IDA Resolution #2018-07

A. I, David J. Yando, certify that I am the duly appointed Secretary of the County of Franklin Industrial Development Agency (IDA), Federal I.D. Number: 14-1596042 and that the following is a correct copy of resolutions adopted at a meeting of the Board of Directors duly and properly called and held on September 12, 2018. These resolutions appear in the minutes of this meeting and have not been rescinded or modified.

B. BE IT RESOLVED THAT,

(1) Champlain National Bank is designated as a depository for funds of the IDA;

(2) This Resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by Champlain National Bank.

(3) All transactions, if any, with respect to any deposits or withdrawals by or on behalf of the IDA with Champlain National Bank prior to the adoption of this Resolution are hereby ratified, approved and confirmed.

(4) Any of the persons named below, so long as they act in a representative capacity as agents of the IDA are authorized to make any and all contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated below, from time to time with Champlain National Bank, concerning funds deposited in Champlain National Bank, or any other business transacted by and between the IDA and Champlain National Bank subject to any restrictions stated below.

(5) Any and all prior Resolutions adopted by the Board of Directors of the IDA and certified to Champlain National Bank as governing the operation of the IDA’s account(s), are in full force and effect unless supplemented or modified by this Resolution.

(6) The IDA acknowledges and agrees that Champlain National Bank may rely on alternative signature and verification codes issued to or obtained from any Agent named on this Resolution. The term “alternative signature and verification codes” includes but is not limited to, facsimile signatures on file with the Bank, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this Resolution, (or that are filed separately by the IDA with the Bank from time to time) the Bank is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The IDA authorizes each Agent to have custody of the IDA’s private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Bank shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.
(7) The IDA agrees to the terms and conditions of any agreement properly entered into by any authorized representative(s) of the IDA, and authorizes Champlain National Bank, at any time, to charge the IDA for all checks, drafts, or other orders, for the payment of money, that are drawn on Champlain National Bank, regardless of by whom or by what means the facsimile signature(s) may have been affixed so long as they resemble the facsimile signature specimens in Section C (or the facsimile signature specimens that the IDA files with Champlain National Bank from time to time) and contain the required number of signatures for this purpose. In the case of electronic orders for payment initiated through NetTeller® Cash Management, the use of a password is deemed to be the equivalent of an authorized signature and thus the IDA authorizes the Bank to charge the IDA for electronic orders for payment.

C. If indicated, any person listed below (subject to any expressed restrictions) is authorized to:

<table>
<thead>
<tr>
<th>Name and Title (if used)</th>
<th>Signature</th>
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<tbody>
<tr>
<td>(A) Justus Martin, Board Chair</td>
<td>[Signature]</td>
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<tr>
<td>(B) James T. Ellis, Vice-Chair</td>
<td>[Signature]</td>
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<tr>
<td>(C) David J. Yando, Secretary</td>
<td>[Signature]</td>
</tr>
<tr>
<td>(D) Rodrique Lauzon, Treasurer</td>
<td>[Signature]</td>
</tr>
<tr>
<td>(E) Andrea Dumas, Member</td>
<td>[Signature]</td>
</tr>
<tr>
<td>(F) Sherry Boyea, Member</td>
<td>[Signature]</td>
</tr>
<tr>
<td>(G) Melinda Ellis, Member</td>
<td>[Signature]</td>
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POWERS GRANTED (Attach one or more Agents to each power by placing the letter corresponding to their name in the area before each power.)

Indicate (A), (B), (C), (D), (E), (F) and/or (G):

A-G  
(1) Exercise all powers listed in items 2 through 9 below.  
(2) Open any deposit or checking accounts(s) in the name of the IDA.  
(3) Endorse checks and/or orders for the payment of money and withdraw funds on deposit with Champlain National Bank.  
   Number of authorized signatures required for this purpose: 2  
(4) Endorse checks and/or orders for the payment of money and withdraw funds on deposit with Champlain National Bank.  
   Number of authorized signatures required for this purpose: 2  
(5) Execute all documents and agreements, as well as modification hereto, pertaining to deposit relationship with Champlain National Bank.  
   Number of authorized signatures required for this purpose: 2  
(6) Execute all documents and agreements, as well as modification hereto, that pertain to internet banking (NetTeller®) participation with Champlain National Bank. This includes internet based:  
   _____Automated Clearing House (ACH) participation  
   _____Wire transfer participation  
   _____Cash management participation  
   _____Bill payment participation  
   Number of authorized signatures for these purposes: 2  
(7) Execute all documents and agreements, as well as modification thereto, that pertain to Automated Clearing House participation with Champlain National Bank.  
   Number of authorized signatures required for this purpose: 2  
(8) Execute all documents and agreements, as well as modification thereto, that pertain to Funds Transfer Authorization Agreement.  
   Number of authorized signatures required for this purpose: 2
(9) Enter into written lease for the purpose of renting and maintaining a Safe Deposit Box in this Financial Institution.
Number of authorized signatures required for this purpose: 2

D. BE IT FURTHER RESOLVED THAT

(1) The IDA hereby holds the Bank harmless from any liability or loss resulting from a Telephone Authorization by any person who purports to be the person authorized in the Funds Transfer Authorization and Agreement.

(2) The IDA hereby holds the Bank harmless from any liability or loss for any authorization given by any of the persons authorized under this Resolution.

E. I further certify that the Board of Directors of the IDA has, and at the time of adoption of this Resolution had, full power and lawful authority to adopt the foregoing Resolution and to confer the powers granted to the persons named who have full power and lawful authority to exercise the same.

In Witness Whereof, I have hereunto subscribed my name on September 12, 2018.

[Signatures]
David J. Yandb, Secretary

[Signature]
Attest by one other IDA Board member

(Attach copy of Meeting Minutes)