

**BOND RESOLUTION
COVENANT MANOR APARTMENTS PROJECT**

A regular meeting of County of Chautauqua Industrial Development Agency (the "Issuer") was convened in public session in the Conference Room at the offices of the Issuer located at 200 Harrison Street in the City of Jamestown, Chautauqua County, New York on November 21, 2014 at 10:00 o'clock a.m., local time.

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

PRESENT:

Michael Metzger	Chairman
Dennis Rak	Vice Chairman
David Bryant	Member
Doreen Sixbey	Member
Cory Duckworth	Member
Brad Walters	Member

ABSENT:

Kim Peterson	Secretary
Hans Auer	Treasurer
George Borello	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Kevin M. Sanvidge	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
George W. Cregg, Jr., Esq.	Bond Counsel
William A. Evans III, Esq.	Counsel

The following resolution was offered by Dennis Rak, seconded by Doreen Sixbey, to wit:

Resolution No. 11-21-14-09

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE BY COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY OF ITS MULTIFAMILY HOUSING REVENUE BONDS (COVENANT MANOR APARTMENTS PROJECT), SERIES 2014 IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$5,644,447 AND THE EXECUTION OF VARIOUS DOCUMENTS RELATED THERETO.

WHEREAS, County of Chautauqua Industrial Development Agency (the "Issuer") 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 71 of the 1972 Laws of New York, as amended, constituting Section 895-h 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 commercial 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 Issuer is authorized and empowered under the Act to issue its revenue bonds to finance the cost of the acquisition, construction, reconstruction and installation of one or more "projects" (as defined in the Act), to acquire, construct, reconstruct and install said projects or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, pursuant to an application, including a cost benefit analysis, (the "Application") submitted to the Issuer by Covenant Manor Apartments, LLC (the "Applicant"), on behalf of Prairie Covenant NY, L.P., a New York limited partnership (the "Borrower"), the members of the Issuer adopted a resolution on August 15, 2014 (the "Preliminary Inducement Resolution") whereby the Issuer preliminary agreed, subject to numerous conditions, to consider undertaking a project for the benefit of the Borrower (the "Project"), said Project consisting of the following: (A) (1) the acquisition of approximately 0.62 acres of land located at 23 West Third Street in the City of Jamestown, Chautauqua County, New York (the "Land"), together with an existing approximately 120,000 square foot, 8-storey building and parking and related improvements located thereon and at 107 West Second Street in the City of Jamestown (collectively, the "Facility"), (2) the renovation of the Facility, and (3) the acquisition and installation thereon and therein of certain related furniture, fixtures, machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing for use by the Company as a low to moderate income senior independent living facility; (B) the financing of all or a portion of the costs of the foregoing by the issuance of revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, presently estimated to be approximately \$4,460,000 and in any event not to exceed \$6,000,000 (the "Obligations"); (C) the payment of a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Obligations; (D) the granting of certain other "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively with the Obligations, the "Financial Assistance"); and (E) the lease (with an obligation to purchase) or sale of the Project Facility to the Borrower or such other person as may be designated by the Borrower and agreed upon by the Issuer; and

WHEREAS, in compliance with the provisions of Section 859-a of the Act, the Preliminary Inducement Resolution indicated that the undertakings of the Issuer contained therein are contingent upon the Issuer making a determination to proceed with the Project following compliance by the Issuer with the public notice and public hearing requirements set forth in Section 859-a of the Act; and

WHEREAS, pursuant to the authorization contained in the Preliminary Inducement Resolution, the Administrative Director/Chief Executive Officer of the Issuer (A) established the time, date and place

