

## CERTIFICATE OF BINGHAMTON-JOHNSON CITY JOINT SEWAGE BOARD

The Binghamton-Johnson City Joint Sewage Board (the “**Board**”) operates the sewage systems of the City of Binghamton (the “**City**”) and the Village of Johnson City (the “**Village**” and together with the City, the “**Recipients**”). In connection with the issuance of bonds by the Recipients and the purchase of such bonds by the **New York State Environmental Facilities Corporation (the “Corporation”)** on June 24, 2010 (the “**Issue Date**”), the Board hereby certifies as follows:

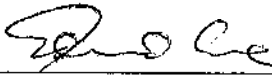
The Board will comply with the provisions of Section 2.6(a) of the Arbitrage and Use of Proceeds Certificate executed by each of the Recipients on the Issue Date insofar as such provisions relate to the Board’s operation of the sewage systems. **The Board has entered into an agreement with Frito-Lay, Inc. (“FLI”) to accept and treat at the Project FLI’s sewage wastes containing biochemical oxygen demand (“BOD”) and total suspended solids (“TSS”) in the maximum average daily amount of 7,300 pounds for BOD and 4,000 pounds for TSS. The agreement also sets forth the billing rates to be charged. The agreement terminates December 31, 2013 and thereafter may be extended an additional 20 years upon mutual consent of the Recipient and FLI. The Board covenants and agrees that so long as the Recipient Bonds are outstanding: (a) the Board will not amend or supplement the agreement without first obtaining the written consent of the Corporation which consent will not be unreasonably withheld provided that any such amendment or supplement does not (i) in the opinion of Bond Counsel to the Corporation adversely affect the exclusion of the interest on the Corporation Bonds, the proceeds of which are used to purchase a portion of the Recipient Bonds from the Recipients, from gross income for Federal income taxation purposes and (ii) in the judgment of the Corporation diminish the safety margin the Corporation maintains with respect to the Corporation Bonds for Federal income tax purposes; (b) the Board will not accept and treat BOD and TSS from FLI in excess of the maximum amounts set forth in the agreement; (c) the Project is designed to accept and treat an average daily load of 45,600 pounds of BOD and 54,000 pounds of TSS and the maximum amount of BOD and TSS from FLI to be treated at the Project respectively represents 16.009% and 7.408% of such design capacity; (d) if the agreement is extended beyond December 31, 2013 and the Project cannot be operated for any reason at its design capacity for six months or longer, the Board will promptly reduce proportionately the amount of BOD and TSS from FLI accepted and treated at the Project so that aforesaid BOD and TSS percentages are not exceeded; (e) the Board will promptly notify the Corporation of any violation of these additional covenants and agreements; and (f) the Board understands that a violation of these additional covenants and agreements may cause the interest on the Corporation Bonds to be included in gross income for federal income taxation purposes and may require the Corporation to take certain actions at the expense of the Recipients and the Board, including redemption and defeasance of the portion of the Corporation Bonds that are allocable to the financing of the Recipient Bonds.”**

All capitalized terms not otherwise defined herein shall have the meanings as defined in the Arbitrage and Use of Proceeds Certificate executed by each of the City and the Village.

[SIGNATURE PAGE IS NEXT]

IN WITNESS WHEREOF, I have hereunto set my hand as of the Issue Date as defined herein.

BINGHAMTON-JOHNSON CITY JOINT  
SEWAGE BOARD

By:  \_\_\_\_\_

Name: Edward Crumb

Title: Chairman