

ST. LAWRENCE COUNTY  
PROPERTY DEVELOPMENT CORPORATION  
Res. No. PDC-21-03-03  
March 26, 2021

Approved and Adopted: July 19, 2018  
Governance Committee Review: March 16, 2021

**WHEREAS**, the St. Lawrence County Property Development Corporation has caused to be conducted a review of its Compensation, Reimbursement and Attendance Policy, and

**THEREFORE, BE IT RESOLVED**, that the St. Lawrence County Property Development Corporation authorizes the following policy:

|                                                   |
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| <b>Compensation, Reimbursement and Attendance</b> |
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Pursuant to and in accordance with the Not-For-Profit Corporation Law of the State of New York, the Board of Directors (the “Board”) of the St. Lawrence County Property Development Corporation (the “Corporation”) shall serve without salary and be appointed as described in the By-Laws of the Corporation but may be reimbursed for reasonable expenses incurred in the performance of Corporation duties at the approval of the Board.

The officers, employees and agents of the Corporation shall serve at the discretion of the Corporation Board at such compensation levels as may be approved by the Board from time to time and may be reimbursed for reasonable expenses incurred in the performance of Corporation duties at the approval of the Board.

The Board and officers of the Corporation shall be available as required to perform the operations of the Corporation and as set forth within the By-Laws of the Corporation, as may be amended, restated or revised by the Board from time to time, in accordance with the By-Laws. Said Board and officers of the Corporation shall put forth their best efforts to perform their respective duties as outlined in the By-Laws of the Corporation and any other directives of the Board relating to same.

|             |            |            |                |               |
|-------------|------------|------------|----------------|---------------|
| Move:       | LaBaff     |            |                |               |
| Second:     | Staples    |            |                |               |
| <b>VOTE</b> | <b>AYE</b> | <b>NAY</b> | <b>ABSTAIN</b> | <b>ABSENT</b> |
| Blevins     | X          |            |                |               |
| Hall        | X          |            |                |               |
| LaBaff      | X          |            |                |               |
| McMahon     | X          |            |                |               |
| Morrill     | X          |            |                |               |
| Reagen      | X          |            |                |               |
| Staples     | X          |            |                |               |

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

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Lori Sibley  
March 26, 2021