

Resolution Addressing Governance Matters

A regular meeting of the Nassau County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 1550 Franklin Avenue, Mineola, Nassau County, New York on November 9, 2015 at 5:00 p.m., local time.

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

PRESENT:

Timothy Williams	Chairman
John Coumatos	Vice Chairman
Gary Weiss	Secretary
Christopher Fusco	Asst. Secretary
Michael Rodin	

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Joseph J. Kearney	Executive Director
Joseph Foarile	Chief Financial Officer
Colleen Pereira	Administrative Director
Nicholas Terzulli	Director of Business Development
Paul O'Brien, Esq.	Bond/Transaction Counsel

The attached resolution no. 2015-68 was offered by G. Weiss, seconded by C. Fusco:

Resolution No. 2015-68

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY (THE "AGENCY")
ADOPTING CERTAIN POLICIES AND PROCEDURES
AND ADDRESSING OTHER MATTERS
IN CONNECTION WITH GOVERNANCE

WHEREAS, the Nassau County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title I of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act"), and Chapter 674 of the 1975 Laws of New York, as amended, constituting Section 922 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, industrial and commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the Agency wishes to amend and restate and/or adopt certain policies and procedures to ensure continued compliance with current best practices in governance and applicable law, including, without limitation, the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009; and

WHEREAS, the Agency wishes to address other matters in connection with the governance of the Agency;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The Agency hereby adopts as a formal policy of the Agency the Fleet Vehicle Policy annexed hereto in Exhibit A (collectively, the "Fleet Policy") as part of the Agency's Policy Manual as recommended by the Governance Committee. The Fleet Policy hereby replaces any and all policies heretofore adopted by the Agency with respect to the subject matter thereof.

Section 2. This Resolution shall not preclude the Agency from adopting other or further policies relating to governance and activities as determined from time to time by the members of the Agency.

Section 3. This Resolution shall take effect immediately.

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

Gary Weiss	VOTING	Aye
Christopher Fusco	VOTING	Aye
Timothy Williams	VOTING	Aye
John Coumatos	VOTING	Aye
Michael Rodin	VOTING	Aye

The foregoing Resolution was thereupon declared duly adopted.


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

We, the undersigned [~~Assistant~~] Secretary and [~~Vice~~] Chairman of the Nassau County Industrial Development Agency (the "Agency"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on November 9, 2015 with the original thereof on file in our 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 matter therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency 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 members of the Agency present throughout said meeting.

WE 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, we have hereunto set our hands and affixed the seal of the Agency this 9th day of November, 2015.



[~~Assistant~~] Secretary



[~~Vice~~] Chairman

(SEAL)

EXHIBIT A

See Attached

NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY

FLEET VEHICLE POLICY

POLICY PURPOSE: It is the policy of the Nassau County Industrial Development Agency (the "Agency") to conduct its operations in compliance with the highest standards of conduct and ethical behavior and with best practices applicable to industrial development agencies and to operate in an accountable and transparent manner. The purpose of this Fleet Vehicle Policy (this "Policy") is to establish procedures for the appropriate use of all vehicles owned or leased by the Agency.

AUTHORITY: Section 2824(1) of the New York State Public Authorities Law requires the members of the Nassau County Industrial Development Agency (the "Agency") to adopt, understand, review and monitor the implementation of fundamental financial and management controls.

SECTION 1. DEFINITIONS

- A. "Fleet Manager" shall mean the Agency officer or employee appointed by the members of the Agency or the Executive Director to carry out the duties and responsibilities of the Fleet Manager under this Policy and applicable law.
- B. "Fleet Vehicle" or "Fleet Vehicles" shall mean any and all motor vehicles (including any cars, trucks, vans, buses and motorcycles) that are licensed by the Department of Motor Vehicles or similar agency for use on public highways or streets, and that are owned or leased by the Agency.

SECTION 2. FLEET MANAGER

The Fleet Manager's duties and responsibilities shall include the following:

- a. Maintain documentation of Fleet Vehicle history, use, maintenance and repair, which shall include, without limitation, maintenance logs, fuel usage logs and a log setting forth the cumulative costs of parts, labor and overhead.
- b. Maintain documentation of the conduct of authorized drivers of Fleet Vehicles including tracking collisions, damages, theft or other loss, incidents and violations.
- c. Manage motor vehicle inspections, recalls and warranties with respect to Fleet Vehicles.

