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**SYRACUSE LOCAL DEVELOPMENT CORPORATION**  
**333 West Washington Street, Suite 130**  
**Syracuse, New York 13202**

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**DUTIES AND RESPONSIBILITIES OF MEMBERS AND OFFICERS**

**Introduction**

The officers of the Corporation shall be Chairman or Co-Chairman, Vice-Chairman, Secretary and Treasurer and such other offices as may be prescribed, from time to time, by the Corporation. The Chairman or Co-Chairman and other officers shall be appointed by the Mayor of the City of Syracuse and may be removed with or without cause at her discretion. Each officer shall be a Member of the Corporation during his or her term of office.

**1. Chairman or Co-Chairmen**

The Chairman shall be chief executive officer of the Corporation, and shall serve as an ex officio member of all duly constituted committees, shall supervise the general management and the affairs of the Corporation, and shall carry out the orders and resolutions of the Corporation. Except as otherwise authorized by resolution of the Corporation, the Chairman shall execute (manually and by facsimile signature) all agreements, contracts, deeds, bonds, notes or other evidence of indebtedness and any other instruments of the Corporation on behalf of the Corporation. The Mayor may from time to time appoint two Co-Chairmen in place of the Chairman. During their term of office the Co-Chairmen shall share equally the duties, rights, powers and responsibilities of the Chairman. The action of either Co-Chairman or execution (manually or by facsimile signature) by either Co-Chairman of any agreement, contract, deed, bond, note or other evidence of indebtedness or any other instrument of the Corporation on behalf of the Corporation shall have the same force and effect as such action or execution by the Chairman.

**2. Vice-Chairman**

The Vice-Chairman shall have all the powers and functions of the Chairman or Co-Chairmen in the absence or disability of the Chairman or Co-Chairmen, as the case may be. The Vice-Chairman shall perform such other duties as the Members of the Corporation shall prescribe or as delegated by the Chairman or Co-Chairmen.

**3. Secretary**

The Secretary shall keep the minutes of the Corporation, shall have the custody of the seal of the Agency and shall affix and attest the same to documents when duly authorized by the Corporation, shall attest to the giving or serving of all notices of the Corporation, shall have charge of such books and papers as the Members of the Corporation may order, shall attest

to such correspondence as may be assigned, and shall perform all the duties incidental to his or her office.

**4. Treasurer**

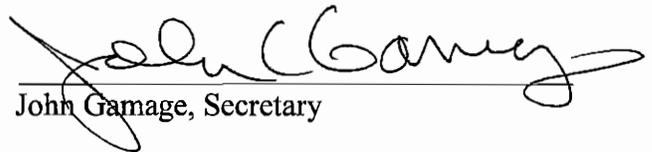
The Treasurer shall have the care and custody of all the funds and securities of the Corporation, shall deposit such funds in the name of the Corporation, in such bank or trust company as the members of the Corporation may elect, shall sign such instrument as may require the Treasurer's signature, but only with the approval of the Chairman or Co-Chairman, as the case may be, shall at all reasonable times exhibit the books and accounts of the Corporation to the Mayor or any Member of the Corporation, and at the end of each fiscal year shall present an annual report setting forth in full the financial condition of the Corporation.

**5. Additional Personnel**

The Corporation, with the consent of the Mayor, may appoint an Administrative or Executive Director to supervise the administration of the business and affairs of the Corporation, subject to the direction of the Corporation. The Corporation may, from time to time, employ such other personnel as it deems necessary to execute its powers, duties and the laws of the State of New York applicable thereto.

Approved and adopted September 20, 2011

Syracuse Local Development Corporation

  
John Gamage, Secretary