

**FRANKLIN COUNTY CIVIC DEVELOPMENT CORPORATION**  
**COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY**

Adopted by Resolution on July 14, 2010

I. Introduction

- A. This Compensation, Reimbursement and Attendance Policy (the “Compensation Policy”) of the Franklin County Civic Development Corporation (the “Corporation”) is adopted by resolution pursuant to and in accordance with the Not-For-Profit Corporation Law of the State of New York.
- B. The Compensation Policy applies to the members of the Board of Directors (the “Board”), officers, employees and agents of the Corporation.

II. Operative Policy

- A. The Board shall serve without salary at the pleasure of the Corporation but may be reimbursed for the reasonable expenses, including traveling expenses, incurred in the performance of their duties, at the approval of the Board.
- B. The officers, employees and agents of the Corporation shall serve at the pleasure of the Corporation at such compensation levels as may be approved by the Board from time to time and may be reimbursed for the reasonable expenses incurred in the performance of their duties, at the approval of the Board.
- C. The Board and all officers, employees and agents of the Corporation shall be available as necessary and required to perform their duties and responsibilities as set forth in the By-Laws of the Corporation, as may be amended, restated or revised by the Board from time to time. The members of the Board and all officers, employees and agents of the Corporation shall put forth their best efforts in performing their respective duties and responsibilities.

Any and all previously-approved Compensation, Reimbursement and Attendance policies of the Corporation are hereby rescinded.