

## **CSMR Bond Resolution**

A regular meeting of the Nassau County Local Economic Assistance Corporation (the "Issuer") was convened in public session at the offices of the Issuer located at 1550 Franklin Avenue, Suite 235, Mineola, County of Nassau, New York on November 6, 2012 at 2:30 p.m., local time.

The meeting was called to order by Chairman, upon roll being called, the following directors of the Issuer were:

### **PRESENT:**

Jeffrey L. Seltzer	Chairman
Bruce Ungar	Vice Chairman, Treasurer
Gary Weiss	Secretary

### **ABSENT:**

Christopher Fusco	Assistant Secretary
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### **THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Joseph J. Kearney	Chief Executive Officer
Joseph Foarile	Chief Financial Officer
Paul O'Brien, Esq.	Bond/Transaction Counsel
Milan Tyler, Esq.	Bond/Transaction Counsel

The attached resolution no. 2012-14 was offered by G. Weiss, seconded by B. Ungar:

Resolution No. 2012-14

RESOLUTION OF THE NASSAU COUNTY LOCAL ECONOMIC ASSISTANCE CORPORATION (i) AUTHORIZING THE ISSUANCE AND SALE OF APPROXIMATELY \$33,630,664 BUT NOT TO EXCEED \$35,000,000 TAX-EXEMPT AND/OR TAXABLE REVENUE BONDS (COMMUNITY SERVICES FOR THE MENTALLY RETARDED, INC. PROJECT), SERIES 2012 (COLLECTIVELY, THE "BONDS"), (ii) AUTHORIZING AND APPROVING THE FINANCING OF A PORTION OF THE COSTS OF CERTAIN PROJECTS FOR COMMUNITY SERVICES FOR THE MENTALLY RETARDED, INC. (THE "APPLICANT"), (iii) AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST, A LOAN AGREEMENT, A TAX COMPLIANCE AGREEMENT, A BOND PURCHASE AGREEMENT AND CERTAIN RELATED DOCUMENTS, AND (iv) AUTHORIZING THE TAKING OF OTHER ACTION IN CONNECTION THEREWITH

WHEREAS, Section 1411 of the Not-For-Profit Corporation Law, as amended (the "Act"), has been heretofore enacted by the Legislature of the State of New York for the purposes, among others, of providing for the creation of local development corporations in the State of New York for the exclusively charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, the Nassau County Legislature (the "County Legislature") authorized the formation of the Issuer under the Act pursuant to Resolution No. 255-2010 adopted by the County Legislature on September 20, 2010 and approved by the County Executive of Nassau County on September 21, 2010; and

WHEREAS, pursuant to such authorization of the County Legislature, the Issuer has been incorporated under said Act by the filing of its Certificate of Incorporation with the Office of the Secretary of State of the State of New York on November 30, 2010; and

WHEREAS, the Issuer is authorized by the Act to issue its negotiable bonds, notes or other obligations; and

WHEREAS, Community Services for the Mentally Retarded, Inc., a corporation organized under the New York Not-For-Profit Corporation Law (the "Applicant"), has submitted an application for financial assistance (the "Application") requesting that the Issuer issue its tax-exempt and/or taxable revenue bonds (collectively, the "Bonds") in one (1) or more series presently estimated to be in the aggregate principal amount of \$33,630,664 but in no event to

exceed \$35,000,000 for the benefit of the Applicant, for a project (excluding items E(v) and (H) below, the "Project") consisting of:

(A) refinancing of the Nassau County Industrial Development Agency Civic Facility Revenue Bonds (Alliance of Long Island Agencies, Inc./ Community Services for the Mentally Retarded, Inc. Project), Series 2000A-C, issued by the Nassau County Industrial Development Agency (the "Agency") in the original aggregate principal amount of \$2,405,000 (the "Series 2000 Bonds"), approximately \$490,207 principal amount of which are outstanding, and the proceeds of which were used to finance all or a portion of the cost of acquiring, constructing, renovating or otherwise providing for five certain civic facilities (collectively, the "Series 2000 Facility") consisting of: (i) an individual residential alternative facility consisting of the acquisition of an approximately 0.6137 acre parcel of real property located at 1230 Old Country Road, Plainview, Town of Oyster Bay, Nassau County, New York and the renovation of an approximately 3,479 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (ii) an individual residential alternative facility consisting of the acquisition of an approximately 0.1722 acre parcel of real property located at 21 Evers Street, Hicksville, Town of Oyster Bay, Nassau County, New York and the renovation of an approximately 1,622 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (iii) an individual residential alternative facility consisting of the acquisition of an approximately 0.1492 acre parcel of real property located at 29 Broadfield Place, Glen Cove, City of Glen Cove, Nassau County, New York and the renovation of an approximately 2,021 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (iv) an individual residential alternative facility consisting of the acquisition of an approximately 0.1377 acre parcel of real property located at 2934 Hampton Court, Wantagh, Town of Hempstead, Nassau County, New York and the renovation of an approximately 2,784 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, and (v) an individual residential alternative facility consisting of the acquisition of an approximately 0.2277 acre parcel of real property located at 2 Neubrech Court, Jericho, Town of Oyster Bay, Nassau County, New York and the renovation of an approximately 2,472 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities; and

