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 March 21, 2019, at 6:30 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 M. Kessel	Chair
Lewis M. Warren	Vice Chair
Anthony Simon	2nd Vice Chair
Timothy Williams	Secretary
Amy Flores	Treasurer
John Coumatos	Assistant Treasurer

ABSENT:

Chris Fusco	Assistant Secretary

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Harry Coghlan	Chief Executive Officer / Executive Director
Danielle Oglesby	Chief Operating Officer/ Deputy Executive Director
Joseph Foarile	Chief Financial Officer
Colleen Pereira	Administrative Director
Thomas D. Glascock, Esq.	General Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel

The attached resolution no. 2019-22 was offered by Lewis M. Warren, seconded by John Coumatos:

Resolution No. 2019-22

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO AMEND ITS BY-LAWS

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, in accordance with its charter, the Governance Committee of the Agency has recommended an amendment to the by-laws of the Agency, to recognize the executive offices of Chief Executive Officer / Executive Director and Chief Operating Officer / Deputy Executive Director and to address related matters; and

WHEREAS, the Agency wishes to so amend its by-laws;

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

Section 1. The Agency hereby accepts the recommendations of the Governance Committee and hereby amends its by-laws, as follows:

Article I, Section 5(b) and (c) is hereby amended and restated as follows:

(b) The members of the Agency shall appoint a Chief Executive Officer / Executive Director, a Chief Operating Officer / Deputy Executive Director, and a Chief Financial Officer of the Agency.

(c) The members of the Agency shall: (i) execute direct oversight of the Chief Executive Officer / Executive Director, the Chief Operating Officer / Deputy Executive Director, and other management of the Agency in the effective and ethical management of the Agency, and (ii) understand, review and monitor the implementation of fundamental financial and management controls and operations decisions of the Agency.

Article II, Section 11 is hereby amended and restated as follows:

Section 11. Chief Executive Officer / Executive Director; Chief Operating Officer / Deputy Executive Director.

(a) Chief Executive Officer / Executive Director and Chief Operating Officer / Deputy Executive Director. A Chief Executive Officer / Executive Director and a Chief Operating Officer / Deputy Executive Director shall be appointed by the members of the Agency. Both the Chief Executive Officer / Executive Director and Chief Operating Officer / Deputy Executive Director shall attend all meetings of the Agency. The Chief Executive Officer / Executive Director and Chief Operating Officer / Deputy Executive Director shall cause the Agency to carry out its Mission Statement, shall manage the business and affairs of the Agency, subject to the direction of the members of the Agency, and shall be charged with the management of all projects and staff of the Agency. Except as may otherwise be authorized by a resolution of the members of the Agency, the Chief Executive Officer / Executive Director, and, subject to Section 11(e) below, the Chief Operating Officer / Deputy Executive Director, may execute all agreements, contracts, deeds and other instruments and documents on behalf of the Agency. The Chief Executive Officer / Executive Director and Chief Operating Officer / Deputy Executive Director shall serve at the pleasure of the members of the Agency.

(b) The Chief Executive Officer / Executive Director shall also serve as the Contracting Officer of the Agency, and, as such, shall be responsible for (i) the disposition of property of the Agency, and (ii) the Agency's compliance with its property use, acquisition and disposition policies.

(c) The Chief Executive Officer / Executive Director shall also serve as the Chief Compliance Officer of the Agency and, as such, shall be responsible for ensuring that the Agency is in full compliance with the requirements of the Act, the Accountability Act, the Reform Act and all other applicable laws, rules and regulations.

(d) Every annual financial report of the Agency shall be certified in writing by the Chief Executive Officer / Executive Director that, based on the Chief Executive Officer / Executive Director's best knowledge, the information provided therein (i) is accurate and correct and does not contain any untrue statement of material fact, (ii) does not omit any material fact which, if omitted, would cause such report to be misleading in light of the circumstances under which such statements are made, and (iii) fairly presents in all material respect the financial condition and results of operations of the Agency as of, and for, the periods presented in such report.

