

**FEDERAL RESERVE BANK
OF NEW YORK**

September 11, 2017

**Nomination of Directors
For Terms of Office Ending December 31, 2020**

To the Member Banks of the Second Federal Reserve District:

An election will be held under the provisions of section 4 of the Federal Reserve Act, as amended, to choose a Class A director and a Class B director to serve for three-year terms, beginning January 1, 2018.

Both directors will be chosen by member banks in Group 3. Member banks in Groups 1 and 2 will not participate in this election.

The classification of member banks for the purposes of nomination and election of Class A and Class B directors of the Federal Reserve Bank of New York is as follows:

Group 1 consists of banks with capital and surplus of more than \$2 billion;

Group 2, of banks with capital and surplus of \$40 million to \$2 billion, inclusive; and

Group 3, of banks with capital and surplus of less than \$40 million.

For the purposes of this election, a member bank's classification will be determined by its capital and surplus as of the date of this circular, even though its capital and surplus may change before the polls close. The list of banks comprising Group 3 is on page 3.

Except in the case of any member banks that are subsidiaries of the same bank holding company,* each member bank in Group 3 is permitted to nominate one candidate for Class A director

*** Section 4 of the Federal Reserve Act, as amended, reads in part as follows:**

"...That whenever any member banks within the same Federal Reserve district are subsidiaries of the same bank holding company within the meaning of the Bank Holding Company Act of 1956, participation in any such nomination or election by such member banks, including such bank holding company if it is also a member bank, shall be confined to one of such banks, which may be designated for the purpose by such holding company."

Pursuant to the foregoing provision, a nomination by any bank that is a subsidiary of a bank holding company having other subsidiaries in the same voting group cannot be accepted unless there is on file with this Bank evidence that such bank has been so designated. Accordingly, banks affected by the foregoing provision of the law are requested to take prompt action to have the appropriate bank holding company designate, if it has not already designated, one of such banks to participate in this nomination and election.

If such bank holding company does not have on file with this Bank an appropriate resolution either permanently designating one of such banks to participate in nominations or elections of this Bank's directors or setting forth the authority under which such designations will be made from time to time, such bank holding company may wish to file such resolution with this Bank. A form of resolution authorizing officers of a bank holding company to make such designations is attached to be used where appropriate.

and one candidate for Class B director.† The nominations should be made by resolutions of the boards of directors of the nominating banks (or by resolutions of the banks' executive committees, if such committees are empowered to take such action), and certified copies of such resolutions should be sent to this Bank so as to reach this Bank on or before 3 p.m. on Friday, October 13, 2017. The attached form shows the appropriate form of resolution; one executed copy of the form should be returned to this Bank in PDF format via email to:

Redacted for security purposes

or it may be physically mailed back to the Corporate Secretary's Office of this Bank:

Redacted for security purposes

On October 16, 2017, copies of the list of candidates (indicating by whom nominated) and preferential ballots will be sent to the banks in Group 3. The law provides that the ballots shall be cast within 15 days after receipt of this list. The polls will open at 10 a.m., October 17, 2017, and will close at 12 noon on Wednesday, November 1, 2017. Upon the closing of the polls, the ballot box will be opened, the votes counted and checked by tellers, and the results of the election announced. The candidates may, if they so desire, be present or represented on that occasion.

In order to be counted as valid, the ballot must be executed by an officer authorized to cast the vote and must be received by this Bank at or before the time fixed for the closing of the polls (i.e., at or before 12 noon on Wednesday, November 1, 2017). The officers heretofore designated for this purpose by each bank in Group 3 are shown on the list on page 3. Any Group 3 bank that desires to change its authorization should do so by resolution of its board of directors; a certified copy of such resolution must reach this Bank before the polls close. A form for this purpose is also attached.

SARA HOROWITZ,
Chair of the Board

†Section 4 of the Federal Reserve Act, as amended, reads in part as follows:

"Class A shall consist of three members, without discrimination on the basis of race, creed, color, sex, or national origin, who shall be chosen by and be representative of the stockholding banks . . . No officer or director of a member bank shall be eligible to serve as a class A director unless nominated and elected by banks which are members of the same group as the member bank of which he is an officer or director."

"Class B shall consist of three members, who shall represent the public and shall be elected without discrimination on the basis of race, creed, color, sex, or national origin, and with due but not exclusive consideration to the interests of agriculture, commerce, industry, services, labor, and consumers No director of class B shall be an officer, director, or employee of any bank."

"No Senator or Representative in Congress shall be a member of the Board of Governors of the Federal Reserve System or an officer or a director of a Federal reserve bank."

[The Board of Governors of the Federal Reserve System has expressed the opinion that it is inappropriate, as a general rule, for directors of Federal Reserve Banks to hold partisan political or public office in the service of the United States, or of any State, territory, county, district, political subdivision, or municipality thereof, to act as members of political party committees, or to serve as officers or directors of political action committees or as members of the governing bodies of such committees. The System's policy is to avoid any situations that might give the appearance of associating the Reserve Banks with political activities.]

