

**ORGANIZATIONAL MINUTES OF
BOARD OF DIRECTORS OF
SYRACUSE HOUSING STRATEGIES CORPORATION**

September 23, 2024
2:00 p.m.

The organizational meeting of the Syracuse Housing Strategies Corporation (the “*Corporation*”) was convened in public session on September 23, 2024, at 2:00 p.m., in the Common Council Chambers, City Hall, 233 East Washington Street, Syracuse, New York.

Board Members Present: Hon. Benjamin Walsh, LaToya Allen, Katelyn Wright, Patrick J. Hogan, Rasheada Caldwell, Patrona Jones-Rowser

Excused Members: President Helen Hudson, Robert Simpson

Staff Present: Michelle Sczpanski, Susan Katzoff, Esq

Others Present: Michael Collins, Donald Radke, Patrica McBride

Mayor Walsh acted as Chairman and Katelyn Wright acted as Secretary of the meeting.

I. CALL MEETING TO ORDER

Mayor Walsh called the meeting to order at 2:00 p.m. Based on the number of members present, the Secretary determined a quorum was present and the meeting could proceed.

II. ROLL CALL

Mayor Walsh acknowledged the board members present and noted the excused absences of members, President Hudson and Simpson.

III. PROOF OF NOTICE

Mayor Walsh acknowledged that notice of the meeting had been duly and properly posted and provided.

IV. NEW BUSINESS

Ms. Sczpanski noted that the first order of business before the meeting was to ratify the actions of the incorporator of the Corporation in organizing the Corporation. She further indicated that the legislation adopted by the City of Syracuse authorizing the formation of the Corporation as well as the Corporation’s Certificate of Incorporation, filed with the NYS Secretary of State, were all included in the packet previously delivered to the Board members.

After discussion, upon motion made by Member Allen, seconded by Member Caldwell, and carried, the members present unanimously:

RESOLVED, that the actions of the Incorporator of the Corporation in organizing the Corporation shall be, and hereby are, ratified, adopted, and approved; and

RESOLVED, that the resignation of the Incorporator of the Corporation shall be, and hereby is, accepted; and

RESOLVED, that the certificate of incorporation of the Corporation filed with the New York Department of State on September 20, 2024 shall be, and hereby is, ratified and approved, and the copy attached hereto as Exhibit A shall be filed in the minute book of the Corporation.

The next order of business before the meeting was to adopt the By-Laws of the Corporation, a copy of proposed By-Laws, as well as a summary of the provisions, having been provided to the Board members in advance of the meeting.

After discussion, upon motion made by Member Jones-Rowser and seconded by Member Hogan seconded, and carried, the members present unanimously:

RESOLVED, that the By-Laws, in the form attached hereto as Exhibit B, shall be, and hereby are, ratified, adopted, and approved as the By-Laws of the Corporation, and a copy thereof shall be filed in the minute book of the Corporation.

The next order of business before the meeting was to elect Board officers (the "Officers", and individually, an "Officer") to serve the Corporation. After discussion, upon motion made, seconded, and carried, the members present unanimously:

RESOLVED, that the following persons shall be, and each of them hereby is, elected to serve in the offices of the Corporation set opposite their respective names, each to hold such offices until the annual meeting of the Board:

Chairperson:	Mayor Walsh
Vice Chairperson:	President Hudson
Secretary-Treasurer:	Katelyn Wright

Ms. Sczpanski advised the Board needed to seat members to each of the following Corporation's committees: Finance, Audit and Governance. Ms. Sczpanski advised, and as was detailed in the executive summary that formed a part of the Board's agenda, that composition needed to comply

with rules regarding independent members and further outlined general requirements and obligations of each committee.

After discussion, upon motion made, seconded and carried, the members present unanimously:

RESOLVED, that the following persons shall be, and each of them hereby is, elected to serve at the pleasure of the Board to the following committees:

Finance Committee: Katelyn Wright, Patrick J. Hogan, Robert Simpson, LaToya Allen, President Hudson and Mayor Walsh;

Audit Committee: Patrick J. Hogan, Katelyn Wright, Robert Simpson, LaToya Allen, Rasheada Caldwell and Mayor Walsh; and

Governance Committee: Patrick J. Hogan, Katelyn Wright, Robert Simpson, LaToya Allen, Patrona Jones-Rowser, and Mayor Walsh.

Mayor Walsh recommended the appointment of Ms. Sczpanski as Executive Director of the Corporation and Michael Cannizzaro as Chief Financial Officer of the Corporation.

After discussion, upon motion made by Member Hogan, seconded by Member Jones-Rowser and carried, the members present unanimously

RESOLVED, that the following persons shall be, and each of them hereby is, appointed as Corporate officers with the position adjacent to their name to serve at the pleasure of the Board:

Michelle Sczpanski, Executive Director and

Michael Cannizzaro, Chief Financial Officer.

The next order of business before the meeting was to adopt a mission statement. The mission statement, as proposed, reads:

“The goal of the Syracuse Housing Strategies Corporation is to enable a protected, flexible source of capital to create and preserve safe, affordable, and attractive housing opportunities for current and future City of Syracuse residents.”

After discussion, upon motion made by Member Hogan and seconded by Member Allen seconded, and carried, the members present unanimously

RESOLVED, that the Mission Statement, set forth in these minutes, shall be, and hereby is, ratified, adopted, and approved as the Mission Statement of the Corporation, and a copy thereof shall be filed in the minute book of the Corporation.

The next order of business before the meeting was to adopt the Syracuse Housing Strategy, as the framework to guide investments and other initiatives of the Corporation.

After discussion, upon motion made by Member Hogan and seconded by Member Wright and carried, the members present unanimously:

RESOLVED, to adopt Syracuse Housing Strategy as the framework for guiding investments and other initiatives of the Corporation.

V. ADJOURNMENT

There being no further business to discuss, the meeting was adjourned at **2:23 PM**

EXHIBIT A

COPY OF CERTIFICATE OF INCORPORATION

EXHIBIT B

COPY OF BY-LAWS