(e) The aforementioned notwithstanding, the Chief Operating Officer / Deputy Executive Director shall perform the duties of the Chief Executive Officer / Executive Director in his or her absence or incapacity, and shall otherwise handle the day-to-day administrative affairs of the Agency. In the event of the resignation or death of the Chief Executive Officer / Executive Director, the Chief Operating Officer / Deputy Executive Director shall perform such duties as are imposed on his or her office until such time as the members of the Agency shall appoint a new Chief Executive Officer / Executive Director.

Article II, Section 12 is hereby amended and restated as follows:

Administrative Director. An Administrative Director may be appointed by the members of the Agency. The Administrative Director shall perform the duties of the Chief Executive Officer / Executive Director and the Chief Operating Officer / Deputy Executive Director in their

absence or incapacity, and shall otherwise handle the day-to-day administrative affairs of the Agency. In the event of the resignation or death of the Chief Executive Officer / Executive Director and the Chief Operating Officer / Deputy Executive Director, the Administrative Director shall perform such duties as are imposed on their office until such time as the members of the Agency shall appoint a new Chief Executive Officer / Executive Director and/or a new Chief Operating Officer / Deputy Executive Director. The Administrative Director shall serve at the pleasure of the members of Agency.

Article II, Section 13(b) is hereby amended and restated as follows:

(b) The Chief Financial Officer, under the supervision of the Chief Executive Officer / Executive Director and the Chief Operating Officer / Deputy Executive Director, shall have the care and custody of all funds of the Agency and shall deposit all such funds in the name of the Agency in such bank(s) or financial institution(s) as the members of the Agency may designate in compliance with applicable law.

Article II, Section 14(b) is hereby amended and restated as follows:

(b) The Chief Marketing Officer, under the supervision of the Chief Executive Officer / Executive Director and Chief Operating Officer / Deputy Executive Director, shall be responsible for the day-to-day marketing efforts of the Agency and shall ensure that such marketing efforts of the Agency are in full compliance with the requirements of the Act, the Accountability Act, the Reform Act and all other applicable laws, rules and regulations.

Article II, Section 15(b) is hereby amended and restated as follows:

(b) The selection and compensation of all personnel, including, without limitation, the Chief Executive Officer / Executive Director, Chief Operating Officer / Deputy Executive Director, Administrative Director, Chief Financial Officer and Chief Marketing Officer, shall be determined by the members of the Agency, subject to applicable law and the policies and procedures of the Agency. The members of the Agency may delegate to any officer or committee the power to appoint and/or remove any subordinate officer or employee.

Section 2. 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 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:

Richard M. Kessel	VOTING Aye
Lewis M. Warren	VOTING Aye
Anthony Simon	VOTING Aye
Timothy Williams	VOTING Aye
Chris Fusco	NOT PRESENT
Amy Flores	VOTING Aye
John Coumatos	VOTING Aye

The foregoing Resolution was thereupon declared duly adopted.

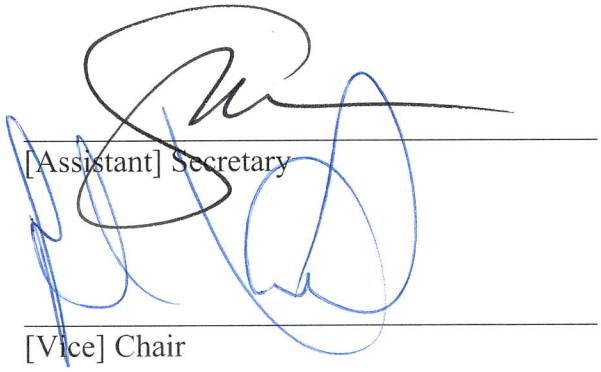
STATE OF NEW YORK)
) SS.:
COUNTY OF NASSAU)

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 March 21, 2019, 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 21st day of March, 2019.



[Assistant] Secretary

[Vice] Chair

(SEAL)