

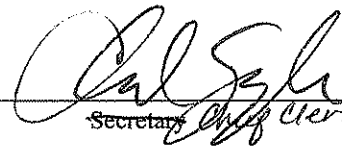
CERTIFICATE OF RESOLUTION #17-2007

The undersigned, hereby certifies that the following Resolutions were duly adopted by Dauphin County, Pennsylvania on July 18, 2007, and that such resolutions have not been modified or rescinded as of the date hereof:

RESOLVED, that Amendment Number Two to the Dauphin County, PA Deferred Compensation Plan, effective January 1, 2007, presented to this meeting is hereby approved and adopted and that the proper officers of the Corporation are hereby authorized and directed to execute and deliver to the Administrator of the Plan one or more counterparts of the amendment.

RESOLVED, that the proper officers shall act as soon as possible to notify employees of the Corporation of the adoption of this Amendment to the Plan by delivering to each employee a copy of the summary description of the changes to the Plan in the form of the Summary of Material Modification presented to this meeting, which form is hereby approved.

The undersigned further certifies that attached hereto are true copies of Amendment Number Two to the Dauphin County, PA Deferred Compensation Plan and Summary of Material Modifications, approved and adopted in the foregoing resolutions.


Secretary/Chief Clerk

7-18-07
Date