

Luxottica U.S. Holdings Corp. Approving Resolution

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 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 Kessel	Chairman
Lewis M. Warren	Vice Chairman
Anthony Simon	2nd Vice Chairman
Amy Flores	Treasurer
John Coumatos	Asst. Treasurer
Chris Fusco	Asst. Secretary
Timothy Williams	Secretary

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Harry Coghlan	Chief Executive Officer/Executive Director
Danielle Oglesby	Chief Operating Officer/Deputy Executive Director
Colleen Pereira	Administrative Director
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2021-__ was offered by _____, seconded by _____.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING
THE ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT
FOR LUXOTTICA U.S. HOLDINGS CORP.

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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, LUXOTTICA U.S. HOLDINGS CORP., a corporation organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York as a foreign corporation (the “Company” or the “Applicant”), previously presented an application for financial assistance (the “2012 Application”) requesting that the Agency undertake a project (the “2012 Project”) consisting of the following: (A)(1) the acquisition of an interest in a leasehold interest in an approximately 30,065 square foot portion (the “2012 Premises”) of an approximately 122,715 square foot building (the “Building”) on a certain parcel of land located at 12 Harbor Park Drive, Port Washington, Town of North Hempstead, County of Nassau, New York (Section: 6; Block: 058; Lot: 103) (the “Land”), (2) the renovation of the 2012 Premises, and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the “2012 Equipment”), all of the foregoing for use by the Company and its affiliates as their East Coast headquarters (the 2012 Premises and the 2012 Equipment being referred to herein, collectively, as the “2012 Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing, including potential exemptions or partial exemptions from real property taxes and sales and use taxes (the “2012 Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the 2012 Project Facility to the Company or such other entity as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Company is the tenant under an agreement of lease (as amended through the Closing Date, the “Overlease”) dated July 11, 2011 between 4 B’s Realty V Harbor Drive, LLC, as landlord (in such capacity, the “Overlandlord”), and the Company, as tenant, a

memorandum of which has been recorded in the Nassau County Clerk's Office and pursuant to which the Company leases the 2012 Premises from the Overlandlord; and

WHEREAS, the Company has presented an application for additional financial assistance (the "Application") requesting that the Agency undertake a project (the "2018 Project" and together with the 2012 Project, collectively, the "Project") consisting of the following: (A)(1) the acquisition of an interest in a leasehold interest in an additional approximately 9,000 square foot portion (the "2018 Premises" and together with the 2012 Premises, collectively, the "Premises") of the Building on the Land, (2) the renovation of the 2018 Premises, and (3) the acquisition of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the "2018 Equipment" and together with the 2012 Equipment, collectively, the "Equipment"), all of the foregoing for use by the Company and its affiliates as additional space for their East Coast headquarters (the 2018 Premises and the 2018 Equipment are, collectively, the "2018 Project Facility"; the Premises and the Equipment [which include the 2012 Project Facility and the 2018 Project Facility] are, collectively, the "Project Facility"); (B) the granting of certain additional "financial assistance" (within the meaning of Section 854(14) of the General Municipal Law) with respect to the 2018 Project Facility, including potential exemptions or partial exemptions from real property taxes and sales and use taxes (the "2018 Financial Assistance" and together with the 2012 Financial Assistance, collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase), license or sale of the 2018 Project Facility to the Company or such other entity as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, in order to execute the Project, pursuant to the 2011 Overlease, the Company exercised its option to expand its presence from the 2012 Premises to and including the 2018 Premises in the Building by leasing and renovating an additional 9,000 square foot portion of the Building on the Land and therefore the premises demised to the Company as tenant is now 39,065 square feet. The 2011 Overlease as amended by the exercise by the Company of the foregoing option, hereinafter (the "Overlease"); and

WHEREAS, the Agency appointed the Applicant as agent of the Agency to undertake the acquisition, construction, installation and equipping of the 2018 Project Facility and the Agency subleased the 2018 Project Facility to the Applicant, all pursuant to the terms and conditions set forth in that certain AMENDED AND RESTATED SUBLEASE AGREEMENT, dated as of December 1, 2018, between the Applicant and the Agency (as amended, collectively, the "Lease"), and the other Transaction Documents (as defined in the Lease); and

