
MEMORANDUM OF COMPANY LEASE AGREEMENT

BY AND BETWEEN

CRYSTAL RUN VILLAGE, INC.

AND

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

DATED AS OF JUNE 1, 2006

THIS DOCUMENT IS INTENDED TO CONSTITUTE A MEMORANDUM OF A LEASE FOR AN INTEREST IN REAL ESTATE, AND IS INTENDED TO BE RECORDED IN LIEU OF SUCH LEASE AGREEMENT, IN ACCORDANCE WITH THE PROVISIONS OF SECTION 291-c OF THE NEW YORK REAL PROPERTY LAW.

THE LIABILITY OF THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY HEREUNDER IS LIMITED BY THE COMPANY LEASE AGREEMENT (AS DEFINED HEREIN).

Record and Return To:
Harris Beach PLLC
99 Garnsey Road
Pittsford, New York 14534
Attn: Alex Neubert

MEMORANDUM OF COMPANY LEASE AGREEMENT

THIS MEMORANDUM OF COMPANY LEASE AGREEMENT is made as of June 1, 2006, by and between CRYSTAL RUN VILLAGE, INC., a not-for-profit corporation organized and existing under the laws of the State of New York, having its principal office at 601 Stony Ford Road, Middletown, New York 10941 (the "Company") and ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation of the State of New York, having its offices at 255-275 Main Street, County Government Center, Goshen, New York 10924 (the "Agency").

RECITALS: This Memorandum of Company Lease Agreement is made in reference to the following facts:

A. The parties hereto have entered into a certain Company Lease Agreement, dated as of June 1, 2006 (the "Company Lease Agreement"), concerning the property described in Schedule A annexed hereto. The Company Lease Agreement calls for the lease by the Company to the Agency of the Company's interest in such property and the improvements now existing or hereafter constructed thereon by the Company all in accordance with the terms and conditions set forth in the Company Lease Agreement.

B. In lieu of recording the Company Lease Agreement, the parties intend to record this Memorandum, in compliance with the provisions of Section 291-c of the New York Real Property Law.

Now, therefore, the parties agree and state as follows:

1. **Names and Addresses.** The names and addresses of the parties of this Memorandum and the parties of the Company Lease Agreement are:

Orange County Industrial Development Agency
255-275 Main Street
County Government Center
Goshen, New York 10924
Attn.: William Trimble, Administrative Director

Crystal Run Village, Inc.
601 Stony Ford Road
Middletown, New York 10941
Attn: William Sammis, Chief Financial Officer

2. **Description of Property.** The property covered by the Company Lease Agreement and this Memorandum consists of certain improvements (more particularly described in the Company Lease Agreement) to be constructed, renovated and equipped on a parcel of land located in Orange County, New York (the "Land"). A description of the Land is set forth in Schedule A which is annexed hereto and incorporated herein by reference.

3. **Time of Lease.** The Company will lease the Land to the Agency upon the conditions set forth in the Company Lease Agreement.

4. **Right to Possession.** The Company, as fee owner and contract vendee pursuant to a certain Installment Sale Agreement, dated as of June 1, 2006, by and between the Agency and the Company (the "Installment Sale Agreement"), is entitled to possession of the Property.

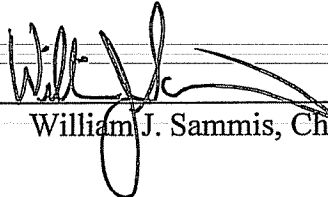
5. **Limitation on Liability of Agency.** The obligations of the Agency under the Company Lease Agreement and all of the other Project Documents (as defined in the Company Lease Agreement) shall be limited obligations, as provided in the Company Lease Agreement.

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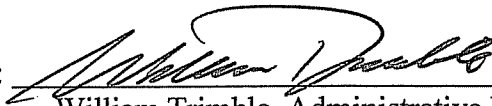
[Signature Page to Memorandum of Company Lease]

IN WITNESS WHEREOF, the parties have executed and acknowledged this Memorandum as of the date first above written.