for a public hearing of the Issuer (the "Public Hearing") pursuant to Section 859-a of the Act and Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), to hear all persons interested in the nature and location of the Project Facility and the issuance of the Obligations, said Public Hearing to be held in a city, town or village where the Project Facility is or is to be located; (B) caused the Public Hearing Notice to be posted on August 27, 2014 on a bulletin board located at offices of the Issuer located at 200 Harrison Street in the City of Jamestown, Chautauqua County, New York, (C) caused the Public Hearing Notice to be published on August 28, 2014 in The Post-Journal, a newspaper of general circulation available to the residents of the City of Jamestown, Chautauqua County, New York, (D) caused the Public Hearing Notice to be posted on August 27, 2014 (1) on the Issuer's website and (2) on a public bulletin board located at offices of the Issuer located at 200 Harrison Street in the City of Jamestown, Chautauqua County, New York, (E) caused the Public Hearing Notice to be mailed on August 27, 2014 to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located; (F) conducted the Public Hearing on September 15, 2014 at 10:00 o'clock a.m., local time at in the Conference Room at the offices of the Issuer located at 200 Harrison Street in the City of Jamestown, Chautauqua County, New York; (G) caused a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the "Report") to be prepared; (H) caused a copy of the Report to be made available to the members of the Issuer and (I) caused a copy of the Report to be made available to the County Executive of Chautauqua County, New York (the "County Executive"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Issuer on August 19, 2014 (the "Preliminary SEQR Resolution"), the Issuer (A) determined that the Project involves more than one "involved agency", (B) authorized the Administrative Director/Chief Executive Officer of the Issuer to determine whether the Project constitutes a "type II action" under SEQRA, an "unlisted action" under SEQRA or a "type I action" under SEQRA, and (C) if the Administrative Director/Chief Executive Officer of the Issuer determines that the coordinated review procedures outlined in the Regulations are desirable or required with respect to the Project, further authorized the Administrative Director/Chief Executive Officer of the Issuer (1) to contact all other "involved agencies" for the purpose of ascertaining whether any of such "involved agencies" were interested in undertaking a coordinated review of the Project, (2) if any of such "involved agencies" were interested in undertaking a coordinated review of the Project and the other "involved agencies" are amenable to designating such involved agency as "lead agency", then take all necessary steps to indicate the concurrence of the Issuer that such "involved agency" be designated as "lead agency" with respect to the Project, and (3) in the event that all other "involved agencies" indicated that they are interested in undertaking a coordinated review of the Project and none of the other "involved agencies" indicates that it desires to be designated as the "lead agency" with respect to the Project, to take all necessary steps to arrange for the Issuer to be designated as "lead agency" with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, by resolution adopted by the members of the Issuer on September 16, 2014 (the "Final SEQR Resolution"), the Issuer determined that the Project constituted a "Type II action" (as such quoted term is defined under SEQRA), and therefor that no further action with respect to the Project was required under SEQRA; and

WHEREAS, by resolution adopted by the members of the Issuer on September 16, 2014 (the "Final Inducement Resolution"), the members of the Issuer determined, following a review of the Public Hearing Report, to proceed with the Project; and

WHEREAS, the Issuer will now authorize the issuance of its Multifamily Housing Revenue Bonds (Covenant Manor Apartments Project), Series 2014 in the aggregate principal amount of not to exceed \$5,644,447 (the "Bonds") for the purpose of financing a portion of the costs of the Project; and

WHEREAS, the Bonds are to be issued under this resolution (the "Bond Resolution") and a trust indenture dated as of December 1, 2014 (the "Indenture") by and between the Issuer and The Huntington National Bank, as trustee (the "Trustee") for the holders of the Bonds; and

WHEREAS, it is expected that the Bonds will be initially purchased by Stern Brothers & Co. (the "Underwriter") pursuant to a bond purchase agreement among the Issuer, the Borrower and the Underwriter (the "Bond Purchase Agreement"); and

WHEREAS, the following documents (the "Existing Documents") were previously entered into by the Issuer with respect to the Project Facility: (A) a certain company lease agreement dated as of December 31, 2012 (the "Initial Lease to Issuer") between Covenant Manor Apartments, LLC (the "Initial Lessor"), as landlord, and the Issuer, as tenant, pursuant to which the Initial Lessor has leased the Land and any improvements located thereon (collectively, the "Leased Premises") to the Issuer for a term ending on December 31, 2022, unless sooner terminated; (B) a certain agency lease agreement dated as of December 31, 2012 (the "Lease to Initial Lessor") between the Issuer, as sub-landlord, and the Initial Lessor, as subtenant, pursuant to which the Issuer subleased the Leased Premises to the Initial Lessor for a term ending on December 31, 2022, unless sooner terminated; and (C) a certain payment in lieu of taxes agreement dated as of December 31, 2012 (the "Initial Payment in Lieu of Taxes Agreement") between the Initial Lessor and the Issuer, pursuant to which (1) the Issuer agreed to file an application for exemption from real estate taxation for a portion of the Leased Premises (the "Exempt Parcels") and (2) the Initial Lessor agreed to make (a) amount payments in lieu of taxes with respect to the Exempt Parcels in fixed amounts for an abatement period commencing July 1, 2013 and ending approximately ten years thereafter; and

