

RESOLUTION NO. 8 OF 2015

The Troy Community Land Bank Corporation ("TCLB") met in Regular Session at 433 River Street, Troy, New York on January 21, 2015, at 8:30 a.m.

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

PRESENT: Brian Barker, Diane Cubit, Cynthia DeDominic, Heather King, Patrick Madden, Frank Sarratori, Dylan Turek, Suzanne Spellen, Richard Herrick.

ABSENT: John Carmello

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

RESOLUTION APPROVING THE WHISTLEBLOWER POLICY OF THE TROY COMMUNITY LAND BANK CORPORATION

WHEREAS, New York Public Authorities Law §2824(e) requires the Board of the Corporation to establish written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or board member of the Corporation; and

WHEREAS, the proposed Whistleblower Policy was reviewed and forwarded from the Governance Committee on January 14, 2015; and

WHEREAS, the Members of the Board have reviewed the terms and conditions of the Whistleblower Policy attached hereto as Appendix "A".

NOW, THEREFORE, BE IT RESOLVED BY THE TROY COMMUNITY LAND BANK CORPORATION AS FOLLOWS:

1. The recitals above are hereby incorporated into this Resolution as if fully set forth herein.
2. The Members of the Board hereby approve and adopt the Whistleblower Policy in the form thereof presented at this meeting and attached hereto as Appendix "A".
3. The Chairman of the TCLB is hereby authorized and directed to execute all documents on behalf of TCLB which may be necessary or desirable to further the intent of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.
4. The Resolution shall take effect immediately.

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

YES: Brian Barker, Diane Cubit, Cynthia DeDominic, Heather King, Patrick Madden, Frank Sarratori, Dylan Turek, Suzanne Spellen, Richard Herrick.

NO: n / a

The foregoing Resolution was thereupon duly adopted.

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

I, the undersigned, Diane Cubit, Secretary of the Troy Community Land Bank Corporation, DO HEREBY CERTIFY:

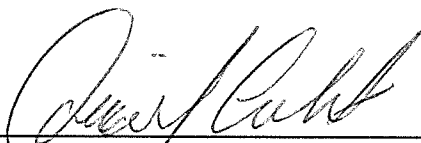
That I have compared the foregoing extract of the minutes of the meeting of the Troy Community Land Bank Corporation including the resolution contained therein, held on the 21st day of January 2015, with the original thereof on file in the office of the Troy Community Land Bank Corporation, and that the same is a true and correct copy of the proceedings of the Troy Community Land Bank Corporation and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Troy Community Land Bank Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice and the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Troy Community Land Bank Corporation present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Troy Community Land Bank Corporation this 21st day of January, 2015.



Diane Cubit, Secretary

TROY COMMUNITY LAND BANK CORPORATION

WHISTLEBLOWER POLICY AND PROCEDURES

Purpose:

It is the policy for the Troy Community Land Bank Corporation (hereinafter the "Land Bank") to afford certain protections to individuals who in good faith report violations of the Land Bank's Code of Ethics or other instances of potential wrongdoing within the Land Bank.

This policy is adopted pursuant to New York Public Authorities Law Section 2824(1)(e). The Whistleblower Policy and Procedures set forth below are intended to encourage and enable employees to raise concerns in good faith within the Land Bank and without fear of retaliation or adverse employment action.

Definitions:

"Good Faith": Information concerning potential wrongdoing is disclosed in "good faith" when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential wrongdoing.

"Land Bank Employee": All board members; officers; and staff employed at the Land Bank whether full-time, part-time, employed pursuant to contract, employees on probation and temporary employees.

"Whistleblower": Any Land Bank employee who in good faith discloses information concerning wrongdoing by another Land Bank employee, or concerning the business of the Land Bank itself.

"Wrongdoing": Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority engaged in by a Land Bank employee that relates to the Land Bank.

"Personnel action": Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

Section 1: Reporting Wrongdoing

All employees who discover or have knowledge of potential wrongdoing concerning board members; officers; or employees of the Land Bank; or a person having business dealings with this Land Bank; or concerning the Land Bank itself, shall report such activity in accordance with the following procedures:

1. The Land Bank Employee shall disclose any information concerning wrongdoing either orally or in a written report to his or her supervisor, or to the Land Bank's ethics officer, general counsel, human resources representative or to any Member of the Board.
2. All Land Bank Employees who discover or have knowledge of wrongdoing shall report such wrongdoing in a prompt and timely manner.
3. The identity of the whistleblower and the substance of his or her allegations will be kept confidential to the best extent possible.

4. The individual to who the potential wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such information to the Authorities Budget Office or an appropriate law enforcement agency where applicable.
5. Should a Public Authority Employee believe in good faith that disclosing information within the Public Authority pursuant to Section 1.1 above would likely subject him or her to adverse personnel action or be wholly ineffective, the Public Authority Employee may instead disclose the information to the Authorities Budget Office or an appropriate law enforcement agency, if applicable. The Authorities Budget Office's toll free number (1-800-560-1770) should be used in such circumstances.

Section 2: No Retaliation or Interference

No Land Bank Employee shall retaliate against any Whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion, or abuse of authority. No Land Bank Employee shall interfere with the right of any other Land Bank Employee by any improper means aimed at deterring disclosure of potential wrongdoing. Any attempts at retaliation or interference are strictly prohibited and:

1. No Land Bank Employee who in good faith discloses potential violations of this Public Authority's Code of Ethics or other instances of potential wrongdoing, shall suffer harassment, retaliation or adverse personnel action.
2. All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential wrongdoing will be thoroughly investigated by the Land Bank.
3. Any Land Bank Employee who retaliates against or had attempted to interfere with any individual for having in good faith disclosed potential violations of the Land Bank's Code of Ethics or other instances of potential wrongdoing is subject to discipline, which may include termination of employment.
4. Any allegation of retaliation or interference will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate matter.

Section 3: Other Legal Rights Not Impaired

The Whistleblower Policy and Procedures set forth herein are not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action.

1. Specifically, these Whistleblower Policy and Procedures are not intended to limit any rights or remedies that an individual may have under the laws of the State of New York.
2. With respect to any rights or remedies than an individual may have pursuant to Civil Service Law §75-b or labor Law §740, any employee who wishes to preserve such rights shall prior to disclosing information to a government body; have made a good faith effort to provide the appointing authority or his or her designee the information to be disclosed and shall provide the appointment authority or designee a reasonable time to take appropriate action unless there is imminent and serous danger to public health or safety.