

**COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY  
INDUCEMENT AND AUTHORIZING RESOLUTION**

**Regarding the**

**Momentive Performance Materials Project**

WHEREAS, the New York State Industrial Development Agency Act and the Agency's enabling legislation, respectively constituting Article 18-A and Section 925-1 of the General Municipal Law (Chapter 24 of the Consolidated Laws of New York) (the "Act") authorizes the Agency (1) to promote the economic welfare, recreational opportunities and prosperity of its inhabitants, and (2) to promote, attract, encourage and develop recreation and economically sound commerce and industry through governmental action for the purpose of preventing unemployment and economic deterioration; and

WHEREAS, an application dated October 12, 2021, was previously submitted to the Agency by or on behalf of Momentive Performance Materials USA LLC (together with the applicant and other project sponsor or any related legal entity, if different, the "Company") requesting assistance in financing a proposed project in the Town of Orangetown New York, consisting of the leasing and renovation of a portion of an underutilized property located at Building 180 at 401 N. Middletown Road, Pearl River, New York 10965 (the "Premises") and the acquisition of machinery and equipment related thereto, all to be used as a research and development facility, with offices and laboratories as more fully described in the application and supplemental materials all at a cost of approximately \$8,000,000.00 (the "Project"); and

WHEREAS, by authorizing resolution dated November 22, 2021 (the "Authorizing Resolution") the Agency, among other things, approved a sales tax exemption requested by the Company in the amount of \$355,937.50 for qualified purchases of up to \$4,250,000.00, and

WHEREAS, pursuant to the Authorizing Resolution the Agency, by a closing which occurred as of May 18, 2022, provided to the Company an ST-60 and a Sales Tax Agent Authorization Letter by which the Company obtained the requested sales tax exemption of \$355,937.50 for qualified purchases of up to \$4,250,000.00; and

WHEREAS, due to inflation and other unexpected increased costs during the initial renovation, the cost of the approved Project has increased by \$1,000,000.00: and

WHEREAS, by a letter dated April 26, 2024 the Company has now requested additional sales tax exemptions of \$83,750.00 for additional expenditures of up to \$1,000,000.00 to pay for the increased costs of the Project; and

WHEREAS, in its application, the Company has represented that the Project is expected to create seventy six (76) full time jobs and three (3) part time jobs in the Town of Orangetown, County of Rockland, and the State of New York within two (2) years of the completion of construction, and has made additional factual representations concerning itself and the Project upon which the Agency is relying in adopting this resolution; and

WHEREAS, Company represents that the financial assistance requested from the Agency in the form of additional sales tax exemptions is necessary in order to complete the contemplated Project and to enable the Company to be competitive in its business in Rockland County; and

WHEREAS, in its application for assistance, the Company has made further representations with respect to the qualification of the Project as a commercial project under the Agency's guidelines, and the Company has represented, and the Agency has determined that such qualification is supported by the information presented in the application; and

WHEREAS, the Agency intends to induce the Company to proceed with the development of the Project pending completion of arrangements by the Company and the Agency for the financing for the Project as a "straight lease" transaction.

WHEREAS, the Agency will provide financial assistance to the Company in the form of an additional exemption from sales taxes in connection with the Project in the additional amount of up to \$83,750.00 for qualified expenditures of up to \$1,000,000.00; and

NOW, THEREFORE, the County of Rockland Industrial Development Agency hereby resolves as follows:

Section 1. The Agency hereby reapproves and readopts all of the provisions of the previous Inducement Resolution dated October 21, 2021 and Authorizing Resolution dated November 21, 2021, and readopts and reapproves the previously executed the Project Documents dated as of May 18, 2022.

Section 2. To accomplish the purposes of the Act, the Agency determined that the Project will be located in the Town of Orangetown, and State of New York and will consist of the renovation and equipping of a certain building located at Building 180 at 401 N. Middletown Road, Pearl River, New York, to be used by the Company as a research and development facility and administrative offices. Based upon the representations contained in the Application for Financial Assistance, the Project is expected to create fourteen (76) new full-time jobs and three (3) new part-time jobs within two (2) years of completion of the Project.

Section 3. The Agency hereby approves financial assistance for the Project in the form of exemptions from state and local sales tax on materials, services and equipment used in the construction, renovation and equipping of the Project, in an amount not to exceed \$83,750.00 for qualified purchases of up to \$1,000,000.00. The additional sales tax exemption approved herein shall, when combined with the previously approved sales tax exemption, total sales tax exemption of up to \$439,687.50 for qualified expenditures of up to \$5,250,000.00. The Agency shall appoint the Company as the Agency's agent for purposes of renovating and equipping the Project.

Section 4. Any Authorized Representative of the Agency is hereby authorized to execute, acknowledge and deliver an amendment to the Head Lease, an amendment to the Lease Agreement, an amendment to the Sales Tax Letter and other Project Documents, as may be approved by the executing party. The execution of any such amended Project Documents by the duly authorized executing party shall constitute conclusive evidence of any approval by this

Section. The Authorized Representative 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 Project Documents, 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 Head Lease, the Lease Agreement, or any other Project Documents.

Section 6. The Chairman, any member of the Board of Directors, and the Executive Director of the Agency (as used in this resolution, the "Authorized Representatives") are each hereby authorized and directed to execute and deliver all amended Project Documents with respect to the property comprising the Project in such form as deemed reasonable or necessary.

Section 7. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, the Head Lease, the Lease Agreement, or any other amended Project Document shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties, affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this resolution, the Head Lease, the Lease Agreement, or any other Project Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

Section 8. No covenant, stipulation, obligation or agreement contained in this resolution, the Head Lease, the Lease Agreement, or any other amended Project Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency or the County of Rockland in their individual capacity and neither the members of the Agency nor any officer shall be subject to any personal liability or accountability by reason of the execution thereof.

Section 9. The Agency further determines that it is not the lead agency with respect to the Project under the New York State Environmental Quality Review Act ("SEQRA"), and that any determination thereunder as to the necessity of preparing an environmental impact statement shall be made by such lead agency. The actions taken hereunder shall be subject in all respect to compliance with SEQRA prior to any final action being taken by the Agency.

Section 10. The law firm of Bleakley Platt & Schmidt LLP is hereby appointed counsel to the Agency for this Straight Lease transaction.

Section 11. The Chairman 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 12. This resolution shall take effect immediately upon approval by the County Executive of the County of Rockland as provided by the Act.

Adopted: May \_\_, 2024

VOTE:

AYE \_\_\_\_\_

NAY \_\_\_\_\_

CERTIFIED to be a true and correct copy of the resolution adopted on May \_\_\_\_, 2024 by the Members of the Board of the County of Rockland Industrial Development Agency.

COUNTY OF ROCKLAND INDUSTRIAL  
DEVELOPMENT AGENCY

By: \_\_\_\_\_  
Name: Peggy Zugibe  
Title: Secretary

Approved: May \_\_\_\_, 2024

COUNTY OF ROCKLAND

By: \_\_\_\_\_  
Name: Edwin C. Day  
Title: County Executive

Accepted: May \_\_, 2024

MOMENTIVE PERFORMANCE  
MATERIALS USA LLC

By: \_\_\_\_\_  
Name: VP Nalian  
Title: President & General Manager