CRYSTAL RUN VILLAGE, INC.

By: 
William J. Sammis, Chief Financial Officer


ORANGE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
William Trimble, Administrative Director

[Acknowledgment Page to Memorandum of Company Lease]

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On the 13th day of June in the year 2006, before me, the undersigned, personally appeared William J. Sammis, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

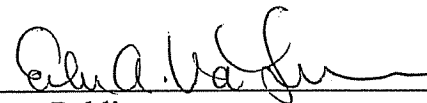


Notary Public

ROBERT G. WAKEMAN
Notary Public, State of New York
No. 4707138
Qualified in Albany County
Commission Expires Feb. 28, 2010

STATE OF NEW YORK)
COUNTY OF ORANGE) ss.:

On the 9th day of June in the year 2006, before me, the undersigned, personally appeared William Trimble, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

Eenika A. VanLeeuwen
Notary Public, State of New York
No. 01VA6113403
Qualified in Orange County
Commission expires July 26, 2008

DESCRIPTION OF FACILITY REALTY

Description of Corbett Road Facility Realty

SECTION 19 BLOCK 2 LOT 72.32 ON THE TAX MAP OF ORANGE COUNTY

ALL that plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Town of Montgomery, Orange County, New York, bounded and described as follows:

BEGINNING at a iron pipe found in the easterly line of Corbett Road, said point being in the division line between lands now or formerly Malley on the west, Liber 2068 Page 223, and lands to be conveyed to Crystal Run Village, Inc. on the east, and

RUNNING THENCE the following courses and distance along lands now or formerly Malley:

1. North 51 degrees 10 minutes 52 seconds East 3.02 feet to an iron pipe found, for a total distance of 213.69 feet to a survey cap found;
2. THENCE North 39 degrees 03 minutes 25 seconds West 190.00 feet to an iron rod found;
3. THENCE South 51 degrees 14 minutes 40 seconds West 58.53 feet to an iron found in lands now or formerly Parlman, Thomas, Liber 4420 Page 114 and Liber 4400 Page 96;
4. THENCE along land now or formerly Parlman, Thomas North 31 degrees 14 minutes 43 seconds West 295.44 feet to an iron pipe found in lands now or formerly Dana, Liber 3626 Page 325;
5. THENCE along land now or formerly Dana North 79 degrees 49 minutes 10 seconds East 872.62 feet to a point in a stone wall in lands now or formerly Wagner, Liber 4989 Page 248;
6. THENCE along now or formerly Wagner South 15 degrees 25 minutes 50 seconds East 239.00 feet to a point;
7. THENCE still along the aforementioned South 11 degrees 10 minutes 50 seconds East 10.66 feet to a survey cap found in a rock wall in lands now or

DESCRIPTION OF FACILITY REALTY

Description of Corbett Road Facility Realty (continued)

formerly Joyce, Liber 5267 Page 329;

8. THENCE along now or formerly Joyce, lands now or formerly Galani, Liber 5365 Page 32, and lands now or formerly Brenner, Liber 3939 Page 163, South 58 degrees 33 minutes 46 seconds West through an iron rod found at 281.06 feet, a survey cap found at 281.06, and a survey cap found at 92.52 feet, for a total distance 654.64;

9. THENCE along lands now or formerly Brenner South 51 degrees 10 minutes 52 seconds West 210.00 feet to a survey cap in the easterly line of Corbett Road;

10. THENCE along the easterly line of Corbett Road North 38 degrees 55 minutes 09 seconds West 80.00 feet to the BEGINNING POINT.

REFERENCE: Being Lot No. 7 shown on map entitled, "Survey and Subdivision Map of Lands of William H. Collier and William H. Collier III" filed in Orange County Clerk's Office December 16, 1994, Map No. 222-94.

