

**SULLIVAN BROADBAND LOCAL DEVELOPMENT CORPORATION
COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY**

Pursuant to and in accordance with the Not-For-Profit Corporation Law of the State of New York, the members of the board (the "Board") of the Sullivan Broadband Local 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 pleasure of the Corporation 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 members of 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 members and officers of the Corporation shall put forth their best efforts to perform their respective duties as outlined in the Bylaws of the Corporation and any other directives of the Board relating to same.

On motion duly made by Director Green and seconded by Director Dufour, the Compensation, Reimbursement & Attendance Policy of the Sullivan Broadband Local Development Corporation was placed before the Board of Directors of the Corporation and hereby adopted 7-0.

CERTIFICATION

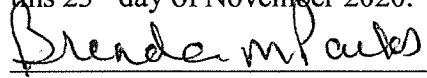
STATE OF NEW YORK) ss: COUNTY OF SULLIVAN)

I, Brenda Parks, the undersigned, Secretary of the Sullivan Broadband Local Development Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the Board of Directors of the Corporation, including the policies contained therein, held on November 23, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such policies set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Board of Directors had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Board of Directors present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached policy is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation
this 23rd day of November 2020.



Secretary to the Sullivan Broadband LDC