[The Board of Directors of the Federal Reserve Bank of New York has resolved that all persons who stand for election as Class A or Class B directors shall be citizens of the United States.]

Election of Directors
For Term of Office Ending December 31, 2020
List of the 37 Member Banks in Group 3

(Group 3 consists of member banks with capital and surplus of less than \$40 million as of August 31, 2017)

NEW JERSEY

<u>Place</u>	<u>Name of Bank or Trust Company</u>	<u>Officers Authorized to Cast Vote</u>
Hope	First Hope Bank, a National Banking Association	President, any Vice President, or Cashier
Maywood	Community Bank of Bergen County, N.J.	President, any Vice President, or Cashier

NEW YORK

<u>Place</u>	<u>Name of Bank or Trust Company</u>	<u>Officers Authorized to Cast Vote</u>
Alden	Alden State Bank	President, any Vice President, or Cashier
Ballston Spa	Ballston Spa National Bank	President, any Vice President, or Cashier
Canandaigua	Canandaigua National Bank and Trust Company	President, any Vice President, or Cashier
Carmel	Putnam County National Bank	President, any Vice President, or Cashier
Cattaraugus	Bank of Cattaraugus	President, any Vice President, or Cashier
Coxsackie	National Bank of Coxsackie	President, Executive Vice President, any Vice President, or Cashier
Delhi	The Delaware National Bank of Delhi	President, any Vice President, or Cashier
Dryden	The First National Bank of Dryden	President, any Vice President, or Cashier
Glens Falls	Glens Falls National Bank and Trust Company	President or Executive Vice President
Groton	The First National Bank of Groton	President, any Vice President, or Cashier
Hammond	Citizens National Bank of Hammond	President, any Vice President, or Cashier
Jeffersonville	Jeff Bank	President, any Vice President, or Cashier
Kinderhook	The National Union Bank of Kinderhook	President, any Vice President, or Cashier
Lyons	The Lyons National Bank	President, any Vice President, or Cashier
Middletown	Orange Bank and Trust Company	President, any Vice President, or Cashier
Millbrook	Bank of Millbrook	President, any Vice President, or Cashier
New York City (<i>See below</i>)		
Newburgh	Empire State Bank, N.A.	Chairman, Chief Executive Officer, President, any Vice President, or Cashier
Rochester	The Upstate National Bank	Chief Executive Officer, President, Executive Vice President, any Vice President, or Cashier
Saratoga Springs	The Adirondack Trust Company	President, Executive Vice President, any Vice President, or Cashier
Saratoga Springs	Saratoga National Bank and Trust Company	President, any Vice President, or Cashier
Savannah	Savannah Bank, N.A.	Chief Executive Officer, President, any Vice President, or Secretary
Scotia	First National Bank of Scotia	President, any Vice President, or Cashier
Solvay	Solvay Bank	President, any Vice President, or Cashier
Spencer	Tioga State Bank	President, any Vice President, or Cashier
Union Springs	Cayuga Lake National Bank	President, any Vice President, or Cashier

Utica	Adirondack Bank	President or any Vice President
Willsboro	Champlain National Bank	President, Executive Vice President, any Vice President, or Cashier

NEW YORK CITY

<u>Place</u>	<u>Name of Bank or Trust Company</u>	<u>Officers Authorized to Cast Vote</u>
Manhattan	Brown Brothers Harriman Trust Company
	Delta National Bank and Trust Company of New York
	Eastbank, N.A.	President, Executive Vice President, any Vice President, or Cashier
	Evercore Trust Co., N.A.	President, any Vice President, or Cashier
	Neuberger Berman Trust Company	President, Secretary, or Assistant Secretary
	Rockefeller Trust Company of New York
Queens	State Street Bank and Trust Company, N.A.	President, any Vice President, or Cashier
	National Bank of New York City	President, any Vice President, or Cashier

DIRECTORS OF THE FEDERAL RESERVE BANK OF NEW YORK

Elected by Banks in Group	Name and Occupation	Class	Term Expires Dec. 31
1	James P. Gorman Chairman and Chief Executive Officer Morgan Stanley New York, NY	A	2018
2	Gerald H. Lipkin Chairman, President and Chief Executive Officer Valley National Bank Wayne, NJ	A	2019
3	Paul P. Mello President and Chief Executive Officer Solvay Bank Solvay, NY	A	2017
1	Glenn H. Hutchins Co-Founder Silver Lake New York, NY	B	2018
2	David M. Cote Chairman and Chief Executive Officer Honeywell International, Inc. Morrostown, NJ	B	2019
3	Terry J. Lundgren Chairman, President and Chief Executive Officer Macy's, Inc. New York, NY	B	2017
Appointed by the Board of Governors of the Federal Reserve System	Sara Horowitz (Chair) Executive Director Freelancers Union Brooklyn, NY	C	2018
	Denise Scott (Deputy Chair) Executive President for Programs Local Initiatives Support Corporation New York, NY	C	2019
	Emily K. Rafferty President Emerita The Metropolitan Museum of Art New York, NY	C	2017

**COMMITTEE ON RECOMMENDATION OF CANDIDATES FOR
DIRECTORS OF THE FEDERAL RESERVE BANK OF NEW YORK**

September 11, 2017

**Recommendation of Candidates in Annual Election of Directors
of the Federal Reserve Bank of New York**

To All Member Banks in the
Second Federal Reserve District:

The Federal Reserve Bank of New York will hold its annual election of a Class A and a Class B director for three-year terms ending December 31, 2020. Member banks in Group 3 – that is, member banks with capital and surplus less than \$40 million – will participate in this election.

