

Date: October 5, 2011

At a meeting of the Nassau County Local Economic Assistance Corporation, Nassau County, New York (the "Issuer"), held at Theodore Roosevelt County Executive & Legislative Building, 1550 Franklin Avenue, Suite 325, Mineola, New York 11501, on the 5th day of October, 2011, the following members of the Issuer were:

Present: Jeff Seltzer
Chris Fusco
Bruce Ungar

Absent: Gary Weiss, Secretary

Also Present: Joseph J. Kearney (by phone) Executive Director
Colleen Pereira, Administrative Director
Mary Dolan Grippo, Chief Marketing Officer
Joseph Foarile, Chief Financial Officer
Edward Ambrosino, Esq., General Counsel
Paul O'Brien, Esq., Bond/Transaction Counsel
William F. Weir, Esq., Bond 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 issuance and sale of the Issuer's proposed Revenue Bonds, Series 2011 (Catholic Health Services of Long Island Project) presently estimated to be \$160,000,000 but not to exceed \$205,000,000.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

J. Seltzer
C. Fusco
B. Ungar

Voting Nay

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF THE ISSUER'S REVENUE BONDS, SERIES 2011 (CATHOLIC HEALTH SERVICES OF LONG ISLAND PROJECT), IN THE AGGREGATE PRINCIPAL AMOUNT PRESENTLY ESTIMATED TO BE \$160,000,000 BUT NOT TO EXCEED \$205,000,000 AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, pursuant to and in accordance with the provisions of Section 1411 of the New York Not-for-Profit Corporation Law, as amended (collectively, the "**Act**"), the Nassau County Local Economic Assistance Corporation (the "**Issuer**") was created with the authority and power to issue its revenue bonds for the purpose of, among other things, acquiring certain industrial facilities as authorized by the Act; and

WHEREAS, the Issuer proposes to issue its Revenue Bonds, Series 2011 (Catholic Health Services of Long Island Project), under Section 145 of the Internal Revenue Code of 1986, as amended (the "**Code**"), in the aggregate principal amount presently estimated to be \$160,000,000 but not to exceed \$205,000,000 (the "**Series 2011 Bonds**"), for the benefit of Catholic Health System of Long Island, Inc. d/b/a Catholic Health Services of Long Island, a New York not-for-profit corporation and an organization described in Section 501 (c)(3) of the Code and exempt from federal income taxation pursuant to Section 501(a) of the Code, having an office at 992 North Village Avenue, Rockville Centre, New York 11570 ("**CHS**"), and CHS's members and affiliates: Mercy Medical Center, a New York not-for-profit corporation and an organization described in Section 501 (c)(3) of the Code and exempt from federal income taxation pursuant to Section 501(a) of the Code, having an office at 1000 North Village Avenue, Rockville Centre, New York 11570 ("**Mercy Medical Center**") and St. Francis Hospital, Roslyn New York, a New York not-for-profit corporation and an organization described in Section 501 (c)(3) of the Code and exempt from federal income taxation pursuant to Section 501(a) of the Code, having an office at 100 Port Washington Boulevard, Roslyn, New York ("**St. Francis Hospital**"; and, together with Mercy Medical Center and certain members of the obligated group, "**Members of Obligated Group**"; and, together with CHS and certain other members of the Obligated Group, collectively, the "**System**"), for the purpose of providing funds in an amount sufficient for the:

(A) (i) refinancing of the Mercy Medical Center Revenue Bonds, Series 1999A issued by the Dormitory Authority of the State of New York (the "**Authority**") in the original aggregate principal amount of \$24,610,000 (the "**Mercy Medical Center 1999A Bonds**"), approximately \$4,255,000 of which are currently outstanding, and the proceeds of which were used to finance a portion of the cost of the acquisition, construction and equipping of certain facilities and related structures for Mercy Medical Center (collectively, the "**Series 1999A Project**"); and