(B) refinancing of the Nassau County Industrial Development Agency Civic Facility Revenue Bonds (Alliance of Long Island Agencies, Inc./ Community Services for the Mentally Retarded, Inc. Project), Series 2001A-D, issued by the Agency in the original aggregate principal amount of \$7,311,000 (the "Series 2001 Bonds"), approximately \$2,656,000 principal amount of which are outstanding, and the proceeds of which were used to finance or refinance all or a portion of the costs of the acquisition, renovation, equipping, furnishing and installation of 23 certain civic facilities (collectively, the "Series 2001 Facility") consisting of: (i) an individual residential alternative facility consisting of the acquisition of an approximately 0.3099 acre parcel of real property located at 142 Pine Street, Freeport, Town of Hempstead, Nassau County, New York and the renovation of an approximately 3,193 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to nine (9) adults with developmental disabilities, (ii) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit B-1 located at 45 Grand Avenue, Rockville Centre, Town of Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities, (iii) an individual residential alternative facility consisting of the acquisition of an approximately 0.2645 acre parcel of real property located at 4 Exeter Place, Glen Head, Town of Oyster Bay, Nassau County, New York and the renovation of an approximately 1,861 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (iv) an individual residential alternative facility consisting of the acquisition of an approximately 0.2384 acre parcel of real property located at 35 Circle Drive, Glen Cove, City of Glen Cove, Nassau County, New York and the renovation of an approximately 2,413 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (v) an individual residential alternative facility consisting of the acquisition of an approximately 0.1382 acre parcel of real property located at 2021 Stewart Avenue, Westbury, Town of North Hempstead, Nassau County, New York and the renovation of an approximately 2,973 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (vi) an individual residential alternative facility consisting of the acquisition of an approximately 0.1607 acre parcel of real property located at 235 Amos Avenue, Oceanside, Town of Hempstead, Nassau County, New York and the renovation of an approximately 2,389 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture

and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (vii) an individual residential alternative facility consisting of the acquisition of an approximately 0.1705 acre parcel of real property located at 175 Haypath Road, Old Bethpage, Town of Oyster Bay, Nassau County, New York and the renovation of an approximately 2,292 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (viii) an individual residential alternative facility consisting of the acquisition of an approximately 0.1396 acre parcel of real property located at 1055 Elizabeth Street, Baldwin Harbor, Town of Hempstead, Nassau County, New York and the renovation of an approximately 2,086 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (ix) an individual residential alternative facility consisting of the acquisition of an approximately 0.1722 acre parcel of real property located at 1180 Hicksville Road, Seaford, Town of Hempstead, Nassau County, New York and the renovation of an approximately 2,274 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (x) an individual residential alternative facility consisting of the acquisition of an approximately 0.2755 acre parcel of real property located at 132 Plitt Avenue, Farmingdale, Town of Oyster Bay, Nassau County, New York and the renovation of an approximately 2,578 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (xi) an individual residential alternative facility consisting of the acquisition of an approximately 0.1377 acre parcel of real property located at 44 Woodpecker Lane, Levittown, Town of Hempstead, Nassau County, New York and the renovation of an approximately 1,698 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (xii) an individual residential alternative facility consisting of the acquisition of an approximately 0.1377 acre parcel of real property located at 2454 Bellmore Avenue, Bellmore, Town of Hempstead, Nassau County, New York and the renovation of an approximately 1,856 square foot single family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (xiii) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit 3-C located at 6 Birchwood Court, Mineola, Town of North Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone

systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities, (xiv) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit 4-O located at 4 Birchwood Court, Mineola, Town of North Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities, (xv) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit 4-R located at 101 Lincoln Avenue, Mineola, Town of Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities, (xvi) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit 5-A located at 100 Lincoln Avenue, Mineola, Town of North Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities, (xvii) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit 5-L located at 5 Glen Keith Road, Glen Cove, City of Glen Cove, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities, (xviii) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit 24-B located at 24 Glen Keith Road, Glen Cove, City of Glen Cove, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities [the Applicant subsequently advised the Issuer that the unit number was 24-U and requested that this project be refinanced from the Series M Bonds], (xix) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit 74-B located at 74 Sea Cliff Avenue, Glen Cove, City of Glen Cove, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities, (xx) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit 1-B located at 62 Edwards Street, Roslyn Heights, Town of Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities, (xxi) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit 1-C located at 11 Edwards Street, Roslyn Heights, Town of Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized

residential alternative facility for up to three (3) adults with developmental disabilities, (xxii) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit 1-D located at 18 Edwards Street, Roslyn Heights, Town of Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities, and (xxiii) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit 2-E located at 10 Edwards Street, Roslyn Heights, Town of Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities; and

(C) refinancing of the Nassau County Industrial Development Agency Civic Facility Revenue Bonds (Alliance of Long Island Agencies, Inc./ Community Services for the Mentally Retarded, Inc. Project), Series 2002A-B, issued by the Agency in the original aggregate principal amount of \$4,147,000 (the "Series 2002 Bonds"), approximately \$1,317,322 principal amount of which are outstanding, and the proceeds of which were used to finance all or a portion of the cost of acquiring, constructing, renovating or otherwise providing for twelve certain civic facilities (collectively, the "Series 2002 Facility") consisting of: (i) an individual residential alternative facility consisting of the acquisition of an approximately 0.3030 acre parcel of real property located at 303 School Street, Westbury, Town of North Hempstead, Nassau County, New York and the renovation of an approximately 2,870 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to eight (8) adults with developmental disabilities, (ii) an individual residential alternative facility consisting of the acquisition of an approximately 0.6112 acre parcel of real property located at 30 Sea Spray Drive East, Lido Beach, Town of Hempstead, Nassau County, New York and the renovation of an approximately 3,301 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as a children's residential facility for up to six (6) children with Autism, (iii) an individual residential alternative facility consisting of the acquisition of an approximately 0.1446 acre parcel of real property located at 18 Dogwood Lane, Levittown, Town of Hempstead, Nassau County, New York and the renovation of an approximately 1,218 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (iv) an individual residential alternative facility consisting of the acquisition of an approximately 0.1446 acre parcel of real property located at 1596 Prospect Avenue, East Meadow, Town of Hempstead, Nassau County, New York and the renovation of an approximately 2,000 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture

and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (v) an individual residential alternative facility consisting of the acquisition of an approximately 0.1639 acre parcel of real property located at 80 Ruby Lane, Plainview, Town of Oyster Bay, Nassau County, New York and the renovation of an approximately 2,500 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (vi) an individual residential alternative facility consisting of the acquisition of an approximately 0.2350 acre parcel of real property located at 2 Woodland Gate, Syosset, Town of Oyster Bay, Nassau County, New York and the renovation of an approximately 2,748 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (vii) an individual residential alternative facility consisting of the acquisition of an approximately 0.1760 acre parcel of real property located at 1206 Hicks Place, Baldwin, Town of Hempstead, Nassau County, New York and the renovation of an approximately 2,347 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (viii) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit E-6 located at 275 Maple Avenue, Rockville Centre, Town of Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities, (ix) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit A-3 located at 45 Grand Avenue, Rockville Centre, Town of Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities, (x) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit B-3 located at 1 Jefferson Avenue, Rockville Centre, Town of Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities, (xi) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit D-4 located at 275 Maple Avenue, Rockville Centre, Town of Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities, and (xii) an individual residential alternative facility consisting of the acquisition and renovation of cooperative unit 4-F located at 494 South Ocean Avenue, Freeport, Town of Hempstead, Nassau County, New York and the



acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities; and

(D) refinancing of the Nassau County Industrial Development Agency Civic Facility Revenue Bonds (Alliance of Long Island Agencies, Inc./ Community Services for the Mentally Retarded, Inc. Project), Series 2003A-E, issued by the Agency in the original aggregate principal amount of \$1,075,990 (the "Series 2003 Bonds"), approximately \$477,015 principal amount of which are outstanding, and the proceeds of which were used to finance all or a portion of the cost of acquiring, constructing, renovating or otherwise providing for six certain civic facilities (collectively, the "Series 2003 Facility") consisting of: (i) an individual residential alternative facility consisting of the acquisition of an approximately 0.3145 acre parcel of real property located at 844 Bedford Court, Uniondale, Town of Hempstead, Nassau County, New York and the renovation of an approximately 4,232 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to nine (9) adults with developmental disabilities, (ii) an individual residential alternative facility consisting of the acquisition of an approximately 3.000 acre parcel of real property located at 100 Red Spring Lane, Glen Cove, City of Glen Cove, Nassau County, New York and the renovation of an approximately 5,864 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as a children's residential facility for up to six (6) children with Autism, (iii) an individual residential alternative facility consisting of the acquisition of an approximately 0.2029 acre parcel of real property located at 1 Vivona Court, Bayville, Town of Oyster Bay, Nassau County, New York and the renovation of an approximately 3,334 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to ten (10) adults with developmental disabilities, (iv) an individual residential alternative facility consisting of the acquisition of an approximately 0.2066 acre parcel of real property located at 209 Hillcrest Drive, Seaford, Town of Hempstead, Nassau County, New York and the renovation of an approximately 2,472 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (v) an individual residential alternative facility consisting of the acquisition of an approximately 0.3144 acre parcel of real property located at 188 Syosset-Woodbury Road, Syosset, Town of Oyster Bay, Nassau County, New York and the renovation of an approximately 2,834 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to eight (8) adults with developmental disabilities, and (vi) an individual residential alternative facility consisting of the acquisition and renovation of

cooperative unit B-1 located at 45 Grand Avenue, Rockville Centre, Town of Hempstead, Nassau County, New York and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to three (3) adults with developmental disabilities; and

(E) refinancing of the Nassau County Industrial Development Agency Civic Facility Revenue Bonds (Alliance of Long Island Agencies, Inc./ Community Services for the Mentally Retarded, Inc. Project), Series 2004A-C, issued by the Agency in the original aggregate principal amount of \$2,119,793 (the "Series 2004 Bonds"), approximately \$1,214,304 principal amount of which are outstanding, and the proceeds of which were used to finance all or a portion of the cost of acquiring, constructing, renovating or otherwise providing for nine certain civic facilities (collectively, the "Series 2004 Facility") consisting of: (i) an individual residential alternative facility consisting of the acquisition of an approximately 0.2479 acre parcel of real property located at 150 South Merrick Avenue, Merrick, Town of Hempstead, Nassau County, New York and the renovation of an approximately 3,132 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to eight (8) adults with developmental disabilities, (ii) an individual residential alternative facility consisting of the acquisition of an approximately 0.2583 acre parcel of real property located at 156 St. Andrews Lane, Glen Cove, City of Glen Cove, Nassau County, New York and the renovation of an approximately 3,402 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, (iii) an individual residential alternative facility consisting of the acquisition of an approximately 0.5007 acre parcel of real property located at 592 Pearl Street, Oceanside, Town of Hempstead, Nassau County, New York and the renovation of an approximately 2,328 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to seven (7) adults with developmental disabilities, (iv) an individual residential alternative facility consisting of the acquisition of an approximately 0.1837 acre parcel of real property located at 11 Cornwell Street, Rockville Centre, Town of Hempstead, Nassau County, New York and the renovation of an approximately 4,652 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to eleven (11) adults with developmental disabilities, (v) an individual residential alternative facility consisting of the acquisition of an approximately 0.2713 acre parcel of real property located at 5 The Pines, Roslyn Estates, Town of North Hempstead, Nassau County, New York and the renovation of an approximately 2,830 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use

