

A regular meeting of St. Lawrence County Industrial Development Agency (the “Issuer”) was convened on August 25, 2011, at 8:30 AM, local time, at Best Western University Inn, 90 East Main Street, Canton, New York.

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

<b>MEMBER</b>	<b>PRESENT</b>	<b>ABSENT</b>
Blevins, Lynn		X
Hall, Mark	X	
LaBaff, Ernest	X	
McMahon, Andrew		X
Peck, Donald	X	
Staples, Brian	X	
Weekes, Jr., R. Joseph	X	

The following persons were ALSO PRESENT: IDA Staff: Raymond Fountain, Patrick Kelly, Richard Williams, Natalie Sweatland; Andy Silver, 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 Issuer’s \$20,850,000 Civic Facility Revenue Bonds (St. Lawrence University Project), Series 2005 (the “Bonds”).

On motion duly made and seconded, the following resolution was duly adopted by the Issuer with its members voting as follows:

<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>
Blevins, Lynn				X
Hall, Mark	X			
LaBaff, Ernest	X			
McMahon, Andrew				X
Peck, Donald	X			
Staples, Brian	X			
Weekes, Jr., R. Joseph	X			

**AUTHORIZING THE APPOINTMENT OF A SUCCESSOR TRUSTEE FOR THE  
ISSUER'S \$20,850,000 CIVIC FACILITY REVENUE BONDS (ST. LAWRENCE  
UNIVERSITY, INC. PROJECT) SERIES 2005**

**Resolution No. 11-08-24**

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1971 of the State of New York, as amended (the "Act"), the St. Lawrence County Industrial Development Agency (the "Issuer") was created with the authority and power to issue its bonds for the purpose of, among other things, acquiring, constructing and equipping certain civic facilities authorized by the Act, and

WHEREAS, the Bonds were issued and are outstanding under the terms of the Second Amended and Restated Trust Indenture dated as of July 1, 2009 (the "Indenture") between the issuer and HSBC Bank USA, National Association, as trustee (the "Prior Trustee"), and

WHEREAS, St. Lawrence University (the "Institution") has advised the Issuer that the Prior Trustee is resigning as the Trustee, Paying Agent and Bond Registrar (as those terms are defined in the Indenture) under the Indenture, and

WHEREAS, the Institution, in accordance with the provisions of Section 809 of the Indenture has requested that the issuer appoint Manufacturers and Traders Trust Company ("M&T") as successor Trustee, Paying Agent and Bond Registrar for the Bonds,

NOW, THEREFORE, BE IT RESOLVED by the members of the St. Lawrence County Industrial Development Agency as follows:

Section 1. The Issuer consents to the appointment of M&T as successor Trustee, Paying Agent and Bond Registrar for the Bonds in accordance with the Indenture.

Section 2. In consequence of the foregoing, the Issuer hereby determines to execute and deliver one or more certificates to appoint M&T as Trustee, Paying Agent and Bond Registrar for the Bonds under the Indenture and all other agreements, certificates and documents as may be requested by the Institution or M&T in connection with M&T's appointment as Trustee, Paying Agent and Bond Registrar for the Bonds under the Indenture (collectively, the "Appointment Documents").

Section 3. The Chairman, Vice Chairman, and Chief Executive Officer of the Issuer are each hereby authorized, on behalf of the Issuer, to negotiate, approve, execute (by manual or facsimile signature) and deliver the Appointment Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal (or a facsimile thereof) of the Issuer to them and to attest to all of them, all substantially in the forms presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice-Chairman or Chief Executive Officer shall approve. The execution by the Chairman, Vice-Chairman or Chief Executive Officer shall constitute conclusive evidence of that approval.

Section 4. The officers, employees and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided for by any of the provisions of the Appointment Documents, and to execute and deliver all such additional certificates, instruments and documents in connection therewith, and to do all other acts as may be necessary, or in the opinion of the officer, employee or agent, desirable or proper to effectuate the purposes of the foregoing resolution and to cause compliance by the Issuer with all of the terms, covenants and provisions of the Appointment Documents binding upon the Issuer. None of the officers, employees or agents of the Issuer, however, shall have any personal liability under the Appointment Documents

Section 5. A copy of this resolution shall be placed in the file in the office of the Issuer where the same shall be made available for public inspection during business hours.

Section 6. This resolution shall take effect immediately.

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

I, the undersigned Officer of the St. Lawrence County Industrial Development Agency (the "Issuer"), DO HEREBY CERTIFY that I have compared the foregoing copy of the minutes of the meeting of the Issuer, including the Resolution contained therein, held on August 25, 2011, with the original thereof on file, and that the same is a true and correct copy of such proceedings of the Issuer and of such Resolution set forth therein and insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Issuer had due notice of said meeting; (B) said meeting was in all respects 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 public notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Issuer 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Issuer this 25th day of August, 2011.

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(Mr.) Ernest LaBaff, Vice-Chairman

(SEAL)