

**OWASCO LAKE WATERSHED MANAGEMENT COUNCIL, INC.**

**RESOLUTION**

A meeting of the Board of Directors of the **Owasco Lake Watershed Management Council, Inc.** was convened on **July 19, 2022 at 10:00 A.M.** at City of Auburn Council Chambers, 24 South Street, Auburn, NY 13021 and the following resolution was duly offered and seconded to wit:

**Resolution No. 02-22**

**RESOLUTION TO APPROVE THE TRANSFER OF THE FILMORE ROAD PROPERTY FROM THE NATURE CONSERVANCY AND ALLOW THE EXECUTIVE DIRECTOR TO ACT AS SIGNATORY FOR ALL REQUIRED CLOSING DOCUMENTS**

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MOTION BY: Ed Wagner

**WHEREAS**, pursuant to Section 1411 of the Not-for-Profit Corporation Law (“N-PCL”, and hereinafter referred to as the “Act”), and a Certificate of Incorporation (the “Certificate”) filed with the New York Secretary of State on the 23<sup>rd</sup> day of February, 2011, the **Owasco Lake Watershed Management Council, Inc.** (the “Corporation”) has been established as a not-for-profit, local development corporation to relieve and reduce unemployment, promote and provide for additional and maximum employment, improve and maintain job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, lessening the burdens of government and acting in the public interest, including undertaking programs and activities in furtherance of managing, monitoring and protecting the water resources of Owasco Lake and the water resources within the Owasco Lake Watershed for the well-being and benefit of the residents of the County; and

**WHEREAS**, The Nature Conservancy (the “Conservancy”) has declared its intent to transfer to the Corporation at no cost three parcels of land on Filmore Road in the Towns of Sempronius and Summerhill, designated Cayuga County Tax Map Numbers 212.00-1-51.2, 212.00-1-52.1, 223.00-1-1.822 (the “Property”), and

**WHEREAS**, the Conservancy purchased the Property in 2021 using funds provided by the New York State Water Quality Improvement Program because of the Property's important contribution to protecting the quality of the water in Owasco Inlet and Owasco Lake, and

**WHEREAS**, the Corporation wishes to own and manage the Property in the public interest for the same water quality purposes articulated in the Water Quality Improvement Program, as set forth in the Notice of Grant Agreement that runs with the Property and shall be binding on the Corporation, and

**WHEREAS**, in Resolution No. 01-2020 the Corporation's Board of Directors authorized the Corporation to hold interests in land "for conservation purposes to support the organization's water quality and resource protection mission," and

**WHEREAS**, the By-Laws of the Corporation in Article VI, Section 1 read as follows: *The Board of Directors may ... authorize any officer or officers, agent or agents, employee or employees, in the name of and on behalf of the Corporation, to enter 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 of Directors, or expressly authorized by these By-Laws, no officer, 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 render it liable pecuniarily in any amount for any purpose.;*

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors that the Corporation may accept the transfer of the Property from the Conservancy and take and hold title in and to the Property, subject to the Corporation abiding by the terms of the Notice of Grant Agreement that runs with the Property,

**AND IT IS FURTHER RESOLVED** that the Corporation's executive director is authorized to execute any and all legal documents required to effectuate the transfer of the Property and to expend Corporation funds for recording fees, purchase of title insurance, and any other miscellaneous expenses in connection with the transfer,

**AND IT IS FURTHER RESOLVED** that the Corporation may accept a grant from the Conservancy in the amount of up to \$15,000 to support the Corporation's stewardship expenses in connection with the Property, as to which the Corporation's executive director is authorized to sign a Grant Agreement with the Conservancy on behalf of the Corporation.

SECOND BY: Terry Baxter

Dated: July 19, 2022

**Owasco Lake Watershed  
Management Council, Inc.**

Aileen McNabb-Coleman

Hon. Aileen McNabb Coleman, Cayuga County Legislator  
Member, ex officio

Edward Wagner

Hon. Edward Wagner, Supervisor, Town of Owasco  
Member, ex officio

Ginny Kent

Hon. Ginny Kent, Councilor, City of Auburn  
Member, ex officio

**CERTIFICATION**

STATE OF NEW YORK  
COUNTY OF CAYUGA

I, Ginny Kent, the undersigned, Secretary of the **Owasco Lake Watershed Management Council, Inc.** (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the Members of the Corporation, including the Resolution contained therein, held on July 19, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law:"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings law; and (D) there was a quorum of the members 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 rescinded.

July 19, 2022  
Date

Ginny Kent  
Secretary