as an individualized residential alternative facility for up to six (6) adults with developmental disabilities [the Applicant subsequently requested that this property be removed from the Facility and the subject financing], (vi) an individual residential alternative facility consisting of the acquisition of an approximately 0.6112 acre parcel of real property located at 28 Sea Spray Drive East, Lido Beach, Town of Hempstead, Nassau County, New York and the renovation of an approximately 3,096 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as a children's residential facility for up to six (6) children with Autism, (vii) an individual residential alternative facility consisting of the acquisition of an approximately 0.2009 acre parcel of real property located at 1335 Jay Street, Seaford, Town of Hempstead, Nassau County, New York and the renovation of an approximately 3,018 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to eight (8) adults with developmental disabilities, (viii) an individual residential alternative facility consisting of the acquisition of an approximately 0.3306 acre parcel of real property located at 3800 Waverly Avenue, Seaford, Town of Hempstead, Nassau County, New York and the renovation of an approximately 2,731 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities, and (ix) an individual residential alternative facility consisting of the acquisition of an approximately 0.2277 acre parcel of real property located at 2 Neubrech Court, Jericho, Town of Oyster Bay, Nassau County, New York and the renovation of an approximately 2,472 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an individualized residential alternative facility for up to six (6) adults with developmental disabilities; and

(F) refinancing of the Nassau County Industrial Development Agency Civic Facility Revenue Bonds (Alliance of Long Island Agencies, Inc./ Community Services for the Mentally Retarded, Inc. Project), Series 2005A-A, issued by the Agency in the original aggregate principal amount of \$2,625,000 (the "Series 2005 Bonds"), approximately \$890,000 principal amount of which are outstanding, and the proceeds of which were used to finance all or a portion of the cost of acquiring, constructing, renovating or otherwise providing for two certain civic facilities (collectively, the "Series 2005 Facility") consisting of: (i) an administration building consisting of the renovation of an approximately 53,656 square foot building located on approximately 3.02 acre parcel of real property located at 115 East Bethpage Road, Plainview, Town of Oyster Bay, Nassau County, New York including related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an administration building, and (ii) an administration building consisting of the renovation of an 10,972 square foot building located at 189 Wheatley Road, Brookville, Town of Oyster Bay, Nassau County, New York (commonly referred to as the "Mansion") including related structures and facilities, and the acquisition and

installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as an administration building; and

(G) refinancing of the Nassau County Industrial Development Agency Civic Facility Revenue Bonds (Alliance of Long Island Agencies, Inc./Nassau Community Mental Retardation Services Company, Inc. Project), Series 2003A-H, issued by the Agency in the original aggregate principal amount of \$644,000 (the "Series 2003 NCMRS Bonds"), approximately \$269,645 principal amount of which are outstanding, and the proceeds of which were used to finance all or a portion of the cost of acquiring, constructing, renovating or otherwise providing for a certain civic facility (the "Series 2003 NCMRS Facility") consisting of: the renovation of an approximately 94,450 square foot building located on approximately 4.722 acres of land located at 230 Hanse Avenue, Freeport, Town of Hempstead, Nassau County, New York, to be used in connection with a day program for persons with mental retardation and developmental disabilities; and

(H) refinancing of the Nassau County Industrial Development Agency Civic Facility Revenue Bonds (Alliance of Long Island Agencies, Inc./Advantage Planning, Inc. Project), Series 2003A-C, issued by the Agency in the original aggregate principal amount of \$2,170,000 (the "Series 2003 Advantage Planning Bonds"), approximately \$1,836,066 principal amount of which are outstanding, and the proceeds of which were used to finance all or a portion of the cost of acquiring, constructing, renovating or otherwise providing for a certain civic facility (the "Series 2003 Advantage Care Facility") consisting of: the renovation of an approximately 5,054 square foot building located on a portion of an approximately 20 acre parcel of land at 189 Wheatley Road, Brookville, Town of Oyster Bay, Nassau County, New York, all for use as an Article 28 Diagnosis & Treatment Clinic for persons with mental retardation and developmental disabilities [the Applicant subsequently requested that these properties be removed from the Facility and the subject financing]; and

