

By Legislators McCabe and Smith

Intro. No. \_\_\_\_

RESOLUTION NO. \_\_\_\_ OF 2023

**AUTHORIZING CREATION OF MONROE COUNTY LAND BANK**

BE IT RESOLVED BY THE LEGISLATURE OF THE COUNTY OF MONROE, as follows:

Section 1. The Monroe County Legislature hereby authorizes the creation of the Monroe County Land Bank as follows:

- a. Name of the land bank: Monroe County Land Bank
- b. Number of initial members of the board of directors: 7
- c. Names of the individuals to serve on the Monroe County Land Bank board of directors and the length of terms:
  - i. Robert Franklin, Monroe County Director of Finance (ex-officio)
  - ii. Thalia Wright, Monroe County Commissioner of Human Services (ex-officio)
  - iii. Ana Liss, Monroe County Director of Planning and Development (ex-officio)
  - iv. Amy Grande, Monroe County Real Property Director (ex-officio)
  - v. Majority Appointment – Deborah Campanella (3 year term)
  - vi. Minority Appointment – Kevin Purcell (3 year term)
  - vii. County Executive Appointment – Orlando Ortiz (3 year term)

The ex-officio members may designate, in writing, another individual from their department to serve on the Board. Citizen members appointed by the County Legislature and the County Executive shall be a resident of Monroe County.

Section 2. The Monroe County Legislature hereby approves the proposed articles of incorporation for inclusion in the application to be sent to Empire State Development and filed with the Secretary of State in accordance with New York State Not-for-Profit Corporation Law.

Section 3. The County Executive, or his designee, is hereby authorized to execute all documents necessary for the creation of the Monroe County Land Bank.

Section 4. This resolution shall take effect in accordance with Section C2-7 of the Monroe County Charter.

Agenda/Charter Committee; October 23, 2023 – CV: 5-0  
Ways and Means Committee; October 24, 2023 – CV: 11-0  
File No. 23-0340

ADOPTION: Date: \_\_\_\_\_ Vote: \_\_\_\_\_

**ACTION BY THE COUNTY EXECUTIVE**

APPROVED: \_\_\_\_\_ VETOED: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_ DATE: \_\_\_\_\_

EFFECTIVE DATE OF RESOLUTION: \_\_\_\_\_

**CERTIFICATE OF INCORPORATION  
of  
Monroe County Land Bank Corporation**

**Under Sections 402 and 1603 of the Not-For-Profit  
Corporation Law of the State of New York**

**THE UNDERSIGNED, being over the age of eighteen years, for the purpose of forming a land bank as a not-for-profit corporation pursuant to Section 402 and Article 16 of the Not-For-Profit Corporation Law of the State of New York (the "NFPCL"), hereby certifies as follows:**

**FIRST: The name of the corporation is Monroe County Land Bank Corporation (hereinafter "Corporation").**

**SECOND: The Corporation will be a corporation authorized by Section 1603 of the NFPCL and as defined in subparagraph (a)(5) of Section 102 of the NFPCL and, as provided in Section 1603(f) of the NFPCL, will be a charitable corporation as defined in Section 201 of the NFPCL. The Corporation is a public instrumentality of, but separate and apart from, the County of Monroe.**

**THIRD: The Corporation is to be formed and operated for the purpose of acquiring and redeveloping vacant, abandoned, donated, and tax-delinquent properties in the County of Monroe, New York. The lawful public or quasi-public objective which the Corporation will achieve is restoring properties to productive use and the revitalization of neighborhoods in Monroe County to productive use in order to eliminate the harms and liabilities caused by such properties, and lessen the burden of government and act in the public interest. In furtherance of said purpose, the Corporation's powers shall include all powers and duties granted land bank corporations as set forth in Article 16 of the NFPCL, as it may be amended from time-to-time, which powers are incorporated herein by reference as if fully stated herein, and shall also include:**

- (a) Any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, officers, or any private person.**
- (b) In general, to perform any and all acts and things, and exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing and of the foregoing purposes of the Corporation.**

