ORGANIZATIONAL RESOLUTION

An organizational meeting of the Appointed Directors of the Golden Hill Local Development Corporation (the "Corporation") was convened on March 16, 2012 at 11 a.m. at 244 Fair Street, Kingston, New York.

The following resolution was duly offered and seconded, to wit:

Resolution

ORGANIZATIONAL RESOLUTION OF THE APPOINTED DIRECTORS OF THE GOLDEN HILL LOCAL DEVELOPMENT CORPORATION ELECTING THE INDEPENDENT DIRECTOR TO THE BOARD OF DIRECTORS PURSUANT TO ARTICLE III SECTION 2 (A)(ii) OF THE BY- LAWS OF THE CORPORATION

WHEREAS, pursuant to the By-laws of the Corporation, an Independent Director shall serve on the Board of Directors of the Corporation and such Independent Director shall meet the qualifications for independence as set forth in Article III, Section 2 (f) of the By-laws and shall also meet the following qualifications:

- (a) He or she shall not be a public official, appointed or elected in any capacity, of any federal state or local government;
- (b) He or she may be a notary public;
- (c) He or she cannot be an officer or committee person of any political party; and

WHEREAS, pursuant to Article III Section 2 (a)(ii) of the By-laws of the Corporation, the six appointed Directors shall choose the Independent Director from the pool of qualified independent director candidates; and

WHEREAS, pursuant to the By-laws of the Corporation the Directors, ex-officio, shall choose the Independent Director by a majority vote.

NOW, THEREFORE, BE IT RESOLVED by the Directors of the Corporation as follows:

RESOLVED, the following person was chosen by a majority of the Directors to serve as the Independent Director of the Corporation until his/her respective successor is chosen and shall qualify or until his/her earlier resignation:

Dave Thompson

On motion duly made by Director <u>Provention</u> and seconded by Director <u>Handon</u>, the Resolution was placed before the Board of Directors of the Corporation:

	Aye	Nay	Abstain	Absent
James Hanson				
Marshall Beckman				
Robert Sudlow				
Jeanette Provenzano			1	
Michele Iannuzzi Sucich				,
Michael Bernholz				Execute
Dale thompson				

CERTIFICATION

STATE OF NEW YORK) ss: COUNTY OF ULSTER)

I, **Robert Sudlow**, the undersigned, Acting Secretary of the Golden Hill Local Development Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the Board of Directors of the Corporation, including the Resolutions contained therein, held on March 16, 2011, 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 Resolutions set forth 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 Board of Directors 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 Board of Directors 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 Corporation this (6 day of Merch, 2012.