

### **Resolution Addressing Governance Matters**

A meeting of the Board of the Nassau County Industrial Development Agency (the "Agency") was convened in public session at 1550 Franklin Avenue, Ceremonial Chambers, on February 27, 2020, at 6:45 p.m., local time.

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

**PRESENT:**

Richard Kessel	Chair
Lewis M. Warren	Vice Chair
Anthony Simon	2nd Vice Chair
Amy Flores	Treasurer
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Christopher Fusco	Asst. Secretary

**NOT PRESENT:**

N/A

**THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Harry Coghlan	Chief Executive Officer / Executive Director
Danielle Oglesby	Chief Operating Officer/ Deputy Executive Director
Catherine Fee	Director of Business Development/Chief Marketing Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Thomas D. Glascock, Esq.	General Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel

The attached resolution no. 2020-9 was offered by Anthony Simon, seconded by Timothy Williams:

Resolution No. 2020-9

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
ADOPTING BY-LAWS, CERTAIN CHARTERS, POLICIES AND PROCEDURES AND  
ADDRESSING OTHER MATTERS IN CONNECTION THEREWITH

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, upon recommendation of its Governance Committee, the Agency wishes to amend and restate and/or adopt or re-adopt its by-laws, certain charters, and 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, as amended;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby adopts the amended and restated by-laws of the Agency annexed hereto in Exhibit "A" (the "By-Laws") as part of the Agency's Policy Manual, which By-Laws shall hereby replace any and all by-laws previously adopted by the Agency.

Section 2. The Agency hereby adopts the amended and restated charters of the Agency's Audit, Finance, and Governance Committees annexed hereto as Exhibit "A" (collectively, the "Charters") as part of the Agency's Policy Manual, which Charters shall hereby replace any and all charters previously adopted by the Agency.

Section 3. Upon recommendation of its Governance Committee, the Agency hereby adopts its 2020 Mission Statement and Performance Measurements annexed hereto in Exhibit "A" (the "Mission Statement") as part of the Agency's Policy Manual, which Mission Statement shall hereby replace any and all mission statements previously adopted by the Agency.

Section 4. Upon recommendation of its Governance Committee, the Agency hereby adopts as formal policies of the Agency the provisions of the policies, practices and procedures annexed hereto in Exhibit "A" (collectively, the "2020 Policies") as part of the Agency's Policy Manual, which 2020 Policies shall hereby replace any and all policies previously adopted by the Agency.

Section 5. The Agency hereby determines that the proposed action is a Type II Action pursuant to Article 8 of the New York Environmental Conservation Law (including the regulations thereunder, "SEQRA") involving "continuing agency administration" which does not involve "new programs or major reordering of priorities that may affect the environment" (6 NYCRR §617.5(c)(26)) and therefore no findings or determination of significance are required under SEQRA.

Section 6. 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:

Richard M. Kessel	VOTING Aye
Lewis M. Warren	VOTING Aye
Anthony Simon	VOTING Aye
Timothy Williams	VOTING Aye
Chris Fusco	VOTING Aye
Amy Flores	VOTING Aye
John Coumatos	VOTING Aye

The foregoing Resolution was thereupon declared duly adopted.


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

We, the undersigned [Vice] Chair and [Assistance] Secretary 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 February 27, 2020, 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 matters 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 & 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 respective hands and affixed the seal of the Agency this 27<sup>th</sup> day of February, 2020.

  
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[Assistant] Secretary

  
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[Vice] Chair

(SEAL)