

RESOLUTION

A regular meeting of the St. Lawrence County Industrial Development Agency (the "Agency") was convened on April 27, 2010, at 8:00 AM, local time, at the Best Western, Canton, New York.

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

Member	Present	Absent
Brian W. Staples, Chairman	X	
Ernest LaBaff, Vice Chairman	X	
Lynn Blevins, Secretary	X	
Mark C. Hall, Member	X	
Andrew McMahon, Member	X	
R. Joseph Weekes, Jr., Member	X	

ALSO PRESENT: Raymond Fountain, CEO; Patrick Kelly, Deputy CEO; Natalie Sweatland, Administrative Assistant; Richard Williams, Facilities Manager; Brian Norton, Economic Developer; William R. Small, Esq., Agency Counsel.

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the Agency's previously issued Variable Rate Demand Civic Facility Revenue Bonds (United Helpers Independent Living Corporation Facility), Series 1998 in the original principal amount of \$3,860,000 for the benefit of United Helpers Independent Living Corporation.

On motion duly made by Mr. LaBaff and seconded by Mr. Weekes, the following resolution was placed before the members of the Agency:

Member	Aye	Nay	Abstain	Absent
Brian W. Staples, Chairman	X			
Ernest LaBaff, Vice Chairman	X			
Lynn Blevins, Secretary	X			
Mark C. Hall, Member	X			
Andrew McMahon, Member	X			
R. Joseph Weekes, Jr., Member	X			

AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN AMENDMENTS TO INDENTURE OF TRUST, THE LEASE AGREEMENT, THE PLEDGE AND ASSIGNMENT AND EXECUTION AND DELIVERY OF ANY RELATED DOCUMENTS ALL WITH RESPECT TO THE REPLACEMENT OF THE EXISTING LETTER OF CREDIT AND LETTER OF CREDIT PROVIDER AND THE ADDITION OF A SUPPORT LETTER OF CREDIT IN CONNECTION WITH THE AGENCY'S VARIABLE RATE DEMAND CIVIC FACILITY REVENUE BONDS (UNITED HELPERS INDEPENDENT LIVING CORPORATION FACILITY), SERIES 1998.

Resolution No. 10-04-17

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, duly enacted into law as Chapter 1030 of the Laws of 1969 of the State, as amended, and Chapter 358 of the Laws of 1971 of the State of New York (hereinafter collectively called the "Act"), the St. Lawrence County Industrial Development Agency (hereinafter called the "Agency") was created with the authority and power to issue its special revenue bonds for the purpose of, among other things, acquiring, constructing, reconstructing and equipping, manufacturing, warehousing, research, commercial, or industrial facilities as authorized by the Act; and

WHEREAS, the Agency, on November 19, 1998, issued its Variable Rate Demand Civic Facility Revenue Bonds (United Helpers Independent Living Corporation Facility), Series 1998 (the "Bonds") pursuant to that certain Indenture of Trust, dated as of November 1, 1998 (the "Original Indenture"), by and between the Agency and U.S. Bank National Association, as successor trustee (the "Trustee") to State Street Bank and Trust Company, and under the authority of a resolution adopted by the Agency on October 6, 1998 (the "Bond Resolution"); and

WHEREAS, the Bonds were issued by the Agency in the original aggregate principal amount of Three Million Eight Hundred Thousand and 00/100 Dollars (\$3,800,000.00) for the purpose of providing funds to undertake a certain Project (as defined in the Original Indenture); and

WHEREAS, in connection with the issuance of the Bonds, the Agency and the United Helpers Independent Living Corporation (the "Company") entered into a certain Lease Agreement, dated as of November 1, 1998 (the "Original Lease Agreement"), pursuant to which the Company is obligated to make lease payments sufficient to pay the principal and purchase price of, and interest on, the Bonds outstanding, and the Agency pledged and assigned to the Trustee and the Original Bank all of the Agency's rights (except Unassigned Rights, as defined in the Original Indenture) under the Original Lease Agreement, pursuant to a certain Pledge and Assignment, dated as of November 1, 1998 (the "Original Assignment"), from the Agency to the Trustee and the Original Bank (as defined below); and

WHEREAS, in connection with the issuance of the Bonds, the principal of, redemption price of, Purchase Price of, and interest on Bonds while in the Weekly Rate Mode were secured by and payable from moneys drawn by the Trustee on an irrevocable direct pay letter of credit (the "Original Letter of Credit") issued by Bank of America (the "Original Bank"), as successor in interest to Fleet National Bank, to the Trustee for the account of the Company pursuant to that certain Letter of Credit and Reimbursement Agreement, dated as of November 1, 1998, by and between the Original Bank and the Company; and

