

BY-LAWS
OF
GRIFFISS UTILITY SERVICES CORPORATION
(a New York not-for-profit corporation)

ARTICLE I
GOVERNING BOARD

Section 1. FUNCTIONS AND DEFINITIONS. The business affairs of the corporation shall be managed by a governing board, which is herein referred to as the "Board", "Board of Directors" or "directors". The term "Corporation" shall mean the Griffiss Utility Services Corporation, a New York not-for-profit corporation.

Section 2. NUMBER. The Board of Directors shall consist of seven (7) directors who shall, upon election, enter into the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Section 3. MEMBERSHIP. The members of the Corporation at all times shall consist of those persons who are the voting members of the Board of Directors of the Corporation. Any person elected as a voting member of the Board of Directors of the Corporation shall thereby become a member of the Corporation; such membership shall continue during the period that such member is a duly qualified and acting voting director, and shall terminate at the conclusion of the term for which he or she shall be elected. Any voting member of the Board of Directors who dies, resigns, fails of re-election to the Board, or for any other reason ceases to be a voting member of the Board, shall thereby cease to be a member of the Corporation.

Section 4. RESIGNATION. Any director may resign at any time by giving his or her resignation to the Chairperson, any Vice Chairperson, or the Secretary of the Board. Such resignation shall take effect upon announcement or, if such notice is in writing, upon receipt or at the time specified in the notice or announcement; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. REMOVAL. Any director may be removed at any time, with or without cause, in the same manner in which the director was appointed. The appointment of a successor to any director shall be in accordance with these By-Laws or the Certificate of Incorporation and shall operate as the removal of such director.

Section 6. QUALIFICATIONS. Each director shall be at least eighteen (18) years of age.

Section 7. ELECTION AND TERM. Except as otherwise provided in these By-Laws, or in the Certificate of Incorporation which provides for staggered initial terms, all directors shall serve for terms of three (3) years, and each shall hold office until their successors have been elected as provided in Section 2.

Section 8. MEETINGS.

a. Regular and special meetings of the Board of Directors shall be held at such times and at such places in the State of New York as the Board of Directors, the Chairperson, or in their absence, the President or any Vice President of the Corporation, may determine. A special meeting shall be called by the Chairperson or the Secretary of the Board at the request in writing of at least one-third (1/3) of the directors then in office. Such request shall state the general nature of the business to be transacted at the meeting. Meetings of any committee shall be held at such times and places as may be determined by the Chairperson, or by, or pursuant to procedures adopted by the Board of Directors or such committee.

b. Notice of each meeting of the Board of Directors, stating the time and place and purposes thereof, shall be given by the Chairperson or the Secretary of the Board to each director not less than ten (10) days nor more than fifty (50) days before the meeting (except as otherwise required by statute) personally, by first class mail, or by facsimile telecommunication or by electronic mail, provided, however, that notice of any meeting of the Board of Directors may be waived by a director by signing a written waiver of notice before or after such meeting or by attending the meeting without protesting lack of notice at the commencement of the meeting. A waiver of notice may be written or electronic. Meetings of the Board of Directors may also be held at any place and time without notice by unanimous written consent of all the directors. Meetings of any committee shall be held upon such notice, if any, as the Board of Directors or such committee may provide or, in the absence of any such provision, upon the notice prescribed herein for meetings of the Board of Directors. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting.

c. At all meetings of the Board of Directors except where otherwise provided by law or these By-Laws, a quorum shall be required for the transaction of business and shall consist of a majority of the directors. A quorum for the transaction of any business by a committee shall consist of a majority of the members of such committee. A majority of the directors present at any meeting of the Board of Directors or a committee, although fewer than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum is present.

d. The order of business and all other matters of procedure at every meeting of directors or any committee may be determined by the presiding officer. Except as otherwise required by

law or these By-Laws, the vote of a majority of the directors present shall decide any question that may come before the meeting; provided that the Corporation shall not purchase real property or sell, mortgage or lease real property, unless authorized by the vote of two-thirds (2/3) of the entire Board of Directors.

e. No director or other officer shall receive, directly or indirectly, salary or compensation from the Corporation, either as an officer or director or in any other capacity, except reimbursement for business expenses actually incurred by such director or other officer in connection with the Corporation's purposes.

f. Any one or more directors of any committee may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 9. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from their number an Executive Committee and other committees, each of which, to the extent provided in the resolution designating it, shall have the authority of the Board of Directors except with respect to the purchase, sale, mortgage or lease of real property and except as may be otherwise provided by the Not-for-Profit Corporation Law or other Law, in these By-Laws or in the resolution establishing such committee. Members of the community shall be permitted to participate in committee meetings in accordance with a procedure established by the Chairperson.

Section 10. OFFICERS OF THE BOARD. The Board of Directors shall have its own officers consisting of a Chairperson, a Secretary of the Board, a Treasurer and such other officers as it shall deem necessary. All officers of the Board other than the Secretary and Assistant

Treasurer of the Board must be directors of the Corporation. The Chairperson shall preside at all meetings of the Board of Directors at which he or she is present, and shall perform all such other duties as are properly required by the Board of Directors. Any officer of the Board may be removed at any time for cause by the affirmative vote of a majority of the Board of Directors. If the office of any officer of the Board becomes vacant, such vacancy shall be filled by the designating authority in accordance with Section 2 hereof.

