

KARL REUTLING
CHIEF EXECUTIVE OFFICER



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RESOLUTION:

Whereas, the Board of Directors of Lewis County Opportunities, Inc. authorized a MEMORANDUM OF UNDERSTANDING (MOU) between Opportunities and the Adirondack International Speedway LLC; and

Whereas, that MOU became effective by signatories of both parties as a "Partnership Agreement" in August of 2002; and

Whereas, subsequent to the creation of that MOU a new Local Development Corporation was formed with a mission and purpose that reflects the intentions of the MOU; and

Whereas, upon current review of the MOU and the stated purposes of Opportunities as a Community Action Agency, it appears the newly formed Lewis County Development Corp. is ideally suited to implement the terms of the MOU in respect to future transactions; and

Whereas, the Board of Directors of Opportunities has heretofore entered into an enforceable contract with the USDA Rural Development program regarding the purchase and installation of bleacher seating for approximately 1400 at the Speedway, subject to a long term lease of the seating to AIS, which lease must be honored by Opportunities independently of the aforementioned MOU.

Now, therefore, the Board of Directors of Opportunities has determined that it is not in the overall best interests of Opportunities that the Partnership Agreement with AIS be continued, and for the reasons more particularly set forth above,

It is Resolved the MOU "Partnership Agreement" between Opportunities and the Adirondack International Speedway LLC is hereby terminated and shall hereafter be null, void, and without force or effect; and

It is Further Resolved Opportunities shall neither help nor assist AIS with any future grant application or applications and Opportunities shall neither obtain nor administer grants for AIS; and

It is Further Resolved all business dealings between Opportunities and AIS shall cease as of the date of this Resolution and there shall be no further business conducted in the nature or spirit of the MOU, with the exception of the currently enforceable contract with the USDA Rural Development program and the lease of approximately 1400 bleacher seats at the Speedway by Opportunities to AIS, which bleacher seats are and will continue to be owned by Opportunities, subject to the terms of the said USDA contract, in view of the pre-existing nature of that transaction.

Community Action changes people's lives, embodies the spirit of hope, improves communities, and makes America a better place to live. We care about the entire community, and we are dedicated to helping people help themselves and each other.

This Resolution shall take effect on the date written below and notification shall be made to the Adirondack International Speedway LLC; The Lewis County Development Corp., and the Attorney General's Office of the State of New York.


Chair, Board of Directors

11/3/04
Date


Secretary, Board of Directors

STATE OF NEWYORK)
COUNTY OF LEWIS) ss.:

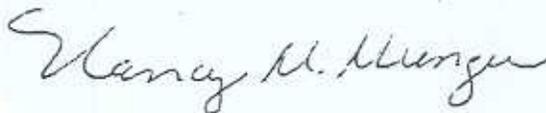
On the 3rd day of November, 2004, before me personally appeared Floyd Martin, to me known, who, being by me duly sworn, did depose and say that (s)he resides at Louville, NY; that (s)he is the Chair, Board of Directors of Lewis County Opportunities the corporation described herein which executed the foregoing instrument; and that (s)he signed (her) his name thereto by order of the board of directors of said corporation.



NANCY M. MUNGER
Notary Public, State of New York
No. 4789304
Qualified In Lewis County
Term Expires July 31, 2005

STATE OF NEWYORK)
COUNTY OF LEWIS) ss.:

On the 3rd day of November, 2004, before me personally appeared Alex Gagnier, to me known, who, being by me duly sworn, did depose and say that (s)he resides at Croghan, NY; that (s)he is the Secretary, Board of Directors of Lewis County Opportunities the corporation described herein which executed the foregoing instrument; and that (s)he signed (her) his name thereto by order of the board of directors of said corporation.



NANCY M. MUNGER
Notary Public, State of New York
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