WHEREAS, prior to, or simultaneously with the issuance of the Bonds: (A) the Initial Lessor, with the consent of the Issuer, will execute one or more documents (collectively, the "Existing Document Assignment") assign the rights of the Initial Lessor in the Existing Documents to the Borrower; (B) the Issuer and the Borrower may make such amendments to the Existing Documents (collectively, the "Existing Document Amendment") as, in the opinion of Bond Counsel may be desirable to conform the provisions of the Existing Documents to the provisions of the "Basic Bond Documents" (as defined below); (C) the Borrower will enter into the "Installment Sale Agreement" (as defined below); and (D) the Issuer and the Borrower will then terminate the Lease to Initial Lessor; and

WHEREAS, in connection with the issuance of the Bonds, the Issuer and/or the Borrower will enter into the following documents (the "Basic Bond Documents"): (A) the Indenture; (B) the Bond Purchase Agreement; (C) a bill of sale dated as of December 1, 2014 (the "Bill of Sale to Issuer") from the Borrower to the Issuer, pursuant to which the Borrower will convey to the Issuer the Borrower's interest in the portion of the Project Facility constituting fixtures and other personal property; (D) an installment sale agreement dated as of December 1, 2014 (the "Installment Sale Agreement") between the Issuer, as seller, and the Borrower, as purchaser, pursuant to which, among other things, (1) the Borrower will agree (a) to cause the Project to be undertaken and completed, (b) as agent of the Issuer, to undertake and complete the Project, (c) to purchase the Project Facility from the Issuer, and (d) to make certain installment purchase payments to or upon the order of the Issuer with respect to the Project Facility, which installment purchase payments shall include amounts equal to the debt service payments due on the Bonds, and (2) the Issuer will agree to (a) undertake the Project, (b) appoint the Borrower as agent of the Issuer to undertake and complete the Project, and (c) sell the Project Facility to the Borrower; (E) a pledge and assignment dated as of December 1, 2014 (the "Pledge and Assignment") from the Issuer to

the Trustee, and acknowledged by the Borrower, pursuant to which, among other things, basic installment purchase payments payable by the Borrower under the Installment Sale Agreement are to be paid directly to the Trustee; (F) a termination and recapture agreement dated as of December 1, 2014 (the "Sales Tax Recapture Agreement"), pursuant to which, among other things, the Borrower agrees (1) to furnish certain information to the Issuer and (2) in the event that the Borrower or any other agent, consultant, contractor, subcontractor or other person or entity taking or enjoying any amount of state sales and use tax exemption benefits relating to the Project shall be determined by the Issuer or the New York State Tax Commissioner to have violated the requirements of the Act, to pay to the Issuer any recapture amounts determined pursuant to the provisions of the Sales Tax Recapture Agreement; (G) the "Security Documents" (as defined in Section 3.1 of the Installment Sale Agreement, including but not limited to the Mortgage; (H) certain security documents granting liens related to the Project Facility as collateral security for a companion project being undertaken by the Borrower in the Town of Amherst, Erie County, New York (the "Collateral Security Documents"); (I) the "Tax Documents" (as defined below); and (J) certain other agreements or instruments relating to, or executed in connection with, the Project and/or the issuance and delivery of the Bonds; and

WHEREAS, pursuant to the terms of the Indenture and the Basic Bond Documents, the proceeds of the Bonds will be deposited by the Trustee into the Project Fund created under the Indenture to be applied to pay the costs of the Project, but only upon satisfaction of the requirements for making such disbursements set forth in the Indenture, in the Installment Sale Agreement and in the other Basic Bond Documents; and

