INDUCEMENT RESOLUTION:
Incodema3D, LLC (tenant/business operator)
330 Main Street, Freeville, NY (Town of Dryden)

A meeting of the Tompkins County Industrial Development Agency was convened on July 24, 2014.

The following resolution was duly offered and seconded, to wit:

Resolution authorizing the Tompkins County Industrial Development Agency (the “Agency”) to

(i) appoint Incodema3D, LLC (“the Company”) as its agent to equip and furnish for use as manufacturing facility and rental space a 60,000-square-foot building on premises located at 330 Main Street, Freeville, NY in the Town of Dryden, Tompkins County, New York by acquiring and installing therein machinery, furniture, furnishings, fixtures, equipment and related personal property;

(ii) provide the Company with sales and use tax exemptions on purchases; and

(iii) execute a bill of sale and related documents.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and § 895-b of the General Municipal Law of the State of New York, as amended (hereinafter collectively called the “Act”), TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY (hereinafter called the “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, the Company, for itself or on behalf of an entity to be formed, desires to furnish and equip for use as a manufacturing facility and rental space an existing 60,000 square-foot building located at 330 Main Street, Freeville, NY in the Town of Dryden, Tompkins County, NY, by acquiring and installing therein machinery, furniture, furnishings, fixtures, equipment and related personal property (hereinafter called the “Project”); 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; and

WHEREAS, it is contemplated that the Agency will (i) designate the Company as its agent for the purpose of undertaking the Project, and (ii) provide financial assistance to the Company in the form of sales and use tax exemptions for purchases related to the undertaking of the Project; and

WHEREAS, pursuant to General Municipal Law Section 859-a, at 1:30 p.m. on July 1, 2014 at Town Hall, Town of Dryden, located at 93 East Main Street, Dryden, NY 13053, the Agency held a public hearing with respect to the Project and the proposed financial assistance being contemplated by the Agency (the “Public Hearing”) whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views. A copy of the minutes of said Public Hearing is attached hereto as Exhibit A; and

WHEREAS, the Town of Dryden Town Board on July 17, 2014 issued a negative declaration under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the
Department of Environmental Conservation of the State (collectively, "SEQR") with respect to the Project, a copy of which is attached hereto as Exhibit B; and

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

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company’s application, 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) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, constructing and equipping the Project; and

c) 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 develop the Project, thereby increasing employment opportunities in Tompkins County and otherwise furthering the purposes of the Agency as set forth in the Act; and

e) The Project will result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the “State”) to another area of the State in that: Incodema3D, LLC acquired I Want It Now-RP Inc., a plastics 3D printing company, which was located in Syracuse, Onondaga County, New York. Incodema3D, LLC will move six employees from Onondaga County, New York to the Project facility in the Town of Dryden, Tompkins County, New York. The Agency hereby finds that, based on the Company’s application, the relocation of six employees from the plant in Syracuse, New York to the Project facility in Dryden, New York, is reasonably necessary to preserve the competitive position of the Project in its industry for the following reasons: Incodema3D, LLC, a plastic and metals 3D printing company, was created in January 2014. It is a spin-off company of Incodema, Inc., which is located in the City of Ithaca, County of Tompkins, New York. The metals 3D printing division of Incodema3D, LLC was carved out of Incodema, Inc. The plastics division needs to be co-located with the metals 3D printing division of Incodema3D, LLC, because the two processes use the same machinery. The metals division is already located in Tompkins County, New York and the move of the plastics division to Tompkins County is necessary for the company to operate smoothly, efficiently and cost-effectively; and

f) The Project will make available goods or services not reasonably accessible and will preserve or increase permanent jobs; and

g) The Town of Dryden Town Board ("the Board") has issued a negative declaration with respect to the Project. The Project involves an unlisted action as said term is defined in Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, "SEQR").

Section 2. Subject to the Company executing the Agent Agreement attached hereto as Exhibit C, the Agency hereby authorizes the Company to proceed with the acquisition, construction and
equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting on its own behalf; provided, however, that the Agent Agreement shall expire on December 31, 2015 (unless extended for good cause by the Administrative Director of the Agency).

Section 3. Based upon the representations and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to $6,000,000, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $480,000. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 4. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 5. The Chairperson, Vice Chairperson and/or the Administrative Director of the Agency are hereby authorized, on behalf of the Agency, to execute a bill of sale (the "Bill of Sale") whereby the Agency, at the completion of the installation period, transfers to the Company title to the equipment acquired during the installation period by the Company as agent of the Agency.

Section 6. 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 7. These resolutions shall take effect immediately.

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

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The resolutions were thereupon duly adopted.

I, Svante L. Myrick, as Secretary of the Tompkins County Industrial Development Agency, hereby certify that the above is a true and correct copy of a duly authorized resolution of the Tompkins County Industrial Development Agency.

Dated: __________________

Svante L. Myrick, Secretary of the Tompkins County Industrial Development Agency