

## GENERAL CERTIFICATE OF TRUSTEE

I, the undersigned, duly authorized representative of Manufacturers and Traders Trust Company (the "Trustee") in connection with the issuance by the Lancaster County Convention Center Authority (the "Authority") of its \$62,595,000 Hotel Room Rental Tax Revenue Bonds, Series of 2014 (the "Bonds"), having proper corporate trust powers, do hereby agree in the name and on behalf of the Trustee, that the Trustee shall continue to serve as trustee with respect to the Bonds as provided in the Indenture (defined below) and do hereby certify as follows:

1. Reference is hereby made to the Trust Indenture, dated August 1, 2014, between the Trustee and the Authority with regard to the Bonds (the "Indenture").
2. That the Bonds, each bearing the manual signatures of the Chairman or Vice Chairman and Secretary or Assistant Secretary of the Authority and bearing the corporate seal of the Authority, were each duly registered and duly authenticated in the name and on behalf of the Trustee, by its proper, duly authorized representative.
3. That the Bonds were registered in the name of Wells Fargo Municipal Capital Strategies, LLC. All of the Bonds have been duly registered, executed and delivered in accordance with the written directions of the Authority.
4. That all agreements, receipts, documents, instruments and certificates delivered by or on behalf of the Trustee at the closing for the issuance of the Bonds held this day (including, without limitation, the Indenture), have been duly executed and delivered, in the name and on behalf of the Trustee, by its duly authorized representative and the execution and delivery of such agreements, receipts, documents, instruments and certificates have been duly authorized by the necessary action on the part of the Trustee.
5. That the Indenture and all other documents, agreements and instruments to which the Trustee is a party constitute valid and binding agreements of the Trustee, enforceable against the Trustee in accordance with their respective terms, except as enforceability may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting the rights of creditors generally and except as enforceability may be limited by the principles of equity if equitable remedies are sought.
6. That no authorization, approval, consent or order of any governmental entity or of any other person, association or corporation is required for the valid authorization, execution and delivery by the Trustee of this certificate, the Indenture, the authentication of the Bonds, or for the performance by the Trustee of its duties and obligations under the Indenture.
7. Attached hereto as Exhibit "A" is a Certificate of Incumbency of the Trustee. Each of the persons named in the Certificate of Incumbency has been duly elected or appointed and on the date hereof is an officer of Manufacturers and Traders Trust Company.
8. To the best knowledge of the undersigned, the acceptance of the duties and obligations of the Trustee under the Indenture, and the consummation of the transactions on the

part of the Trustee contemplated in the Indenture and any and all instruments and documents required to be executed or delivered pursuant to or in connection therewith, and the compliance by the Trustee with the terms, conditions and provisions of the Indenture do not contravene any provision of applicable law or regulation or any order, decree, writ or injunction or the Articles of Incorporation or Bylaws of the Trustee and do not require any consent under, or result in a breach of or default under, (i) any credit agreement, resolution, indenture, note, contract, agreement, or other instrument to which the Trustee is a party or by which it may be bound or (ii) the terms, conditions or provisions of the Trustee's Articles of Incorporation or By-Laws.

9. The Trustee is a duly incorporated or chartered and existing corporation, in good standing under the laws of the State of New York and has full power and authority to execute and deliver the Indenture.

10. To the best knowledge of the undersigned, there is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, regulatory agency, public board or body, pending or, to the best knowledge of the undersigned, threatened against the Trustee in which the Trustee is a party, in any way contesting or affecting the creation, organization or existence of the Trustee or the authority of the Trustee to accept or perform the duties and obligations of the Trustee under the Indenture.

IN WITNESS WHEREOF, I, the undersigned representative of the Trustee, have hereto set my signature and affixed the corporate seal of the Trustee as of this 1st day of August, 2014.

MANUFACTURERS AND TRADERS TRUST  
COMPANY

By: 




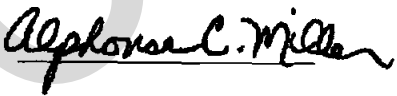


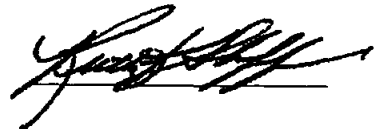
Authorized Representative

(SEAL)

Exhibits

A – Incumbency Certificate

**EXHIBIT A**  
(TO CERTIFICATE OF INCUMBENCY)

<u>NAME</u>	<u>TITLE</u>	<u>SIGNATURE</u>
John A. Hayes	Admin Vice President	
Adnan Ahmad	Vice President	
Rex F. Hood	Vice President	
Alphonse C. Miller	Vice President	
Stevie Blackston	Asst. Vice President	
Colin M. Casner	Asst. Vice President	
Ruth K. Shiffler	Asst. Vice President	
Donald Haverstick	Corporate Trust Officer	