INDUCEMENT RESOLUTION
(Cascade Plaza, LLC Project)

A regular meeting of the Tompkins County Industrial Development Agency was convened in public session on Friday, September 2, 2005, at 2:00 p.m., local time, at the Old Jail Conference Room, 125 E. Court Street, Ithaca, New York 14850.

The meeting was called to order by the Chair, with the following members being:

PRESENT:  Mike Lane, Dan Cogan, Tim Joseph, Jean McPheeters, and Ed Marx

ABSENT:    George Totman, Peter Penniman, and Kathy Luz Herrera

ALSO PRESENT:  Michael Stamm, Sharon Loucks (TCAD Staff); Sarah Adams, John Graves, and Margaret Fabrizio (members of the public)

On motion duly made and seconded, the following resolution was placed before the members of the Tompkins County Industrial Development Agency:

Resolution No. 08/05 -

RESOLUTION AUTHORIZING THE TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO PROVIDE CERTAIN FINANCIAL ASSISTANCE (AND EXECUTE CERTAIN DOCUMENTS IN CONNECTION THERewith) TO CASCADE PLAZA, LLC (THE "COMPANY") IN THE FORM OF A MORTGAGE RECORDING TAX EXEMPTION (EXCEPT THE TOMPKINS COUNTY/LOCAL PORTION OF SUCH MORTGAGE RECORDING TAX) FOR CERTAIN ADDITIONAL FINANCING FOR THE COMPANY'S PROJECT UNDERTAKEN WITH THE AGENCY'S ASSISTANCE IN 2003.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 535 of the Laws of 1971 of the State of New York, as amended (hereinafter collectively called the "Act"), TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY (hereinafter called "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, by resolutions adopted by the Agency on April 8, 2003, the Agency appointed CASCADE PLAZA, LLC, a limited liability company organized under the laws of the State of New York (the "Company") as its agent to undertake a certain project (the "Project") consisting of (i) the acquisition of an interest in an approximately _ acre parcel of land located on
the northwest corner of North Tioga Street and East Seneca Street in the City of Ithaca, New York (the "Land"); (ii) the construction on the Land of an approximately 9-story 175,000 square-foot building (the "Building") of which approximately 75,000 square feet of space will be constructed to accommodate an approximately 110-room "Hilton Urban Garden Inn" (or other similar franchise hotel) (the "Hotel"), an approximately 20,000 square-foot conference center (the "Conference Center") and an approximately 45,000 square-feet of space will be constructed to accommodate speculative office space, retail space and common areas (the "Additional Space"); and (iii) the acquisition and installation in and around the Hotel, the Conference Center and Additional Space of certain items of machinery, equipment and other items of tangible personal property (the "Equipment" and collectively with the Land, the Hotel, the Conference Center and the Additional Space, the "Facility"); the remaining portions of the Building will be owned by CDP, Cornell, Inc. and leased to Cornell University for use as office and related space in furtherance of its not-for-profit purposes; and

WHEREAS, in connection with the Project, the Agency provided the Company with certain financial assistance consisting of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project, (b) a partial real property tax abatement through the PILOT Agreement, and (c) a mortgage recording tax exemption (except the Tompkins County/local portion of such mortgage recording tax) for the financing related to the Project; and

WHEREAS, the Company has advised the Agency and its counsel that it intends to borrow an additional approximately $2,500,000 to further finance the costs associated with the Project (the "Additional Financing") and has requested that the Agency provide and exemption from the New York State portion of the mortgage recording tax with respect to such financing; and

WHEREAS, pursuant to Article 18-A of the General Municipal Law the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is contemplating with respect to the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Based upon the representations made by the Company to the Agency, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Agency has the authority to take the actions contemplated herein under the Act; and

(D) The action to be taken by the Agency will induce the Company to continue to develop the Project, thereby increasing employment opportunities in the City of
Ithaca which is located within Tompkins County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act.

Section 2. The Agency hereby authorizes the Company to proceed with the Additional Financing and any mortgage or other security document executed in connection therewith shall be exempted from the New York State portion of the mortgage recording tax.

Section 3. The Chair, Vice Chair and/or Administrative Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to complete the Project (including the Financing) and related transactional costs; and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to any documents related to the Additional Financing and to attest the same, all with such changes, variations, omissions and insertions as the Chair, Vice Chair and/or Administrative Director as of the Agency shall approve, the execution thereof by the Chair, Vice Chair and/or Administrative Director of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency’s interest in the Project.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 5. These Resolutions shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

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The Resolutions were thereupon duly adopted.
STATE OF NEW YORK  )
COUNTY OF TOMPKINS ) SS:

I, the undersigned Secretary of the Tompkins County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Tompkins County Industrial Development Agency (the "Agency," including the resolution contained therein, held on September 2, 2005, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 2nd day of September, 2005.

[Signature]

George Totman, Secretary

[SEAL]