WHEREAS, pursuant to a joint notification and consent request letter from counsel to the Applicant and the Assignee (as defined hereinafter), dated July 23, 2021 (the "Consent Request"), the Applicant and the Assignee (as such term is hereinafter defined) have requested that the Agency consent to (a) the transfer of the Applicant's interest in the Project Facility by the Applicant to its successor in interest, EssilorLuxottica USA, Inc., a Delaware Corporation (the "Assignee"), (b) the assignment of the Lease and the other Transaction Documents by the Applicant to the Assignee (including the assignment, amendment or restatement of finance mortgages) and (c) to the substitution of new indemnitor(s), to be determined and accepted by the Nassau County Industrial Agency at its sole discretion, respectively, under the Environmental Indemnity in the place of the existing indemnitors (collectively, the "Proposed Transaction"); and

WHEREAS, no additional Financial Assistance is being requested by the Applicant with respect to such requests and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act; and

WHEREAS, the Agency is willing to consent to such request, subject to the terms of this resolution;

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Lease.

Section 2. The Agency hereby ratifies, confirms and approves actions heretofore taken by the Executive Director and the staff of the Agency with respect to the matters contemplated by this Resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other Applicable Laws that relate thereto.

Section 3. The Agency determines that the Applicant's request with respect to previously approved and unchanged Project is a Type II Action pursuant to 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)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 4. No additional Financial Assistance is being requested by the Applicant with respect to this request, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 5. The Agency has considered the request made by the Applicant and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the requested consents.

Section 7. The execution and delivery of the documents, instruments and agreements required to effectuate the Proposed Transaction (collectively, the “Amendment Documents”), being substantially in the forms used for prior similar transactions, are hereby authorized and approved. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and Administrative Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 8. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and Administrative Director of the Agency are each hereby designated an Authorized Representative of the Agency and each of them is hereby authorized and directed, acting individually or jointly, to execute and deliver any and all consents, agreements, amendments, papers, instruments, opinions, certificates, affidavits and other documents required in connection with the Amendment Documents (collectively, the "Consent Documents"), and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution, including, without limitation, taking any necessary action to obtain consent of any other person or party necessary with respect to execution, delivery and approval of the Consent Documents, The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The authorizations set forth in this Resolution are subject to the conditions that (i) background checks have been conducted with respect to the Assignee and the New Indemnitor, and (ii) the Assignee shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, the Agency's consent and amendment fees and all reasonable attorneys' fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Harris Beach PLC.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time; provided, however, that no covenants, stipulations, obligations or agreements of the Agency contained in this Resolution, any Amendment Document or any Consent Document shall give rise to any pecuniary liability of the Agency or a charge against its general credit or shall obligate the Agency in any way except to the extent that the same can be paid or recovered from the Project Facility or the sale or liquidation of the Project Facility or revenues therefrom.

No covenant, stipulation, obligation or agreement herein contained or contained in any Amendment Document or any Consent Document shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity and neither the members of the Agency nor any officer executing any Amendment Document or any Consent Document shall be liable personally on the Amendment Documents or the Consent Documents or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 11. The Chairman and Chief Executive Officer/Executive Director of the Agency are each hereby authorized to approve modifications to the terms approved herein which are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution by any one of such officers of the Amendment Documents and/or the Consent Documents containing such modifications.

Section 12. The Assignee shall file all necessary documentation with the New York State Department of State to become qualified to do business in the State of New York as a foreign

limited liability company before the Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and/or Administrative Director of the Agency execute any Amendment Document or Consent Document.

Section 13. Notwithstanding any provision in the Transaction Documents to the contrary, the Agency's consent does not and shall not be construed to mean that there are no defaults or events of default under the Lease or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 14. 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:

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

The foregoing Resolution was thereupon declared duly _____.

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

Hempstead Properties LLC - Approving Resolution

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 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 Kessel	Chairman
Lewis M. Warren	Vice Chairman
Anthony Simon	2nd Vice Chairman
Amy Flores	Treasurer
John Coumatos	Asst. Treasurer
Chris Fusco	Asst. Secretary
Timothy Williams	Secretary

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Harry Coghlan	Chief Executive Officer/Executive Director
Danielle Oglesby	Chief Operating Officer/Deputy Executive Director
Colleen Pereira	Administrative Director
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2021-__ was offered by _____, seconded by _____.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING
THE ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT
FOR HEMPSTEAD PROPERTIES LLC