(I) refinancing certain taxable indebtedness, incurred to pay, or otherwise financing, the costs of the acquisition, construction, renovation and/or equipping of the following seven (7) certain civic facilities (collectively, the "HSBC Mortgage Funded Facilities") consisting of: (i) an individual residential alternative facility consisting of the acquisition of an approximately 3.000 acre parcel of real property located at 100 Red Spring Lane, Glen Cove, City of Glen Cove, Nassau County, New York and the renovation of an approximately 5,864 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as a children's residential facility for up to six (6) children with Autism, (ii) an individual residential alternative facility consisting of the acquisition of an approximately 0.6112 acre parcel of real property located at 26 Sea Spray Drive East, Lido Beach, Town of Hempstead, Nassau County, New York and the renovation of an approximately 3,110 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as a children's residential facility for up to six (6) children with Autism, (iii) an individual residential alternative facility consisting of the

acquisition of an approximately 0.6112 acre parcel of real property located at 28 Sea Spray Drive East, Lido Beach, Town of Hempstead, Nassau County, New York and the renovation of an approximately 3,096 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as a children's residential facility for up to six (6) children with Autism, (iv) an individual residential alternative facility consisting of the acquisition of an approximately 0.6112 acre parcel of real property located at 30 Sea Spray Drive East, Lido Beach, Town of Hempstead, Nassau County, New York and the renovation of an approximately 3,301 square foot single-family residence and related structures and facilities, and the acquisition and installation of equipment and furnishings, including without limitation, telephone systems, alarms, furniture and computers, all for the use as a children's residential facility for up to six (6) children with Autism, (v) an approximately 3,158 square foot single family residence and related structures and facilities for use as an individual residential alternative facility for up to six (6) adults with developmental disabilities, such facility to be located on an approximately 0.1791 acre parcel of land located at 1070 Bellmore Road, Bellmore, Town of Hempstead, Nassau County, New York, (vi) an approximately 2,484 square foot single family residence and related structures and facilities for use as an individual residential alternative facility for up to six (6) adults with developmental disabilities, such facility to be located on an approximately 0.1803 acre parcel of land located at 1669 Lee Street, Valley Stream, Town of Hempstead, Nassau County, New York, and (vii) an approximately 2,824 square foot single family residence and related structures and facilities for use as an individual residential alternative facility for up to six (6) adults with developmental disabilities, such facility to be located on an approximately 0.1752 acre parcel of land located at 61 Pickwick Drive, Syosset, Town of Oyster Bay, Nassau County, New York; and

(J) refinancing certain taxable indebtedness, incurred to pay, or otherwise financing, the costs of the acquisition, construction, renovation and/or equipping of the following twelve (12) certain civic facilities (collectively, the "TD Bank Funded Facilities") consisting of: (i) an approximately 3,335 square foot single family residence and related structures and facilities for use as an individual residential alternative facility for up to six (6) adults with developmental disabilities, such facility to be located on an approximately 0.1635 acre parcel of land located at 2 Morris Road, Bethpage, Town of Oyster Bay, Nassau County, New York, (ii) an approximately 2,144 square foot single family residence and related structures and facilities for use as an individual residential alternative facility for up to eight (8) adults with developmental disabilities, such facility to be located on an approximately 0.1921 acre parcel of land located at 487 Sand Hill Road, Wantagh, Town of Hempstead, Nassau County, New York, (iii) an approximately 2,482 square foot single family residence and related structures and facilities for use as an individual residential alternative facility for up to six (6) adults with developmental disabilities, such facility to be located on an approximately 0.1832 acre parcel of land located at 25 Martin Place, Syosset, Town of Oyster Bay, Nassau County, New York, (iv) an approximately 2,494 square foot single family residence and related structures and facilities for use as an individual residential alternative facility for up to six (6) adults with developmental disabilities, such facility to be located on an approximately 0.1722 acre parcel of land located at 76 Wolf Avenue, Malverne, Town of Hempstead, Nassau County, New York, (v) an

approximately 2,661 square foot single family residence and related structures and facilities for use as an individual residential alternative facility for up to six (6) adults with developmental disabilities, such facility to be located on an approximately 0.2358 acre parcel of land located at 925 Melvin Drive North, Bellmore, Town of Hempstead, Nassau County, New York (vi) an approximately 2,799 square foot single family residence and related structures and facilities for use as an individual residential alternative facility for up to six (6) adults with developmental disabilities, such facility to be located on an approximately 0.2342 acre parcel of land located at 17 Elmwood Lane, Syosset, Town of Oyster Bay, Nassau County, New York, (vii) an approximately 4,732 square foot single family residence and related structures and facilities for use as an individual residential alternative facility for up to ten (10) adults with developmental disabilities, such facility to be located on an approximately 1.2700 acre parcel of land located at 333 Jericho Turnpike, Old Westbury, Town of Oyster Bay, Nassau County, New York, (viii) an approximately 36,364 square foot school for students with Autism, located at 189 Wheatley Road, Brookville, Town of Oyster Bay, Nassau County, New York (commonly known as the "Cissy Birnbaum Building"), (ix) an approximately 14,709 square foot school for students with mental and developmental disabilities, located at 189 Wheatley Road, Brookville, Town of Oyster Bay, Nassau County, New York (commonly known as the "Silver School), (x) a respite home facility of approximately 2,030 square feet located on approximately 0.1377 acres of land located at 7 Fisher Lane, Levittown, Town of Hempstead, Nassau County, New York for use as a respite home for persons with mental and developmental disabilities, (xi) an approximately 3,117 square foot single family residence and related structures and facilities for use as an individual residential alternative facility for up to six (6) adults with developmental disabilities, such facility to be located on an approximately 0.3062 acre parcel of land located at 25 Rugby Road, Westbury, Town of Hempstead, Nassau County, New York, and (xii) a respite home facility of approximately 2,411 square feet based on approximately 0.3600 acres of land located at 1818 West Seamans Neck Road, Seaford, Town of Hempstead, Nassau County, New York for use as a Nassau County Crisis Respite Home for persons with mental and developmental disabilities; and