WHEREAS, pursuant to Section 146 of the Code, the Issuer has previously applied to the New York Department of Economic Development ("NYSDED") for an allocation of private activity bond volume cap ("Volume Cap") for the Bonds; and

WHEREAS, pursuant to a notification of allocation adjustment dated July 31, 2014 and September 24, 2014 from NYSDDED (the "Volume Cap Notice"), NYSDDED has notified the Issuer that the Issuer has been allocated sufficient Volume Cap to permit issuance of the Bonds; and

WHEREAS, to demonstrate compliance with the provisions of the Code relating to the issuance of tax-exempt obligations, (A) the Issuer will (1) execute an arbitrage certificate dated the date of delivery of the Bonds (the "Arbitrage Certificate") relating to certain requirements set forth in Section 148 of the Code relating to the Bonds, (2) execute a completed Internal Revenue Service Form 8038 (Information Return for Private Activity Bonds) relating to the Bonds (the "Information Return") pursuant to Section 149(e) of the Code, and (3) file the Information Return with the Internal Revenue Service, (B) the Borrower will execute (1) a land use restriction agreement dated as of December 1, 2014 (the "Land Use Restriction Agreement") relating to certain requirements in Sections 142 of the Code, and (2) a tax regulatory agreement dated the Closing Date (the "Tax Regulatory Agreement") relating to the requirements in Sections 142, 146, 147, 148 and 149 of the Code, and (C) the Underwriter will execute a letter (the "Issue Price Letter") confirming the issue price of the Bonds on the Closing Date for purposes of Section 148 of the Code;

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

Section 1. The Issuer hereby finds and determines that:

(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 acquisition, construction, reconstruction, renovation and installation of the Project Facility constitutes a “project”, as such term is defined in the Act; and

(C) The acquisition, construction, reconstruction, renovation and installation of the Project Facility and the sale thereof to the Borrower will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Chautauqua 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 Issuer to issue and sell the Bonds upon the terms and conditions set forth in the Indenture and the Bond Purchase Agreement for the purpose of financing a portion of the costs of the Project, together with necessary incidental expenses in connection therewith.

Section 2. In consequence of the foregoing, the Issuer hereby determines to: (A) issue the Bonds on the terms and conditions set forth in the Indenture, (B) sell the Bonds to the Underwriter pursuant to the terms set forth in the Indenture and the Bond Purchase Agreement, (C) use the proceeds of the Bonds held by the Trustee under the Indenture to pay a portion of the costs of issuance of the Bonds and a portion of the costs of the Project, (D) secure the Bonds by assigning to the Trustee pursuant to the Pledge and Assignment certain of the Issuer’s rights under the Installment Sale Agreement, including the right to collect and receive certain amounts payable thereunder, (E) further secure the Bonds by granting to the Trustee certain liens related to the Project Facility pursuant to the Security Documents, (F) grant certain liens related to the Project Facility as collateral security for a companion project being undertaken by the Borrower in the Town of Amherst, Erie County, New York pursuant to the Collateral Security Documents, (G) allocate to the Bonds such portion of the Issuer’s Volume Cap for calendar year 2014 sufficient to meet the requirements of Section 146 of the Code applicable to the Bonds; (H) execute the Arbitrage Certificate and the Information Return with respect to the Bonds, and (I) file the Information Return with the IRS.

Section 3. The Issuer is hereby authorized to consent to the Existing Document Assignment, to enter into the Existing Document Amendment and to acquire an interest in the Project Facility pursuant to the Lease to Issuer and the Bill of Sale to Issuer (collectively, the “Conveyance Documents”) and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Issuer with respect to such acquisition of the Project Facility are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Existing Document Assignment, the Existing Document Amendment, the Conveyance Documents, the Installment Sale Agreement, the Indenture, the Bonds, the Pledge and Assignment, the Bond Purchase Agreement, the Arbitrage Certificate, the Information Return, the other Basic Bond Documents, and any documents necessary and incidental thereto including, but not limited to, any documents approved by counsel to the Issuer (collectively with the Basic Bond Documents, the “Issuer Documents”) are hereby approved.