- d. Make recommendations with respect to (i) the purchase of extended warranties for Fleet Vehicles, and (ii) whether and when to refurbish or replace Fleet Vehicles.
- e. Review Fleet Vehicle use agreements and obtain acknowledgments from drivers as set forth in this Policy.
- f. Review, on a quarterly basis, the use of all Fleet Vehicles and implement adjustments, as required.
- g. Provide guidance to the Agency's Contracting Officer in connection with (i) procurement of Fleet Vehicles, (ii) obtaining insurance for all Fleet Vehicles, and (iii) procurements for maintenance and repair of Fleet Vehicles. All such procurements shall be conducted in compliance with the Agency's Statement of Procurement Policy and Procedures (as in effect from time to time, the "Procurement Policy").
- h. Establish and implement preventive maintenance procedures for all Fleet Vehicles.
- i. Establish and implement repair procedures for all Fleet Vehicles.
- j. Identify surplus Fleet Vehicles and make recommendations to the Agency's Contracting Officer with respect to the sale or other disposal of such surplus Fleet Vehicles in accordance with the Agency's Disposition of Property Policy (as in effect from time to time, the "Disposition Policy"), including the means of disposal (e.g., public auction, sealed bids, trade-in). Notwithstanding any provision of the Disposition Policy, no Agency member, officer or employee shall bid for or purchase a surplus Agency Vehicle in connection with the Agency's disposal thereof.

SECTION 3. FLEET VEHICLE DESIGNATION

All motor vehicles (including any cars, trucks, vans, buses and motorcycles) that are licensed by the Department of Motor Vehicles or similar agency for use on public highways or streets, and that are owned or leased by the Agency, shall be treated as Fleet Vehicles.

SECTION 4. FLEET VEHICLE USE

Use of Fleet Vehicles is subject to compliance with the following requirements (collectively, the "Vehicle Use Requirements"):

- a. Fleet Vehicles may only be driven by Agency members, officers and employees authorized to drive Fleet Vehicles and who have signed and delivered to the Fleet Manager a fully-executed acknowledgment of the terms and conditions of this Policy.
- b. Fleet Vehicles shall be used only for official Agency business and only those passengers and/or materials necessary to conduct official Agency business shall be transported in Fleet Vehicles. Fleet Vehicles shall not be used for personal purposes; provided, however, that Fleet Vehicles may be used for commuting

purposes (as set forth in Section 6 of this Policy or for de minimis personal purposes, such as a stop for a personal errand on the way between authorized business stops or during authorized commuting).