(K) refinancing certain taxable indebtedness incurred to pay, or otherwise financing the costs of the acquisition, construction, renovation and/or equipping of an approximately 2,650 square foot single family residence and related structures and facilities (the "HSBC Line of Credit Facility") for use as an individual residential alternative facility for up to six (6) adults with developmental disabilities, such facility to be located on an approximately 0.2152 acre parcel of land located at 32 William Street, Glen Head, Town of Oyster Bay, Nassau County, New York; and

(L) refinancing certain taxable indebtedness incurred to pay, or otherwise financing the costs of the acquisition, construction, renovation and/or equipping of certain renovations (the "AHRC Line of Credit Facility") to an approximately 94,450 square foot building located on an approximately 4.722 acre parcel of land located at 230 Hanse Avenue, Freeport, Town of Hempstead, Nassau County, New York, for use as a vocational workshop for persons with mental and developmental disabilities; and

(M) financing of the acquisition, construction, renovation and/or equipping of a certain civic facility (the "2012 Facility") consisting of an existing building of approximately 25,052 square feet on 1.599 acres of land located at 280 Crossways Park Drive, Woodbury, Town of Oyster Bay, Nassau County, New York for use as a special education pre-school for children with developmental disabilities; and

(N) funding a debt service reserve fund, if any, and paying capitalized interest, if any, and certain other costs incidental to the issuance of the Bonds (the costs associated with items (A) through (M) above, excluding items (E)(v) and (H), being hereinafter collectively referred to as the "Project Costs"); and

WHEREAS, the Chief Executive Officer of the Issuer (A) caused notice of a public hearing of the Issuer (the "Public Hearing") pursuant to Section 147(f) of the Code, to hear all persons interested in the Project and the Financial Assistance, to be published on October 4, 2012, in Newsday, a newspaper of general circulation available to the residents of Nassau County, New York; (B) conducted the Public Hearing on October 24, 2012 at Oyster Bay Community Center, 59 Church Street, Oyster Bay, Town of Oyster Bay, Nassau County, New York; and (C) prepared a report of the Public Hearing (the "Report") which fairly summarized the views presented at said public hearing and distributed same to the board of directors of the Issuer and to the County Executive of Nassau County, New York (the "County Executive"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act"), and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the appropriate personnel of the Issuer reviewed the environmental assessment form and other materials submitted by the Applicant and made any necessary comments to the directors of the Issuer, and by resolution of the directors of the Issuer adopted on the date hereof, the Issuer decided to conduct an uncoordinated review of the Project and determined that the Project is a Type II action under SEQRA and that the Project will not have a significant effect on the environment; and

WHEREAS, the Issuer has given due consideration to the Application and to the representations made by the Applicant therein and in certain supplemental documents; and

WHEREAS, the Issuer desires to encourage the Applicant to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest, by undertaking the Project in Nassau County, New York; and

WHEREAS, in order to finance a portion of the costs of the acquisition, construction, renovation, equipping and installation of the Project, and for incidental and related costs and to provide funds to pay the costs and expenses of the issuance of the Bonds, the Issuer is prepared to issue the Bonds in one (1) or more series, all pursuant to the Act and to secure the

Bonds pursuant to an Indenture of Trust, including any supplements thereto (the "Indenture") to be entered into between the Issuer and U.S. Bank National Association, a national banking association, acting as trustee (the "Trustee"); and

WHEREAS, further in conjunction with the issuance of the Bonds, the Issuer will loan the proceeds thereof to the Applicant pursuant to a Loan Agreement (the "Loan Agreement") between the Issuer and the Applicant; and

WHEREAS, there may also be entered into in connection with the foregoing a Tax Compliance Agreement, one (1) or more Guaranty Agreements, an Environmental Compliance and Indemnification Agreement, and one (1) or more Mortgages and Assignments of Mortgage; and

WHEREAS, the Applicant will make certain representations, warranties and covenants for the benefit of one or more banking institution(s), as the initial purchaser (the "Purchaser") of the Bonds, pursuant to a Bond Purchase and Continuing Covenants Agreement (the "Bond Purchase Agreement"), by and between the Applicant and the Purchaser; and

WHEREAS, one (1) or more series of Bonds will be issued with the intent that the interest thereon will be excludable from gross income for federal income tax purposes (such series of Bonds, the "Tax-Exempt Bonds"); and

WHEREAS, interest on any Tax-Exempt Bonds will not be excludable from gross income for federal income tax purposes unless, pursuant to Section 147(f) of the Code and the regulations of the United States Treasury Department thereunder (the "Treasury Regulations"), the issuance of the Tax-Exempt Bonds is approved by the County Executive of Nassau County, New York (the "Public Approval"); and

WHEREAS, having complied with the notice requirements of Section 147(f) of the Code and the requirements of SEQRA with respect to the Project, but subject to obtaining the Public Approval, the Issuer now desires to make its determination to proceed with the Project and issue the Bonds, subject to the terms hereof; and

WHEREAS, in order to consummate the aforesaid financing, the Issuer proposes to execute, issue and deliver the Bonds and the Issuer proposes to: (A) execute and deliver the Indenture, (B) execute and deliver the Loan Agreement, (C) execute and deliver the Tax Compliance Agreement, and (D) execute and deliver certain other documents, instruments and agreements in connection therewith;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE NASSAU COUNTY LOCAL ECONOMIC ASSISTANCE CORPORATION AS FOLLOWS:

Section 1. The Issuer has reviewed the Application and the Report and, based upon the representations made by the Applicant to the Issuer and the recommendations of the Staff to



the board of directors of the Issuer, the Issuer hereby determines that the Project will promote and is authorized by and will be in furtherance of the policy of the State of New York as set forth in the Act and hereby authorizes the Applicant to proceed with the Project. The Issuer further determines that:

- (a) The Project constitutes a “project” contemplated by the Act; and
- (b) The 2012 Facility is located entirely within the boundaries of the Town of Oyster Bay, Nassau County, New York, and is not located within the boundaries of any incorporated village; and
- (c) The financing of a portion of the costs of the Project by the Issuer and the loan of the proceeds of the sale of the Bonds to the Applicant is reasonably necessary to induce the Applicant to proceed with the Project and to maximize the Applicant’s employment within Nassau County, New York.

