RESOLUTION REQUESTING THE CREATION OF A CAPITAL RESOURCE CORPORATION

A regular meeting of Allegany County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 6087 NYS Route 19N, Suite 100, Belmont, New York on July 27, 2009 at 10:30 a.m. local time, local time.

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

PRESENT:

Charles Jessup	Chairman
Kevin LaForge	Vice Chairman
David H. Crowley	Treasurer
Theodore L. Hopkins	Member

ABSENT:

John Corneby	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

John E. Foels	Chief Executive Officer
Daniel A. Spitzer, Esq.	Agency Counsel

The following resolution was offered by Theodore L. Hopkins, seconded by David Crowley, to wit:

Resolution No. _____

RESOLUTION APPROVING THE CREATION OF A CAPITAL RESOURCE CORPORATION.

WHEREAS, the Agency is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 99 of the 1973 Laws of New York, as amended, constituting Section 906-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general

prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to is authorized and empowered under the Act to promote, develop, and encourage one or more "projects" (as defined in the Act) and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of Allegany County, New York (the "County") and to improve their recreation opportunities, prosperity and standard of living; and

WHEREAS, on January 31, 2008, Section 854 of the General Municipal Law (the "Civic Facilities Legislation"), which allows the Agency to provide financial assistance to not-for-profit corporations ("Civic Facilities Projects") expired and has not been reenacted; and

WHEREAS, the ability to finance Civic Facilities Projects with tax-exempt bonds has been a very important tool for the Agency, as the Civic Facilities Projects undertaken by the Agency have increased employment opportunities for residents of the County and allowed local not-for-profit corporations, including the County's hospitals and universities, to upgrade their facilities at the lowest possible cost; and

WHEREAS, capital resource corporations formed under Section 1411 of the New York State Not-For-Profit Corporation Law have the power to assist, among others, not for profit corporations that are undertaking projects that further any of the following purposes for which capital resource corporations are created: relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, in accordance with Section 1411(a) of the New York State Not-For-Profit Corporation Law, prior to forming a capital resource corporation, the Agency must obtain approval of the proposed certificate of incorporation from the County; and

WHEREAS, the Agency has prepared a proposed certificate of incorporation for the County to review and a copy of such proposed certificate of incorporation has been distributed to the Agency members at this meeting; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF ALLEGANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Act does not prohibit the Agency from taking steps to form a capital resource corporation; and

(C) The creation of a capital resource corporation for the purposes set forth in Section 1411 of the New York State Not-for-Profit Corporation Law will promote and maintain

the job opportunities, general prosperity and economic welfare of the citizens of Allegany County, New York and the State of New York and improve their standard of living; and

(D) It is desirable and in the public interest for the Agency to form a capital resource corporation for the purposes set forth in Section 1411 of the New York State Not-for-Profit Corporation Law.

Section 2. The Allegany County Industrial Development Agency (the "Agency") hereby determines to: (A) approve the formation of a capital resource corporation, (B) approve the certificate of incorporation presented at this meeting and (C) authorizes the Chairman of the Agency to present the proposed certificate of incorporation to the Allegany County Board of Legislators for approval.

Section 3. The Agency is hereby authorized to take steps to form a capital resource corporation in accordance with the requirements of any applicable New York State and Federal law.

Section 4. The form and substance of the certificate of incorporation is hereby approved.

Section 5. (A) The Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver any and all documents necessary to form a capital resource corporation under Section 1411 of the New York State Not-for-Profit Corporation Law and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval; (B) The Chairman (or Vice Chairman) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency; (C) The Chairman (or Vice Chairman) of the Agency is hereby further authorized to execute any documentation requested by the Internal Revenue Service in connection with the formation of the capital resource corporation.

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required to form the capital resource corporation, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses 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 this Resolution.

Section 7. 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:

Charles Jessup	VOTING	Yes
Kevin LaForge	VOTING	Yes
David H. Crowley	VOTING	Yes
Theodore L. Hopkins	VOTING	Yes
John Corneby	VOTING	ABSENT

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ALLEGANY)

I, the undersigned (Assistant) Secretary of Allegany County Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency held on July 27, 2009 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect 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 notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 Agency this 27th day of July, 2009.

(Assistant) Secretary

(SEAL)