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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, HEMPSTEAD PROPERTIES LLC, a limited liability company organized and existing under and by virtue of the laws of the State of New York (the "Company" or the "Applicant"), previously presented an application for financial assistance (the "2004 Application") requesting that the Agency undertake a project (the "2004 Project") consisting of the following: (A) (1) the acquisition of an interest in an approximately 2.36 acre parcel of land located at 80 Clinton Street, Village of Hempstead, Town of Hempstead, County of Nassau, New York (the "Land"), (2) the renovation and expansion of an existing approximately 110,000 square foot hotel building and the conversion thereof from hotel and ballroom space to residential and retail space, together with related improvements located on the Land, and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the "Equipment"), all of the foregoing to constitute a residential housing facility for persons aged 55 and older, comprised of approximately 105 affordable housing units, together with associated retail space and parking areas (collectively, the "Project"); (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or taxable revenue bonds of the Agency in one or more series; (C) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes, mortgage recording taxes, real property taxes, real property transfer taxes and recording fees and charges (together with the bonds, collectively, the "Financial Assistance"); and (D) the lease (with an obligation to purchase) or sale of the Facility to the Applicant or such other entity as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, the Agency, in order to provide funds for a portion of the cost of the Project, issued and sold its Adjustable Rate Demand Revenue Bonds (Clinton Plaza Senior Housing Project), Series 2004, in the aggregate principal amount of \$13,500,000 (the "Series 2004 Bonds") pursuant to the Act, a resolution of the Agency adopted on August 31, 2004, and an Indenture of Trust dated as of September 1, 2004 by and between the Agency and The Bank of New York, as trustee (in such capacity, the "Trustee"), securing said Bonds; and

WHEREAS, the Series 2004 Bonds were initially secured by an irrevocable direct pay letter of credit (the "Existing Letter of Credit") issued by The Bank of New York (in such capacity, the "Bank") in favor of the Trustee; and

WHEREAS, Fannie Mae agreed, subject to the satisfaction of certain conditions, to facilitate the financing of the acquisition, rehabilitation, renovation and equipping of the Facility by providing replacement credit enhancement and liquidity support for the Series 2004 Bonds pursuant to the Credit Facility (as defined in the Indenture); and

WHEREAS, the Applicant and Fannie Mae entered into a Reimbursement Agreement dated as of December 1, 2006 (as the same may be amended, modified, supplemented or restated from time to time, the "Reimbursement Agreement") pursuant to which a replacement Credit Facility has been issued by Fannie Mae, in favor of the Trustee for the benefit of the Holders of the Series 2004 Bonds to secure the payment of the principal or Redemption Price of (other than redemption premium), Purchase Price, and interest on the Series 2004 Bonds; and

WHEREAS, in order to secure the reimbursement obligations of the Applicant to Fannie Mae under the Reimbursement Agreement, the Agency and the Applicant granted a mortgage lien on and security interest in the Facility to Fannie Mae; and

WHEREAS, the Agency appointed the Applicant as agent of the Agency to undertake the acquisition, construction, installation and equipping of the Facility and to lease the Facility to the Applicant, and the Applicant is acting as agent of the Agency to undertake the acquisition, construction, installation and equipping of the Facility and to lease the Facility from the Agency, all pursuant to the terms and conditions set forth in the Lease Agreement, dated as of September 1, 2004, between the Applicant and Agency, and in the other Security Documents; and

WHEREAS, the Agency and the Applicant entered into an Amended and Restated Lease Agreement, dated December 1, 2006 (as amended, collectively, the "Lease"), and the other Transaction Documents (as defined in the Lease); and

WHEREAS, pursuant to a notification and consent request letter from the Applicant, dated September 3, 2021 (the "Consent Request"), the Applicant has requested that the Agency consent to (a) the transfer of the ownership interest of U.S.A. Institutional Tax Credit Fund XXXVII, L.P. (a limited partner tax credit investor) in the Applicant to the co-managing member of the Applicant, Hempstead Holdings LLC; and (b) the assignment of the Lease and other Transaction Documents by the Applicant to the Applicant's co-managing Members, Hempstead Holdings LLC and BFJ Properties LLC (collectively, the "Assignees") (including the assignment, amendment or restatement of finance mortgages) (collectively, the "Proposed Transaction"); and

WHEREAS, no additional Financial Assistance is being requested by the Applicant with respect to such requests and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act; and

WHEREAS, the Agency is willing to consent to such request, subject to the terms of this resolution;

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Lease.

Section 2. The Agency hereby ratifies, confirms and approves actions heretofore taken by the Executive Director and the staff of the Agency with respect to the matters contemplated by this Resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other Applicable Laws that relate thereto.

Section 3. The Agency determines that the Applicant's request with respect to previously approved and unchanged Project is a Type II Action pursuant to 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)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 4. No additional Financial Assistance is being requested by the Applicant with respect to this request, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 5. The Agency has considered the request made by the Applicant and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the requested consents.

