

A RESOLUTION OF THE BOARD OF DIRECTORS OF ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY CIVIC DEVELOPMENT CORPORATION APPOINTING OFFICERS

**RESOLUTION NO. CDC-10-05-04
May 12, 2010**

WHEREAS, the bylaws of the St. Lawrence County Industrial Development Agency Civic Development Corporation (the “CDC”) requires the Board of Directors of the CDC to appoint the Chief Executive Officer, Chief Financial Officer and the Compliance Officer.

IT IS THEREFORE

RESOLVED, that Raymond H. Fountain is appointed as the Chief Executive Office;

RESOLVED, that Kimberly Gilbert is appointed as the Chief Financial Officer;

RESOLVED, that Raymond H. Fountain is appointed as the Compliance Officer;

This resolution shall take effect immediately.

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

MEMBER	AYE	NAY	ABSTAIN	ABSENT
Lynn Blevins	X			
Mark C. Hall	X			
Ernest LaBaff	X			
Andrew J. McMahan	X			
Brian W. Staples	X			
R. Joseph Weekes, Jr.	X			

The resolution was thereupon declared duly adopted.

SECRETARY’S CERTIFICATION

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

I, the undersigned Secretary of the St. Lawrence County Industrial Development Agency Civic Development Corporation (the “CDC”), DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the CDC, including the resolution contained therein, held on May 12, 2010 with the original thereof on file in my office, and that the same is a true and correct copy of the said original and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that (A) all Directors of said CDC had due notice of said meeting; (B) that the meeting was in all respects duly held; and (C) pursuant to Article 7 of the Public Officers Law (the “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 the Open Meetings Law.

I FURTHER CERTIFY, that there was a quorum of the Directors of the CDC 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CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed, rescinded or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said CDC this 12th day of May, 2010.

/s/
Lynn Blevins, Secretary

[SEAL]