Excepting, therefrom so much as was conveyed by deed dated 3/2/04 recorded 3/11/04 in Liber 11418 Page 1017.

Description of Carter Road Facility Realty

SECTION 25 BLOCK 1 LOT 3.33 ON THE TAX MAP OF ORANGE COUNTY

ALL that plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Town of Wawayanda, Orange County, New York, bounded and described as follows:

BEGINNING at an iron rod found in the southerly line of Carter Road, said point being in the division line between lands now or formerly Fehr on the west (Lot 2) Liber 4907 Page 34, and lands to be conveyed to Crystal Run Village, Inc., on the east (Lot 3), and

RUNNING THENCE along the southerly line of Carter Road North 66 degrees 01 minute 57 seconds East 100.00 feet to a point in lands now or formerly Ratajczak, Liber 4967 Page 123;

THENCE along lands now or formerly Ratajczak South 23 degrees 48 minutes 10 seconds East 398.45 feet to an iron rod found in lands now or formerly Marion Properties, Inc., Liber 2910 Page 24;

THENCE along lands now or formerly Marion Properties, Inc., South 68 degrees 05 minutes 00 seconds West 200.00 to an iron rod found in lands now or formerly Fehr;

THENCE along lands now or formerly Fehr North 35 degrees 46 minutes 21 seconds West 312.00 to a point;

THENCE still along the aforementioned North 38 degrees 29 minutes 16 seconds 185.92 feet to the BEGINNING POINT.

REFERENCE: Being Lot No. 3 shown on map entitled, "4 Lot Minor Subdivision for Marion Properties, Inc. filed in Orange County Clerk's Office on September 4, 1992, Map No. 183-92;

Description of Pine Tree Road Facility Realty

SECTION 232 BLOCK 1 LOT 7 ON THE TAX MAP OF ORANGE COUNTY

ALL that certain plot, piece or parcel of land with the buildings and improvements thereon erected, situate, lying and being in the Village of Monroe, Orange County, New York, bounded and described as follows:

BEGINNING at an iron found in the southerly line of Pine Tree Lane, said point being in the division line between lands now or formerly Vesilevich & Rodinkina on the east, Liber 4824 Page 48 (Lot 8), and lands to be conveyed to Crystal Run Village, Inc. on the west (Lot 7), and

RUNNING THENCE along now or formerly Vesilevich & Rodinkina South 42 degrees 22 minutes 28 seconds West 406.28 feet to a point in lands now or formerly Kopliner, Liber 3607 Page 255;

THENCE along lands now or formerly Kopliner North 36 degrees 26 minutes 02 seconds West 133.83 feet to a point;

THENCE still along the aforementioned North 34 degrees 34 minutes 09 seconds West 170.00 feet to a point in lands now or formerly Correa, Liber 3901 Page 283 (Lot 6);

THENCE along lands now or formerly Correa North 53 degrees 11 minutes 50 seconds East 251.86 to a point;

THENCE still along the aforementioned North 13 degrees 22 minutes 28 seconds East 114.23 feet to a point in the southerly line of Pine Tree Lane;

THENCE along the southerly line of Pine Tree Lane South 46 degrees 37 minutes 32 seconds East 312.13 feet to the BEGINNING POINT.

Description of Jacobs Road Facility Realty

SECTION 6 BLOCK 1 LOT 24.3 ON THE TAX MAP OF ORANGE COUNTY

ALL that plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Town of Minisink, Orange County, New York, bounded and described as follows:

BEGINNING at a point on the westerly line of Jacobs Road, said point being in the division line between lands now or formerly Moskal on the south, Liber 4653 Page 321 (Lot 2), and lands to conveyed to Crystal Run Village of the north (Lot 3), and

1. RUNNING THENCE along land or formerly Moskal North 46 degrees 17 minutes 49 seconds West, through iron pipes found on line at 97.2 feet and 207.7 feet, respectively, for a total distance of 419.62 feet to an iron pipe found in lands now or formerly Whitford Revocable Living Trust, Liber 3711 Page 47; :