(ii) financing of the acquisition, construction, renovation, installation, equipping, improvements, upgrades of the Mercy Medical Center campus including, but not limited to, a new domestic water boost pump for fire sprinkler system, Brain Lab upgrade, beds, 840 Ventilator, Xcelera Digital Image System, IT upgrades and workstations, Olympus reproprocessor, monitors, renovations to Interventional Room, upgrade of MRI suite, steam to hot water conversion, construction to lower level Miracle Building (Phase I and Phase II),

exterior parking and paving, Critical Care/Intermediate Care Unit renovation 2K to 4K (Phase I and Phase II), kitchen area renovation, replacement of two (2) CT scanners, maintenance of power plant, renovations for additional Acute Rehabilitation beds, move current Intermediate Care Unit from 2nd Floor to 4th Floor, renovation and relocation of Labor and Delivery Unit from 1st Floor to 2nd Floor, renovation and expansion of Emergency Department, CT scanner in main Emergency Department (collectively, the “**Mercy Medical Center New Improvements**”); and

(B) (i) refinancing the St. Francis Hospital Revenue Bonds, Series 1999A issued by the Authority in the original aggregate principal amount of \$49,775,000 (the “**St. Francis Hospital 1999A Bonds**”), approximately \$33,030,000 of which are currently outstanding, and the proceeds of which were used to finance a portion of the cost of the acquisition, construction and equipping of certain facilities and related structures for St. Francis Hospital (collectively, the “**Series 1999A Project**”); and

(ii) (a) financing of the acquisition, construction, renovation, installation, equipping, improvements, upgrades of the St. Francis Hospital campus including, but not limited to, Cisco Catalyst E Switch, ultra sound video and processor, electronic scope, chiller #2, Fabius Machines, north roadway paving, physical therapy relocation, drill system 3/6, Carto 3 Cool Flow, workstation upgrades, slush unit, anesthesia machines, safety/security systems (doors, videos/monitors), equipping of operating rooms with video laparoscopes and endoscopic video towers, renovation of various nursing unit, monitoring, cardiac operating rooms, chapel restoration, EKG machines, lab monitors, Orthopedic Program digital radiographic system, radiology angiography workstation, Orthopedic Program phone system, Medical Intensive Care Unit monitoring, 12” portable c-arm, and emergency room renovations (collectively, the “**St. Francis Hospital Main Campus Improvements**”); and

(b) financing of the acquisition, construction, renovation and equipping of a facility to be located at one of two locations of 2200 Northern Boulevard, East Hills, New York or 101 Northern Boulevard, Greenvale, New York (each are located off-site of the St. Francis Hospital Main Campus), including, but not limited to, the construction, renovation, equipping and development of medical space to permit new programs such as chemotherapy and radiation therapy for patients with cancer, the development of a venue for the provision of ambulatory services; and

(c) the financing of the acquisition, installation of an Orthopedic Program digital radiographic system and an Orthopedic Program phone system to be located at 1044 Northern Boulevard, Roslyn, New York (located off-site of the St. Francis Hospital Main Campus) (sections (b) and (c) are collectively, the “**Northern Boulevard Improvements**”; and, together with the St. Francis Hospital Main Campus Improvements, the “**St. Francis Hospital New Improvements**”); and

(C) paying redemption premiums in connection with the Mercy Medical Center Series 1999A Bonds and the St. Francis Hospital 1999A Bonds; and

(D) paying of all or a portion of the costs incidental to the issuance of the Series 2011 Bonds, including issuance costs of the Series 2011 Bonds, capitalized interest and any reserve funds as may be necessary to secure the Series 2011 Bonds (the projects to

be financed or refinanced as described in Sections (A), (B), (C), and (D) above are referred to collectively as the “**Series 2011 Project**”); all of the foregoing to constitute the reconstruction, renovation, construction, upgrading, financing and refinancing of the Series 2011 Project for use by the System as an Article 28 hospital and other directly and indirectly related activities and uses; and

