

A meeting of the Board of Directors of the Greater Syracuse Property Development Corporation ("GSPDC") was convened in public session at the offices of the GSPDC located at 333 West Washington Street, Suite 130, Syracuse, New York 13202 on September 17, 2013 at 8:00 a.m.

The meeting was called to order by the Chairman and, upon roll being called, the following directors of the GSPDC were:

PRESENT:

Vito Sciscioli, Chair
Mary Beth Primo, Vice Chair
Daniel Barnaba, Treasurer
Dwight L. Hicks, Secretary
James Corbett

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

Katelyn Wright	Executive Director
John P. Sidd, Esq.	GSPDC Counsel

The following resolution was offered by Dwight L. Hicks, seconded by Daniel Barnaba, to wit:

Resolution No.: 35 of 2013

RESOLUTION AMENDING PERSONNEL POLICY

WHEREAS, New York Public Authority Law §2824 requires the GSPDC to establish written policies and procedures with respect to personnel of the GSPDC; and

WHEREAS, on August 13, 2013 the Board of Directors adopted a Personnel Policy setting forth rules and procedures applicable to all employees of the GSPDC; and

WHEREAS, the Members of the Board desire to amend the Personnel Policy in accordance with the amendments incorporated in the revised Personnel Policy attached hereto as Schedule A.

NOW, THEREFORE, BE IT RESOLVED BY THE GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The recitals above are hereby incorporated into this Resolution as if fully set forth herein.

Section 2. The Members of the Board hereby approve and adopt the amended Personnel Policy in the form thereof presented at this meeting and attached hereto as Schedule A.

Section 3. The Chairman of GSPDC is hereby authorized and directed to execute all documents on behalf of GSPDC which may be necessary or desirable to further the intent of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 4. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Vito Sciscioli	VOTING	Yes
Mary Beth Primo	VOTING	Yes
Daniel Barnaba	VOTING	Yes
Dwight L. Hicks	VOTING	Yes
James Corbett	VOTING	Yes

The foregoing Resolution was thereupon declared and duly adopted.

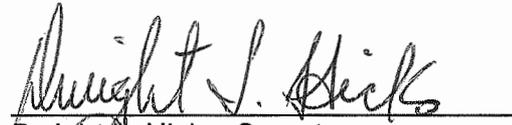
STATE OF NEW YORK)
COUNTY OF ONONADAGA) ss.:

I, the undersigned Secretary of the Greater Syracuse Property Development Corporation (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the directors of GSPDC, including the Resolution contained therein, held on September 17, 2013 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of GSPDC and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all directors of GSPDC had due notice of said meeting; (B) said meeting was in all respect 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 given in accordance with such Open Meetings Law; and (D) there was a quorum of the directors of GSPDC present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution 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
GSPDC this 8th day of October, 2013.



Dwight L. Hicks, Secretary

"Schedule A"

GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION

PERSONNEL POLICY

For the purpose of this personnel policy, individuals who are employees of the Greater Syracuse Property Development Corporation ("GSPDC") shall be considered "Personnel," including full time administrative staff, interns and part-time employees. "Personnel" shall not include directors, vendors, service providers or other independent contractors.

Implementation of Personnel Policy:

The board of directors shall be responsible for the implementation and administration of this policy. The Executive Director shall be responsible for the distribution of the policy and day-to-day oversight of the policy guidelines.

Equal Employment Opportunity:

It is the policy of the GSPDC to grant equal opportunity to all persons without regard to race, color, sex, creed, age, gender, national origin, ancestry, sexual orientation, or physical handicap. The GSPDC will comply, to the best of its ability, with all applicable employment opportunity requirements. Complete records of the hiring process will be kept on all job openings not filled from within the organization.

It is the intent and desire of the GSPDC to provide equal opportunity in wages, promotions, benefits and all other privileges, terms and conditions of employment.

General Grievance Procedures:

Personnel are assured a fair hearing process for grievances. Employees should first attempt to resolve any problem with their immediate supervisor on an informal basis. If the employee is not satisfied that the grievance is properly resolved, the matter may be referred, in writing, to the board of directors. Grievances with the Executive Director should be first directed to the Chairman of the Board. All grievances will be resolved as expeditiously and confidentially as possible. The GSPDC has also adopted a Whistleblower Policy and Procedures and all Personnel should review and make use of such policy and procedures as needed.

Sexual Harassment:

The GSPDC prohibits all forms of sexual harassment and sexual discrimination by personnel and the board of directors. Any person who believes that he or she has been harassed or subject to discrimination should use the following the procedure:

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- Carefully consider whether the questionable behavior is truly harassment or discrimination. Disputes of this nature should not be taken lightly and are considered serious charges.
- Confront the offending party and demand that the behavior cease.
- If the complainant is unwilling or unable to confront the accused directly, he or she should report the behavior to the Executive Director.
- If unresolved after discussions with the Executive Director, it should be reported to the Chairman of the Board, to be referred to the board of directors as necessary.
- If the complaint is against the Executive Director, it should be referred to the Chairman of the Board, to be referred to the board of directors as necessary.
- If the complainant is the Executive Director, it should be referred to the Chairman of the Board or to a disinterested director as appropriate, to be referred to the board of directors as necessary.

