

MORTGAGE RECORDING TAX EXEMPTION AFFIDAVIT

Russell E. Gaenzle, being duly sworn, deposes and says:

1. That he resides in Rochester, New York, and is a Member of Harris Beach PLLC, the law firm serving as transaction counsel to the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency").

2. That the Agency is a public benefit corporation duly organized and existing under the laws of the State of New York, having its offices at Orange County Business Accelerator, 4 Crotty Lane, Suite 100, New Windsor, New York 12553.

3. That the Agency entered into a certain Lease Agreement, dated as of March 1, 2017, with **CLEAR KEY II, LLC** (the "Company"), pursuant to which the Agency has received a leasehold interest in the property described in Schedule A attached hereto, and the Agency and the Company thereafter entered into a certain Leaseback Agreement, dated as of March 1, 2017, pursuant to which the Agency leases its interest in said property back to the Company.

4. That the Company has entered into certain agreements concerning a loan to be made to the Company by Live Oak Banking Company (the "Mortgagee"). As collateral for said debt, the Agency and the Company have executed a certain Mortgage and Security Agreement, dated March __, 2017 (the "Mortgage") in favor of the Mortgagee in the principal sum of **SEVEN MILLION FOUR HUNDRED FORTY THOUSAND AND 00/100 DOLLARS (\$7,440,000.00)**. By resolution duly adopted on August 11, 2016, the Agency approved the execution and delivery of the Lease Agreement, the Leaseback Agreement and the Mortgage.

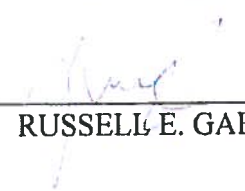
5. That the Agency has covenanted in the Mortgage that it will cause the Mortgage to be recorded in all offices where recordation thereof is necessary.

6. That in the opinion of your deponent, while the Agency would ordinarily pay the mortgage recording tax with respect to the Mortgage, the recording of the Mortgage is exempt from the payment of the mortgage recording tax by reason of Section 874 of the General Municipal Law.

WHEREFORE, your deponent respectfully requests that the Mortgage be recorded as exempt from mortgage recording tax.

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IN WITNESS WHEREOF, deponent has executed this affidavit.



RUSSELL E. GAENZLE

Subscribed and sworn to before me
this 23rd day of March, 2017.



Notary Public

Lori A. Palmer
Notary Public, State of New York
Qualified in Monroe County
Commission Expires May 31, 2019

Schedule A

Legal Description of Leased Premises

TRACT I (LOT 3)

All that certain plot, piece, or parcel of land situate in the Village of South Blooming Grove, County of Orange, State of New York, said lands being shown as Lot 3 on a map entitled "Subdivision Plan Prepared For Gerald and Linda Gagliardi, Village of South Blooming Grove, Orange County, New York", dated February 18, 2016, last revised November 23, 2016, prepared by Lanc & Tully Engineering and Surveying, P.C., said lands being more particularly bounded and described as follows:

BEGINNING at a point lying on the northwesterly line of New York State Route No. 208, said point being the southerly corner of lands herein described and the easterly corner of lands now or formerly Metro Asset Management, LLC;

THENCE running along a portion of the northeasterly line of lands of said Metro Asset Management, LLC, being the southwesterly line of lands herein described,

- (1) North 40 degrees, 35' 43" West, as per Liber 4988 of Deeds at Page 330, a distance of 871.82 feet, to a point being the westerly corner of lands herein described and the southerly corner of Lot 5 as shown on the previously mentioned map;

THENCE running along southeasterly and southerly lines of said Lot 5, being northwesterly and northerly lines of lands herein described on the following two (2) courses and distances:

- (2) North 28 degrees, 08' 46" East, a distance of 559.80 feet, to a point being the northwesterly corner of lands herein described; and
- (3) South 84 degrees, 31' 19" East, a distance of 635.08 feet, to a point being a southeasterly corner of said Lot 5, the northeasterly corner of lands herein described and lying on the westerly line of New York State Route No. 208;

THENCE running along the westerly line of said New York State Route No. 208, being the easterly line of lands herein described,

- (4) South 01 degrees, 45' 33" West, a distance of 102.00 feet, to a point being a southeasterly corner of lands herein described and the northeasterly corner of Lot 2, as shown on the previously mentioned map;

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Schedule A (continued)

THENCE running along the northerly, northwesterly and westerly lines of said Lot 2, being southerly, southeasterly and easterly lines of lands herein described on the following seven (7) courses and distances:

- (5) North 88 degrees, 48' 04" West, a distance of 82.96 feet, to a point of curvature;
- (6) On a curve to the left, having a radius of 100.00 feet, an arc length of 92.91 feet, as defined by the chord South 64 degrees, 34' 55" West, 89.60 feet, to a point of tangency;
- (7) South 37 degrees, 57' 54" West, a distance of 145.25 feet;
- (8) South 03 degrees, 32' 25" East, a distance of 51.66 feet;
- (9) South 12 degrees, 19' 14" East, a distance of 338.93 feet;
- (10) South 16 degrees, 50' 16" East, a distance of 116.33 feet; and
- (11) South 11 degrees, 00' 13" West, a distance of 235.86 feet, to a point being the southerly corner of said Lot 2, an easterly corner of lands herein described and lying on the northwesterly line of New York State Route No. 208;

THENCE running along the northwesterly line of said New York State Route No. 208, being a southeasterly line of lands herein described,

- (12) South 43 degrees, 43' 30" West, a distance of 172.81 feet, to the point or place of BEGINNING.

Containing 12.639 ± acres.

Premises herein described being a portion of Tax Map Lot No. 1, in Block 1, within Section 219, as shown on the Tax Maps of the Village of South Blooming Grove, Orange County, New York dated 2015.

Premises herein described being a portion of the same premises as described in Liber 4988 of Deeds at Page 330, as filed in the Orange County Clerk's Office.

Premises herein described being subject to any easements, rights-of-way, covenants or restrictions of record.

Subject to an access and utility easement in favor of Lot 2 which is more accurately depicted on Filed Map No. 376-16.