- c. Drivers of Fleet Vehicles must have a driver's license valid in New York and shall carry such license on his or her person while operating the Fleet Vehicle. Drivers of Fleet Vehicles are required to report any changes to their licensing status to the Fleet Manager. No member, officer or employee of the Agency whose license is suspended, expired or revoked shall operate a Fleet Vehicle.
- d. Drivers of Fleet Vehicles shall comply with all traffic, parking and idling laws, rules and regulations. Drivers of Fleet Vehicles shall be solely responsible for any and all fines and/or penalties resulting from the violation of any traffic, parking or idling law, rule or regulations caused or incurred by such driver's operation of the Fleet Vehicle, including, without limitation, fines or penalties for operation of a cell phone or other portable electronic device while operating a vehicle. Drivers of Fleet Vehicles shall promptly notify the Fleet Manager of all parking tickets and moving violations that occur during the operation of a Fleet Vehicle.
- e. Drivers of Fleet Vehicles shall report any and all accidents, theft or loss that occur during the use or operation of a Fleet Vehicle to the applicable police department and to the Fleet Manager, shall obtain and complete all required reports, shall take pictures of accident scenes and damaged property (if possible), and shall cooperate fully in any insurance claims investigation. Drivers are expected to wait for responding police officers (unless injury dictates otherwise), cooperate with such police officers and follow up to obtain police reports. Drivers are reminded that it is inappropriate to discuss liability for or offer an opinion with respect to fault for an accident while at the scene of the accident.
- f. Drivers of Fleet Vehicles shall use caution, drive defensively and wear a seatbelt (and cause all passengers to wear seatbelts) at all times during the operation of a Fleet Vehicle.
- g. No driver shall (i) operate a Fleet Vehicle while under the influence of alcohol, illegal drugs or if impaired in any manner, (ii) possess and/or use or allow a passenger to possess and/or use alcohol, illegal drugs or other intoxicating or impairing substances in a Fleet Vehicle, (iii) carry and/or allow a passenger to carry a firearm or other weapon in a Fleet Vehicle, (iv) smoke and/or allow a passenger to smoke in a Fleet Vehicle, (v) make a duplicate copy of a Fleet Vehicle key, (vi) operate a Fleet Vehicle while talking on a non-hands free phone, texting or e-mailing, (vii) operate a Fleet Vehicle in a manner or for a purpose not intended by the manufacturer, (viii) operate a Fleet Vehicle with a known or obvious safety or mechanical problem, or (ix) operate a Fleet Vehicle with an expired or missing state inspection or registration certificate.
- h. All drivers of Fleet Vehicles shall record days of usage of Fleet Vehicles, mileage traveled and such other information as may be required by and in a format prescribed by the Fleet Manager.
- i. All fuel purchases shall be made using an Agency credit card and the driver of the Fleet Vehicle shall use best efforts to obtain fuel at the lowest possible cost, consistent with the manufacturer's recommendations with respect to fuel type and

- grade. Unless required by the manufacturer for a particular Fleet Vehicle, the Agency shall not use premium fuel for Fleet Vehicles.
- j. All purchases for emergency repairs shall be made using an Agency credit card. Drivers shall obtain and provide to the Fleet Manager receipts for all emergency repairs for a Fleet Vehicle. To the extent possible, drivers of Fleet Vehicles shall contact the Fleet Manager before authorizing any emergency repairs.
 - k. Drivers shall keep the interior of Fleet Vehicles in clean condition and shall promptly report any damage to a Fleet Vehicle.
 - l. Drivers of Fleet Vehicles shall familiarize themselves with the Fleet Vehicle and its features prior to operation thereof, including, without limitation, by reviewing the owner's manual provided by the manufacturer.
 - m. The Agency shall have the right, from time to time, to review the driver's record of a member, officer or employee who will operate a Fleet Vehicle and such members, officers and employees shall cooperate fully with the Agency in connection with such review of a driver's record through the New York State License Event Notification system. The Agency shall have the right to require any driver training that may it be deem necessary or reasonable prior to allowing an Agency member, officer or employee to operate a Fleet Vehicle.
 - n. Any medical condition that may impact a driver's ability to safely operate a Fleet Vehicle must be reported to the Agency's designated human resources representative.
 - o. The use of a Fleet Vehicle outside the County's limits requires prior written request to and approval from the Executive Director. The request must provide justification as to why public transportation will not be used.
 - p. Parking permits must be properly displayed to ensure visibility through the windshield. Such permits may only be used for official Agency business in connection with the Fleet Vehicle. Theft or loss of a parking permit shall be promptly reported to the Fleet Manager.

It is the policy of the Agency that the most cost-effective means of vehicle transportation shall be used by members, officers and employees in the performance of their duties and responsibilities to the Agency. Initial consideration should be given to use of a Fleet Vehicle when possible and, if a Fleet Vehicle is not available or its use is not in the best interest of the Agency, the Agency member, officer or employee should consult the Agency's Travel and Meal Policy and Reimbursement Policy Guidebook (as in effect from time to time, the "Travel Policy") to determine the most appropriate form of transportation.

A member, officer or employee of the Agency having a physical disability or with a documented medical condition requiring the use of a specially-equipped vehicle shall be exempt from the requirement that initial consideration be given to the use of a Fleet Vehicle.

Drivers who use a rented vehicle in the performance of their duties or responsibilities for the Agency shall be subject to the Vehicle Use Requirements.