Disciplinary Action. Sexual harassment or sexual discrimination in the workplace by personnel will not be tolerated and:

- Will result in disciplinary action up to, and including, termination. Termination for this reason shall be considered as taken "with cause"; and
- May result in personal liability to the offending employee.

Reporting. The Executive Director shall report any complaint under this section received in writing to the Chairman of the Board immediately upon receipt of the complaint. Within 10 days of the initial report to the Chairman, another report should be made to the Chairman with a description of actions taken to resolve the complaint.

Appeal Process. Any party that disagrees with the determination made pursuant to this policy shall have the right to appeal within five business days to the Board of Directors, as a whole, whose decision will be binding on all parties.

Supervisory Responsibility. All GSPDC personnel who hold supervisory authority over other personnel shall take such action as may be needed to assure that sexual harassment and sexual discrimination does not occur during their employment at the GSPDC.

Illegal Substances and Alcohol:

Personnel shall not consume, trade, purchase or sell illegal substances while employed by the GSPDC. Personnel shall not be under the influence of illegal substances or alcohol at any time during working hours or while otherwise engaged in their duties of employment with the GSPDC. Personnel violating this rule are subject to immediate termination.

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Conflicts of Interest:

Personnel shall comply with the GSPDC's Code of Ethics, as such may be amended from time to time.

Expenses:

Employees will be reimbursed for usual and customary expenses incurred while engaged in the duties of employment. The types of expenses that might be reimbursable would include travel expenses in accordance with the GSPDC's travel policy. All reimbursements shall be subject to the GSPDC's Discretionary Funds Policy.

Confidentiality:

The GSPDC may, at times, be entrusted with confidential and proprietary information. Personnel, including members of the board of directors, are responsible for maintaining these confidences and treating all information received in a confidential manner. Decisions as to the release of information rest with the Executive Director and, ultimately, the board of directors. Personnel should never disclose confidential information to the public and are not authorized to speak on behalf of the GSPDC without first obtaining authorization from the Executive Director.

Personnel files are confidential, to be accessed by the Executive Director and the Chairman of the Board.

Business Office Hours:

Business office hours are to be set by the Executive Director in consultation with the board of directors to ensure that the administrative offices are accessible to the public during normal business hours. Typical office hours are 8:30 a.m. to 5:00 p.m. Monday through Friday.

Personnel are allowed a one-hour lunch break.

Salaried Employee Work Week:

The employee workweek will average not less than 40 hours. Given the nature of the enterprise, it is expected that some workweeks during the year will require more than 40 hours per week. On these occasions, full assistance and cooperation is expected. While the GSPDC shall comply with the law in relation to compensation for overtime, the GSPDC does not currently have employees entitled to overtime compensation. The Executive Director may authorize compensatory time made available for staff. The chairman of the board may authorize compensatory time for the Executive Director. All compensatory time must be authorized in advance.

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Compensation:

Personnel shall be paid in accordance with the customary payroll practices of the GSPDC. A record of hours by non-exempt personnel must be completed and submitted to the Executive Director prior to the payment of wages.

The Executive Director position is considered exempt from overtime compensation.

Condition of Employment:

The Executive Director shall interview all potential employees for exempt and non-exempt jobs in consultation with the Hiring Committee. Employment is contingent upon approval by the GSPDC Board of Directors.

The first three (3) months of employment is a probationary period. After the probationary period, the employee's performance shall be reviewed and, if satisfactory, that person may continue employment with the GSPDC. Only full-time regular staff members are eligible for employee benefits unless otherwise mandated by state or federal law, or as otherwise provided for at the time of employment.

Attendance:

It is expected that all personnel will report for work during normal working hours. The Executive Director, and ultimately, the board of directors, is charged with the responsibility and authority to see that office hours and good business practices are observed.

Dress Code:

Business casual attire is appropriate, as long as it projects a professional image. Employees must use common sense and good judgment in relation to their attire when working in the office, attending meetings or traveling on business.

Injuries/Worker's Compensation:

Regardless of the severity or nature, all injuries incurred on the job must be reported to the Executive Director within one working day.

If required, an accident report shall be filed no later than 24 hours after the incident. The Executive Director shall notify the insurance carrier immediately. The GSPDC maintains such workers' compensation insurance as required by law.

Leave (Applicable to the Executive Director Only):

The Executive Director shall be allowed up to a maximum of twenty six (26) days per calendar year, or pro-rated portion thereof, to be used for any purpose including, but not limited to, the following purposes: sick, vacation or personal time off ("Leave").

