

Resolution Addressing Governance Matters

A regular meeting of the Nassau County Industrial Development Agency (the "Agency") was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, Mincola, County of Nassau, New York, on April 12, 2018, 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 Kessel	Chairman
Lewis M. Warren	Vice Chairman
Anthony Simon	2nd Vice Chairman
Timothy Williams	Secretary
Chris Fusco	Asst. Secretary

NOT PRESENT:

Amy Flores	Treasurer
John Coumatos	Asst. Treasurer

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

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

The attached resolution no. 2018-12 was offered by C. Fusco, seconded by A. Simon:

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY ADDRESSING GOVERNANCE MATTERS

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, County Executive Laura Curran has called upon the Agency to immediately increase transparency and accountability in its governance and operations; and

WHEREAS, the Agency wishes to amend certain policies and procedures to enhance transparency and accountability as requested by the County Executive and 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 may from time to time require the services of various consultants in connection with its "projects" and/or its operations;

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

Section 1. The Agency hereby determines that it shall conduct, at a minimum, quarterly meetings of the members of the Agency and hereby directs Staff of the Agency to establish and publish a list of such quarterly meetings. The Agency further directs Staff and General Counsel to prepare any required amendments of the Agency's by-laws and any other policies or procedures required to reflect such quarterly meetings and to present same to the members of the Agency for consideration at the next meeting of the members of the Agency.

Section 2. The Agency hereby determines that, upon receipt of a signed, formal Application for Financial Assistance (an "Application") from a project applicant (an "Applicant"), it shall be the policy of the Agency that such Application shall be promptly posted on the disclosure page of the Agency's website until such time as the Application is withdrawn

or the proposed project is approved or rejected by the members of the Agency, subject to exemption of portions thereof from disclosure pursuant to the Freedom of Information Law or other applicable law. The Agency further directs Staff and General Counsel to prepare any required amendments of the Agency's by-laws and any other policies or procedures required to reflect such additional disclosure requirement.

Section 3. The Agency hereby disbands and dissolves the Transactions Committee and hereby determines that, unless otherwise determined by the Chairman of the Agency in any particular case, an Applicant, upon submitting its Application, shall be required to appear before the members of the Agency to make an initial presentation of the proposed project and to seek a resolution of the members of the Agency authorizing Staff of the Agency to proceed with internal review and vetting processes and procedures; provided, however, that such resolution shall not be deemed to constitute either an approval by the Agency of the proposed project for the purposes of the Act or the State Environmental Quality Review Act or a commitment by the Agency to approve the proposed project or to grant any Financial Assistance (as defined in the Act) with respect thereto. The Agency further directs Staff and General Counsel to prepare any required amendments of the Agency's by-laws and any other policies or procedures required to reflect such requirements.

Section 4. The Agency hereby determines that Applicants shall be required to appear, either in person or by an authorized representative, attorney or consultant, at each public hearing conducted by the Agency with respect to their proposed projects for the purpose of making a presentation of the proposed project and answering any questions posed by members of the public in attendance at the public hearing(s). The Agency further directs Staff and General Counsel to prepare any required amendments of the Agency's by-laws and any other policies or procedures required to reflect such requirements.

Section 5. The Agency hereby authorizes Staff of the Agency to issue Requests for Statements of Qualifications or Requests for Proposals (collectively, the "RFP's") in the forms presented to and reviewed by the members of the Agency, together with such changes thereto as the Chairman or the Executive Director may deem advisable or necessary, for the following services:

- (a) Advertising and Marketing Services
- (b) Media and Public Relations Services
- (c) Information Technology Services
- (d) Independent Audit Services
- (e) Bond/Transaction Counsel Services
- (f) Real Property Appraisal Services
- (g) Economic Impact Report Services
- (h) Stenography Services
- (i) Title Insurance-Related Services

Section 6. The Agency hereby determines that the services contemplated by the RFP's require specialized skills and judgment and constitute "services of a professional nature" within the meaning and for the purposes of the Agency's Statement of Procurement Policy and Procedures. Notwithstanding the foregoing, the Agency determines that it is in the best interests

of the Agency to proceed with the issuance of the RFP's to obtain statements of qualifications or proposals for such services; provided, however, that the Agency make revoke or suspend the RFP process at any time.

Section 7. This Resolution shall not preclude the Agency from appointing and engaging other counsel or consultants as determined from time to time by the members of the Agency.

Section 8. This Resolution shall take effect immediately and shall apply to all Applications received by the Agency from and after the date hereof.

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

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

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 April 12, 2018 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 12th day of April, 2018



[Assistant] Secretary

[Vice] Chairman

(SEAL)