

RESOLUTION NO. 8384-R35

RESOLUTION authorizing the execution and delivery of a Memorandum of Intent between the City of Urbana, and Peter Alsberg and David Shaw, or a corporation, land trust, partnership or other business entity to be established by them and in connection with which they will be principals, and/or Compion Corporation, a Delaware corporation, as successor by name change to Digital Technology Incorporated (the "Company"), providing for the issuance by said City of Urbana of approximately \$2,500,000 principal amount of revenue bonds pursuant to the provisions of the Enabling Ordinance, as amended.

WHEREAS the City of Urbana (the "Issuer") is authorized under the home rule provision of the Local Government Article of the 1970 Illinois Constitution and Ordinance No. 7475-3, Ordinance Authorizing Acquisition, Construction, and Financing Pollution Control Facilities and Economic Development Projects and the Lease, Sale and Financing thereof to or for any Person, and Providing for the Issuance of Revenue Bonds and Establishing Procedures in Respect thereto, passed May 20, 1974, and approved May 21, 1974, and Ordinance No. 8081-37, An Ordinance Amending and Supplementing Ordinance No. 7475-3, passed October 6, 1980, and approved October 14, 1980, as from time to time supplemented and amended (collectively the "Enabling Ordinance"), among other things to construct, acquire, reconstruct, improve, better, extend, own, lease and dispose of industrial projects in order to relieve conditions of unemployment, and to encourage the increase of commerce and industry within the State of Illinois, thereby reducing the evils attendant upon unemployment; and

WHEREAS the Issuer, in order to implement the public purposes enumerated in the Enabling Ordinance and in furtherance thereof to induce the Company to acquire, construct and equip a computer research, software research and related development facility including all necessary land, buildings and equipment within the territorial limits of the Issuer on an approximate 6-acre site adjacent to existing facilities at 1101 E. University Avenue, Urbana, Illinois (the "Project"), has offered to issue its revenue bonds under and pursuant to the provisions of the Enabling Ordinance and to make available the proceeds therefrom to the Company or to an entity designated by the Company; and

WHEREAS it is now deemed advisable to authorize the execution and delivery by the Issuer of a Memorandum of Intent expressing formally and in writing the understanding heretofore informally agreed upon by the Issuer and the Company:

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF URBANA, ILLINOIS, as follows:

Section 1. The Mayor is hereby authorized and directed to execute a Memorandum of Intent by and between the Issuer and the Company, and the City Clerk is hereby authorized and directed to affix the seal of the City thereto and to attest the same; and said Mayor and City Clerk are hereby authorized and directed to cause said Memorandum of Intent to be delivered to, accepted and executed by the Company, said Memorandum of Intent, which is hereby approved and incorporated by reference and made a part of this authorizing resolution, to be in substantially the form presented before this meeting.

Section 2. All resolutions and orders, or parts thereof, in conflict with the provisions of this resolution, are, to the extent of such conflict, hereby repealed and this resolution shall be in immediate effect from and after its adoption.

Section 3. Provided, however, that the Company, or any person or entity acting under this Resolution and the related Memorandum of Intent, shall agree in writing to an affirmative action program to maintain specific employment practices and policies sufficient to achieve equal opportunity for all citizens regardless of race, color, creed, national origin, sex or age.

Section 4. That the Mayor be and is hereby designated as the authorized or applicable elected representative of the Issuer in connection with the issuance of the proposed revenue bonds; and that public approval of the issuance of such bonds by the corporate authorities of the Issuer is hereby given, as required by Section 103(k) of the Internal Revenue Code of 1954, as amended, and the approval by the Mayor of this resolution shall constitute the approval by the authorized or applicable elected representative within the meaning of such Section 103(k).

May PASSED by the City Council this 21<sup>st</sup> day of May, 1984.

Ruth S. Brookens by Deborah K. Koeppe Deputy Clerk  
Ruth S. Brookens, City Clerk

APPROVED by the Mayor this 25<sup>th</sup> day of May, 1984.

Jeffrey T. Markland  
Jeffrey T. Markland, Mayor