

ARTICLE IX

JOBS CREATION AND RETENTION OBLIGATION

The Company will use commercially reasonable efforts to enter into an agreement for maintenance with St. Luke's Hospital to utilize the current number of three (3) employees of the St. Luke's Hospital Inc. that work at the boiler operations for the Hospital

ARTICLE X

RECAPTURE

INTENTIONALLY DELETED

ARTICLE XI

INTENTIONALLY DELETED

ARTICLE XII

NO RECOURSE; SPECIAL OBLIGATION

Section 12.1 The obligations and agreements of the AGENCY contained herein and any other instrument or document executed in connection herewith, and any other instrument or document supplemental thereto or hereto, shall be deemed the obligations and agreements of the AGENCY, and not of any member, officer, agent (other than COMPANY) or employee of the AGENCY in his/her individual capacity, and the members, officers, agents (other than COMPANY) and employees of the AGENCY shall not be liable personally hereon or thereon or be subject to any personal liability or accountability based upon or in respect hereof or thereof or of any transaction contemplated hereby or thereby.

Section 12.2 The obligations and agreements of the AGENCY contained hereby shall not constitute or give rise to an obligation of the State or of the County of Oneida, New York, and neither the State nor the County of Oneida, New York, shall be liable hereon or thereon, and, further, such obligations and agreements shall not constitute or give rise to a general obligation of the AGENCY, but rather shall constitute limited obligations of the AGENCY, payable solely from the revenues of the AGENCY derived and to be derived from the sale or other disposition of the Facility (except for revenues derived by the AGENCY with respect to the Unassigned Rights).

Section 12.3 No order or decree of specific performance with respect to any of the obligations of the AGENCY hereunder shall be sought or enforced against the AGENCY unless (i) the party seeking such order or decree shall first have requested the AGENCY in writing to take the action sought in such order or decree of specific performance, and ten (10) days shall have elapsed from the date of receipt of such request, and the AGENCY shall have refused to comply with such request (or, if compliance therewith would reasonably be expected to take longer than ten (10) days, shall have failed to institute and diligently pursue action to cause