

60,000 SF  
+ 7,000 New  
61,000 Net SF

125  
employed

New Businesses  
New  
Expansions  
attracted

RESOLUTION

The Auburn Industrial Development Authority met in special session at Community Computer Service, Inc., 15 Hulbert Street, in the City of Auburn, New York 13021, on Tuesday, March 23, 2004, at 5:00 p.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following were:

PRESENT: David Dempsey, Robert E. Hunter, Patricia Watson, Jane Stebbins, Elizabeth Hoey, Rosemary Oaks-Lee, Anthony DeCaro, John M. Brennan and Tracy D. McLeod

ABSENT:

ALSO PRESENT: ~~Vijay Mittal~~, Cynthia S. Aikman, Mimi Hoffman and Joseph T. Mancuso of Hancock & Estabrook, LLP, Counsel

The following resolution was duly moved by Anthony DeCaro and seconded by John M. Brennan discussed and put to a vote on roll call, which resulted as follows:

AYE

NAY

RESOLUTION NO. \_\_\_\_

RESOLUTION APPROVING EXECUTION BY THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") OF CERTAIN MORTGAGES, ASSIGNMENTS OF RENTS, SECURITY AGREEMENTS AND RELATED DOCUMENTS WITH RESPECT TO THE REFINANCING OF CERTAIN DEBT FOR THE BENEFIT OF CENTRAL BUILDING, LLC

WHEREAS, the Authority has undertaken a project (the "Project") for the benefit of Central Building, LLC (the "Company") consisting of (A)(i) the acquisition of an existing three story, 70,000 square foot building (the "Building") located on approximately 2.36 acres of land on Garden Street, in the City of Auburn, County of Cayuga, New York (the "Land"); (ii) renovation of the Building and construction of additional parking facilities; and (iii) the installment therein of equipment for use as medical offices and related health care facilities (the "Equipment") (the Land, the Building and the Equipment shall be referred to herein as the "Facility") and (B) the financing of a portion of the costs of the foregoing; and

WHEREAS, the Company and the Authority have entered into a Sale/Leaseback Agreement dated as of January 1, 2000 (the "**Sale/Leaseback Agreement**") whereby the Company conveyed title to the Facility to the Authority and the Authority leases the Project to the Company on the terms and conditions set forth therein; and

WHEREAS, the Company desires to obtain certain loans with respect to the Facility from the Tompkins County Trust (the "**Bank**") consisting of (i) a permanent loan (the "**Permanent Loan**") in the principal amount of Three Million Seven Hundred Fifty Thousand Dollars and 00/100 (\$3,750,000) to refinance the Company's existing indebtedness, and (ii) a building loan (the "**Building Loan**") in the maximum principal amount of Seven Hundred Fifty Thousand Dollars and 00/100 (\$750,000) to finance certain third floor build-out construction expenditures with respect to the Facility (collectively, the "**Loans**"); and

WHEREAS, the Company is requesting the Authority to join in the following documents and agreements in favor of the Bank as security for the Company's obligations under and pursuant to the Loans:

- (i) Mortgage by the Company and the Authority in favor of the Bank in the principal amount of Three Million Seven Hundred Fifty Thousand Dollars and 00/100 (\$3,750,000) (the "**Permanent Loan Mortgage**");
- (ii) Mortgage by the Company and the Authority in favor of the Bank in the principal amount of Seven Hundred Fifty Thousand Dollars and 00/100 (\$750,000) (the "**Building Loan Mortgage**") (the Permanent Loan Mortgage and the Building Loan Mortgage shall be collectively referred to herein as the "**Mortgages**");
- (iii) Security Agreement by the Company and the Authority in favor of the Bank securing the Permanent Loan (the "**Permanent Loan Security Agreement**");
- (iv) Security Agreement by the Company and the Authority in favor of the Bank securing the Building Loan (the "**Building Loan Security Agreement**") (the Permanent Loan Security Agreement and the Building Loan Security Agreement shall be collectively referred to herein as the "**Security Agreements**");
- (v) Collateral Assignment of Leases and Rents by the Company and the Authority in favor of the Bank securing the Permanent Loan (the "**Permanent Loan Assignment**"); and
- (vi) Collateral Assignment of Leases and Rents by the Company and the Authority in favor of the Bank securing the Building Loan (the "**Building**

**Loan Assignment") (the Permanent Loan Assignment and the Building Loan Assignment shall be collectively referred to herein as the "Assignments").**

WHEREAS, the Authority desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn, New York by maintaining the Project in the City of Auburn; and

WHEREAS, the execution of the Mortgages, the Assignments and the Security Agreements will help to improve the Facility and enhance opportunities for the citizens of the City of Auburn.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:

1. The Authority hereby approves the Mortgages, the Assignments and the Security Agreements in substantially the forms presented to this meeting; and be it further
2. The Chairman or any other officer of this Authority be and the same is hereby authorized, directed and empowered to execute and deliver, in the name and on behalf of the Authority, the Mortgages, the Assignments and the Security Agreements and such other documents and agreements as may be necessary to carry out the intent of this Resolution; and be it further
3. The Chairman or any other officer of this Authority be and the same is hereby authorized, directed and empowered to make such changes and modifications to the Mortgages, the Assignments and Security Agreements as he, with the advice of counsel, shall deem necessary and/or advisable and to do such further things and perform such further acts as may be necessary or convenient to implement the provisions of this Resolution.
4. This Resolution shall take effect immediately.

STATE OF NEW YORK     )  
  ) SS.:  
COUNTY OF CAYUGA     )

I, the undersigned (Assistant) Secretary of the Auburn Industrial Development Authority, do hereby certify:

That I have compared the foregoing extract of the minutes of the meeting of the members of the Auburn Industrial Development Authority (the "Authority"), including the Resolution contained therein, held on March 23, 2004, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (i) all members of the Authority had due notice of said meeting, (ii) said meeting was in all respect duly held, (iii) pursuant to Section 104 of the Public Officers Law ("Open Meetings Law"), said meeting was open to the general public, and public notice of the time and place of said meeting was given in accordance with said Open Meetings Law and (iv) there was a quorum of the members of the Authority present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said Authority this 23 day of March, 2004.

AUBURN INDUSTRIAL DEVELOPMENT  
AUTHORITY

  
\_\_\_\_\_  
(Assistant) Secretary