

EXHIBIT B

CHAUTAUQUA COUNTY LAND BANK CORPORATION

CERTIFICATE OF INDEPENDENT DIRECTOR

The undersigned, as a director appointed of Chautauqua County Land Bank Corporation (the "Corporation"), hereby certifies that pursuant to subdivision 2 of Section 2825 of the Public Authorities Law, as follows, that he or she:

Is not, and in the past two (2) years, has not been, employed by the Corporation, or an affiliate in an executive capacity or been employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Corporation or received any other form of financial assistance valued at more than \$15,000 from the Corporation; and

Is not a relative of an executive officer or employee in an executive position of the Corporation or an affiliate; and

In the past two (2) years, has not been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or an affiliate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this _____ day of _____, 2012.

Name: _____,
Independent Director