Section 7. The execution and delivery of the documents, instruments and agreements required to effectuate the Proposed Transaction (collectively, the “Amendment Documents”), being substantially in the forms used for prior similar transactions, are hereby authorized and approved. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and Administrative Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 8. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and Administrative Director of the Agency are each hereby designated an Authorized Representative of the Agency and each of them is hereby authorized and directed, acting individually or jointly, to execute and deliver any and all consents, agreements, amendments, papers, instruments, opinions, certificates, affidavits and other documents required in connection with the Amendment Documents (collectively, the "Consent Documents"), and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution, including, without limitation, taking any necessary action to obtain consent of any other person or party necessary with respect to execution, delivery and approval of the Consent Documents, The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The authorizations set forth in this Resolution are subject to the conditions that (i) background checks have been conducted with respect to the Assignees and the New Indemnitor, and (ii) the Assignees shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, the Agency's consent and amendment fees and all reasonable attorneys' fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Harris Beach PLC.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time; provided, however, that no covenants, stipulations, obligations or agreements of the Agency contained in this Resolution, any Amendment Document or any Consent Document shall give rise to any pecuniary liability of the Agency or a charge against its general credit or shall obligate the Agency in any way except to the extent that the same can be paid or recovered from the Project Facility or the sale or liquidation of the Project Facility or revenues therefrom.

No covenant, stipulation, obligation or agreement herein contained or contained in any Amendment Document or any Consent Document shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity and neither the members of the Agency nor any officer executing any Amendment Document or any Consent Document shall be liable personally on the Amendment Documents or the Consent Documents or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 11. The Chairman and Chief Executive Officer/Executive Director of the Agency are each hereby authorized to approve modifications to the terms approved herein which are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution by any one of such officers of the Amendment Documents and/or the Consent Documents containing such modifications.

Section 12. The Assignees shall file all necessary documentation with the New York State Department of State to become qualified to do business in the State of New York as a

foreign limited liability company before the Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer/Deputy Executive Director and/or Administrative Director of the Agency execute any Amendment Document or Consent Document.

Section 13. Notwithstanding any provision in the Transaction Documents to the contrary, the Agency's consent does not and shall not be construed to mean that there are no defaults or events of default under the Lease or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 14. 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:

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

The foregoing Resolution was thereupon declared duly _____.

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

Euroamerican Funding Group, LLC Approving Resolution

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 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 Kessel	Chairman
Lewis M. Warren	Vice Chairman
Anthony Simon	2nd Vice Chairman
Amy Flores	Treasurer
John Coumatos	Asst. Treasurer
Chris Fusco	Asst. Secretary
Timothy Williams	Secretary

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Harry Coghlan	Chief Executive Officer/Executive Director
Danielle Oglesby	Chief Operating Officer/Deputy Executive Director
Colleen Pereira	Administrative Director
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2021-__ was offered by _____, seconded by _____.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING
THE ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT
FOR EUROAMERICAN FUNDING GROUP, LLC

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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, EUROAMERICAN FUNDING GROUP, LLC, a limited liability company organized and existing under the laws of the State of New York (the “Applicant”), has presented an application for financial assistance (the “Application”) to the Agency, which Application requests that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in an approximately 0.382 acre parcel of land located at 985-987 Prospect Avenue and 215 Brooklyn Avenue, Westbury, Town of North Hempstead, Nassau County, New York (Section: 11; Block: 10; Lot: 29, 30, 31, 45 and 46) (the “Land”), (2) the construction of an approximately 12,000 square foot three-story building (collectively, the “Building”) on the Land, together with related improvements to the Land, including surface parking spaces and (3) the acquisition of certain furniture, fixtures, machinery and equipment (the “Equipment”) necessary for the completion thereof (collectively, the “Project Facility”), all of the foregoing for use by the Applicant as a mixed-use facility consisting of approximately ten (10) affordable one-bedroom senior living (62 and over) residential rental apartments and approximately 3,000 square feet of commercial space; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, the Agency approved such request, pursuant to and subject to the terms and conditions set forth in its resolution 2019-82 (“Approving Resolution”), adopted September 19,