Section 2. The Issuer hereby determines that the Issuer has complied with the notice requirements of Section 147(f) of the Code and the requirements of SEQRA that apply to the Project, subject to obtaining the Public Approval with respect to the Tax-Exempt Bonds.

Section 3. Having considered fully all comments received at or in connection with the Public Hearing, the Issuer hereby determines to proceed with the Project, the issuance of the Bonds and the granting of additional financial assistance to the Applicant in the form of an exemption from mortgage recording tax (together with the issuance of the Bonds, collectively, the “Financial Assistance”), subject to the terms hereof.

Section 4. The Issuer hereby authorizes the Chief Executive Officer of the Issuer to request that Nassau County, New York, acting through the County Executive, approve the issuance of the Tax-Exempt Bonds and the granting of the other Financial Assistance.

Section 5. The Project will be financed through the issuance of the Bonds of the Issuer, which Bonds will be special obligations of the Issuer payable solely from the revenues and other amounts derived pursuant to the Loan Agreement.

Section 6. The Chief Executive Officer, the Chief Financial Officer and other officers of the Issuer and other appropriate officials of the Issuer and its agents and employees are hereby authorized and directed to take whatever steps may be necessary to cooperate with the Applicant to assist in the financing of a portion of the costs of the acquisition, construction, renovation, equipping and installation of the Project.

Section 7. The Applicant is authorized to initiate the acquisition, construction, renovation, equipping and installation of the Project and to advance such funds as may be necessary to accomplish such purposes, subject to reimbursement for all qualifying expenditures out of the proceeds of the Bonds. The Issuer is hereby authorized to enter into such agreements

with the Applicant as the Chairman, Vice Chairman, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary, Chief Executive Officer and/or Chief Financial Officer may deem necessary in order to accomplish the above.

Section 8. Any qualified costs incurred by the Applicant in initiating the acquisition, construction, renovation, equipping and installation of the Project shall be reimbursed by the Issuer from the proceeds of the Bonds as provided in the Indenture; provided that the Issuer incurs no liability with respect thereto except as otherwise provided in this Resolution.

Section 9. Subject to receipt by the Issuer of the Public Approval with respect to the Tax-Exempt Bonds, to accomplish the purposes of the Act and to provide for the financing of a portion of the cost of the acquisition, construction, renovation, equipping and installation of the Project, the issuance of the Bonds of the Issuer is hereby authorized subject to the provisions of this Resolution and the Indenture hereinafter authorized.

The Bonds authorized to be issued, executed, sold and delivered hereunder shall be dated as provided in the Indenture, may be issued in fully registered form (subject to the Book-Entry Only system of the Depository Trust Company), shall be payable as to principal and redemption premium, if any, at the principal office of the Trustee, shall be payable as to interest by check, draft or wire transfer as provided in the Indenture, shall be issued as one or more serial and/or term bonds and in the approximate aggregate principal amount of \$33,630,664 but not to exceed \$35,000,000, having maturity dates and bearing interest from their date at interest rates to be set forth in the Bonds, which terms are specifically incorporated herein by reference with the same force and effect as if fully set forth in this Resolution, such interest to be payable as stipulated in the Indenture until the payment in full of the principal amount thereof and subject to such terms of redemption prior to the maturity thereof and to have such other terms and provisions and be issued in such manner and on such conditions, all as set forth in the Bonds and as set forth in the Indenture, and as finally determined by a certificate of determination by an officer of the Issuer or by acceptance of a Bond Purchase Agreement by an officer of the Issuer containing such determination.

The provisions for signatures, authentication, payment, delivery, redemption and number of the Bonds shall be as set forth in the Indenture.

The Bonds shall be secured by the pledge effected by the Indenture and shall be payable solely from and secured by a pledge of the loan payments, revenues and receipts derived from or in connection with the Project, to the extent set forth in the Indenture and the Loan Agreement. The Bonds, together with the interest thereon, are special obligations of the Issuer, payable solely as provided in the Indenture, including from moneys deposited in the funds and accounts established by the Indenture (subject to disbursements therefrom in accordance with the Indenture and the Loan Agreement), except the Rebate Fund, and shall never constitute a debt of the State of New York or of the County of Nassau, New York, and neither the State of New York nor the County of Nassau, New York, shall be liable thereon, nor shall the Bonds be payable out of any funds of the Issuer other than those pledged therefor. The payment of the principal of,

redemption premium, if any, and interest on the Bonds may be guaranteed by the Applicant and Nassau County AHRC Foundation, Inc. pursuant to one (1) or more Guaranty Agreements, the forms of which are hereby approved.

