

COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY

INDUCEMENT AND AUTHORIZING RESOLUTION

Regarding the Inducement and Authorization of the
Natixis Data Project

WHEREAS, Natixis North America, LLC (the “Applicant”) has submitted an Application for Financial Assistance to the County of Rockland Industrial Development Agency (the “Agency”) for financial assistance with respect to a project encompassing the interior reconstruction and renovation of an existing facility and the acquisition of hardware, software, furnishings, machinery and equipment to be installed therein (the “Project”), such facility being located at 1 Ramland Road, Orangeburg, New York 10962; and

WHEREAS, the Applicant has requested the Agency to provide financial assistance in connection with the Project in the form of sales tax exemptions in the amount of \$96,312.50 with respect to the cost of such interior reconstruction and renovation of such facility and the acquisition of such hardware, software, furnishings, machinery and equipment; and

WHEREAS, the Applicant has represented to the Agency that the financial assistance requested by the Applicant is necessary to make the Project cost-effective; and

NOW, THEREFORE, THE COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY HEREBY RESOLVES AS FOLLOWS:

Section 1. The Agency determines that the Project and the providing of financial assistance by the Agency pursuant to the New York State Industrial Development Agency Act (the “Act”) will promote, is authorized by and will be in furtherance of the policy of the State of New York as set forth in said Act.

Section 2. The Agency has reviewed the Application and has determined that such interior reconstruction and renovation of such facility and the acquisition of such hardware, software, furnishings, machinery and equipment is a Type II Action requiring no further action under SEQRA.

Section 3. The Agency approves financial assistance for the Project in the form of exemptions from State and local sales tax on materials, services and equipment comprising the Project (the “Exempt Materials”), in an aggregate amount not to exceed \$96,312.50. The Agency shall appoint Natixis North America, LLC as the Agency’s agent for purposes of acquiring and installing the Exempt Materials.

Section 4. The substance and form of the documents for the Project, substantially in the forms of the Agency’s typical straight lease documents (for materials

and equipment) and sales tax exemption agreements (the "Project Documents") are hereby approved. Any Authorized Representative of the Agency (as defined below) is hereby authorized to execute, acknowledge and deliver the Project Documents in final form as may be approved by the executing party. The execution of any such agreement by the duly authorized executing party shall constitute conclusive evidence of any approval by this Section. The Secretary of the Agency is hereby authorized to affix the seal of the Agency on any of the foregoing agreements and attest the same.

Section 5. Any Authorized Representative of the Agency is hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for in connection with the execution of all Project Documents and to execute and deliver all such additional certificates, instruments and documents, 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 this resolution and to cause compliance by the Agency with the terms, covenants and provisions of the Project Documents.

Section 6. The Chairman and the Executive Director of the Agency (as used in this resolution, the "Authorized Representatives") are each hereby authorized to execute and deliver all Project Documents, subject to their completion and execution and delivery by or on behalf of the Applicant.

Section 7. Any action heretofore taken by the Applicant in initiating the acquisition of the Project is hereby ratified, confirmed and approved.

Section 8. Any expenses incurred by the Agency with respect to the Project or the financing thereof shall be paid by the Applicant, whether or not the Project achieves completion or receives financial assistance. By acceptance hereof, the Applicant agrees to pay such expenses and further agrees to indemnify the Agency, its members, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Project.

Section 9. The law firm of Hawkins Delafield & Wood LLP is hereby appointed counsel to the Agency for this Straight Lease transaction.

Section 10. The commitment of the Agency expressed herein will expire one (1) year from the date of adoption of this Resolution.

Section 11. No person other than the Applicant and its affiliates shall occupy the Project unless and until approved by the Agency.

Section 12. The Agency has made and makes no representation or warranty whatsoever, either express or implied, with respect to the merchantability, condition, environmental status, fitness, design, operation or workmanship of any part of the Project, its fitness for any particular purpose, the quality or capacity of the materials in the Project, or the suitability of the Project for the Applicant's purposes. The Applicant, by

executing the acceptance hereof, represents that it is satisfied that the Project is suitable and fit for its purposes. The Agency shall not be liable in any manner whatsoever to anyone for any loss, damage or expense of any kind or nature caused, directly or indirectly, by the Project property or the use or maintenance thereof or the failure of operation thereof, or the repair, service or adjustment thereof, or by any delay or failure to provide any such maintenance, repairs, service or adjustment, or by any interruption of service or loss of use thereof or for any loss of business howsoever caused, and the Applicant, by executing the acceptance hereof, hereby indemnifies and holds the Agency harmless from any such loss, damage or expense.

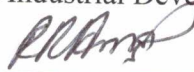
Section 13. The Executive Director of the Agency or his designee is hereby authorized and directed to deliver a certified copy of this Resolution to the County Executive of the County of Rockland for review in accordance with the Act.

Section 14. This Resolution shall be effective immediately upon approval of the County Executive of the County of Rockland and acceptance by the Applicant.

ADOPTED: March 9, 2023

Vote: 3 Aye 2 NAY

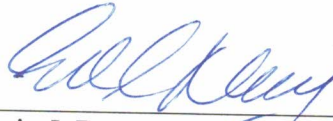
CERTIFIED to be a true and correct copy of the resolution adopted on March 9, 2023 by the Members of the County of Rockland Industrial Development Agency.



Name: Raja Amar

Title: Secretary

Approved: March 9, 2023



Edwin J. Day

County Executive of the
County of Rockland

Accepted: March 29, 2023

Natixis North America, LLC

By: _____


Kate Wenger