WHEREAS, the Issuer, by resolution duly adopted on July 28, 2011, took official action under the provisions of the Act to issue the Series 2011 Bonds for the purpose of financing and refinancing a portion of the costs of the renovation, construction, equipping and furnishing of the Series 2011 Project; and

WHEREAS, the Issuer proposes to loan the proceeds of the Series 2011 Bonds to Mercy Medical Center and St. Francis Hospital pursuant to a Loan Agreement, dated as of October 1, 2011 or such other date as may be determined by the Chairman, Vice Chairman, Chief Executive Officer, Administrative Director and Bond Counsel (the “**Loan Agreement**”), by and among the Issuer, CHS, Mercy Medical Center and St. Francis Hospital whereby CHS, Mercy Medical Center and St. Francis Hospital will be obligated, among other things, to make loan payments to or for the account of the Issuer in amounts and at times so that such loan payments will be adequate to pay the principal of, premium, if any, and interest on the Series 2011 Bonds; and

WHEREAS, the System and The Bank of New York Mellon, formerly known as The Bank of New York, as master trustee (the “**Master Trustee**”), have previously entered into a Master Trust Indenture, dated as of September 1, 1999 (the “**Master Trust Indenture**”), which provides for, among other things, the issuance by the System of Indebtedness on a parity basis and to secure such Indebtedness with Obligations issued under the Master Trust Indenture; and

WHEREAS, in connection with the issuance of the Series 2011 Bonds, the System will issue one or more additional obligations, under the Master Trust Indenture, as security for the Series 2011 Bonds (collectively, the “**MTI 2011 Obligations**”); and

WHEREAS, St. Francis Hospital and Mercy Medical Center, as security for the MTI 2011 Obligations issued under the Master Trust Indenture will mortgage their respective interest in the Series 2011 Project pursuant one or more mortgages from Mercy Medical Center and St. Francis Hospital to the Master Trustee (collectively, the “**MTI 2011 Mortgages**”), by and among Mercy Medical Center, St. Francis Hospital and the Master Trustee; and

WHEREAS, Mercy Medical Center and St. Francis Hospital have agreed to indemnify the Issuer against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the issuance of the Series 2011 Bonds and the financing of the Series 2011 Project; and

WHEREAS, in compliance with Section 147(f) of the Code, the Issuer, on September 26, 2011, held a public hearing on the issuance of the Series 2011 Bonds following public notice on September 12, 2011, respectively; and

WHEREAS, by Certificate of Approval to be executed prior to the issuance of the Series 2011 Bonds by the Honorable Edward Mangano, County Executive of Nassau County, New York, the "applicable elected representative" as required under Section 147(f) of the Code will have approved the issuance of the Series 2011 Bonds; and

WHEREAS, Mercy Medical Center and St. Francis Hospital have received a commitment from Goldman Sachs and Co. and Morgan Stanley, each a Senior Manager (collectively, the "Underwriters"), to sell the Series 2011 Bonds in the aggregate principal amount presently estimated to be \$160,000,000 but not to exceed \$205,000,000;

NOW, THEREFORE, BE IT RESOLVED by Nassau County Local Economic Assistance Corporation (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Issuer hereby finds and determines:

(a) By virtue of the Act, the Issuer 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 (i) refinancing of the Refunding Bonds, (ii) the financing and refinancing of the Series 2011 Project New Improvements, and (iii) the lending of the proceeds of the Series 2011 Bonds pursuant to the Loan Agreement will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Nassau County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(c) It approves of the location of the site of the Series 2011 Project; and

(d) Based upon representations and warranties of the System, the Series 2011 Project conforms with the local zoning laws and planning regulations of Nassau County and all regional and local land use plans for the area in which the Series 2011 Project is located; and

(e) The financing and refinancing of the Series 2011 Project is reasonably necessary to induce the System to maintain and expand its operations within the State of New York; and

(f) The Series 2011 Project and the operations conducted therein will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York or Nassau County; and

(g) The Series 2011 Project and the operations conducted therein will not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and