WHEREAS, the Company has advised the Agency and the Trustee that it desires prior to or upon the expiration of the Original Letter of Credit to replace the Original Letter of Credit with an irrevocable direct pay letter of credit (the "Letter of Credit") to be issued by NBT Bank, National Association (the "Bank"), to the Trustee for the account of the Company pursuant to a Reimbursement Agreement, dated the date thereof, by and between the Bank and the Company, with the Letter of Credit being provided to the Trustee for the benefit of the Holders of the Bonds to secure the principal of, redemption price of, Purchase Price of, and interest on the Bonds; and

WHEREAS, as additional security for the Bonds and in order to maintain an investment grade rating on the Bonds, the Bank's obligations under the Letter of Credit will be supported by an irrevocable standby letter of credit (the "Support Letter of Credit") to be issued by U.S. Bank National Association (the "Support Bank") to the Trustee in a stated amount equal at all times to the outstanding stated amount of the Letter of Credit; and

WHEREAS, in order to provide for such Support Letter of Credit, it is necessary to amend the Original Indenture (as so amended, the "Indenture"), the Original Lease Agreement and the Original Assignment in their entirety, and, to the extent necessary, amend any other documents executed by the Agency, the Company and the Trustee in connection with the original issuance of the Bonds; and

WHEREAS, the Agency desires to adopt a resolution approving the foregoing and authorizing the execution and delivery of the foregoing documents and any related documents;

NOW, THEREFORE, BE IT RESOLVED BY THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. In order to provide for the Support Credit Facility or other credit enhancement to maintain an investment grade rating on the Bonds, the Agency hereby approves the amendment of the Original Indenture, the Original Lease Agreement and the Original Assignment, and, to the extent necessary, the amendment or modification of any other document originally executed in connection with the issuance of the Bonds, and the execution and delivery of any related documents necessary and incidental to the foregoing, including, but not limited to, the distribution of any remarketing circular in connection with the remarketing of the Bonds.

Section 2. The Chairman, Vice Chairman and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the amendment of the Original Indenture, the Original Lease Agreement and the Original Assignment, and, to the extent necessary, the amendment or modification of any other document originally executed in connection with the issuance of the Bonds, and the execution and delivery of any related documents necessary and incidental to the foregoing, including, but not limited to, the distribution of any remarketing circular in connection with the remarketing of the Bonds, all in substantially the forms thereof as approved by counsel to the Agency and/or Bond Counsel with such changes, variations, omissions and insertions as the Chairman, Vice Chairman or the Chief Executive Officer shall approve. The execution of the foregoing amendments and any related documents by the Chairman, Vice Chairman and/or Chief Executive Officer shall constitute conclusive evidence of such approval. The Chairman and the Vice Chairman are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Indenture.)

Section 3. The officers, employees, and agents of the Agency are hereby authorized and directed for and in the name and or behalf of the Agency to do all acts and things required or provided by the provisions of the Indenture, and to execute and deliver all such additional certificates, instruments and documents, and to do all such further acts and things as may be necessary or in the opinion of the officer, employee, or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants, and provisions of the Indenture binding upon the Agency.

Section 4. Due to the complex nature of this transaction, the Agency hereby authorizes its Chairman, Vice Chairman or Chief Executive Officer to approve, execute and deliver such further agreements, documents and certificates as the Agency may be advised by Bond Counsel to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by the Chairman, Vice Chairman or Chief Executive Officer.

Section 5. This resolution shall take effect immediately and the Bonds are hereby ordered to be issued in accordance with this resolution.

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STATE OF NEW YORK)
COUNTY OF ST. LAWRENCE) SS.:

The undersigned, being the Secretary of the St. Lawrence County Industrial Development Agency, DOES HEREBY CERTIFY THAT:

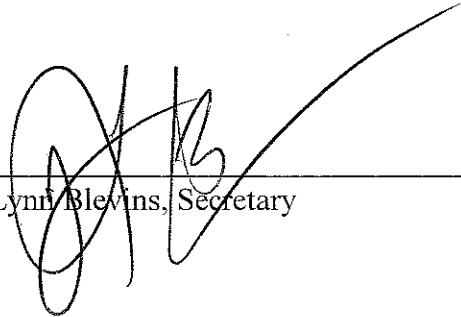
I have compared the foregoing extract of the minutes of the meeting of the St. Lawrence County Industrial Development Agency (the "Agency") including the resolution contained therein, held on the 27th day of April, 2010, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject in matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 27th day of April, 2010.



(Mr.) Lynn Blevins, Secretary

[SEAL]