

**ROM Ventures PILOT
Deviation Approval Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at SUNY Fredonia, Technology Incubator, 214 Central Ave., Dunkirk, County of Chautauqua, New York, on February 25, 2020, at 10:00 A.M., local time.

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

PRESENT:

Michael Metzger	Chairman
Dennis J. Rak	Vice Chairman
Gary Henry	Secretary
Steven Thorpe	Member
Mark Odell	Member
Brad Walters	Member

NOT PRESENT:

Hans Auer	Treasurer
Kelly Farrell-Dubois	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Carol Rasmussen	IDA Staff
Kristine Morabito	IDA Staff
Linda Burns	IDA Staff
Kayla Strandburg	IDA Staff
Rosie Strandburg	IDA Staff
Jeanette Lo Bello	IDA Staff
Natasha Matteliano	Observer

The attached resolution no. 02-25-20-01 was offered by Mark Odell, seconded by Dennis Rak:

lease (with an obligation to purchase) or sale of the Existing Project Facility to the Assignor or such other entity as may be designated by the Assignor and agreed upon by the Agency; and

WHEREAS, the Agency appointed the Assignor as agent of the Agency to undertake the acquisition, renovation, installation and equipping of the Existing Project Facility and the Agency leased the Existing Project Facility to the Assignor, all pursuant to the terms and conditions set forth in that certain Agency Lease Agreement dated as of February 26, 2010 between the Assignor and the Agency, as assigned to and assumed by ROM Ventures, LLC (the "Company") pursuant to that certain Assignment and Assumption of Agency Lease Agreement dated as of December 30, 2019 by and between the Assignor, as assignor, and the Company, as assignee, with the consent of the Agency (collectively, the "Agency Lease"), and the other Transaction Documents (as defined in the Agency Lease); and

WHEREAS, in connection with the Project, the Assignor agreed to make certain payments in lieu of real property taxes with respect to the Existing Project Facility pursuant to that certain Payment in Lieu of Taxes Agreement dated as of February 26, 2010 between the Assignor and the Agency, as amended by Amendment No. 1 to Payment in Lieu of Taxes Agreement dated as of June 29, 2010 between the Assignor and the Agency, as assigned to and assumed by the Company pursuant to that certain Assignment and Assumption of PILOT Agreement dated as of December 30, 2019 by and between the Assignor, as assignor, and the Company, as assignee, with the consent of the Agency (collectively, the "PILOT Agreement"); and

WHEREAS, pursuant to an application for financial assistance submitted to the Agency by the Company on or about January 6, 2020 (the "Amendment Application"), the Company has requested that the Agency consider undertaking a project (the "Proposed Project") consisting of the following: (A) (1) the extension of the term of its interest in the Land and the existing improvements thereon, (2) the undertaking of additional renovation of the Building, and (3) the acquisition of certain additional furniture, fixtures, machinery and equipment necessary for the completion thereof (the "New Equipment") (the Land and the existing improvements thereon, the Building and the New Equipment, collectively, the "Project Facility"), all of the foregoing for use by the Company as a manufacturing facility; (B) the granting of certain additional "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes and real property taxes (but not including special assessments and ad valorem levies) (collectively, the "Additional Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other entity as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Additional Financial Assistance would represent a deviation from the Agency's uniform tax exemption policy (the "Tax Exemption Policy") with respect to the making of payments in lieu of real property taxes; and

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Administrative Director/CEO of the Agency caused notice of a meeting of the Agency (the "IDA Meeting") with respect to the proposed deviation from the Tax Exemption Policy to be mailed on February

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

Michael Metzger	AYE
Dennis J. Rak	AYE
Hans Auer	ABSENT
Gary Henry	AYE
Steven Thorpe	AYE
Mark Odell	AYE
Brad Walters	AYE
Kelly Farrell-DuBois	ABSENT

The foregoing Resolution was thereupon declared duly adopted.

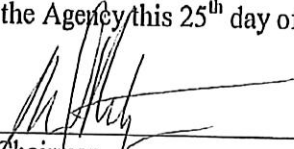
STATE OF NEW YORK)
) SS.:
COUNTY OF CHAUTAUQUA)

We, the undersigned (Asst.) Secretary and (Vice) Chairman of the County of Chautauqua Industrial Development Agency (the "Agency"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on February 25, 2020, with the original thereof on file in the Agency's office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.


WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

WE 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, we have hereunto set our respective hands and affixed the seal of the Agency this 25th day of February, 2020.



(Vice) Chairman



(Assistant) Secretary

(SEAL)

EXHIBIT A

Pilot Deviation Notice Letter

See Attached

February 3, 2020

CERTIFIED MAIL,
RETURN RECEIPT REQUESTED
AND FIRST CLASS MAIL

**NOTICE OF PROPOSED DEVIATION FROM UNIFORM
TAX EXEMPTION POLICY AND GUIDELINES**

Ladies and Gentlemen:

Notice is hereby given that at a meeting of the County of Chautauqua Industrial Development Agency (the "Agency") to be held on February 25, 2020, at 10:00 a.m., local time, at the SUNY Incubator, 214 Central Avenue, City of Dunkirk, County of Chautauqua, New York, the Agency will consider whether to approve the application of ROM Ventures, LLC (the "Company"), for certain additional "financial assistance" which, if granted, would deviate from the Agency's Uniform Tax Exemption Policy and Guidelines (the "Policy") with respect to the payment of real property taxes. The meeting will be open to the public, and you as a representative of a potentially affected tax jurisdiction, may address the Agency with your comments at the meeting and/or submit correspondence at or prior to the meeting.