(h) It is desirable and in the public interest for the Issuer to issue and sell the Series 2011 Bonds in the aggregate principal amount presently estimated to be \$160,000,000 but not to exceed \$205,000,000, upon the terms and conditions set forth in a certain Bond Purchase Agreement, dated a date not yet determined (the "**Bond Purchase Agreement**"), by and among the Issuer, the Underwriters, St. Francis Hospital and Mercy Medical Center for the purpose of financing and refinancing the costs of the renovation, construction, equipping and furnishing of the Series 2011 Project, together with necessary incidental expenses in connection therewith; and

(i) The Indenture of Trust, dated as of October 1, 2011 or such other date as may be determined by the Chairman, Vice Chairman, Chief Executive Officer, Administrative Director and Bond Counsel (the "**Indenture**"), will be an effective instrument which, among other things, secures the Series 2011 Bonds, assigns to The Bank of New York Mellon, or such other entity as may be determined, as trustee (the "**Trustee**") certain rights and remedies of the Issuer under the Loan Agreement and authorizes the Trustee to accept and execute trusts of the character set forth in the Indenture; and

(j) The Loan Agreement will be an effective instrument whereby the Issuer will loan the proceeds of the Series 2011 Bonds to St. Francis Hospital and Mercy Medical Center; and

(k) The Promissory Note, dated the Closing Date (the "**Note**"), from Mercy Medical Center and St. Francis Hospital to the Issuer, will be an effective instrument evidencing Mercy Medical Center's and St. Francis Hospital's respective obligations to make loan payments to the Issuer; and

(l) The Assignment of Promissory Note, dated the Closing Date (the "**Assignment of Note**"), from the Issuer to the Trustee, will be an effective instrument which, among other things, assigns the loan payments from Mercy Medical Center and St. Francis Hospital from the Issuer to the Trustee; and

(m) The Tax Compliance Agreement, dated the Closing Date, by and among St. Francis Hospital, Mercy Medical Center and the Issuer (the "**Tax Compliance Agreement**"), will be an effective instrument whereby the System and the Issuer set forth certain representations, expectations, conditions and covenants establishing compliance with the restrictions imposed by the Code relating to hearings and approval by the Issuer, activities of the System, the Series 2011 Bonds, the Series 2011 Project and the application of Series 2011 Bond Proceeds; and

(n) The proposed form of the Preliminary Official Statement (the "**Preliminary Official Statement**") and the Final Official Statement (the "**Final Official Statement**"; and, together with the Preliminary Official Statement, the "**Official Statement**"), distributed by the Underwriters and the System in connection with the issuance of the Series 2011 Bonds, contains true and accurate information regarding the ability of the Issuer to issue the Series 2011 Bonds, and the information contained therein regarding the Issuer, the Series 2011 Bonds, the Bond Purchase Agreement, the Indenture, and the Loan Agreement, is hereby approved; and

(o) Based on representations by Bond Counsel, under Section 103(a) and Section 145(a) of the Code and the applicable regulations of the Department of Treasury promulgated thereunder, the interest on an issue of revenue bonds issued by a Local Development Corporation of a State for certain facilities for use by an organization described in Section 501(c)(3) of the Code is excludable from gross income for federal income tax purposes, subject to the limitations and requirements of the Code.

Section 2. In consequence of the foregoing, the Issuer hereby determines to: (i) issue and sell the Series 2011 Bonds to the Underwriters pursuant to and in accordance with the Bond Purchase Agreement, (ii) use the proceeds of the Series 2011 Bonds to finance and refinance the costs of the acquisition, construction and equipping of the Series 2011 Project, (iii) loan the proceeds of the Series 2011 Bonds to Mercy Medical Center and St. Francis Hospital pursuant to the Loan Agreement, (iv) secure the Series 2011 Bonds by vesting certain powers and duties in the Trustee pursuant to the Indenture, and by assigning to the Trustee certain of the Issuer's rights and remedies under the Loan Agreement and the Assignment of Note, (v) secure the Series 2011 Bonds by granting a lien upon and security interest in the Series 2011 Project to the Trustee pursuant to the Loan Agreement, and (vii) file the Information Return for Private Activity Bond Issues, Form 8038 (the "**Information Return**") in the manner and at the places provided in the Code.

