

[FORM OF]
RESOLUTION OF
THE BOARD OF DIRECTORS
OF
PARTICIPATING BANK NAME CAPS

The undersigned hereby certifies that he is Secretary of PARTICIPATING BANK NAME, a _____ organized and existing under the laws of the _____ (the "Participating Bank"), and that the following is a true and correct copy of certain resolutions of the Board of Directors of the Participating Bank duly adopted at a meeting of the Board held on _____, 2006, which are still in effect, and that the same are in conformity with the Articles of [Incorporation] [Association] and By-Laws of the Participating Bank.

WHEREAS, the Pennsylvania Economic Development Financing Authority (the "Issuer") proposes to issue [taxable] [industrial] [economic] development revenue bonds (the "Bonds") in an aggregate principal amount of \$AMOUNT for the benefit of BORROWER NAME (the "Borrower") pursuant to a Trust Indenture dated as of _____, 2006 (the "Indenture"), between the Issuer and J. P. Morgan Trust Company, National Association, as Trustee (the "Trustee"), and to lend the proceeds of the sale of the Bonds to Borrower pursuant to a Loan Agreement between Borrower and the Issuer dated as of _____, 2006 (the "Loan Agreement"), to provide funds to finance all or a portion of the costs of acquiring, constructing, installing and/or rehabilitating certain facilities, or to refund prior bonds issued for such purpose, as more fully described in the Loan Agreement (the "Project"); and

WHEREAS, the Bonds are expected to be sold at substantially the same time as are certain other [taxable] [industrial] [economic] development revenue bond issues of the Issuer as a composite offering; and

WHEREAS, to support certain payments with respect to the Bonds, the Borrower has requested the Participating Bank to enter into a Participation and Reimbursement Agreement dated as of _____, 2006 (the "Participating Bank Agreement"), with PNC Bank, National Association (the "Bank"), in order to induce the Bank to issue its direct pay letter of credit, in favor of the Trustee, substantially in the form of Exhibit A thereto (the "Letter of Credit") in the Letter of Credit Amount (as defined in the Letter of Credit) for the account of the Participating Bank; and

WHEREAS, pursuant to the Participating Bank Agreement the Participating Bank will be responsible for amounts drawn under the Letter of Credit on behalf of the Participating Bank and for fees and other amounts due with respect to the Letter of Credit; and

WHEREAS, it appears that each of the instruments referred to above, which have been presented to each of the directors of the Participating Bank's Board of Directors, is in appropriate form and is an appropriate instrument for the purposes intended.

RESOLVED, that all action of the Participating Bank in effectuating the above proposed financing is hereby approved, satisfied and authorized pursuant to and in accordance with the transactions contemplated by the Agreement.

RESOLVED, that a/the _____ of the Participating Bank is authorized to execute and deliver the Participating Bank Agreement substantially in the form of Exhibit A attached hereto, for the purposes therein contained.

RESOLVED, that a/the _____ of the Participating Bank is authorized to execute and deliver the Pledge, Security and Indemnification Agreement, substantially in the form of Exhibit B to the Participating Bank Agreement, for the purposes therein contained.

RESOLVED, that a/the _____ of the Participating Bank be and is hereby authorized to execute and deliver for and on behalf of the Participating Bank any and all additional certificates, documents, opinions or other papers and perform all other acts as may be required by the documents contemplated above or as they may deem necessary or appropriate in order to implement and carry out the intent and purposes of this Resolution.

RESOLVED, that the provisions of this Resolution are hereby declared to be separable and if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases or provisions.

WITNESS my hand and the official seal of the Participating Bank this ____ day of _____, 2006.

Secretary

Affix
Seal