

**Resolution Addressing Governance Matters –  
Delegation of Authority to Chief Executive Officer**

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session, electronically, pursuant to Executive Order No. 202.11, 202.28, 202.48, 202.55, 202.60, 202.67, 202.72, 202.79, 202.87, 202.91 and 202.94 - Continuing Temporary Suspension And Modification Of Laws Relating To The Disaster Emergency - by Governor Andrew M. Cuomo of the State of New York on February 25, 2021 at 6:30 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:**

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

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

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

The attached resolution no. 2021-08 was offered by Anthony Simon, seconded by Amy Flores:

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY (THE “AGENCY”)  
TEMPORARILY MODIFYING A POLICY AND RELATED 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 1 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, Section 858 of the Act enumerates amongst the purposes and powers of industrial development agencies, the purpose and power to “promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research and recreation facilities including industrial pollution control facilities...” Section 854 of the Act defines the term industrial pollution control facility as “any equipment, improvement, structure or facility or any land and any building, structure, facility or other improvement thereon, or any combination thereof, and all real and personal property deemed necessary herewith, which if within any city are not of a character or nature then or formerly furnished or supplied by the city, having to do with or the end purpose of which is the control, abatement or prevention of land, sewer, water, air, noise or general environmental pollution deriving from the operation of industrial, manufacturing, warehousing, commercial, recreation and research facilities, including, but not limited to any air pollution control facility, noise abatement facility, water management facility, waste water collecting system, waste water treatment works, sewage treatment works system, sewage treatment system or solid waste disposal facility or site.”

WHEREAS, the Agency’s Project Monitoring and Compliance Policy (“Policy”) provides, in Section 4, that “[w]ith respect to Material Requirements that are numerical in nature (e.g., job retention, job creation, capital investment), the Chief Executive Officer / Executive Director is authorized to waive or otherwise address non-compliance by the Company without action by the members of the Agency if the Company is within ten percent (10%) of the goal of such Minimum Requirement. If non-compliance with a numerical Material Requirement is greater than ten percent (10%) of the goal of such Material Requirement, the consent of the members of the Agency shall be required to waive or otherwise address such non-compliance”; and

WHEREAS, in furtherance of the Agency's mission, its powers and purposes and consistently with the Act, the Enabling Act and the Agency's existing policies, including without limitation, the Agency's Strategic Financial Assistance Policy, the Agency desires to adopt a temporary modification of the Policy and related procedures by delegating the power to the Chief Executive Officer of the Agency until September 1, 2021 to evaluate (after consultation with the Chair and the Agency's staff) any requests for a waiver for non-compliance with job retention requirements greater than ten percent (10%) of the applicable job retention goal due to conditions caused by the COVID-19 pandemic and following such evaluation and consultation, at its discretion, as a ministerial action, to waive or otherwise address such non-compliance without further action of the members of the Agency.

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

Section 1. The Agency hereby adopts this Resolution as temporary modification of the Policy and related procedures by delegating the power to the Chief Executive Officer of the Agency until September 1, 2021 to (i) evaluate (after consultation with the Chair and the Agency's staff) any requests for a waiver for non-compliance with job retention requirements greater than ten percent (10%) of the applicable job retention goal due to conditions caused by the COVID-19 pandemic and (ii) following such evaluation and consultation, at its discretion, as a ministerial action, to waive or otherwise address such non-compliance without further action of the members of the Agency.

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

Section 3. The temporary policy modifications adopted pursuant to this Resolution shall take effect as of February 1, 2021 and the members of the Agency hereby ratify and confirm any actions taken by staff of the Agency prior to the adoption of this resolution with respect to the subject matter hereof.

Section 4. 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 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] Chairman and [Assistant] 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 25, 2021 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 5 of the Public Officers Law (the "Open Meetings Law") as modified pursuant to Executive Order No. 202.11, 202.28, 202.48, 202.55, 202.60, 202.67, 202.72, 202.79, 202.87, 202.91 and 202.94 - Continuing Temporary Suspension And Modification Of Laws Relating To The Disaster Emergency - by Governor Andrew M. Cuomo of the State of New York, 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 25th day of February, 2021.

  
[Assistant] Secretary

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[Vice] Chairman

(SEAL)

STATE OF NEW YORK

) SS.:

COUNTY OF NASSAU

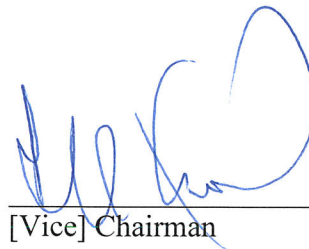
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[Assistant] Secretary



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[Vice] Chairman

(SEAL)