Section 3. The Issuer is hereby authorized to loan the proceeds of the Series 2011 Bonds to St. Francis Hospital and Mercy Medical Center pursuant to the terms of the Loan Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Issuer with respect to such loan are hereby approved, ratified and confirmed.

Section 4. The Issuer is hereby authorized to issue and execute, sell and deliver the Series 2011 Bonds to the Underwriters in the aggregate principal amount presently estimated to be \$160,000,000 but not to exceed \$205,000,000, pursuant to the Act and in accordance with the Bond Purchase Agreement and the Indenture; provided that:

(a) The Series 2011 Bonds shall (i) be issued, executed and delivered at such time as the Chairman, Vice Chairman, Chief Executive Officer or Administrative Director, shall determine, and (ii) bear interest at the rates, be subject to redemption prior to maturity, and have such other provisions and be issued in such manner and on such conditions as set forth in the Series 2011 Bonds, the Bond Purchase Agreement and the Indenture, which terms are specifically incorporated herein with the same force and effect as if fully set forth herein.

(b) The Series 2011 Bonds shall be issued solely for the purpose of providing funds to pay the financing and refinancing costs of the Series 2011 Project (as defined in Schedule A to the Indenture) and to pay certain costs of issuance, including without limitation the administrative, legal, financial and other expenses of the Issuer incurred in connection with the construction, renovation, equipping and furnishing of the Series 2011 Project and which are incidental to the issuance of the Series 2011 Bonds.

(c) The Series 2011 Bonds and the interest thereon are not and shall never be a debt of the State of New York or Nassau County, New York, and neither the State of New York nor Nassau County, New York, shall be liable thereon.

(d) The Series 2011 Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from the revenues and receipts derived from the System or from the enforcement of the security provided by the Loan Agreement.

(e) Notwithstanding any other provision of this resolution, the Issuer covenants that it will make no use of the proceeds of the Series 2011 Bonds or of any other funds which, if such use were reasonably expected on the date of issue of the Series 2011 Bonds, would cause the Series 2011 Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code.

Section 5.

(a) The Chairman, Vice Chairman, Chief Executive Officer, Administrative Director and all members of the Issuer are hereby authorized, on behalf of the Issuer, to execute and deliver the Bond Purchase Agreement, the Indenture, the Loan Agreement, the Assignment of Note, the Tax Compliance Agreement, the Preliminary Official Statement, the Official Statement and the Series 2011 Bonds (hereinafter collectively called the "**Financing Documents**") and the Information Return, and, where appropriate, the Secretary or any assistant secretary of the Issuer is hereby authorized to affix the seal of the Issuer to the Series 2011 Bonds, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Chief Executive Officer, Administrative Director, or any member of the Issuer shall approve. The execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, Administrative Director, or any member of the Issuer shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Chief Executive Officer, Administrative Director and all members of the Issuer are further hereby authorized, on behalf of the Issuer, to designate any additional Authorized Representatives of the Issuer (as defined in Schedule A to the Indenture).

(c) The Chairman, Vice Chairman Chief Executive Officer and Administrative Director are each hereby authorized on behalf of the Issuer to deem the Preliminary Official Statement and the Official Statement final for purposes of Rule 15c-2-12 under the Securities Exchange Act of 1934, as amended, with such changes therein as shall be approved by such officers upon the advice of counsel to the Issuer and Bond Counsel, and such officers shall on behalf of the Issuer authorize and approve the execution, delivery and distribution of the Official Statement in connection with the offer and sale of the Series 2011 Bonds.

Section 6. 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 the provisions of the Financing Documents, 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 the foregoing resolution and to cause compliance by the Issuer with all of the terms, covenants and provisions of the Financing Documents binding upon the Issuer.

Section 7.

(a) It is desirable and in the best interest of the Issuer that, in connection with the issuance of the Series 2011 Bonds, the Series 2011 Bonds be qualified or registered for offer in various states authorized by the Issuer and that each of the members, officers, employees and agents of the Issuer be, and they hereby are each, authorized to determine the states in which appropriate action shall be taken to qualify or register for offer all or such part of the Series 2011 Bonds as said members, officers, employees and agents may deem advisable (and any such action taken to date is hereby approved, ratified and confirmed); that each of said members, officers, employees and agents be, and they hereby are each, authorized and directed to take any and all action for and on behalf of the Issuer, in connection with the proposed sale of the Series 2011 Bonds, which they may deem necessary or appropriate to obtain licenses or permits, or register, qualify or notice the Series 2011 Bonds for reoffering and issuance under the securities or Blue Sky laws of such of the various states as each of said members, officers, employees and agents may deem advisable (and any such action taken to date is hereby approved, ratified and confirmed), and in connection with such registrations, licenses, permits, qualifications or notices, to execute and file for and on behalf of the Issuer all such applications, notices, reports, issuer's covenants, resolutions, irrevocable consents to service of process (including appointment of a designated state official to act as agent to receive process), powers of attorney and information, and to take all such further action as any of them may deem necessary or desirable to keep in effect such registrations, licenses, permits, qualifications or notices or to comply with the requirements of any regulatory commission whose approval or notification with respect to the Series 2011 Bonds may be required (and any such action taken to date is hereby approved, ratified and confirmed); and that the execution by such members, officers, employees and agents of the Issuer of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor and the approval by the Issuer of the papers and documents so executed and the action so taken (and any such action taken to date is hereby approved, ratified and confirmed).

(b) The Issuer hereby adopts the form of any resolution required by any state authority to be filed in connection with any application, consent to service of process or other document mentioned in the foregoing resolution if (i) in the opinion of a member, officer, employee or agent of the Issuer the adoption of such a resolution is necessary or advisable, and (ii) the Secretary or Assistant Secretary of the Issuer evidences such adoption by attaching to the minutes of this meeting copies of such resolutions, which will thereupon be deemed to have been adopted by the Issuer with the same force and effect as if originally attached to the minutes of this meeting (and any such action taken to date is hereby approved, confirmed and ratified).

(c) The Issuer hereby resolves that each of such members, officers, employees and agents be, and they hereby are each, authorized and directed to take any and all action for and on behalf of the Issuer in connection with the proposed issuance and offering of the

Series 2011 Bonds which they may deem necessary or appropriate to render the Series 2011 Bonds legal for investment by savings banks, insurance companies, trust funds and any other institutions in such other of the various states as such members, officers, employees or agents may deem advisable (and any such action taken to date is hereby approved, confirmed and ratified).

Section 8. This resolution shall take effect immediately and the Series 2011 Bonds are hereby ordered to be issued in accordance with this resolution.

STATE OF NEW YORK)
) ss:
COUNTY OF NASSAU)

I, the undersigned Secretary of the Nassau County Local Economic Assistance Corporation, **DO HEREBY CERTIFY:**

That I have compared the annexed extract of the minutes of the meeting of Nassau County Local Economic Assistance Corporation (the "Issuer"), including the resolutions contained therein, held on the 5th day of October, 2011, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.


That the Indenture, the Loan Agreement, the Bond Purchase Agreement, the Note, the Assignment of Note, the Tax Compliance Agreement, the Information Return and the Series 2011 Bonds contained in this transcript of proceedings are each in substantially the form presented to the Issuer and approved by said meeting.

I FURTHER CERTIFY, that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Issuer had due notice of said meeting and that the meeting was in all respects duly held.

I FURTHER CERTIFY, that 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Issuer as of this 5th day of October, 2011.



Secretary