

AMENDMENT TO BY-LAWS OF
DAUPHIN COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY

April 1, 1985

RESOLVED:

The first sentence of Article II, Section 10 of the Amended and Restated By-laws of the Dauphin County Industrial Development Authority, dated January 16, 1984, is deleted.

Approved unanimously by the members of the Dauphin County Industrial Development Authority at the regularly scheduled meeting of the Authority held on April 1, 1985.

RESOLUTION

RESOLVED, pursuant to Section 9(c) of the Pennsylvania Industrial and Commercial Development Authority Law, and Article II, Section 10 of the By-laws of this Authority, as amended on the date hereof, that the Dauphin County Office of Economic Development is hereby appointed as the Administrative Office of this Authority with the following responsibilities, in addition to such other additional duties and responsibilities as may be designated by the Chairman of this Authority, to wit:

1. Maintenance of the records of the Authority and its financial affairs;
2. Authorization for the Director, Deputy Director or Assistant Director to sign, with another member of the Authority, checks and drafts of this Authority;
3. Maintenance of records of the proceedings of the Board of this Authority;
4. Maintenance of the seal of the Authority; and
5. Administration and management of applications to this Authority by developers; review and approval of requisitions under construction loan agreements and trust indentures; and approval of settlement sheets approving closing costs of transactions.

I HEREBY CERTIFY that the foregoing Resolution was duly approved at the regular monthly meeting of the Dauphin County Industrial Development Authority held on April 1, 1985, after due notice and advertisement, a quorum being present during the transaction of the business.

DAUPHIN COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY

By 

Secretary

Dated:

Approved by Action
of the Dauphin County
Authority at a Special
Meeting Held on
January 16, 1984, a
Quorum Being Present.

D.B.D.

AMENDED AND RESTATED BY-LAWS OF
DAUPHIN COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY

ARTICLE I - THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be as specified in its Articles of Incorporation, to wit: Dauphin County Industrial Development Authority.

Section 2. Seal of Authority. The seal of the Authority shall contain the name of the Authority and the year of its incorporation, and shall be in the form of the seal impressed in the margin hereof, opposite this section.

Section 3. Office of Authority. The office of the Authority shall be at 114 Walnut Street, Harrisburg, Pennsylvania, but the Board of the Authority may, by proper resolution, designate any other place as the office of the Authority.

ARTICLE II - OFFICERS

Section 1. Officers. The Officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer and an Assistant Secretary-Treasurer, to be elected from the members of the Board of the Authority.

Section 2. Chairman. The Chairman shall preside at all meetings of the Board of the Authority. Except as otherwise authorized by resolution of the Board of the Authority, the Chairman shall sign all contracts, deeds and other instruments made by the Authority. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business affairs and policies of the Authority.

Section 3. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Board of the Authority shall appoint a new Chairman.

Section 4. Secretary. The Secretary shall keep the records of the Authority, shall act as Secretary of the meetings of the Board of the Authority and record all votes, and shall keep a record of the proceedings of the Board of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his office. He shall keep in safe custody the seal of the Authority, and shall have power to affix such seal to all proceedings and resolutions of the Board of the Authority and to all contracts and instruments authorized to be executed by the Authority.

Section 5. Treasurer. The Treasurer shall have the care and custody of all funds of the Authority, and shall deposit the same in the name of the Authority in such bank or banks as the Board of the Authority may select. The Treasurer or any other officer in conjunction with the Administrative Director, shall sign all orders and checks for the payment of money, and shall pay out and disburse such moneys under the direction of the Board of the Authority. He shall keep regular books of accounts showing receipts and expenditures, and shall render to the Board of the Authority at each regular meeting (or more often when requested) an account of his transactions and also of the financial condition of the Authority. He shall give such bond for the faithful performance of his duties as the Board of the Authority may determine.

Section 6. Assistant Secretary-Treasurer. The Assistant Secretary-Treasurer shall perform all the duties of either the Secretary or Treasurer in the absence or incapacity of the Secretary or Treasurer; and in the case of the resignation or death of the Secretary or Treasurer, the Assistant shall perform such duties as are imposed upon such deceased or resigning Secretary or Treasurer until such time as the Board of the Authority shall appoint a new Secretary or Treasurer.

Section 7. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Board of the Authority or the By-Laws or rules and regulations of the Authority.

Section 8. Election or Appointment. The Chairman, Vice Chairman, Secretary, Treasurer and Assistant Secretary-Treasurer shall be elected at the annual meeting of the Board of the Authority from among the members of the Board of the Authority, and shall hold office for one year or until their successors are elected and qualified.

Section 9. Vacancies. Should the office of Chairman, Vice Chairman, Secretary, Treasurer or Assistant Secretary-Treasurer become vacant, the Board of the Authority shall elect a successor from its membership at the next meeting, and such election shall be for the unexpired term of said office.