SECTION 5. MISUSE OF FLEET VEHICLES

The unauthorized or inappropriate use of a Fleet Vehicle is considered misuse of the Fleet Vehicle and is not permitted. "Misuse" of a Fleet Vehicle includes, but is not limited to, (a) use of a Fleet Vehicle to transport family and/or friends for purposes not related to Agency business, (b) loaning or allowing a Fleet Vehicle to be used or operated by a person that is not authorized to operate a Fleet Vehicle, (c) use of a Fleet Vehicle for personal gain, whether financial or otherwise, (d) excessive unsafe driving violations, (e) excessive vehicle collisions for which the driver was at fault, and (f) other violations of this Policy. The misuse of a Fleet Vehicle is a violation of this Policy.

SECTION 6. USE OF FLEET VEHICLES FOR COMMUTING

As set forth above, Fleet Vehicles shall be used for Agency business only; provided, however, that the Agency may require that an authorized Agency member, officer or employee drive a Fleet Vehicle to commute between workplace and home, if the authorized Agency member, officer or employee works in field locations, responds to emergencies during non-business hours or for other reasons that are in the best interests of the Agency. In such instances, personal use of the Fleet Vehicle must be minimal and incidental only.

Pursuant to the Internal Revenue Code and regulations promulgated thereunder, the use of a Fleet Vehicle for personal and/or commuting purposes may be treated as a taxable fringe benefit to an Agency employee. As such, unless an exclusion applies under applicable law, drivers of Fleet Vehicles may be required to report the value of commuting privileges as a taxable fringe benefit. The value of such fringe benefits is calculated by the Agency, following methods prescribed by the Internal Revenue Service, and will be reported on an employee's W-2 as compensation. Employees of the Agency who drive a Fleet Vehicles must maintain records of their business and personal use of the Fleet Vehicle to validate estimated fringe benefit amounts.

SECTION 7. FLEET VEHICLE MAINTENANCE

Service and preventive maintenance of Fleet Vehicles shall be performed in accordance with factory recommendations for such Fleet Vehicle. Standards of acceptable quality for vehicle parts and fluids shall be as set forth in the factory recommendations for such Fleet Vehicle. Such service and preventive maintenance should be scheduled by the Fleet Manager so as to limit the disruption to Agency business and activities.

Drivers of Fleet Vehicles shall immediately notify the Fleet Manager of any issues or problems with a Fleet Vehicle. The Fleet Manager will assess the issue/problem and make the determination as to when and where repairs shall be made, subject to the requirements of the Procurement Policy.

SECTION 8. FLEET VEHICLE REPLACEMENT

Listed below are guidelines for the replacement of certain types of Fleet Vehicles:

Sedans and SUV's: 9 years and/or 80,000 miles

Passenger pickups and vans: 10 years and/or 80,000 miles.

The foregoing is a guide only and decisions regarding actual replacements shall be made by the Agency taking into account age, condition, mileage, use including engine hours, replacement funding, safety and other relevant factors.

SECTION 9. VIOLATION OF POLICY

The members, officers and employees of the Agency are hereby notified that violation of or failure to comply with the provisions of this Policy in connection with the use of Fleet Vehicles may result in disciplinary action, including, without limitation, revocation of Fleet Vehicle use privileges, termination of employment, dismissal from the board and/or referral for civil or criminal prosecution if warranted.

This Policy is subject to modification and amendment in the discretion of the members of the Agency, shall be filed annually with all local and state agencies as required under all applicable law and shall be posted on the Agency's website.

This Policy was adopted by the members of the Agency on November __, 2015.

ACKNOWLEDGMENT OF FLEET VEHICLE POLICY

I, _____, acknowledge and agree that I shall not drive any Fleet Vehicle (as defined in the Fleet Vehicle Policy (the "Policy")) of the Nassau County Industrial Development Agency (the "Agency")) until I have executed this Acknowledgment and delivered same to the Fleet Manager (as defined in the Policy). By executing this Acknowledgment, I am acknowledging that I have received a copy of the Policy, that I have read the Policy, and that I understand and agree to the terms and conditions set forth in the Policy.

Date: _____, 20__

Name:

Title: