(e) “school district” shall mean a school district as defined under the education law; and

(f) “real property” shall mean lands, lands under water, structures and any and all easements, air rights, franchises and incorporeal hereditaments and every estate and right therein, legal and equitable, including terms for years and liens by way of judgment, mortgage or otherwise, and any and all fixtures and improvements located thereon.

§ 1603. Creation and existence

(a) Any foreclosing governmental unit may create a land bank by the adoption of a local law, ordinance, or resolution as appropriate to such foreclosing governmental unit which action specifies the following:

(1) the name of the land bank;

(2) the number of members of the board of directors, which shall consist of an odd number of members, and shall be not less than five members nor more than eleven members;

(3) the initial individuals to serve as members of the board of directors, and the length of terms for which they are to serve;

(4) the qualifications, manner of selection or appointment, and terms of office of members of the board; and

(5) the articles of incorporation for the land bank, which shall be filed with the secretary of state in accordance with the procedures set forth in this chapter.

(b) Two or more foreclosing governmental units may enter into an intergovernmental cooperation agreement which creates a single land bank to act on behalf of such foreclosing governmental units, which agreement shall be authorized by and be in accordance with the provisions of paragraph (a) of this section. Such intergovernmental agreement shall include provisions for dissolution of such land bank.

(c) Any foreclosing governmental units and any municipality may enter into an intergovernmental cooperation agreement which creates a single land bank to act on behalf of such foreclosing governmental unit or units and municipality, which agreement shall be authorized by and be in accordance with the provisions of paragraph (a) of this section. Such intergovernmental agreement shall include provisions for dissolution of such land bank.

(d) Except when a land bank is created pursuant to paragraph (b) or (c) of this section, in the event a county creates a land bank, such land bank shall have the power to acquire real property only in those portions of such county located outside of the geographical boundaries of any other land bank created by any other foreclosing govern-mental unit located partially or entirely within such county.

(e) A school district may participate in a land bank pursuant to an intergovernmental cooperation agreement with the foreclosing governmental unit or units that create the land bank, which agreement shall specify the

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membership, if any, of such school district on the board of directors of the land bank, or the actions of the land bank which are subject to approval by the school district.

(f) Each land bank created pursuant to this act shall be a type C not-for-profit corporation, and shall have permanent and perpetual duration until terminated and dissolved in accordance with the provisions of section sixteen hundred thirteen of this article.

(g) Nothing in this article shall be construed to authorize the existence of more than ten land banks located in the state at one time, provided further that each foreclosing governmental unit or units proposing to create a land bank shall submit such local law, ordinance or resolution as required by paragraph (a) of this section, to the urban development corporation, for its review and approval. The creation of a land bank shall be conditioned upon approval of the urban development corporation.

(h) The office of the state comptroller shall have the authority to audit any land bank pursuant to this article.

§ 1604. Applicability of New York law

This article shall apply only to land banks created pursuant to this article.

§ 1605. Board of directors

(a)(1) The initial size of the board shall be determined in accordance with section sixteen hundred three of this article. Unless restricted by the actions or agreements specified in section sixteen hundred three of this article, the provisions of this section shall apply.

(2) The size of the board may be adjusted in accordance with by-laws of the land bank.

(b) In the event that a land bank is created pursuant to an intergovernmental agreement in accordance with section sixteen hundred three of this article, such intergovernmental cooperation agreement shall specify matters identified in paragraph (a) of section sixteen hundred three of this article; provided, however, that each foreclosing govern-mental unit shall have at least one appointment to the board.

(c) Any public officer shall be eligible to serve as a board member and the acceptance of the appointment shall neither terminate nor impair such public office. For purposes of this section, “public officer” shall mean a person who is elected to a municipal office. Any municipal employee or appointed officer shall be eligible to serve as a board member.

(d) The members of the board of directors shall select annually from among themselves a chairman, a vice-chairman, a treasurer, and such other officers as the board may determine, and shall establish their duties as may be regulated by rules adopted by the board.

(e) The board shall establish rules and requirements relative to the attendance and participation of members in its meetings, regular or special. Such rules and regulations may prescribe a procedure whereby, should any member fail to comply with such rules and regulations, such member may be disqualified and removed automatically from office by no less than a majority vote of the remaining members of the board, and that member's position shall be vacant as of the first day of the next calendar month. Any person removed under the provisions of this paragraph shall be ineligible for reappointment to the board, unless such reappointment is confirmed unanimously by the board.

(f) A vacancy on the board shall be filled in the same manner as the original appointment.

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(g) Board members shall serve without compensation, shall have the power to organize and reorganize the executive, administrative, clerical, and other departments of the land bank and to fix the duties, powers, and compensation of all employees, agents, and consultants of the land bank. The board may reimburse any member for expenses actually incurred in the performance of duties on behalf of the land bank.

(h) The board shall meet in regular session according to a schedule adopted by the board, and also shall meet in special session as convened by the chairman or upon written notice signed by a majority of the members.

(i) A majority of the members of the board, not including vacancies, shall constitute a quorum for the conduct of business. All actions of the board shall be approved by the affirmative vote of a majority of the members of that board present and voting; provided, however, no action of the board shall be authorized on the following matters unless approved by a majority of the total board membership:

(1) adoption of by-laws and other rules and regulations for conduct of the land bank's business;

(2) hiring or firing of any employee or contractor of the land bank. This function may, by majority vote of the total board membership, be delegated to a specified officer or committee of the land bank, under such terms and conditions, and to the extent, that the board may specify;

(3) the incurring of debt;

(4) adoption or amendment of the annual budget; and

(5) sale, lease, encumbrance, or alienation of real property, improvements, or personal property.

(j) Members of a board shall not be liable personally on the bonds or other obligations of the land bank, and the rights of creditors shall be solely against such land bank.

(k) Vote by proxy shall not be permitted. Any member may request a recorded vote on any resolution or action of the land bank.

(l) Each director, officer and employee shall be a state officer or employee for the purposes of sections seventy-three and seventy-four of the public officers law.

§ 1606. Staff

A land bank may employ a secretary, an executive director, its own counsel and legal staff, and such technical experts, and such other agents and employees, permanent or temporary, as it may require, and may determine the qualifications and fix the compensation and benefits of such persons. A land bank may also enter into contracts and agreements with municipalities for staffing services to be provided to the land bank by municipalities or agencies or departments thereof, or for a land bank to provide such staffing services to municipalities or agencies or departments thereof.

§ 1607. Powers

(a) A land bank shall constitute a type C not-for-profit corporation under New York law, which powers shall include all powers necessary to carry out and effectuate the purposes and provisions of this article, including the following powers in addition to those herein otherwise granted:

(1) adopt, amend, and repeal bylaws for the regulation of its affairs and the conduct of its business;

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(2) sue and be sued in its own name and plead and be impleaded in all civil actions, including, but not limited to, actions to clear title to property of the land bank;

(3) to adopt a seal and to alter the same at pleasure;

(4) to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the land bank may determine;

(5) to issue negotiable revenue bonds and notes according to the provisions of this article;

(6) to procure insurance or guarantees from the state of New York or federal government of the payments of any debts or parts thereof incurred by the land bank, and to pay premiums in connection therewith;

(7) to enter into contracts and other instruments necessary to the performance of its duties and the exercise of its powers, including, but not limited to, intergovernmental agreements under section one hundred nineteen-o of the general municipal law for the joint exercise of powers under this article;

(8) to enter into contracts and other instruments necessary to the performance of functions by the land bank on behalf of municipalities or agencies or departments of municipalities, or the performance by municipalities or agencies or departments of municipalities of functions on behalf of the land bank;

(9) to make and execute contracts and other instruments necessary to the exercise of the powers of the land bank; and any contract or instrument when signed by the chairman or vice-chairman of the land bank, or by an authorized use of their facsimile signatures, and by the secretary or assistant secretary, or, treasurer or assistant treasurer of the land bank, or by an authorized use of their facsimile signatures, shall be held to have been properly executed for and on its behalf;

(10) to procure insurance against losses in connection with the real property, assets, or activities of the land bank;

(11) to invest money of the land bank, at the discretion of the board of directors, in instruments, obligations, securities, or property determined proper by the board of directors, and name and use depositories for its money;

(12) to enter into contracts for the management of, the collection of rent from, or the sale of real property of the land bank;

(13) to design, develop, construct, demolish, reconstruct, rehabilitate, renovate, relocate, and otherwise improve real property or rights or interests in real property;

(14) to fix, charge, and collect rents, fees and charges for the use of real property of the land bank and for services provided by the land bank;

(15) to grant or acquire a license, easement, lease (as lessor and as lessee), or option with respect to real property of the land bank;

(16) to enter into partnership, joint ventures, and other collaborative relationships with municipalities and other public and private entities for the ownership, management, development, and disposition of real property;

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(17) to inventory vacant, abandoned and tax foreclosed properties;

(18) to develop a redevelopment plan to be approved by the foreclosing governmental unit or units;

(19) to be subject to municipal building codes and zoning laws;

(20) to enter in agreements with a foreclosing governmental unit for the distribution of revenues to the foreclosing governmental unit and school district; and

(21) to do all other things necessary to achieve the objectives and purposes of the land bank or other laws that relate to the purposes and responsibility of the land bank.

(b) A land bank shall neither possess nor exercise the power of eminent domain.

§ 1608. Acquisition of property

(a) The real property of a land bank and its income and operations are exempt from all taxation by the state of New York and by any of its political subdivisions.

(b) The land bank may acquire real property or interests in real property by gift, devise, transfer, exchange, foreclosure, purchase, or otherwise on terms and conditions and in a manner the land bank considers proper.

(c) The land bank may acquire real property by purchase contracts, lease purchase agreements, installment sales contracts, land contracts, and may accept transfers from municipalities upon such terms and conditions as agreed to by the land bank and the municipality. Notwithstanding any other law to the contrary, any municipality may transfer to the land bank real property and interests in real property of the municipality on such terms and conditions and according to such procedures as determined by the municipality.

(d) The land bank shall maintain all of its real property in accordance with the laws and ordinances of the jurisdiction in which the real property is located.

(e) The land bank shall not own or hold real property located outside the jurisdictional boundaries of the foreclosing governmental unit or units which created the land bank; provided, however, that a land bank may be granted authority pursuant to an intergovernmental cooperation agreement with another municipality to manage and maintain real property located within the jurisdiction of such other municipality.

(f) Notwithstanding any other provision of law to the contrary, any municipality may convey to a land bank real property and interests in real property on such terms and conditions, form and substance of consideration, and procedures, all as determined by the transferring municipality in its discretion.

(g) The acquisition of real property by a land bank pursuant to the provisions of this article, from entities other than political subdivisions, shall be limited to real property that is tax delinquent, tax foreclosed, vacant or abandoned; provided, however, that a land bank shall have authority to enter into agreements to purchase other real property consistent with an approved redevelopment plan.

(h) The land bank shall maintain and make available for public review and inspection a complete inventory of all property received by the land bank. Such inventory shall include: the location of the parcel; the purchase price, if any, for each parcel received; the current value assigned to the property for purposes of real property taxation; the amount, if any, owed to the locality for real property taxation; the identity of the transferor; and any conditions or restrictions applicable to the property.

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(i) All parcels received by the land bank shall be listed on the received inventory established pursuant to paragraph (h) of this section within one week of acquisition and shall remain in such inventory for one week prior to disposition.

(j) Failure to comply with the requirements in paragraphs (h) and (i) of this section with regard to any particular parcel shall cause such acquisition by the land bank to be null and void.

§ 1609. Disposition of property

(a) The land bank shall hold in its own name all real property acquired by the land bank irrespective of the identity of the transferor of such property.

(b) The land bank shall maintain and make available for public review and inspection a complete inventory of all real property dispositions by the land bank. 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 within the sale price.

(c) The land bank shall determine and set forth in policies and procedures of the board of directors the general terms and conditions for consideration to be received by the land bank for the transfer of real property and interests in real property, which consideration may take the form of monetary payments and secured financial obligations, covenants and conditions related to the present and future use of the property, contractual commitments of the transferee, and such other forms of consideration as are consistent with state and local law.

(d) The land bank may convey, exchange, sell, transfer, lease as lessor, grant, release and demise, pledge any and all interests in, upon or to real property of the land bank.

(e) A foreclosing governmental unit may, in its local law, resolution or ordinance creating a land bank, or, in the case of multiple foreclosing governmental units creating a single land bank in the applicable intergovernmental cooperation agreement, establish a hierarchical ranking of priorities for the use of real property conveyed by a land bank including but not limited to:

(1) use for purely public spaces and places;

(2) use for affordable housing;

(3) use for retail, commercial and industrial activities;

(4) use as wildlife conservation areas; and

(5) such other uses and in such hierarchical order as determined by the foreclosing governmental unit or units.

(f) A foreclosing governmental unit may, in its local law, resolution or ordinance creating a land bank, or, in the case of multiple foreclosing governmental units creating a single land bank in the applicable intergovernmental cooperation agreement, require that any particular form of disposition of real property, or any disposition of real property located within specified jurisdictions, be subject to specified voting and approval requirements of the board of directors. Except and unless restricted or constrained in this manner, the board of directors may delegate to officers and employees the authority to enter into and execute agreements, instruments of conveyance and all other related documents pertaining to the conveyance of real property by the land bank.

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(g) All property dispositions shall be listed on the property disposition inventory established pursuant to paragraph (b) of this section within one week of disposition. Such records shall remain available for public inspection in the property disposition inventory indefinitely.

(h) Failure to comply with the requirements in paragraph (g) of this section shall subject the land bank to a civil penalty of one hundred dollars per violation up to a maximum of ten thousand dollars for each parcel, recoverable in an action brought by the attorney general or district attorney. The attorney general or district attorney may also seek rescission of the real property transaction.

§ 1610. Financing of land bank operations

(a) A land bank may receive funding through grants and loans from the foreclosing governmental unit or units which created the land bank, from other municipalities, from the state of New York, from the federal government, and from other public and private sources.

(b) A land bank may receive and retain payments for services rendered, for rents and leasehold payments received, for consideration for disposition of real and personal property, for proceeds of insurance coverage for losses incurred, for income from investments, and for any other asset and activity lawfully permitted to a land bank under this article.

(c) Upon the adoption of a local law, ordinance, or resolution by municipality, school district or any taxing district, fifty percent of the real property taxes collected on any specific parcel of real property identified by such municipality, school district or any taxing jurisdiction may be remitted to the land bank, in accordance with procedures established by regulations promulgated by the department of taxation and finance. Such allocation of real property tax revenues shall commence with the first taxable year following the date of conveyance and shall continue for a period of five years.

§ 1611. Borrowing and issuance of bonds

(a) A land bank shall have power to issue bonds for any of its corporate purposes, the principal and interest of which are payable from its revenues generally. Any of such bonds may be secured by a pledge of any revenues, including grants or contributions from the state of New York, the federal government, or any agency, and instrumentality thereof, or by a mortgage of any property of the land bank.

(b) The bonds issued by a land bank are hereby declared to have all the qualities of negotiable instruments under New York state law.

(c) The bonds of a land bank created under the provisions of this article and the income therefrom shall at all times be free from taxation for the state of New York or local purposes under any provision of New York law.

(d) Bonds issued by the land bank shall be authorized by resolution of the board and shall be limited obligations of the land bank; the principal and interest, costs of issuance, and other costs incidental thereto shall be payable solely from the income and revenue derived from the sale, lease, or other disposition of the assets of the land bank. In the discretion of the land bank, the bonds may be additionally secured by mortgage or other security device covering all or part of the project from which the revenues so pledged may be derived. Any refunding bonds issued shall be payable from any source described above or from the investment of any of the proceeds of the refunding bonds and shall not constitute an indebtedness or pledge of the general credit of any foreclosing governmental unit or municipality within the meaning of any constitutional or statutory limitation of indebtedness and shall contain a recital to that effect. Bonds of the land bank shall be issued in such form, shall

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be in such denominations, shall bear interest, shall mature in such manner, and be executed by one or more members of the board as provided in the resolution authorizing the issuance thereof. Such bonds may be subject to redemption at the option of and in the manner determined by the board in the resolution authorizing the issuance thereof.

(e) Bonds issued by the land bank shall be issued, sold, and delivered in accordance with the terms and provisions of a resolution adopted by the board. The board may sell such bonds in such manner, either at public or at private sale, and for such price as it may determine to be in the best interests of the land bank. The resolution issuing bonds shall be published in a newspaper of general circulation within the jurisdiction of the land bank.

(f) Neither the members of a land bank nor any person executing the bonds shall be liable personally on any such bonds by reason of the issuance thereof. Such bonds or other obligations of a land bank shall not be a debt of any municipality or of the state of New York, and shall so state on their face, nor shall any municipality or the state of New York nor any revenues or any property of any municipality or of the state of New York be liable therefor.

§ 1612. Public records and public meetings

(a) The board shall cause minutes and a record to be kept of all its proceedings. Except as otherwise provided in this section, the land bank shall be subject to the open meetings law and the freedom of information law.

(b) A land bank shall hold a public hearing prior to financing or issuance of bonds. The land bank shall schedule and hold a public hearing and solicit public comment. After the conclusion of the public hearing and comments, the land bank shall consider the results of the public hearing and comments with respect to the proposed actions. Such consideration by the land bank shall include the accommodation of the public interest with respect to such actions; if such accommodation is deemed in the best interest of the community proposed actions shall include such accommodation.

(c) In addition to any other report required by this chapter, the land bank, through its chairperson, shall annually deliver, in oral and written form, a report to the municipality. Such report shall be presented by March fifteenth of each year to the governing body or board of the municipality. The report shall describe in detail the projects undertaken by the land bank during the past year, the monies expended by the land bank during the past year, and the administrative activities of the land bank during the past year. At the conclusion of the report, the chairperson of the land bank shall be prepared to answer the questions of the municipality with respect to the projects undertaken by the authority during the past year, the monies expended by the municipality during the past year, and the administrative activities of the municipality during the past year.

§ 1613. Dissolution of land bank

A land bank may be dissolved as a type C not-for-profit corporation sixty calendar days after an affirmative resolution approved by two-thirds of the membership of the board of directors. Sixty calendar days advance written notice of consideration of a resolution of dissolution shall be given to the foreclosing governmental unit or units that created the land bank, shall be published in a local newspaper of general circulation, and shall be sent certified mail to the trustee of any outstanding bonds of the land bank. Upon dissolution of the land bank all real property, personal property and other assets of the land bank shall become the assets of the foreclosing governmental unit or units that created the land bank. In the event that two or more foreclosing governmental units create a land bank in accordance with section sixteen hundred three of this article, the withdrawal of one or more foreclosing governmental units shall not result in the dissolution of the land bank unless the

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intergovernmental agreement so provides, and there is no foreclosing governmental unit that desires to continue the existence of the land bank.

§ 1614. Conflicts of interest

No member of the board or employee of a land bank shall acquire any interest, direct or indirect, in real property of the land bank, in any real property to be acquired by the land bank, or in any real property to be acquired from the land bank. No member of the board or employee of a land bank shall have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used by a land bank. The board may adopt supplemental rules and regulations addressing potential conflicts of interest and ethical guidelines for members of the board and land bank employees.

§ 1615. Construction, intent and scope

The provisions of this article shall be construed liberally to effectuate the legislative intent and the purposes as complete and independent authorization for the performance of each and every act and thing authorized by this article, and all powers granted shall be broadly interpreted to effectuate the intent and purposes and not as a limitation of powers. Except as otherwise expressly set forth in this article, in the exercise of its powers and duties under this article and its powers relating to property held by the land bank, the land bank shall have complete control as fully and completely as if it represented a private property owner and shall not be subject to restrictions imposed by the charter, ordinances, or resolutions of a local unit of government.

§ 1616. Delinquent property tax enforcement

The municipality may enter into a contract to sell some or all of the delinquent tax liens held by it to a land bank, subject to the following conditions:

(a) The consideration to be paid may be more or less than the face amount of the tax liens sold.

(b) Property owners shall be given at least thirty days advance notice of such sale in the same form and manner as is provided by subdivision two of section eleven hundred ninety of the real property tax law. Failure to provide such notice or the failure of the addressee to receive the same shall not in any way affect the validity of any sale of a tax lien or tax liens or the validity of the taxes or interest prescribed by law with respect thereto.

(c) The municipality shall set the terms and conditions of the contract of sale.

(d) The land bank must thirty days prior to the commencement of any foreclosure action provide to the municipality a list of liens to be foreclosed. The municipality may, at its sole option and discretion, repurchase a lien or liens on the foreclosure list from the land bank. The repurchase price shall be the amount of the lien or liens plus any accrued interest and collection fees incurred by the land bank. The land bank shall provide the foreclosure list to the municipality, along with the applicable repurchase price of each lien, by certified mail, and the municipality shall have thirty days from receipt to notify the land bank of its option to purchase one or more of the liens. If the municipality opts to purchase the lien, it shall provide payment within thirty days of receipt of the repurchase price of said lien or liens. If the municipality shall fail to opt to repurchase the lien or liens the land bank shall have the right to commence a foreclosure action immediately.

(e) The sale of a tax lien pursuant to this article shall not operate to shorten the otherwise applicable redemption period or change the otherwise applicable interest rate.

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(f) Upon the expiration of the redemption period prescribed by law, the purchaser of a delinquent tax lien, or its successors or assigns, may foreclose the lien as in an action to foreclose a mortgage as provided in section eleven hundred ninety-four of the real property tax law. The procedure in such action shall be the procedure prescribed by article thirteen of the real property actions and proceedings law for the foreclosure of mortgages. At any time following the commencement of an action to foreclose a lien, the amount required to redeem the lien, or the amount received upon sale of a property, shall include reasonable and necessary collection costs, attorneys' fees, legal costs, allowances, and disbursements.

(g) The provisions of title five of article eleven of the real property tax law shall apply so far as is practicable to a contract for the sale of tax liens pursuant to this article.

(h) If the court orders a public sale pursuant to section eleven hundred thirty-six of the real property tax law, and the purchaser of the property is the land bank, then the form, substance, and timing of the land bank's payment of the sales price may be according to such agreement as is mutually acceptable to the plaintiff and the land bank. The obligation of the land bank to perform in accordance with such agreement shall be deemed to be in full satisfaction of the tax claim which was the basis for the judgment.

(i) Notwithstanding any other provision of law to the contrary, in the event that no municipality elects to tender a bid at a judicially ordered sale pursuant to the provisions of section eleven hundred thirty-six of the real property tax law, the land bank may tender a bid at such sale in an amount equal to the total amount of all municipal claims and liens which were the basis for the judgment. In the event of such tender by the land bank the property shall be deemed sold to the land bank regardless of any bids by any other third parties. The bid of the land bank shall be paid as to its form, substance, and timing according to such agreement as is mutually acceptable to the plaintiff and the land bank. The obligation of the land bank to perform in accordance with such agreement shall be deemed to be in full satisfaction of the municipal claim which was the basis for the judgment. The land bank, as purchaser at such sale shall take and forever thereafter have, an absolute title to the property sold, free and discharged of all tax and municipal claims, liens, mortgages, charges and estates of whatsoever kind. The deed to the land bank shall be executed, acknowledged and delivered within thirty days of the sale.

§ 1617. Contracts

(a) The land bank may, in its discretion, assign contracts for supervision and coordination to the successful bidder for any subdivision of work for which the land bank receives bids. Any construction, demolition, renovation and reconstruction contract awarded by the land bank shall contain such other terms and conditions as the land bank may deem desirable. The land bank shall not award any construction, demolition, renovation and reconstruction contract greater than ten thousand dollars except to the lowest bidder who, in its opinion, is qualified to perform the work required and who is responsible and reliable. The land bank may, however, reject any or all bids or waive any in-formality in a bid if it believes that the public interest will be promoted thereby. The land bank may reject any bid, if, in its judgment, the business and technical organization, plant, resources, financial standing, or experience of the bidder justifies such rejection in view of the work to be performed.

(b) For the purposes of article fifteen-A of the executive law only, the land bank shall be deemed a state agency as that term is used in such article, and all contracts for procurement, design, construction, services and materials shall be deemed state contracts within the meaning of that term as set forth in such article.

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Appendix I

COUNTY OF ONONDAGA AND CITY OF SYRACUSE ORDINANCES CREATING THE GSPDC AND INTERMUNICIPAL AGREEMENT

City of Syracuse

CITY CLERK'S OFFICE

I, JOHN P. COPANAS, City Clerk of the City of Syracuse, New York do hereby certify that the attached is a true copy of an ORDINANCE:

Adopted by the Common Council on March 12, 2012

Approved by the Mayor on March 13, 2012

John P. Copanas
City Clerk

TO:

Mayor
Assessment Commissioner
Aviation Commissioner
Board of Elections
Bureau of Accounts
Citizen Review Board
City Auditor
City School District
Code Enforcement
Neighborhood and Business Development
Finance Commissioner
Corporation Counsel
United States Congressperson
Governor of New York State
New York State Senate
New York State Assembly
New York State Senator
Onondaga County Legislature

Management & Budget Director
Parks & Recreation Commissioner
Personnel & Labor Relations Dir.
Police Chief
Public Works Commissioner
Public Works/Bookkeeper
Purchase Department
Real Estate Division
Research Director
Water Department
Zoning Administration
United States Senator
Department of Engineering
Finance/Treasury
Finance (Water Bureau)
Fire Chief
Grants Management Director
Board of Education

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Ordinance No. 112 2012

ORDINANCE AUTHORIZING AN INTERMUNICIPAL AGREEMENT BETWEEN THE CITY OF SYRACUSE AND ONONDAGA COUNTY RELATIVE TO THE CREATION OF THE GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION A NEW YORK LAND BANK

WHEREAS, addressing the need to strengthen and revitalize local communities, New York State recently enacted the "Land Bank Act" (Not-for-Profit Corporation Law, Article 16) which authorizes municipalities to establish individual or cooperative land banks; and

WHEREAS, vacant and abandoned properties present a danger to the health and safety of local residents, result in costs and loss of revenues to local governments, and discourage further investment in the community; and

WHEREAS, land banks may acquire, redevelop and improve tax delinquent, vacant or abandoned property, thereby providing a mechanism to acquire blighted properties and convert them to productive uses; and

WHEREAS, to maximize opportunities and increase efficiencies, the City of Syracuse and the County of Onondaga desire to establish a single land bank; and

WHEREAS, pursuant to the Land Bank Act, it is necessary to adopt an ordinance establishing the Land Bank on behalf of the City and the County; NOW, THEREFORE,

BE IT ORDAINED, there is hereby created a land bank on behalf of the County of Onondaga, inclusive of the Towns, Villages and the City of Syracuse, to be known as the "Greater Syracuse Property Development Corporation" a New York Land Bank; and

BE IT FURTHER ORDAINED, that the Board of Directors shall consist of five (5) members; and

BE IT FURTHER ORDAINED, that the initial members and terms of the Board of Directors hereby are approved, as follows:

appointed by the Mayor of the City of Syracuse:

Vito Sciscioli, for a term of two (2) years;

appointed by the Majority Leader of the Common Council of the City of Syracuse, and hereby confirmed by the Common Council of the City of Syracuse:

Dwight Hicks, for a term of three (3) years;

jointly nominated by the County Executive of Onondaga County and the Mayor of the City of Syracuse, and confirmed by the Common Council of the City of Syracuse and the Onondaga County Legislature:

James Corbett, for a term of three (3) years; and

BE IT FURTHER ORDAINED, that the initial members also shall include one member appointed by the County Executive of Onondaga County for a term of two (2) years; and one member appointed by the Chairman of the Onondaga County Legislature and confirmed by the Onondaga County Legislature for a term of three (3) years; and

BE IT FURTHER ORDAINED, that the qualifications, manner of appointment, and terms of members of the Board of Directors, after the initial terms, shall be as follows:

(a) one (1) member shall be appointed by the Onondaga County Executive;

(b) one (1) member shall be appointed by the Chairman of the Onondaga County Legislature, and confirmed by the Onondaga County Legislature;

(c) one (1) member shall be appointed by the Mayor of the City of Syracuse;

(d) one (1) member shall be appointed by the Majority Leader of the Common Council of the City of Syracuse, and confirmed by the Common Council of the City of Syracuse;

(e) one (1) member shall be jointly nominated by the Onondaga County Executive of Onondaga County and the Mayor of the City of Syracuse, and confirmed by the Common Council of the City of Syracuse and the Onondaga County Legislature; and

BE IT FURTHER ORDAINED, that the term of said directors after the initial term shall be three (3) years; and

BE IT FURTHER ORDAINED, that all members of the board of the Land Bank shall be residents of the County of Onondaga, and members appointed in whole by the City of Syracuse shall be residents of the City of Syracuse, and the jointly nominated member may be, but not need be, a resident of the City of Syracuse; and

BE IT FURTHER ORDAINED, that each Board member, at the election of his or her appointing Party, may serve a maximum of two (2) full terms, in addition to any partial term for which such member was appointed to fill a vacancy or any initial term that is less than a full two (2) or three (3) year term as the case may be; and

BE IT FURTHER ORDAINED, that the Mayor hereby is authorized to execute an Intermunicipal Agreement with the City of Syracuse for the creation of the Greater Syracuse Property Development Corporation, a New York Land Bank, in substantially the same form as attached to this Ordinance as Appendix "A", and to execute and file such other documents to establish said New York Land Bank; and

BE IT FURTHER ORDAINED, that the Certificate of Incorporation for the Land Bank shall be in substantially the same form as attached to this Ordinance as Appendix "B" and hereby is approved; and

BE IT FURTHER ORDAINED that the Corporation Counsel is hereby directed to conform the applicable documents, including the Articles of Incorporation and Intermunicipal Agreement, to

reflect the names of the initial directors adopted by Resolution of the Onondaga County legislature, and file this Ordinance with the Urban Development Corporation pursuant to the provisions of the Land Bank Act; and

BE IT FURTHER ORDAINED, that this Agreement will be for a five (5) year period upon execution, with an automatic five (5) year renewal period unless terminated in accordance with its terms and conditions; and

BE IT FURTHER ORDAINED, that such Agreement shall be subject to the approval of the Corporation Counsel as to terms, form and content.

Replacement 2.

February 7, 2012

Motion Made By Mrs. Rapp

RESOLUTION NO. 31

ESTABLISHING THE GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION, A NEW YORK LAND BANK, PURSUANT TO ARTICLE 16 OF THE NEW YORK STATE NOT – FOR - PROFIT CORPORATION LAW AND AUTHORIZING THE EXECUTION OF AGREEMENTS WITH THE CITY OF SYRACUSE

WHEREAS, addressing the need to strengthen and revitalize local communities, New York State recently enacted the "Land Bank Act" (Not-for-Profit Corporation Law, Article 16) which authorizes municipalities to establish individual or cooperative land banks; and

WHEREAS, vacant and abandoned properties present a danger to the health and safety of local residents, result in costs and loss of revenues to local governments, and discourage further investment in the community; and

WHEREAS, land banks allow municipalities to acquire, redevelop and improve tax delinquent, vacant or abandoned property, thereby providing a mechanism for municipalities to acquire blighted properties and convert them to productive uses; and

WHEREAS, to maximize opportunities and increase efficiencies, the County of Onondaga and the City of Syracuse desire to work cooperatively and establish a single land bank; and

WHEREAS, pursuant to the Land Bank Act, it is necessary to adopt a resolution establishing the Land Bank on behalf of the County and the City; and

WHEREAS, the bylaws to be submitted provide that any amendments to the bylaws regarding the number, term or qualifications of members of the Board, shall require the approval of the Onondaga County Legislature and the Syracuse Common Council; now, therefore be it

RESOLVED, there is hereby created a land bank on behalf of the County of Onondaga, inclusive of the Towns, Villages and the City of Syracuse, to be known as the "Greater Syracuse Property Development Corporation" a New York Land Bank; and, be it further

RESOLVED, that the Board of Directors shall consist of five (5) members; and, be it further

RESOLVED, that the initial members and terms of the Board of Directors hereby are approved, as follows:

appointed by the County Executive of Onondaga County:
Mary Beth Primo, for a term of two (2) years;

appointed by the Chairman of the Onondaga County Legislature, and hereby confirmed by the Onondaga County Legislature:
Daniel Barnaba, for a term of three (3) years;

jointly nominated by the County Executive of Onondaga County and the Mayor of the City of Syracuse, and confirmed by the Common Council of the City of Syracuse and the Onondaga County Legislature:
James Corbett, for a term of three (3) years; and, be it further

RESOLVED, that the initial members also shall include one member appointed by the Mayor of the City of Syracuse for a term of two (2) years; and one member appointed by the Majority Leader of the Common Council of the City of Syracuse and confirmed by the Common Council of the City of Syracuse for a term of three (3) years; and , be it further

RESOLVED, that the qualifications, manner of appointment, and terms of members of the Board of Directors, after the initial terms, shall be as follows:

(a) one (1) member shall be appointed by the Onondaga County Executive;
(b) one (1) member shall be appointed by the Chairman of the Onondaga County Legislature, and confirmed by the Onondaga County Legislature;
(c) one (1) member shall be appointed by the Mayor of the City of Syracuse;
(d) one (1) member shall be appointed by the Majority Leader of the Common Council of the City of Syracuse, and confirmed by the Common Council of the City of Syracuse;
(e) one (1) member shall be jointly nominated by the Onondaga County Executive of Onondaga County and the Mayor of the City of Syracuse, and confirmed by the Common Council of the City of Syracuse and the Onondaga County Legislature;

and, be it further

RESOLVED, that the term of said directors after the initial term shall be three (3) years; and, be it further

RESOLVED, that all members of the board of the Land Bank shall be residents of the County of Onondaga, and members appointed in whole by the City of Syracuse shall be residents of the City of Syracuse, and the jointly nominated member may be, but not need be, a resident of the City of Syracuse; and, be it further

RESOLVED , that each Board member, at the election of his or her appointing Party, may serve a maximum of two (2) full terms, in addition to any partial term for which such member was appointed to fill a vacancy or any initial term that is less than a full two (2) or three (3) year term as the case may be; and, be it further

RESOLVED, that the Articles of Incorporation for the Land Bank shall be in substantially the form attached to this resolution and hereby are approved; and, be it further

RESOLVED, that the County Executive hereby is authorized to execute the Intermunicipal Agreement with the City of Syracuse for the creation of the Greater Syracuse Property Development Corporation, a New York Land Bank, in substantially the form on file with the Clerk of this Legislature, and to execute and file such other documents to establish said New York Land Bank with any other management, operating, administrative contracts or agreements subject to separate approval of the legislature; and, be it further

RESOLVED, that the Clerk of this Legislature hereby is directed to conform the applicable documents, including the Articles of Incorporation and Intermunicipal Agreement, to reflect the names of the initial directors adopted by ordinance of the City of Syracuse, and file this resolution with the Urban Development Corporation pursuant to the provisions of the Land Bank Act.

Land Bank.Res.02-07-12.doc
clm
kam

ADOPTED
FEB 07 2012

I HEREBY CERTIFY THAT THE FOREGOING IS A TRUE AND EXACT COPY OF LEGISLATION DULY ADOPTED BY THE COUNTY LEGISLATURE OF ONONDAGA COUNTY ON THE 7th DAY OF February, 2012.

Deborah A. Mahaus

CLERK, COUNTY LEGISLATURE
ONONDAGA COUNTY, NEW YORK

RECEIVED
ONONDAGA COUNTY
LEGISLATURE
12 FEB -7 PM 3:24

INTERMUNICIPAL AGREEMENT

BETWEEN

ONONDAGA COUNTY

AND

THE CITYOF SYRACUSE

FOR THE CREATION OF THE

GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION

(a New York Land Bank)

PREAMBLE

This intermunicipal agreement made and entered into this 27th day of March, 2012("Agreement") under the New York Land Bank Act, Article 16 of the New York Not-for-Profit Corporation Law, between **ONONDAGA COUNTY** (hereinafter the "County") and the **CITY OF SYRACUSE** (hereinafter the "City") (hereinafter collectively referred to as the "Parties") for the purpose of establishing and creating the **GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION**, a type C not-for-profit corporation to administer and implement the purposes and objectives of this Agreement.

RECITALS

WHEREAS, in enacting the New York Land Bank Act as Article 16 of the New York Not-for-Profit Corporation Law (hereinafter the "Land Bank Act"), the Legislature found that there exists in the state of New York a continuing need to strengthen and revitalize the economy of the state of New York and communities in this state and that it is in the best interests of the state of New York and communities in this state to confront the problems caused by vacant, abandoned and tax delinquent properties through the creation of land banks in a coordinated manner to foster the development of that property and to promote economic growth;

WHEREAS, § 1603 of the Land Bank Act permits any or any two or more foreclosing governmental units to enter into an intergovernmental cooperation agreement to establish a land bank.;

WHEREAS, the Parties herein agree that the establishment of a land bank would be beneficial to the Parties and to the citizens of both the City of Syracuse and the County of Onondaga; and

WHEREAS, the Parties desire to create the Greater Syracuse Property Development Corporation as a type c not-for-profit corporation to operate as a land bank in accordance with the Land Bank Act and to exercise the powers, duties, functions, and responsibilities of a land bank under the Land Bank Act.

Accordingly, the Parties agree to the following:

ARTICLE I
DEFINITIONS

As used in this Agreement the following terms shall have the meanings provided in this Article.

Section 1.01. "Board of Directors" or **"Board"** means the Board of Directors of the Land Bank.

Section 1.02. "Agreement" means this intermunicipal agreement between the Parties.

Section 1.03. "**Effective Date**" means the date upon which all of the following are satisfied:

(a) the Agreement is approved by resolution of the Onondaga County Legislature;

(b) the Agreement is approved by Ordinance of the Common Council of the City of Syracuse; and

(c) the creation of the Greater Syracuse Property Development Corporation is approved by the Empire State Development Corporation in accordance with Section 1603(g) of the Land Bank Act.

Section 1.04. "Fiscal Year" means the fiscal year of the Land Bank, which shall begin on January 1st of each year and end on the following December 31st.

Section 1.05. "**Land Bank Act**" means Article 16 of the New York Not-for-Profit Corporation Law and as it may be hereafter amended or replaced, subject to the provisions of Section 10.11 of this Agreement.

Section 1.06. "Land Bank" means the type c not-for-profit corporation established pursuant to and in accordance with the provisions of this Agreement and known as the Greater Syracuse Property Development Corporation.

Section 1.07. "**Party**" or "**Parties**" means either individually or collectively, as applicable, the County of Onondaga and/or the City of Syracuse.

Section 1.08. "**Person**" means an individual, authority, limited liability company, partnership, firm, corporation, organization, association, joint venture, trust, governmental entity, or other legal entity.

Section 1.09. "Quorum" means a majority of the members of the Board, not including vacancies.

Section 1.10. "**Real Property**" means all lands and the buildings thereon, all things permanently attached to land or to the buildings thereon, and any interest existing in, issuing out of, or dependent upon land or the buildings thereon.

Section 1.11. "**Tax Delinquent Property**" means real property encumbered by an outstanding tax lien for a delinquent tax as defined in Section 1102 of the New York Real Property Tax Law, or such other general, special or local laws as may be applicable to the property tax enforcement procedures of the Parties.

Section 1.12. "**State**" means the state of New York.

ARTICLE II
PURPOSE

Section 2.01. Purpose. The purpose of this Agreement is to create the Greater Syracuse Property Development Corporation to help address the Parties' problems regarding vacant and abandoned property in a coordinated manner and to further foster the development of such property and promote economic growth through the return of vacant, abandoned, and tax-delinquent properties to productive use.

Section 2.02. Powers and Functions. The Greater Syracuse Property Development Corporation shall have all of those powers, duties, functions, and responsibilities authorized pursuant to the Land Bank Act.

ARTICLE III
CREATION OF LAND BANK

Section 3.01. Creation and Legal Status of Land Bank. The Land Bank is established pursuant to the Land Bank Act as a type c not-for-profit corporation to be known as the "Greater Syracuse Property Development Corporation".

Section 3.02. By-Laws, and Policies and Procedures. The Board shall adopt by-laws consistent with the provisions of this Agreement and the Land Bank Act within forty-five (45) days of the Effective Date. The Board shall adopt policies and procedures consistent with the provisions of this Agreement and the Land Bank Act within ninety (90) days of the Effective Date.

Section 3.03. Principal Office. The principal office of the Land Bank shall be determined by the Board but shall always be in a location within the geographical boundaries of the City of Syracuse..

Section 3.04. Title to Land Bank Assets. All Real Property held in fee by the Land Bank shall be held in its own name.

Section 3.05. Tax-Exempt Status. The Parties intend the activities of the Land Bank to be governmental functions carried out by an instrumentality or political subdivision of the State as described in section 115 of Title 26 of the United States Internal Revenue Code, or any corresponding provisions of any future tax code. The Real Property of the Land Bank and all of the Land Bank's income and operations shall be exempt from all taxation by the State of New York or any of its political subdivisions.

Section 3.06. Extinguishment of Taxes and Assessments. Upon the request of the Land Bank and for the purposes of fostering the goals and objectives of the Land Bank, any Party, at its option and in its discretion, may extinguish any Real Property Taxes or special assessments levied by that Party against Real Property owned by the Land Bank.

Section 3.07. Compliance with Law. The Land Bank shall comply with all federal, State, and local laws, ordinances, rules, regulations, and orders applicable to this Agreement.

Section 3.08. Relationship of Parties. The Parties agree that the County shall not be responsible, in whole or in part, for the acts of the employees, agents, and servants of the City, whether acting separately or in conjunction with the implementation of this Agreement, and that the City shall not be responsible, in whole or in part, for the acts of the employees, agents, and servants of the County, whether acting separately or in conjunction with the implementation of this Agreement. The Parties shall only be bound and obligated under this Agreement as expressly agreed to by each Party. The Land Bank shall not obligate the City or the County nor shall any obligation of the Land Bank constitute an obligation of the City or the County.

Section 3.09. No Third-Party Beneficiaries. Except as otherwise specifically provided, this Agreement does not create, is not intended to create in any non-Party, by implication or otherwise, any direct or indirect benefit, obligation, duty, promise, right to be indemnified (such as contractually, legally, equitably, or by implication), right to be subrogated to any Party's rights under this Agreement, and/or any other right or benefit.

ARTICLE IV
BOARD, EXECUTIVE DIRECTOR AND STAFF

Section 4.01. Board Composition. The Land Bank shall be governed by a Board of Directors consisting of five members. Each member shall serve without compensation. Each member shall continue to serve until the appointment and qualification of his or her successor. Vacancies in the Board occurring otherwise than by expiration of term shall be filled for the unexpired term.

The members of the Board shall be appointed as follows:

(a) One (1) member shall be appointed by the County Executive of Onondaga County;

(b) One (1) member shall be appointed by the Chairman of the Onondaga County Legislature, and confirmed by the Onondaga County Legislature;

(c) One (1) member shall be appointed by Mayor of the City of Syracuse;

(d) One member shall be appointed by the Majority Leader of the Common Council of the City of Syracuse and shall be confirmed by the Common Council of the City of Syracuse

(e) One (1) member shall be jointly nominated by the Mayor of the City of Syracuse and the County Executive of Onondaga County and shall be confirmed by both the Common Council of the City of Syracuse and the Onondaga County Legislature.

Section 4.02. Initial Members. The first term of the first Board members shall commence on the date of the first Board meeting. The initial Members of the Board of the Land Bank shall be:

(a) Appointed by the County Executive of Onondaga County:
1) Mary Beth Primo, for a term of two (2) years; and

(b) Appointed by the Chairman of the Onondaga County Legislature, and confirmed by the Onondaga County Legislature:
1) Daniel Barnaba, for a term of three (3) years.

(c) Appointed by the Mayor of the City of Syracuse:
1) Vito Sciscioli, for a term of two (2) years.

(d) Appointed by the Majority Leader of the Common Council of the City of Syracuse and confirmed by the Common Council of the City of Syracuse:
1) Dwight Hicks, for a term of three (3) years.

(e) Jointly Nominated by County Executive of Onondaga County, and the Mayor of the City of Syracuse and confirmed by both the Common Council of the City of Syracuse and the Onondaga County Legislature:
1) James Corbett, for a term of three (3) years.

Section 4.03 Term of Office. Except for the terms of the initial members as outlined in Section 4.02, the members of the Board appointed to succeed the initial members shall be appointed for a term of three (3) years. Each Board member at the election of his or her appointing Party may serve a maximum of two full terms in addition to any partial term for which such member was appointed to fill a vacancy or any initial term that is less than a full three year term. In the event State law is amended to provide for different terms and/or composition of the Board, then the Board as it exists at the time of such amendment shall be authorized to take any action required such that the Board complies with any requirements of State law.

Section 4.04. Qualifications. All members of the Board of the Land Bank shall all be residents of the County of Onondaga. Members appointed in whole by the Mayor of the City of Syracuse, or the Majority leader of the Common Council of the City of Syracuse shall be residents of the City of Syracuse. The jointly appointed member may be, but need not be, a resident of the City of Syracuse.

Section 4.05 Removal. Board members may be removed by their appointing Party for neglect of duty or misconduct in office or may be removed pursuant to any other provision of New York law.

Section 4.06. Vacancies. A vacancy among the members of the Board appointed under section 4.01, whether caused by the death, resignation, or removal of a Board member, shall be filled in the same manner as the original appointment for the balance of the unexpired term. Such vacancy shall be filled as soon as practicable.

Section 4.07. Meetings. The Board shall conduct its first meeting no later than thirty (30) calendar days after the Effective Date. The Board shall meet at least annually and hold such other meetings at the place, date, and time as the Board shall determine.

Section 4.08. Records of Meetings. The Board shall maintain a written record of each meeting. All meetings of the Board shall comply with the provisions of Section 1612(a) of the Land Bank Act and be subject to the New York Open Meetings Law and the New York Freedom of Information Law.

Section 4.09. Quorum and Voting. Presence for both quorum and voting at a Board meeting may include electronic communication by which such member of the Board is both seen and heard by the members of the Board and any members of the public at the meeting. All actions of the Board shall be approved by the affirmative vote of a majority of the members of the Board present and voting; provided, however, no action of the Board shall be authorized on the following matters unless approved by a majority of the total Board membership:

(a) Adoption of by-laws and other rules and regulations for conduct of the Land Bank's business;

(b) Hiring or firing of any employee or contractor of the Land Bank. This function may, by a majority vote of the total Board membership, be delegated to a specific officer or committee of the Land Bank, under such terms and condition, and to the extent, that the Board may specify;

(c) The incurring of debt;

(d) Adoption or amendment of the annual budget; and

(e) Sale, lease, encumbrance, or alienation of real property, improvements, or personal property.

Section 4.10. Board Responsibilities. The Board shall have all powers necessary to carry out and effectuate the purposes and provisions of this Agreement and the Land Bank Act, including all of those powers set forth in Section 1607 of the Land Bank Act.

Section 4.11. Fiduciary Duty. The members of the Board are under a fiduciary duty to conduct the activities and affairs of the Land Bank in the best interests of the Land Bank, including the safekeeping and use of all Land Bank monies and assets. The members of the Board shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 4.12. Compensation. The members of the Board shall serve without compensation . The Board may reimburse any member for expenses actually incurred in the performance of duties on behalf of the Land Bank.

Section 4.13. Executive Director. The Board may select and retain an executive director. An executive director selected and retained by the Board shall administer the Land Bank in accordance with the operating budget adopted by the Board, general policy guidelines

established by the Board, other applicable governmental procedures and policies, and this Agreement. The executive director shall be responsible for the day-to-day operations of the Land Bank, the control, management, and oversight of the Land Bank's functions, and supervision of all Land Bank employees. All terms and conditions of the executive director's length of service shall be specified in a written contract between the executive director and the Land Bank. The executive director shall serve at the pleasure of the Board. The Board may delegate to the executive director any powers or duties it considers proper, subject to the constraints of Land Bank Act, and under such terms, conditions and extent that the Board may specify.

Section 4.14. Employees. The Land Bank may employ or otherwise contract for the services of any staff deemed necessary to carry out the duties and responsibilities of the Land Bank. Such staff may be employed as employees of the Land Bank, or the services of such staff may be retained pursuant to contracts with any Party or other public or private entities.

Section 4.15. Conflicts of Interest. No Member of the Board, or employee of the Land Bank shall acquire any interest, direct or indirect, in Real Property of the Land Bank, or in any Real Property to be acquired by the Land Bank. No Member of the Board, or employee of the Land Bank shall have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used by the Land Bank. The Board shall establish policies and procedures requiring the disclosure of relationships that may give rise to a conflict of interest and may adopt ethical guidelines for Members of the Board and employees of the Land Bank. The Board shall require that any member of the Board with a direct or indirect interest in any matter before the Board disclose the member's interest to the Board before the Board takes any action on the matter.

ARTICLE V
POWERS OF LAND BANK

Section 5.01. General Powers Under Land Bank Act. The Land Bank shall have all those powers necessary to carry out and effectuate the purposes and provisions of the Land Bank Act including, but not limited to, all those powers specified under Section 1607 of the Land Bank Act, and all those other powers granted to Land Banks pursuant to the Land Bank Act or other statutory authority.

Section 5.02 Purchase of Tax Liens. The Land Bank may acquire liens relative to Tax Delinquent Property in accordance with Section 1616 of the Land Bank Act.

Section 5.03. Execution of Legal Documents Relating to Real Property. The terms of any contract or agreement concerning the sale, lease license, easement, encumbrance, or other alienation of any interest in Real Property, or improvements thereto, or personal property of the Land Bank, shall be approved by the Board. All contracts of the Land Bank shall be executed in the name of the Land Bank.

Section 5.04. Civil Action to Protect Land Bank Real Property. The Land Bank may institute a civil action to prevent, restrain, or enjoin the waste of or unlawful removal of any Real Property held by the Land Bank. The Land Bank may also institute any civil action to protect,

clear title to, determine the rights of parties to, remove liens from, or that are otherwise related to the Real Property of the Land Bank.

Section 5.05. Transfer of Interests in Real Property by Land Bank. On terms and conditions, in a manner, and for an amount of consideration the Land Bank considers proper, fair, and reasonable, including for no monetary consideration, the Land Bank may convey, sell, transfer, exchange, lease as lessor, or otherwise dispose of Real Property or rights or interests in Real Property in which the Land Bank holds a legal interest to any public or private Person subject to the Public Authorities Law, and any other statutory requirements.

Section 5.06. Structure of Conveyances. Transactions shall be structured in a manner that permits the Land Bank to enforce contractual agreements, real covenants, and the provisions of any subordinate financing held by the Land Bank pertaining to development and use of the Real Property.

Section 5.07. Disposition of Proceeds. Any proceeds from the sale or transfer of Real Property by the Land Bank shall be retained, expended, or transferred by the Land Bank as determined by the Board in the best interests of the Land Bank and in accordance with the Land Bank Act.

ARTICLE VI
RESTRICTIONS ON POWERS

Section 6.01. Eminent Domain Prohibited. The Land Bank shall neither possess nor exercise the power of eminent domain.

Section 6.02. Limitation on Political Activities. The Land Bank shall not spend any public funds on political activities. Subject to the foregoing, this section is not intended to prohibit the Land Bank from engaging in activities authorized by applicable law.

Section 6.03. No Waiver of Governmental Immunity. The Parties agree that no provision of the Agreement is intended, nor shall it be construed, as a waiver by any Party of any governmental immunity provided under any applicable law.

Section 6.04. Non-Discrimination. The Land Bank shall comply with all applicable laws prohibiting discrimination.

Section **6.05. Building and Housing Codes.** The Land Bank shall maintain all Real Property held by the Land Bank in accordance with applicable State laws and local codes.

ARTICLE VII
BOOKS, RECORDS, AND FINANCES

Section 7.01. Land Bank Records. The Land Bank shall keep and maintain at the principal office of the Land Bank all documents and records of the Land Bank. All records of the Land Bank subject to any claimed privilege, shall be made available to either Party, including the Onondaga County Comptroller, and the City Auditor of the City of Syracuse. The records

and documents shall be maintained until the termination of this Agreement and shall be delivered to any successor entity.

Section 7.02. Financial Statements and Reports. The Land Bank shall cause to be prepared, at the Land Bank's expense, audited financial statements (balance sheet, statement of revenue and expense, statement of cash flows, and changes in fund balance) on an annual basis. Such financial statements shall be prepared in accordance with generally accepted accounting principles and accompanied by a written opinion of an independent certified public accounting firm. The Land Bank shall be subject to audit by the office of the state comptroller in accordance with Section 1603(h) of the Land Bank Act.

Section 7.03. Annual Budget. The executive director, or other individual designated by the Board, shall prepare annually a budget for the Land Bank. The Board shall review and approve a budget for the Land Bank immediately preceding each Fiscal Year.

Section 7.04. Deposits and Investments. The Land Bank shall deposit and invest funds of the Land Bank, not otherwise employed in carrying out the purposes of the Land Bank, in accordance with an investment policy established by the Board consistent with laws and regulations regarding investment of Land Bank funds.

Section 7.05. Disbursements. Disbursements of funds shall be in accordance with guidelines established by the Board.

Section 7.06. Performance Objectives. Each Fiscal Year, the executive director, or other individual designated by the Board, shall prepare, for review and approval by the Board, objectives for the Land Bank's performance.

Section 7.07. Real Property Inventory Records. The Land Bank shall inventory all Real property owned, held, or disposed of by the Land Bank. The inventory shall be maintained as a public record and shall be available in accordance with Sections 1608(h) and (i), and Sections 1609(b) of the Land Bank Act.

ARTICLE VIII
FUNDING AND EXPENDITURES

Section 8.01. Budget Contributions. While under no obligation, the Parties may contribute to the annual Land Bank budget in such manner as approved by the Party or Parties

Section 8.02. Issuance of Bonds. The Land bank may issue, sell, and deliver bonds in accordance with the provisions of Section 1611 of the Land Bank Act.

Section 8.03. Tax Allocation. Upon the adoption of a resolution by the County Legislature and / or the adoption of a ordinance by the Common Council of the City of Syracuse, either party, or both parties collectively may provide for Fifty (50) percent of that Party's real property taxes collected on any specific parcel of real property identified in such resolution or ordinance (or both) to be remitted to the Land Bank for a period of five years in accordance with the provisions of section 1610(c) of the land Bank Act.

Section 8.04. Management of Funds. The Land Bank, shall designate a fiscal agent of the Land Bank to manage sales proceeds, monetary contributions made by the Parties', and other Land Bank funds. Standard accounting procedures shall be used in the management of Land Bank accounts.

Section 8.05. Authorized Expenditures. The Land Bank shall in its sole discretion and within its budget expend such funds as necessary to carry out the powers, duties, functions, and responsibilities of a land bank under the Land Bank Act consistent with this Agreement, and State law.

ARTICLE IX
DURATION OF AGREEMENT

Section 9.01. Duration. This Agreement shall commence on the Effective date and shall remain in full force and effect for a period of five years. This Agreement shall thereafter be automatically renewed for successive five year periods until withdrawal of one of the parties in accordance with section 9.02 or dissolution of the Land Bank in accordance with the provisions of Section 9.03.

Section 9.02. Withdrawal by Party. Either Party may withdraw from this Agreement upon six (6) months notice to the other Party, and to the Land Bank. The withdrawing Party shall have no rights to funds or other assets of the Land Bank. If at the time of withdrawal the requirements of the Land Bank Act provide that some Real Property of the Land Bank be liquidated, any sums received from the sale of such properties shall remain the funds of the Land Bank. Upon the withdrawal of any Party to this Agreement, the provisions of this Agreement shall remain in force for any remaining Parties to the Agreement.

Section. 9.03. Dissolution. The Land Bank may only be dissolved pursuant to the requirements of Section 1613 of the Land Bank Act.

ARTICLE X
MISCELLANEOUS

Section 10.01. Notices. Any and all correspondence or notices required, permitted, or provided for under this Agreement to be delivered to any Party shall be sent to that Party via certified mail, return receipt requested, and by regular US mail. All correspondence shall be considered delivered to a Party as of the date that such notice is deposited with sufficient postage with the United States Postal Service. All such written notices, including any notice of withdrawal under Article IX, shall be sent to the Parties the addresses below, or any subsequent address provided by either Party:

To: Onondaga County

Onondaga County
Office of the County Executive
Att: County Executive
John H. Mulroy Civic Center, 14th Floor
421 Montgomery Street
Syracuse, New York 13202

With carbon copy to:

Onondaga County
Department of Law
Att: County Attorney
John H. Mulroy Civic Center 10th FL.
421 Montgomery Street
Syracuse, New York 13202

TO: The City of Syracuse

City of Syracuse
Office of the Mayor
Att: Mayor
233 East Washington Street
Syracuse, NY 13202
With Carbon Copy to:

City of Syracuse
Department of Law
Att: Corporation Counsel
233 East Washington Street
Syracuse, NY 13202

And to:

City of Syracuse
City Clerk
233 E. Washington Street, Rm. 231
Syracuse, NY 13202

Section 10.02. Entire Agreement. This Agreement sets forth the entire Agreement between the Parties and supersedes any and all prior agreements or understandings between them in any way related to the subject matter of this Agreement. It is further understood and agreed that the terms and conditions of this Agreement are contractual and are not a mere recital and that there are no other contracts, understandings, or representations between the Parties in any way related to the subject matter of this Agreement, except as expressly stated in this Agreement.

Section 10.03. Interpretation of Agreement. The Parties intend that this Agreement shall be construed liberally to effectuate the intent and purposes of this Agreement and the legislative intent and purposes of the Land Bank Act as complete and independent authorization for the performance of each and every act and thing authorized by this Agreement and the Land Bank Act. All powers granted to the Land Bank under this Agreement and the Land Bank Act shall be broadly interpreted to effectuate the intent and purposes and not as a limitation of powers.

Section 10.04. Severability of Provisions. If any provision of this Agreement, or its application to any Person, Party, or circumstance, is invalid or unenforceable, the remainder of this Agreement and the application of that provision to other Persons, Parties, or circumstances is not affected but will be enforced to the extent permitted by law.

Section 10.05. Governing Law. This Agreement is made and entered into in the State of New York and shall in all respects be interpreted, enforced, and governed under the laws of the State of New York without regard to the doctrines of conflict of laws. The language of all parts of this Agreement shall in all cases be construed as a whole according to its plain and fair meaning, and not construed strictly for or against any Party.

Section 10.06. Captions and Headings. The captions, headings, and titles in this Agreement are intended for the convenience of the reader and are not intended to have any substantive meaning or to be interpreted as part of this Agreement.

Section 10.07. Terminology. All terms and words used in this Agreement, regardless of the number or gender in which they are used, are deemed to include any other number and any other gender as the context may require.

Section 10.08. Cross-References. References in this Agreement to any article include all sections, subsections, and paragraphs in the article, unless specifically noted otherwise. References in this Agreement to any section include all subsections and paragraphs in the section.

Section 10.09. Jurisdiction and Venue. In the event of any disputes between the Parties over the meaning, interpretation, or implementation of the terms, covenants, or conditions of this Agreement, the matter under dispute, unless resolved between the Parties, shall be submitted to the courts of Onondaga County.

Section 10.10. Amendments to Agreement. This Agreement may be amended or an alternative form of this Agreement adopted only upon written amendment approved by all Parties.

Section 10.11. Amendments to Land Bank Act. The Land Bank shall have any powers authorized pursuant to any amendments, replacements, or substitutions to the Land Bank Act, unless the Agreement is amended by the Parties to provide otherwise.

Section **10.12 Cerificate of Incorporation.** The Certificate of Incorporation of the GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION are attached to this Agreement as Exhibit "A" and incorporated herein by reference.

Section 10.13. Effective Date. This Agreement shall become effective as of the Effective Date as that term is defined in Section 1.03. of this Agreement.

[*The remainder of this page is intentionally left blank, with the signature pages immediately following on the next page.*]

IN WITNESS WHEREOF, the County of Onondaga and the City of Syracuse have caused this Agreement to be executed by their authorized representatives on the date indicated, to be effective upon the Effective Date as that term is described within this Agreement.

ONONDAGA COUNTY

Dated: 3/27, 2012

By: Joanne M. Mahoney
MJM Joanne M. Mahoney
Onondaga County Executive

CITY OF SYRACUSE

Dated: _____, 2012

By: _____
Stephanie A. Miner
Mayor

ATTEST:

_____
John P. Copanas, City Clerk

IN WITNESS WHEREOF the County of Onondaga and the City of Syracuse have caused this Agreement to be executed by their authorized representatives on the date indicated, to be effective upon the Effective Date as that term is described within this Agreement.

ONONDAGA COUNTY

Dated:_____

BY:_____
Joanne M. Mahoney
Onondaga County Executive

Dated: 3/26/2012

CITY OF SYRACUSE

By:_____
Stephanie A. Miner
Mayor

ATTEST:

_____
John P. Copanas, City Clerk

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

On this 27th day of March, 2012, before me, the undersigned a Notary Public in and for said State, personally appeared **JOANNE M. MAHONEY,** to me known, who, being by me duly sworn, did depose and say that she resides in Syracuse, New York; that she is the County Executive of the County of Onondaga 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 she executed the same in her capacity and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Martin J. Murphy
Notary Public

MARTIN J. MURPHY
NOTARY PUBLIC, State of New York
Qual. Onon. Co., No. 02MU4906946
My Comm. Exp. Aug. 31, 2013

DRAFT

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

On this 26th day of March, 2012 before me personally came Stephanie A. Miner, Mayor of the City of Syracuse, with whom I am personally acquainted, who, being by me duly sworn, did depose and say: that she resides in the City of Syracuse, New York; that she is Mayor of the City of Syracuse, the corporation described in and which executed the within instrument; that she knows the corporate seal of said City of Syracuse and it was so affixed pursuant to the Charter of the City and that she signed said instrument as Mayor of said City of Syracuse by like authority; and the said Stephanie A. Miner further says that she is acquainted with John P. Copanas and knows him to be the City Clerk of said City of Syracuse and that the signature of John P. Copanas was hereto subscribed pursuant to said Charter and in the presence of her, the said Stephanie A. Miner, Mayor.

Catherine E. Carnrike
Notary Public

CATHERINE E. CARNRIKE
Notary Public, State of New York
No. 02CA6112791
Qualified in Onondaga County
Commission Expires July 12, 2012

DRAFT