INSCAPE (NEW YORK) INC., a corporation organized and existing under the laws of the State of New York (the "Assignor") presented an application (the "Application"), including a cost benefit analysis, to the Agency, requesting the Agency to consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of an interest in an approximately 7.20 acre parcel of land located at or around 221 Lister Avenue, Village of Falconer, Town of Ellicott, County of Chautauqua, New York (the "Land"), (2) the renovation of the existing approximately 132,000 square foot building located on the Land (the "Building"), (3) certain ancillary facilities, including parking lots and driveways, and related improvements to the Land (the "Existing Ancillary Facilities")(the Building, the Existing Ancillary Facilities and any other improvements to the Land, collectively, the "Existing Facility"), and (4) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the "Existing Equipment") (the Land, the Existing Facility and the Existing Equipment, collectively, the "Existing Project Facility"), all of the foregoing for use by the Assignor as a manufacturing facility; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Existing Project Facility to the Assignor or such other entity as may be designated by the Assignor and agreed upon by the Agency.

The Agency appointed the Assignor as agent of the Agency to undertake the acquisition, renovation, installation and equipping of the Existing Project Facility and the Agency leased the Existing Project Facility to the Assignor, all pursuant to the terms and conditions set forth in that certain Agency Lease Agreement dated as of February 26, 2010 between the Assignor and the Agency, as assigned to and assumed by the Company, pursuant to that certain Assignment and Assumption of Agency Lease Agreement dated as of December 30, 2019 by and between the Assignor, as assignor, and the Company, as assignee, with the consent of the Agency (collectively, the "Agency Lease"), and the other Transaction Documents (as defined in the Agency Lease).

In connection with the Project, the Assignor agreed to make certain payments in lieu of real property taxes with respect to the Existing Project Facility pursuant to that certain Payment in Lieu of Taxes Agreement dated as of February 26, 2010 between the Assignor and the Agency, as amended by Amendment No. 1 to Payment in Lieu of Taxes Agreement dated as of June 29, 2010 between the Assignor and the Agency, as assigned to and assumed by the Company pursuant to that certain Assignment and Assumption of PILOT Agreement dated as of December 30, 2019 by and between the Assignor, as assignor, and the Company, as assignee, with the consent of the Agency (collectively, the "PILOT Agreement").

Pursuant to an application for financial assistance submitted to the Agency by the Company on or about January 6, 2020 (the "Amendment Application"), the Company has requested that the Agency consider undertaking a project (the "Proposed Project") consisting of the following: (A) (1) the extension of the term of its interest in the Land and the existing improvements thereon, (2) the undertaking of additional renovation of the Building, and (3) the acquisition of certain additional furniture, fixtures, machinery and equipment necessary for the completion thereof (the "New Equipment") (the Land and the existing improvements thereon, the Building and the New Equipment, collectively, the "Project Facility"), all of the foregoing for use by the Company as a manufacturing facility; (B) the granting of certain additional "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes and real property taxes (but not including special assessments and ad valorem levies) (collectively, the "Additional Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other entity as may be designated by the Company and agreed upon by the Agency.

The Amendment Application states that the Company is seeking an extension of the term of the existing PILOT Agreement. Based upon negotiations between representatives of the Company and the Agency, the parties contemplate that the Agency may agree to grant the requested real property tax exemption (the "Property Tax Exemption") with respect to the Project Facility. The Property Tax Exemption, if approved by the Agency, would result in an extension of the term of the PILOT Agreement for a period of five (5) fiscal tax years, such period commencing upon the expiration of the term of the PILOT Agreement (the "PILOT Extension

Term"). During the PILOT Extension Term, the Company would make payments in lieu of real property taxes in the amount of \$53,014 per annum.

Thereafter, and through the end of the term of the Agency Lease, the payments would be equal to the real property taxes and assessments that would be payable as if the Project Facility were returned to the tax rolls as taxable property and subject to taxation at its then current, full assessed value, as the same may be reassessed from time to time, and subject to tax rate increases imposed by the affected tax jurisdictions.

The Property Tax Exemption, if approved by the Agency, would be a deviation from the Policy.

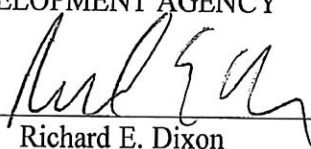
The reason for the proposed deviation is that the Property Tax Exemption, if approved by the Agency, is necessary to induce the Company to undertake the Proposed Project in Chautauqua County. Deviating from the Policy in this instance will advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and Chautauqua County.

Copies of the Amendment Application, including the request for a deviation from the Policy, are available for review by the public online at www.ccida.com, or at the offices of the Agency located at 201 West Third Street, Suite 115, Jamestown, NY 14701. For additional assistance, contact the Agency at (716)661-8900.

Dated: February 3, 2020

COUNTY OF CHAUTAUQUA INDUSTRIAL
DEVELOPMENT AGENCY

By: _____


Richard E. Dixon
CFO