

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

- 32.4
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 _____.



Office of the County Executive Monroe County Legislature

October 24, 2023

To The Honorable
Monroe County Legislature
407 County Office Building
Rochester, New York 14614

Subject: Authorize the Creation of the Monroe County Land Bank

Honorable Legislators:

OFFICIAL FILE COPY
No. 230340
Not to be removed from the Office of the Legislature of Monroe County
Committee Assignment
AGENDA/CHARTER -1
WAYS & MEANS

We recommend that Your Honorable Body authorize the creation of the Monroe County Land Bank.

Land banks are one of the tools available to communities to facilitate the return of vacant, abandoned, and tax-delinquent properties to productive use. The mission of the Monroe County Land Bank Corporation will be to acquire and return vacant, abandoned, and tax delinquent properties within Monroe County to uses that support community revitalization, preserve and create quality housing, and support economic and environmental resilience.

The Monroe County Land Bank will have the following goals: (1) create opportunities for affordable homeownership; (2) remediate unsafe and unsanitary conditions associated with vacant and abandoned buildings; (3) partner with local vocational schools, trade schools, and not-for-profits to provide hands-on construction and rehabilitation experience; and (4) work with towns and villages to identify and prioritize tax delinquent, tax foreclosed, vacant, and/or abandoned properties that, if revitalized, would further a community's economic and/or environmental objectives.

In order to meet its goals, the Monroe County Land Bank Corporation will focus on the following: (1) meet with local community leaders to establish Countywide priorities; (2) acquire title to tax delinquent, tax foreclosed, vacant, and/or abandoned properties in Monroe County to rehabilitate for housing and other productive uses; and (3) work with town and village code enforcement officers to identify tax delinquent, tax foreclosed, vacant, and/or abandoned properties that are unsafe and unsanitary.

The specific legislative action required are:

1. Authorize 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:
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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.

2. Approve 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.
3. Authorize the County Executive, or his designee, to execute all documents necessary for the creation of the Monroe County Land Bank.

This action is a Type II Action pursuant to 6 NYCRR § 617.5(c)(27) ("conducting concurrent environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary to the formulation of a proposal for action, provided those activities do not commit the agency to commence, engage in or approve such action") and is not subject to further review under the State Environmental Quality Review Act.

Creation of the Monroe County Land Bank will have no impact on the revenues or expenditures in the current Monroe County budget.

We recommend that this matter be referred to the appropriate committee(s) for favorable action by Your Honorable Body.

Sincerely,



Adam J. Bello
Monroe County Executive



Sabrina LaMar
Monroe County Legislature
President



Steve Brew
Monroe County Legislature
Majority Leader



Yversha Roman
Monroe County Legislature
Minority Leader



Blake Keller
Monroe County Legislator
District 1



Jackie Smith
Monroe County Legislator
District 2



Tracy DiFlorio
Monroe County Legislator
District 3



Frank X. Allkofer
Monroe County Legislator
District 4



Richard B. Milne
Monroe County Legislator
District 5



Sean McCabe
Monroe County Legislator
District 6



Kirk Morris
Monroe County Legislator
District 7



Mark Johns
Monroe County Legislator
District 8



Paul Dondorfer
Monroe County Legislator
District 9



Howard Maffucci
Monroe County Legislator
District 10



Sean M. Delehanty
Monroe County Legislator
District 11



Michael Yudelson
Monroe County Legislator
District 13



Susan Hughes-Smith
Monroe County Legislator
District 14



George J. Hebert
Monroe County Legislator
District 15



David Long
Monroe County Legislator
District 16



Roman Misula
Monroe County Legislator
District 17



John B. Baynes
Monroe County Legislator
District 18



Kathleen Taylor
Monroe County Legislator
District 19



Robert Colby
Monroe County Legislator
District 20



Rachel Barnhart
Monroe County Legislator
District 21



Mercedes Vazquez Simmons
Monroe County Legislator
District 22



Linda Hasman
Monroe County Legislator
District 23



Albert Blankley
Monroe County Legislator
District 24



Carolyn Delvecchio Hoffman
Monroe County Legislator
District 25



Ricky Frazier
Monroe County Legislator
District 28



William Burgess
Monroe County Legislator
District 29

CERTIFICATE OF INCORPORATION
of
Monroe County Land Bank Corporation

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Corporation Law of the State of New York

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- (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.
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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 repel 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 repel 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 _____.