2. THENCE along lands now or formerly Whitford Revocable Living Trust North 44 degrees 27 minutes 20 seconds East 218.00 feet to an iron pipe found in lands now or formerly Lombardo, Liber 4677 Page 247 (Lot 4);

3. THENCE along lands now or formerly Lombardo South 43 degrees 48 minutes 36 seconds East 414.76 feet to a point in the westerly line of Jacobs Road;

4. THENCE along the westerly line of Jacobs Road South 42 degrees 55 minutes 00 seconds West 178.63 feet to a point;

5. THENCE still the aforementioned South 43 degrees 52 minutes 00 seconds West 21.37 feet to the BEGINNING POINT.

REFERENCE: Being Lot No. 3 shown on map entitled, "Whitford Farm" filed in Orange County Clerk's Office April 11, 1988, Map No. 8810.

Description of Route 208 Facility Realty

SECTION 7 BLOCK 1 LOT 99.1 ON THE TAX MAP OF ORANGE COUNTY

ALL that certain plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Town of Hamptonburgh, Orange County, New York, bounded and described as follows:

BEGINNING at a point in the westerly line of State Highway Route No. 208, said point being in the division line between lands now or formerly Santagata on the south, Liber 5135 Page 1 (Lot 2) and lands to be conveyed to Crystal Run Village, Inc., on the north (Lot 1), and

RUNNING THENCE the following courses and distances along lands now or formerly Santagata:

1. North 59 degrees 43 minutes 00 seconds West 133.61 feet to a point;
2. THENCE North 51 degrees 41 minutes 00 seconds West 191.89 feet to a point;
3. THENCE North 12 degrees 32 minutes 00 seconds West 298.68 feet to a point in Parcel No. 1412 Marcy South Transmission Facilities Right-of-Way;
4. THENCE along lands now or formerly Parcel No. 1412 Marcy South Transmission Facilities Right-of Way South 80 degrees 28 minutes 30 seconds East 200.77 feet to a point;
5. THENCE still along the aforementioned South 65 degrees 06 minutes 00 seconds East 349.70 feet to a point in the westerly line of State Highway Route No. 208;
6. THENCE along the westerly line of State Highway Route No. 208 South 31 degrees 48 minutes 00 seconds West 350.00 feet to the BEGINNING POINT.

REFERENCE: Being a portion of Lot 1 as shown on Pinjani Subdivision Map, filed in Orange County Clerk's Office on July 21, 1999 as Map No. 186-99.

Description of Depot Street Facility Realty

SECTION 2 BLOCK 1 LOT 33.21 ON THE TAX MAP OF ORANGE COUNTY

~~ALL that plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Town of Crawford, Orange County, New York, bounded and described as follows:~~

BEGINNING at the centerline of an existing right-of-way, said point being in the division line between lands now or formerly Moriano on the south, Liber 2187 Page 42, lands now or formerly Moriano on the west, Liber 2786 Page 10, Liber 2185 Page 218, Liber 2061 Page 708, and Liber 1584 Page 257, and lands to be conveyed to Crystal Run Village, Inc., on the north, and

1. RUNNING THENCE along the centerline of an existing right-of-way and lands now or formerly Moriano North 19 degrees 51 minutes 20 seconds West 106.88 feet to a point;

2. THENCE still along the aforementioned North 14 degrees 12 minutes 25 seconds West 29.06 feet to a point;

THENCE the following courses and distances along lands now or formerly Town of Crawford Sewer District No. 1, Liber 2239 Page 228:

3. North 75 degrees 47 minutes 35 seconds East 35.00 feet to a point;

4. THENCE North 14 degrees 12 minutes 25 seconds West 60.00 feet to a point;

5. THENCE South 75 degrees 47 minutes 35 seconds West 35.00 feet to a point in the centerline of an aforementioned right-of-way and lands now or formerly Moriano;