**FOURTH: The operations of the Corporation will be conducted within the territory of the County of Monroe. Pursuant to NFPCL Section 1603(d), the Corporation shall operate only in those portions of Monroe County outside of the City of Rochester.**

**FIFTH: The powers of the Corporation set forth in paragraph THIRD hereof will be subject to the following limitations:**

- (a) All income and earnings of the Corporation will be used exclusively for its corporate purpose or accrue and be subject to the Corporation's responsibilities.
- (b) The property of the Corporation is irrevocably dedicated to charitable purposes.
- (c) No part of the income or earnings of the Corporation will inure to the benefit or profit of, nor will any distribution of its property or assets be made to, any member, director or officer of the Corporation, or private person, corporate or individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it, to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder.
- (d) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code). No part of the activities of the Corporation shall be the participating in or intervening, directly or indirectly, any political campaign on behalf of or in opposition of any candidate for public office.
- (e) The Corporation will not engage in any activities not permitted to be carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Code, as amended, and the regulations promulgated thereunder.
- (f) As provided in Section 1611(f) of the NFPCL, any bonds or other obligations of the Corporation shall not be a debt of the County of Monroe or of the State of New York, and shall so state on their face, nor shall the County nor the State of New York, nor any revenues or any property of the County or of the State of New York, be liable therefor.

**SIXTH:** In the event of the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provisions for the payment of all debts and liabilities of the Corporation of whatsoever kind or nature, distribute all of the remaining assets and property of the Corporation to the County of Monroe as set for in Section 1613 of the NFPCL.

**SEVENTH:** The office of the Corporation will be located in Monroe County, New York.

**EIGHTH:** The Corporation will be initially managed by a board of directors (the "Board of Directors"). There shall be seven (7) members of the Board of Directors, consisting of four (4) ex officio members and three (3) appointed members. The term for the appointed members will be three (3) years. The Board of Directors shall be as follows:

1. The Monroe County Director of Finance
2. The Monroe County Commissioner of Human Services
3. The Monroe County Director of Planning and Development
4. The Monroe County Real Property Director
5. A citizen appointed by the Majority members of the Monroe County Legislature

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6. A citizen appointed by the Minority members of the Monroe County Legislature
  7. A citizen appointed by the County Executive

The ex-officio members may designate, in writing, another individual from their department to serve on the Board. Citizen members appointed by the County Legislature and the County Executive shall be a resident of Monroe County.

Chairperson: The Board of Directors as a whole shall select a Chairperson amongst themselves by a majority vote, on an annual basis.

The names and addresses of the initial Board of Directors are as follows:

Robert Franklin, Monroe County Director of Finance (ex-officio)  
402 County Office Building  
39 W. Main Street  
Rochester, NY 14614

Thalia Wright, Monroe County Commissioner of Human Services (ex-officio)  
111 Westfall Road  
Rochester, NY 14620

Ana Liss, Monroe County Director of Planning and Development (ex-officio)  
1150 City Place  
50 W. Main Street  
Rochester, NY 14614

Amy Grande, Monroe County Real Property Director (ex-officio)  
304 County Office Building  
39 W. Main Street  
Rochester, NY 14614

Deborah Campanella  
814 Robertson Road  
Churchville, NY 14428

Kevin Purcell  
166 Hillside Avenue  
Rochester, NY 14610

Orlando Ortiz  
455 Pardee Road  
Rochester, NY 14609

**NINTH:** The duration of the Corporation shall be perpetual.

TENTH: The Secretary of State of New York is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State will mail a copy of any process against the Corporation served upon him or her is: Monroe County Land Bank, Attn: Monroe County Attorney, 307 County Office Building, 39 West Main Street, Rochester, New York 14614.

ELEVENTH: The By-laws of the Corporation may be adopted or amended by a majority of the Directors of the Corporation upon 10 days' notice to all of the Directors.

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

THIRTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in any manner now or hereafter provided herein or by statute; provided, however, that the Corporation will not amend, alter, change or repeal any provision of this Certificate of Incorporation without the affirmative vote of at least a majority of the entire Board of Directors.

IN WITNESS WHEREOF, this certificate has been subscribed by the undersigned this \_\_\_\_\_ day of \_\_\_\_\_.