Section 10. Additional Personnel. The Authority shall have an Administrative Director, who shall be an employee of The Chamber of Commerce of the Greater Harrisburg Area and shall have such duties as the Board of the Authority shall determine. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions, as prescribed by the Industrial Development Authority Law and all other laws of the Commonwealth of Pennsylvania, applicable thereto. The

selection and compensation of such personnel shall be determined by the Board of the Authority subject to the laws of the Commonwealth of Pennsylvania.

ARTICLES III - MEETINGS

Section 1. Annual Meetings. The annual meeting of the Board of the Authority shall be held on the first Monday of October at the regular meeting place of said Board. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding Monday.

Section 2. Regular Meetings. Regular meetings may be held without notice at such times and places as may from time to time be determined by resolution of the Board of the Authority.

Section 3. Special Meetings. The Chairman of the Board of the Authority may when he deems it expedient, and shall, upon the written request of two members of the Board of the Authority, call a special meeting of the Board of the Authority for the purpose of transacting any business designated in the notice of special meeting. Such notice of special meeting shall be deemed given if delivered to each member of the Board of the Authority, or if deposited in the mail addressed to either the business or home address of each member thereof, two days or more prior to the date of such special meeting. No business shall be considered other than as designated in the notice, but if all of the members of the Board of the Authority are present at a special meeting, any and all business may be transacted at such special meeting.

Section 4. Quorum. At all meetings of the Board of the Authority, a majority of the members of the Board shall constitute a quorum for the purpose of transacting business; provided, however, that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 5. Order of Business. At the regular meeting of the Board of the Authority, but subject to the discretion of the Board, the following shall be the order of business:

1. Roll call.
2. Approval of minutes of the previous meeting.
3. Report of Officers.
4. Unfinished business.
5. New business
6. Adjournment.

All resolutions shall be in writing and shall be copied in the journal of the proceedings of the Board of the Authority.

Section 6. Manner of voting. The voting on all questions coming before the Board of the Authority shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, unless the vote is unanimous of all members present, and in that case the minutes shall so indicate.

ARTICLE IV - INDEMNIFICATION

To the extent that any insurance then in effect may not be applicable, and to the extent permitted by law, each person now or hereafter a member of the Board and/or officer, employee or agent of the Authority, whether or not then in office or employed or providing services, shall be indemnified and reimbursed by the Authority against the costs (including, but without being limited to, court costs and the amount of any fine or judgment) and expenses (including, but without being limited to counsel fees) reasonably paid or incurred by or imposed upon him in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, instituted or threatened, to which he is or may be made a party of prospective party by reason of his being or having been such a member of the Board and/or officer, employee, or agent or by reason of any act or thing alleged to have been done or omitted by him either alone or with others, as such a member of the Board and/or officer, employee, or agent; provided, however, that unless such person shall have had no reasonable cause to believe his conduct was unlawful, no such member and/or officer, employee or agent shall be indemnified against or reimbursed for costs or expenses paid or incurred by or imposed upon him in relation to matters as to which he shall have been finally adjudged guilty in any criminal proceeding and by reason thereof a final judgment, decree or order shall have been entered against him, either alone or with others, for the payment of any fine or other penalty. The right to indemnification and reimbursement hereby granted shall extend also to amounts paid or agreed to be paid by each person now or hereafter such a member and/or officer, employee or agent in settlement of any such civil action, suit or proceeding instituted or threatened, provided, however, that if such action, suit or proceeding instituted or threatened, provided, however, that if such action, suit or proceeding shall be settled or otherwise terminated as against such member and/or officer, or employee or agent without a final determination thereof, the Authority shall not indemnify or reimburse such member and/or officer, employee, or agent with respect thereto unless a majority (whether or not such majority constitutes a quorum) of the remaining members of the Board of the Authority (after excluding all members disqualified to vote by personal interest) shall have approved said settlement (either before or after its consummation) and shall have determined that said member and/or officer or employee did not act in bad faith in respect of such action, suit or proceeding. The right to indemnification and reimbursement hereby granted shall not be exclusive of, but shall be in addition to, the rights of members and/or officers, employees or agent to compensation for services per-

formed and all other rights to which any such member and/or officer, employee or agent shall be entitled under any agreement or vote of the Board of the Authority, or as a matter of law or equity, or otherwise howsoever. In any case in which liability for any such acts or omissions of any such member and or officer, employee or agent is imposed or sought to be imposed upon the estate of such member and/or officer, employee or agent the right to indemnification and reimbursement herein conferred on members and/or or officers, employees or agents shall extend to the heirs, executors and/or administrators of any such member and/or officer, employee or agent, or any of them.

Expenses incurred by any such member and/or officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Authority in advance of the final disposition of such action, suit or proceeding as authorized by the Board of the Authority in a specific case upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Authority.

ARTICLE V - AMENDMENTS

Section. Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of at least a majority of the members of the Board of the Authority at a regular or special meeting.