Section 11. ACTION WITHOUT MEETINGS. Any action required or permitted to be taken by the Board of Directors or by any committee may be taken without a meeting if all members of the Board of Directors or of the committee consent in writing to the adoption of a resolution authorizing the action. In the event of any such action without a meeting, the resolution and the written consents thereto by all of the members of the Board of Directors or of the committee shall be filed with the minutes of the proceedings of the Board of Directors or of the committee as the case may be.

ARTICLE II OFFICERS

Section 1. The corporate officers shall consist of a President, Chief Financial Officer, one or more Vice Presidents of the Corporation, a Secretary of the Corporation, and such other officers as the Board of Directors from time to time shall deem appropriate. Such officers shall be appointed by the Board of Directors at the annual meeting of the Board of Directors in each year, and/or whenever vacancies occur or the Board of Directors deems it appropriate to change or appoint an additional officer, and shall serve at the pleasure of the Board of Directors. Unless otherwise provided in the resolution of election or appointment, each officer shall hold office for

a period of one (one) year and until his successor has been elected and qualified. The Board of Directors may remove any officer for cause or without cause.

Officers shall have the powers and duties defined in the resolution appointing them. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. The President shall serve as chief executive officer, shall have the general powers and duties of supervision and management of the Corporation which usually pertain to such office, and shall perform all such other duties as are properly required by the Board of Directors.

Section 3. The Vice President(s) of the Corporation appointed by the Board of Directors, if any, shall perform such duties as usually pertain to such office or as are properly required by the President and/or Board of Directors.

Section 4. The Secretary of the Corporation shall affix the corporate seal to and sign such instruments as require the seal and his or her signature and shall perform such other duties as usually pertain to such office and/or as are properly required by the Board of Directors and/or the Chairperson. The Assistant Secretary or Secretaries of the Corporation, if any, shall perform the duties of the Secretary of the Corporation at the Secretary of the Corporation's request and in the Secretary of the Corporation's absence, and such other duties as may be assigned by the Chairperson or the Secretary of the Corporation

Section 5. The Chief Financial Officer shall have the care and custody of all moneys and securities of the Corporation; shall cause to be entered in books of the Corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Corporation; shall make and sign such reports, statements, and instruments as may be required by

law or the Board of Directors; and shall perform such other duties as usually pertain to such office and/or as are properly required by the Board of Directors and/or President. The Assistant Treasurer(s), if any, shall perform the duties of the Treasurer at the Treasurer's request and in the Treasurer's absence, and such other duties as may be assigned by the President or the Treasurer.

ARTICLE III
FINANCES

Section 1. The funds of the Corporation shall be deposited in its name with such bank or banks, trust company or trust companies as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, and/or employee or employees, as the Board of Directors from time to time by resolution may designate. No officers, agents or employees of the Corporation, alone or with others, shall have power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as herein provided.

Section 2. The fiscal year shall begin January 1st, unless otherwise provided by the Board of Directors.

ARTICLE IV
BOOKS AND RECORDS

The Corporation shall keep within the State of New York correct and complete books and records of account of the Corporation and shall keep minutes of the proceedings of the Board of Directors, and/or any committee which the directors may appoint. Any of the foregoing books, minutes, or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE V
CORPORATE SEAL

The seal of the Corporation shall be in the form impressed in the margin.

ARTICLE VI
CONFLICTS OF INTEREST

Section 1. No director or officer shall use his or her relationship with the Corporation for private gain.

Section 2. Whenever any matter arises with respect to which director or officer ("interested party") has a conflict of interest or has any question about the existence of a possible conflict, the interested party shall make full disclosure of such conflict or possible conflict before the matter in question is voted upon by the Board of Directors or a committee thereof. Interested parties shall not vote on the matter. Approval of any such matter shall require the favorable vote of a majority of the directors or committee members (other than interested parties) present.

ARTICLE VII
INDEMNIFICATION

Section 1. To the maximum extent permitted by law, the Corporation shall indemnify each director, officer of the Board, officer of the Corporation, assistant officer and employee of the Corporation (collectively, "indemnitees"), whether or not then in office or so employed, who is made or threatened to be made a party to any action, suit or proceeding, civil or criminal, arising out of such indemnitee's acts or omission to act, in such indemnitee's capacity as a director, officer of the Board, officer of the Corporation assistant officer or employee, against (i) the reasonable expenses, costs and counsel fees incurred by such indemnitee in the defense of such action, suit or proceeding or threatened action, suit or proceeding and (ii) amounts paid or

incurred pursuant to a judgment or in settlement of any such action or proceeding or threatened action, suit or proceeding.

Section 2. Such indemnification shall be conditioned upon (i) a finding made by the Board of Directors that the indemnitee acted in good faith for a purpose which the indemnitee reasonably believed to be in the best interests of the Corporation and that he or she had no reasonable cause to believe that his or her conduct was unlawful, (ii) the indemnitee's reasonably prompt delivery to the Corporation of written notice of the action, suit or proceeding, or threat of action, suit or proceeding, and (iii) unless defended by the Corporation pursuant to an insurance policy or otherwise, the indemnitee's retention of counsel satisfactory to the Corporation and the Corporation's determination that the defense and any settlement of such action, suit or proceeding, or threatened action, suit or proceeding, is satisfactory.

Section 3. The foregoing right of indemnification shall not be exclusive of other rights to which any indemnitee may be entitled as a matter of law.