

**GREATER MOHAWK VALLEY LAND BANK CORPORATION
COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY**

The directors of the Greater Mohawk Valley Land Bank Corporation (the "Land Bank") shall serve without salary. Directors may be reimbursed for reasonable and necessary expenses incurred in the discharge of their duties, including travel expenses in accordance with the Land Bank's Travel and Discretionary Funds Policy, as such policy may be amended from time to time.

Unless otherwise stated in a written employment agreement, the employees of the Land Bank, if any, shall serve at the pleasure of the Land Bank at such compensation levels as may be approved by the Land Bank from time to time and may be reimbursed for reasonable expenses incurred in the performance of Land Bank duties, including travel expenses in accordance with the Land Bank's Travel and Discretionary Funds Policy, as such policy may be amended from time to time.

The directors of the Land Bank shall be available as required to perform the operations of the Land Bank as may be required by law and set forth within the By-Laws of the Land Bank, as may be amended, restated or revised from time to time. The directors shall put forth their best efforts to perform their respective duties as may be required by law and as outlined in the By-Laws of the Land Bank and any other directives, policies or procedures of the Land Bank. As a quorum is required for the Land Bank to conduct business, the directors, together with the Executive Director, are expected to attend all regular and special meetings of the Land Bank. Should a director miss 2 consecutive board meetings of the Land Bank, or miss more than 2 board meetings in any six-month period, the remaining directors may seek replacement of such director, attendance at meetings being critical to the functioning of the Land Bank.