

A special meeting of the Town of Bethlehem Industrial Development Agency (the "Agency") was convened in public session in the Town Hall located at 445 Delaware Avenue, Delmar, New York on March 18, 2008, at 8:00 o'clock a.m., local time.

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

PRESENT: Frank S. Venezia
Sam Messina
Robert B. Ward
Joanne Cunningham
Joseph P. Richardson
Brian T. Stenson

ABSENT: Pamela Clark Robbins

THE FOLLOWING PERSONS WERE ALSO PRESENT:

George E. Leveille
Judith E. Kehoe
Thomas P. Connolly
Deborah M. Kitchen
A. Joseph Scott
Debra Lambek
Amir Evan

The following resolution was offered by Mr. Messina, seconded by Stenson, to wit:

**RESOLUTION APPROVING CERTAIN APPOINTMENTS AND
ADMINISTRATIVE MATTERS OF THE AGENCY 2008-2009**

WHEREAS, Town of Bethlehem Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of Laws of 1969 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 582 of the 1973 Laws of New York, as amended constituting Section 909-b 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 industrial, manufacturing, warehousing, commercial, research, recreation and civic 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, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, under Section 856 of the Act, the members of the Agency shall elect the officers of the Agency; and

WHEREAS, under the Agency's Policy Manual, the Agency shall review certain policies of the Agency on an annual basis;

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

Section 1. The Agency hereby takes the following actions:

(A) Approves the appointments, the officers and the administrative matters described in Schedule A attached hereto.

(B) The Agency hereby approves and confirms the policies of the Agency described on Schedule B attached hereto.

(C) The Agency hereby approves and confirms the uniform tax exemption policy contained in the Agency's Policy.

Section 2. The Agency hereby authorizes the Chairman and the Executive Director and Chief Executive Officer to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. 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:

Frank S. Venezia	VOTING	<u>Yes</u>
Sam Messina	VOTING	<u>Yes</u>
Robert B. Ward	VOTING	<u>Yes</u>
Pamela Clark Robbins	VOTING	<u>Absent</u>
Joanne Cunningham	VOTING	<u>Yes</u>
Joseph P. Richardson	VOTING	<u>Yes</u>
Brian T. Stenson	VOTING	<u>Yes</u>

The resolution was thereupon declared duly adopted.

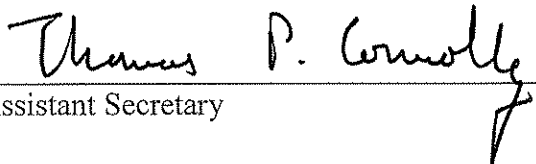
STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

I, the undersigned (Assistant) Secretary of Town of Bethlehem 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 March 18, 2008 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 18th day of March, 2008.



Assistant Secretary

(SEAL)

SCHEDULE A

Officers of the Agency

Chairman	Frank S. Venezia
Vice Chairman	Sam Messina
Secretary	Robert B. Ward
Assistant Secretary	Joanne Cunningham
Assistant Secretary	Thomas P. Connolly
Treasurer	Pamela Clark Robbins Joseph P. Richardson Brian T. Stenson

Committees Audit Committee: Frank S. Venezia, Pamela Clark Robbins and Brian T. Stenson
 Governance Committee: Robert B. Ward, Joanne Cunningham and Joseph P. Richardson

Confirmation of Regular Agency Meeting Schedule

Regular meetings will take place on the third Tuesday of each month at 8:00 a.m. at Town Hall, 445 Delaware Avenue, Delmar, New York 12054

Appointment of Chief Executive Officer and Staff to the Agency

Executive Director & Chief Executive Officer	George E. Leveille
Chief Financial Officer	Judith E. Kehoe
Assistant Executive Director	Thomas P. Connolly
Assistant to the Executive Director & Clerk	Deborah M. Kitchen
Contracting Officer	Judith E. Kehoe

Appointment of Accounting Firm of the Agency

Teal Becker & Chiaramonte CPA's PC
Certified Public Accountants
7 Washington Square
Albany, New York 12205

Appointment of Agency Counsel and Bond Counsel to the Agency

Agency Counsel	Thomas P. Connolly
Bond Counsel	Hodgson Russ LLP 677 Broadway, Suite 301 Albany, New York 12207

Appointment of Bank of the Agency For Checking Account

Key Bank N.A.

SCHEDULE B

COMPENSATION POLICY

ETHICS POLICY

FUND BALANCE POLICY

INDEMNIFICATION POLICY

INVESTMENT POLICY

PROPERTY DISPOSITION POLICY

PURCHASING POLICY

REAL PROPERTY ACQUISITION POLICY

RETALIATORY ACTION POLICY

TRAVEL POLICY