Section 10. The Issuer hereby determines to, and the officers of the Issuer and other appropriate officials of the Issuer and its agents and employees are hereby authorized to: (A) cause the Applicant to proceed with the Project, (B) use the proceeds of the Bonds to finance, acquire, construct, renovate, equip and install the Project, including paying all or a portion of the costs of issuance with respect thereto, (C) secure the Bonds by vesting certain powers and duties in the Trustee pursuant to the Indenture, and by assigning to the Trustee certain of the Issuer's rights and remedies under the Loan Agreement, including the right to collect and receive loan payments payable thereunder (except for the Issuer's Unassigned Rights as defined in the Loan Agreement) pursuant to the Indenture, and (D) file the applicable Information Return for Private Activity Bond Issues, Form 8038 (the "Information Return") in the manner and at the places provided in the Code. All acts heretofore taken by the Issuer with respect to the Project are hereby approved, ratified and confirmed.

Section 11. The execution and delivery of the Indenture, the Bonds, the Loan Agreement and the Tax Compliance Agreement (the documents referenced in this Section 11, together with all other documents, instruments, and certificates contemplated thereby or appropriate to the contemplated transactions, being, collectively, the "Issuer Documents"), each being similar in form to those approved by the Issuer for prior financings, are hereby authorized. The Chairman, Vice Chairman, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary, Chief Executive Officer and Chief Financial Officer of the Issuer are each hereby authorized to execute, acknowledge and deliver each such Issuer Document, and the Chief Executive Officer, the Secretary and the Assistant Secretary are each hereby authorized to affix the seal of the Issuer on each such Issuer Document, as applicable, and attest the same. The execution and delivery of each such Issuer Document by any one said officer shall be conclusive evidence of due authorization and approval.

Section 12. All covenants, stipulations, obligations and agreements of the Issuer contained in this Resolution and contained in the Issuer Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Issuer to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Issuer 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 Issuer or the directors thereof by the provisions of this Resolution and the Issuer Documents shall be exercised or performed by the Issuer or by such directors, members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in any of the Issuer Documents shall be deemed to be a covenant, stipulation, obligation or

agreement of any director, member, officer, agent or employee of the Issuer in his or her individual capacity, and neither the members or directors of the Issuer nor any officer executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 13. The Issuer is hereby authorized to cause the Applicant to proceed with the Project, the agreed costs thereof to be paid by the Issuer by the application of the proceeds of the Bonds, all as particularly authorized by the terms and provisions of the Loan Agreement and the Indenture.

Section 14. The Chairman, Vice Chairman, Chief Executive Officer, the Chief Financial Officer and the officers of the Issuer are hereby designated the authorized representatives of the Issuer, and each of them is hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution, the Issuer Documents and the issuance of the Bonds.

Section 15. Any expenses incurred by the Issuer with respect to the Project and the financing thereof, including, without limitation, the fees and expenses of the Issuer and Bond Counsel and bond issuance and other fees imposed by the State of New York, if any, shall be reimbursed out of the proceeds of the Bonds. In the event such proceeds are insufficient after payment of other costs of the Project or bonds are not issued by the Issuer for any reason, such expenses shall be paid by the Applicant. By accepting this Resolution, the Applicant agrees to pay such expenses and further agrees to indemnify the Issuer, its directors, members, officers, employees and agents and hold the Issuer 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 Issuer in good faith with respect to the Project and the financing thereof.

Section 16. The findings of the Issuer set forth herein are intended to be a statement of the Issuer's "official intent" as required by, and in conformance with, the provisions of Treasury Regulation Section 1.150-2(e). This Bond Resolution is subject to further compliance with the provisions of Sections 141 through 150 and related provisions of the Code, including, without limitation, the obtaining of the Public Approval.

Section 17. The Issuer recognizes that due to the unusual complexities of the financing it may become necessary that certain of the terms approved hereby may require modifications from time to time which will not affect the intent and substance of the authorizations and approvals by the Issuer herein. The Issuer hereby authorizes the Chairman, Vice Chairman, Chief Executive Officer, Chief Financial Officer, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary of the Issuer to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution. The approval of such modifications shall be evidenced by the certificate of determination of an Issuer officer or the execution and delivery by some or all such Issuer officers of relevant documents containing such modified terms.

Section 18. The officers of the Issuer are each hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such further acts as may be necessary or convenient to implement the provisions and intent of this Resolution.

Section 19. This Resolution shall take effect immediately and shall be effective for three (3) months from the date of its adoption (except for the matters set forth in Section 15 of this Resolution which shall survive any such expiration).

Jeffrey L. Seltzer	VOTING	AYE
Gary Weiss	VOTING	AYE
Bruce Ungar	VOTING	AYE
Christopher Fusco	EXCUSED	

The foregoing Resolution was thereupon declared duly adopted.

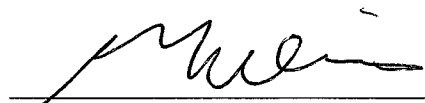
STATE OF NEW YORK                    )  
  ) SS.:  
COUNTY OF NASSAU                    )

I, the undersigned [~~Asst.~~] Secretary of the Nassau County Local Economic Assistance Corporation (the "Issuer"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the board of directors of the Issuer, including the Resolution contained therein, held on November 6, 2012, with the original thereof on file in my 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.

I FURTHER CERTIFY that (A) all directors of the Issuer 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 board of directors of the Issuer present throughout said meeting.

I 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, I have hereunto set my hand and affixed the seal of the Issuer this 6th day of November, 2012.

  
\_\_\_\_\_  
[~~Asst.~~] Secretary  
(SEAL)