

RESOLUTION OF MEMBERS/BOARD OF DIRECTORS

County of Oswego Industrial Development Agency  
(Name of Association)

44 West Bridge Street  
Oswego, NY 13126  
(Address)

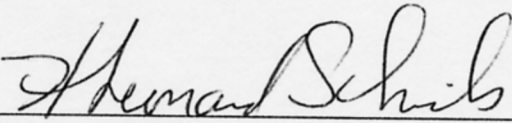
Resolved, that the Governing Board of the County of Oswego IDA is hereby authorized and empowered to take all action necessary or appropriate - -

1. To obtain for and on behalf of the IDA through the United States Department of Agriculture, Rural Development (RD) or any other Governmental Agency a loan in a sum not to exceed \$750,000 to be advanced by the lender in one or more advances at such time or times as may be agreed upon. The loan shall be used for the establishment and implementation of an Intermediary Relending Program for the purpose of rural business development.
2. To apply for the loan by
  - A. Executing an application or applications (including exhibits, amendments, and/or supplements thereto) as may be required:
  - B. Executing and delivering to the lender all such written instruments as may be required in regard to or as evidence of such loan; and
  - C. In its judgment carrying out the terms of the resolution.
3. To obligate the IDA by
  - A. Signing a Loan Agreement, Promissory Note or Notes or other instruments promising to repay the loan at such rates of interest and on such other terms and conditions as the Governing Board shall deem proper;
  - B. Pledging, hypothecating, mortgaging, conveying or assigning property of the IDA of any kind and in any amount now owed or hereafter acquired, as security for any or all obligations (past, present and/or future) of this IDA to such lender; and
  - C. From time to time, paying, extending or renewing any such obligations.
4. The Chief Executive Officer, L. Michael Treadwell, and Secretary H. Leonard Schick, are hereby authorized to execute, on behalf of the IDA, all documents named above and any other documents required by the Government.

CERTIFICATION

I, the undersigned, as Secretary of the above IDA, hereby certify that said IDA on the 8<sup>th</sup> day of December, 2010, had a regular meeting that was convened in public session at 8:30 a.m. at 44 West Bridge Street, Oswego, New York; that four members of those constituted a quorum; that four said members were present at a meeting of the members duly called and held on the 8<sup>th</sup> day of December, 2010; that the foregoing resolution was adopted at such meeting by the affirmative vote of four said members; and that the said resolution has not been rescinded or amended in any way.

Dated this 8<sup>th</sup> day of December, 2010

A handwritten signature in cursive script, reading "Herman Schib", is written over a horizontal line.

Secretary of County of Oswego Industrial Development Agency