

**RESOLUTION  
SETTING COMPENSATION  
OF INDEPENDENT DIRECTOR**

**WHEREAS**, Section 14 of the bylaws states that "all Directors other than the Independent Director shall serve without compensation. All Directors may be reimbursed for reasonable expenses incurred in the performance of corporate duties. The Independent Director may be compensated for his or her services as Independent Director in an amount fixed from time to time by majority vote of the entire Board of Directors other than the Independent Director.", and

**WHEREAS**, William McLaughlin, has served as the Independent Director, and

**WHEREAS**, William McLaughlin is a Certified Public Accountant and former member of the Board of Directors of First Niagara Bank and as such brings a wealth of knowledge and experience to the board, and

**WHEREAS**, because of Mr. McLaughlin's dedication to the board the board desires to compensate Mr. McLaughlin as the Independent Member as authorized by the By-Laws.

**NOW THEREFORE BE IT**

**RESOLVED**, that the Independent Member of the board shall be compensated each year commencing January 1, for each and every board meeting, and be it further

**RESOLVED**, that the compensation per meeting shall be Two Hundred Dollars (\$200.00) per month, and be it further

**RESOLVED**, that said compensation shall be paid effective January 1, 2011.

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

	Yea	Nea	Absent	Abstain
C. Burmaster	[ X ]	[ ]	[ ]	[ ]
W. Ross	[ X ]	[ ]	[ ]	[ ]
K. Castle	[ X ]	[ ]	[ ]	[ ]
S. Ferraro	[ X ]	[ ]	[ ]	[ ]
K. Andrews	[ ]	[ ]	[ X ]	[ ]
W. McLaughlin	[ ]	[ ]	[ ]	[ X ]

The Resolution was thereupon duly adopted.