The committee, appointed by the bankers associations of New York, New Jersey, and Connecticut to make recommendations to member banks of candidates for directors of the Federal Reserve Bank of New York, and to inform member banks of the qualifications of these candidates, recommends for nomination by Group 3 banks the following two individuals, who have consented to serve if elected:

Candidate for Class A Director

PAUL P. MELLO
President and Chief Executive Officer
Solvay Bank
Solvay, New York

PAUL P. MELLO is the President and CEO of Solvay Bank, which is the oldest independent commercial bank headquartered and operating in Onondaga County, New York. Mr. Mello was appointed to the position in 2002. Prior to his appointment, he held the position of Executive Vice President and Chief Financial Officer. He also launched the Bank's insurance subsidiary, Solvay Bank Insurance Agency, Inc., and began the Bank's Brokerage Advisory Services. Under his leadership, the Bank has expanded its footprint with new branch openings, new lines of business and internet banking technologies.

Before joining the Bank, Mr. Mello was a CPA and worked for Coopers & Lybrand in Syracuse from 1989 to 1993.

In March of 2012, Mr. Mello was elected to the Federal Reserve Bank of New York as a Class A Director. He also served as a member of the Community Depository Institutions Advisory Council of the Federal Reserve Bank of New York in 2011. Mr. Mello served as the Chair of the Independent Bankers Association of New York State for two years. He is the Vice Chair of the Upstate Medical University Foundation after serving as Chair for six years. Mr. Mello serves on the Board of Directors for The Eraser Company, Inc., and the St. Camillus Health & Rehabilitation Center. He previously served as a Board member on the LeMoyne College Board of Regents and Accounting Advisory committee. He also coaches instructional youth basketball.

Mr. Mello earned a bachelor's degree in accounting from LeMoyne College in 1989.

Candidate for Class B Director

CHARLES PHILLIPS
Chief Executive Officer
Infor, Inc.
New York, New York

CHARLES PHILLIPS is Chief Executive Officer of Infor, the third largest business applications software company in the world with 90,000 customers in 190 countries and 17,000 employees. Headquartered in New York City, Infor provides cloud applications to automate industrial, retail, public sector, and healthcare processes with last mile, industry-specific features. Key customers include Boeing, Ferrari, Nordstrom's, Georgia Pacific, BAE, Mayo Clinic, New York City MTA, U.S. Navy, Hermes, Nike, and many others. With over 65 million subscribers in the cloud, Infor was one of the earliest and largest software companies to exploit the public Amazon cloud platform instead of building proprietary computer infrastructure. Other industry firsts include a team of scientists in Kendall Square, M.I.T. building machine learning applications by industry as well as a dedicated creative agency in New York specializing in digital transformation and design.

Previously, Mr. Phillips was President of Oracle Corporation and a member of its Board of Directors. During his eight-year tenure, the company tripled in size and market capitalization and successfully acquired 70 companies. Prior to Oracle, Mr. Phillips was a Managing Director at Morgan Stanley in the Technology Group and served on its Board of Directors and was an Institutional Investor All Star for 10 consecutive years.

Before his career on Wall Street, Mr. Phillips served as a Captain in the U.S. Marine Corps in the 2nd Battalion, 10th Marines at Camp Lejeune in a line of three generations of military service. He holds a B.S. in Computer Science from the U.S. Air Force Academy, a J.D. from New York Law School, and an M.B.A. from Hampton University and is a member of the Georgia State Bar Association.

Mr. Phillips serves on the Boards of Viacom Corporation, the Apollo Theater, Business Executives for National Security, and the New York Police Foundation. He also served on President Obama's Economic Recovery Board, led by Paul Volcker, and is a member of the Council on Foreign Relations.

MARTIN K. BIRMINGHAM
President & CEO
Five Star Bank
Warsaw, New York

PETER A. MICHELOTTI
President & CEO
Community Bank of Bergen County
Maywood, New Jersey

REYNO A. GIALLONGO, JR.
Chairman & CEO
First County Bank
Stamford, Connecticut

THOMAS J. MURPHY
President & CEO
Arrow Financial Corporation
Glens Falls, New York

DOUGLAS L. KENNEDY
President & CEO
Peapack-Gladstone Bank
Gladstone, New Jersey