6. THENCE along said right-of-way and lands or formerly Moriano North 14 degrees 12 minutes 25 seconds West 11.87 feet;

7. THENCE still along the aforementioned North 17 degrees 55 minutes 25 seconds West 32.14 feet to a point in lands now or formerly Pine Bush Properties, Inc., Liber 5114 Page 121;

Description of Depot Street Facility Realty (continued)

8. ~~THENCE along Pine Bush Properties, Inc., North 67 degrees 51 minutes 11 seconds East 442.85 feet to an iron rod found in lands now or formerly Moriano, Liber 2187 Page 42;~~

9. THENCE along lands now or formerly Moriano South 46 degrees 50 minutes 49 seconds East 229.08 feet to a point found in a large oak tree;

10. THENCE still along the aforementioned South 64 degrees 42 minutes 40 seconds West 560.00 to the BEGINNING POINT.

REFERENCE: Being Lot 1 of Subdivision Map Prepared for Susan Block, filed in Orange County Clerk's Office on July 2, 1993, Map No. 116-93.

Description of Arcadia Road Facility Realty

SECTION 18 BLOCK 1 LOT 12 ON THE TAX MAP OF ORANGE COUNTY

ALL that certain plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Town of Goshen, Orange County, New York bounded and described as follows:

BEGINNING at a point in the centerline of Arcadia Road, said point in the division line between lands now or formerly Mulligan on the south Liber 2754 Page 304 and lands to be conveyed to Crystal Run Village, Inc. on the north; and

1. RUNNING THENCE along the centerline of Arcadia Road North 48 degrees 13 minutes 00 seconds East 300.00 feet to a point in lands now or formerly Gerasolo Liber 2145 Page 175;
2. THENCE through Arcadia Road along lands now or formerly Gerasols South 41 degrees 45 minutes 18 seconds East 362.02 feet to an iron pipe found in lands now or formerly Mulligan;
3. THENCE along lands now or formerly Mulligan South 46 degrees 14 minutes 00 seconds West 300.00 feet to an iron pipe set;
4. THENCE still along lands now or formerly Mulligan and through Arcadia Road North 41 degrees 47 minutes 00 seconds West 372.40 feet to the BEGINNING POINT.

Description of Lexington Drive Facility Realty

SECTION 26 BLOCK 10 LOT 14 ON THE TAX MAP OF ORANGE COUNTY

ALL that certain plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Town of Newburgh, County of Orange and State of New York, as shown on a map filed in the Orange County Clerk's Office as Filed Map 9960, entitled "Subdivision Plat Orchard Meadows Subdivision," filed on July 8, 1990 and designated as Lot 26, more particularly bounded and described as follows:

BEGINNING at a point on the southerly line of Lexington Drive, said being the northwest corner of Lot 6 on a certain map entitled, "Subdivision Plat Orchard Meadows Subdivision," dated June 3, 1988, last revised December 29, 1988, prepared by Richard G. Bargar and filed in the Office of the Orange County Clerk on July 8, 1990 as Filed Map No. 9960, said lot also being the herein described parcel;

THENCE along the Lexington Drive south 68 degrees 35 minutes 51 seconds east 141.00 feet to the northeast corner of said Lot 6 and the northwest corner of Lot 5 on said Filed Map No. 9960;

THENCE along the division line between said Lot 6 and said Lot 5 south 22 degrees 18 minutes 17 seconds west 405.36 feet to a point on the northerly line of Lot 10 as shown on a map filed in the Orange County Clerk's Office as Filed Map 91-93;

THENCE along said Lot 10 in part and Lot 9 in part also shown on said Filed Map 91-93, north 65 degrees 24 minutes 00 seconds west 142.00 feet to the southwest corner of the herein described parcel and the southeast corner of said Lot 7 as shown on said Filed Map No. 9960;

THENCE north 22 degrees 26 minutes 05 seconds west 397.45 feet to the point or place of BEGINNING.