

GRIFFISS UTILITY SERVICES CORPORATION

**BOARD MEMBER COMPENSATION, REIMBURSEMENT AND
ATTENDANCE POLICY**

Adopted as of 3/29/13

This Compensation, Reimbursement and Attendance Policy is adopted in accordance with Section 2824 of the Public Authorities Law and applies to all members of the Board of Directors (the "Board") of Griffiss Utility Services Corporation ("GUSC").

Pursuant to and in accordance with Article 8, Section 8e of GUSC's By-laws and this Policy, the members of the Board shall serve without salary but may be reimbursed for "business expenses actually incurred by such director... in connection with [GUSC's] purposes." Reimbursements for any expenses shall be reviewed and approved by the Board Chair provided, however, if the Board Chair is seeking the reimbursement allowed herein then such reimbursement shall be subject to the approval by the Chair of the Audit Committee.

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