

**CERTIFICATE OF INDEPENDENT DIRECTOR
OF
THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
CIVIC DEVELOPMENT CORPORATION**

Approved and Adopted: May 12, 2010

The undersigned, as Independent Director of The St. Lawrence County Industrial Development Agency Civic Development Corporation (the "Corporation"), a local development corporation organized pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certifies that, as a director appointed on or after January 13, 2006 of the Corporation, pursuant to subdivision 2 of Section 2825 of the Public Authorities Law, as follows, that he or she:

Is not, and in the past two (2) years, has not been, employed by the Corporation, or an affiliate in an executive capacity or been employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Corporation or received any other form of financial assistance valued at more than \$15,000 from the Corporation; and

Is not a relative of an executive officer or employee in an executive position of the Corporation or an affiliate; and

In the past two (2) years, has not been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or an affiliate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date noted, below.

By:	Witness:
Printed Name of Corporation Member	Printed Name of Witness
Date of Appointment	
Signature	Signature
Date	Date