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Leave may be taken at any time during the year with prior approval of the Chairman of the Board, except in the case of emergency in which case no prior approval is necessary.

The Executive Director should avoid taking three consecutive weeks of Leave. The Executive Director is encouraged to take at least one full week of consecutive days of Leave per year.

Unused Leave will not be carried over to the next calendar year. At the time of the Executive Director's separation from employment, the GSPDC will pay the Executive Director for up to twenty (20) accumulated unused Leave days.

In every case of illness, a call must be made early on the first day of absence to notify the Chairman of the Board.

Pay in lieu of Leave is not allowed.

The Executive Director is also entitled to disability benefits as required by New York State Disability law.

Bereavement Leave:

Bereavement leave shall not exceed four (4) consecutive days of paid leave per instance, upon the death of a spouse, parent or child. A one (1) day paid leave will be granted if the employee attends the funeral of any other family member.

Jury Duty Leave:

Employees serving on juries shall receive normal pay less other compensation which may be received from other sources resulting from such jury duty.

Unpaid Leave of Absence:

An unpaid leave of absence may be considered for personal, family, or medical reasons for a period not to exceed thirty (30) days. Unpaid leaves of absence may be permitted or extended, depending on the reasons and circumstances.

A request for an unpaid leave of absence must be in writing and supported by valid reasons. Approval by the Board of Directors is required.

Performance Evaluations:

An employee shall be reviewed after the probationary period, as well as on an annual basis. An employee's job description serves as a basis for evaluating employee performance. The Executive Director is responsible for implementing staff performance evaluations and making recommendations to the hiring committee on appropriate changes to job title and content, classification, performance and wage increases. Every employee's performance shall be reviewed and discussed with the employee by the

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Executive Director. Performance evaluations will be performed prior to the end of each fiscal year as part of the GSPDC's budget process.

The Executive Director shall be reviewed on an annual basis by the Board of Directors. The job description serves as the basis for evaluating performance. The Chairman of the Board of Directors will make recommendations to the full board of directors as to wage increases and/or performance compensation for the Executive Director.

Separation and Termination:

All terminations, both voluntary and involuntary, are coordinated through the GSPDC board of directors.

Any employee contemplating resigning should discuss matters first with the Executive Director. Personnel who voluntarily leave the employment of the GSPDC shall submit a written letter of resignation at least two (2) weeks prior to their last day of work. The Executive Director should give at least four (4) weeks notice to the board of directors unless other requirements are set forth in an employment agreement.

Permanent employees who have resigned will be eligible to receive earned vacation benefits.

The decision to terminate an employee shall be reviewed by hiring committee and the board of directors.

Paid Holidays:

The GSPDC, unless otherwise stipulated, shall observe the following paid holiday schedule:

New Year's Day	Labor Day
Martin Luther King Day	Veterans Day
Memorial Day	Thanksgiving Day
Presidents' Day	Day after Thanksgiving
Independence Day	Christmas Day

In the event a holiday falls on a Saturday, the GSPDC office will close on the Friday prior. If the holiday falls on a Sunday, the GSPDC offices will close on the following Monday.

Permanent part-time employees, who have been employed for more than 12 calendar months, will receive holiday pay equal to their average daily pay during the previous four week period.

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Group Health Insurance/Reimbursement Program:

The GSPDC will endeavor to offer group health insurance benefits, including medical, dental and vision coverage. The GSPDC will endeavor to offer both family and individual coverage. The GSPDC will contribute up to a maximum amount of \$6,327.65 for medical coverage, \$517.34 for dental coverage and \$67.87 for vision coverage of each participating employee's annual premium cost for such insurance coverage. In the event the GSPDC is unable to obtain all or any one of such insurance policies and an employee is able to obtain such insurance coverage independently, the GSPDC shall reimburse such employee an annual amount not to exceed the respective maximum contribution limits set forth herein for each such insurance policy.

Retirement Program:

GSPDC employees may participate in the employer sponsored retirement program in accordance with the terms and conditions of the plan. The GSPDC will match a participating employee's contributions at a 1:1 ratio up to a maximum employer contribution equal to 5% of the employee's total annual compensation. The GSPDC intends for such retirement plan to provide for the employer's contribution to the plan on behalf of the employee to be 50% vested in the employee on the first anniversary of the employee's entrance into the plan and 100% vested in the employee on the second anniversary of the employee's entrance into the plan.

Withholdings:

The GSPDC shall withhold from the salary of all employees such amounts as may be required by law including, but not limited to, Federal and State income taxes and social security taxes.

**THIS POLICY DOES NOT CONSTITUTE A CONTRACT OF EMPLOYMENT.
THE GSPDC HAS THE RIGHT TO AMEND THIS POLICY AT ANYTIME.**