Section 5. Subject to receipt by the Issuer of a certificate executed by the County Executive approving issuance of the Bonds for purposes of Section 147(f) of the Code, the Issuer is hereby authorized to issue, execute, sell and deliver to the Trustee for authentication its Bonds in the aggregate principal amount of not to exceed \$5,644,447, or so much thereof as shall have been approved for purchase by the Underwriter pursuant to the terms of the final Bond Purchase Agreement, in the form heretofore approved in Section 4 of this Bond Resolution, and upon authentication thereof the Trustee is hereby authorized to deliver said Bonds to the purchasers thereof against receipt of the purchase price thereof, all pursuant to the Act and in accordance with the provisions of the Indenture, this Bond Resolution and the Bond Purchase Agreement, provided that:

(A) The Bonds authorized to be issued, executed, sold and delivered pursuant to this Section 5 shall (1) be issued, executed and delivered at such time as the Chairman (or Vice Chairman) of the Issuer shall determine, and (2) bear interest at the rate or rates, be issued in such form, be subject to redemption prior to maturity and have such other terms and provisions and be issued in such manner and on such conditions as are set forth in the Bonds and the Indenture or as are hereinafter approved by the Chairman (or Vice Chairman) of the Issuer in accordance with Section 6 hereof, which terms are specifically incorporated herein by reference with the same force and effect as if fully set forth in this Bond Resolution.

(B) The Bonds shall be issued solely for the purpose of providing funds to finance (1) the costs of the Project as described in the Issuer Documents, and (2) all or a portion of the administrative, legal, financial and other expenses of the Issuer in connection with the Project and the Project Facility and incidental to the issuance of the Bonds.

(C) Neither the members nor officers of the Issuer, nor any person executing the Bonds or any of the Financing Documents (as hereinafter defined) on behalf of the Issuer, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof. The Bonds and the interest thereon are not and shall never be a debt of the State of New York, or Chautauqua County, New York or any political subdivision thereof (other than the Issuer), and neither the State of New York, or Chautauqua County, New York nor any political subdivision thereof (other than the Issuer) shall be liable thereon.

(D) The Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from certain of the revenues and receipts derived from the leasing or other disposition of the Project Facility or from the enforcement of the security provided by the Financing Documents (as hereinafter defined) and the other security pledged to the payment thereof.

(E) Notwithstanding any other provision of this Bond Resolution, the Issuer covenants that it will make no use of the proceeds of the Bonds or of any other funds of the Issuer (other than the Issuer's administrative fees) which, if said use had been reasonably expected on the date of issuance of the Bonds, would have caused any of the Bonds to be an "arbitrage bond" within the meaning of Section 148 of the Code.

Section 6. (A) The Chairman (or Vice Chairman) of the Issuer is hereby authorized, on behalf of the Issuer, to execute and deliver the Issuer Documents and the other documents related thereto (collectively with the Issuer Documents, the "Financing Documents"), and, where appropriate, the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer thereto and to attest the same, all in substantially the forms thereof presented to this meeting, 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 Issuer is hereby further authorized, on behalf of the Issuer, to designate any additional Authorized Representatives of the Issuer (as defined in and pursuant to the Installment Sale Agreement).

Section 7. 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 this Bond 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 8. This Bond Resolution shall take effect immediately and the Bonds are hereby ordered to be issued in accordance with this Bond Resolution.

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

Michael Metzger	VOTING	AYE
Dennis Rak	VOTING	AYE
Hans Auer	VOTING	ABSENT
Kim Peterson	VOTING	ABSENT
David Bryant	VOTING	AYE
Doreen Sixbey	VOTING	AYE
Cory Duckworth	VOTING	AYE
George Borello	VOTING	ABSENT
Brad Walters	VOTING	AYE

The foregoing Bond Resolution was thereupon declared duly adopted.


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

I, the undersigned (Assistant) Secretary of County of Chautauqua Industrial Development Agency (the "Issuer"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Issuer, including the Resolution contained therein, held on November 21, 2014 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein 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 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 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 21st day of November, 2014.



(Assistant) Secretary

(SEAL)