2019, authorizing entering into a straight-lease with the Applicant, and approved the Financial Assistance subject to the require that the Applicant will execute and deliver a certain bargain and sale deed, assignment of lease or company lease to the Agency, pursuant to which the Applicant will convey an interest in the Land and the Building to the Agency (the “Conveyance Instrument”), (B) the Applicant will execute and deliver a Uniform Project Agreement between the Agency and the Applicant, pursuant to which the Agency will appoint to the Applicant as its agent (“Project Agreement”) (C) the Applicant will execute and deliver a certain Bill of Sale (the “Bill of Sale to Agency”) to the Agency, pursuant to which the Applicant will convey to the Agency its interest in the Equipment, (D) the Applicant will execute and deliver a Lease Agreement or Sublease Agreement, (the “Lease”) each, between the Agency and the Applicant, pursuant to which the Agency will grant to the Applicant a leasehold interest in the Project Facility, (E) the Applicant will cause to be executed and delivered a certain Environmental Compliance and Indemnification Agreement (the “Environmental indemnification”) pursuant to which the Agency will be indemnified from and against certain losses, costs, damages and liabilities, (F) the Applicant will execute and deliver or cause to be executed and delivered a certain Payment in Lieu of Taxes Agreement (the “PILOT Agreement”) to the Agency, and, to secure the obligations thereunder, a certain Mortgage and Assignment of Leases and Rents in favor of the County of Nassau, New York (the “PILOT Mortgage”), and (F) the Applicant will execute and deliver and/or cause to be executed and delivered certain other certificates, documents, instruments and agreements related to the Project (together with the Conveyance Instrument, the Project Agreement, the Bill of Sale to Agency, the Lease, the Environmental Indemnification, the PILOT Agreement and the PILOT Mortgage, collectively, the “Transaction Documents”); and

WHEREAS, the Agency required that the Transaction Documents be executed within one hundred eighty (180) days from September 19, 2019; and

WHEREAS, pursuant to a notification and consent request letter dated June 23, 2020 (the “Consent Request”), to allow the Company to enter into certain transaction documents evidencing the straight-lease and appointing the company as the Agency’s agent on or before the extension date of September 30, 2020; and

WHEREAS, the Agency approved such request, pursuant to and subject to the terms and conditions set forth in its resolution 2020 – 40 adopted December July 9, 2020; and

WHEREAS, pursuant to a notification and consent request letter dated September 2, 2021 (the “Consent Request”), the Company requested an extension to allow the Company to enter into the Transaction Documents evidencing the straight-lease and appointing the company as the Agency’s agent on or before the extension date of December 31, 2021 (the “Proposed Extension”); and

WHEREAS, no additional Financial Assistance is being requested by the Applicant with respect to such request and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act; and

WHEREAS, the Agency is willing to consent to the Proposed Extension, subject to the terms of this Resolution.

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

1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Approval Resolution.

2. The Agency determines that the Applicant's request with respect to a previously approved and unchanged Project is a Type II Action pursuant to 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)(20)) and therefore no Findings or determination of significance are required under Article 8 of the New York Environmental Conservation Law.

3. No additional Financial Assistance is being requested by the Applicant with respect to this request, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

4. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Chairman, the Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer, and the staff of the Agency with respect to the matters contemplated by this Resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act and all other Applicable Laws that relate thereto.

5. The Agency hereby consents to the Proposed Extension as outlined in the Consent Request, subject, however, to the delivery of evidence satisfactory to the Chairman, the Vice Chairman, Chief Executive Officer/Executive Director, Chief Operating Officer or Administrative Director that (i) staff of the Agency has concluded due diligence to its satisfaction as to the fitness of the Parties to undertake the Project with the Agency.

6. The Chairman, the Vice Chairman, the Chief Executive Officer/Executive Director, Chief Operating Officer and Administrative Director of the Agency are each hereby designated an Authorized Representative of the Agency and each of them is hereby authorized and directed, acting individually or jointly, to execute and deliver any and all consents, agreements, papers, instruments, opinions, certificates, affidavits and other documents required in connection with the Transaction Documents (collectively, the "Consent Documents"), and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution, including, without limitation, taking any necessary action to obtain consent of any other person or party necessary with respect to execution, delivery and approval of the Consent Documents.

7. Resolutions 2019-82 and 2020-40 remain in full force and effect, except as amended and modified hereby.

8. The authorizations set forth in this Resolution are subject to the condition that the Applicant shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation all reasonable attorneys' fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Harris Beach PLLC.

9. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Transaction Documents and the Consent Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time; provided, however, that no covenants, stipulations, obligations or agreements of the Agency contained in this Resolution, any Transaction Document or any Consent Document shall give rise to any pecuniary liability of the Agency or a charge against its general credit or shall obligate the Agency in any way except to the extent that the same can be paid or recovered from the Project Facility or the sale or liquidation of the Project Facility or revenues therefrom.

10. No covenant, stipulation, obligation or agreement herein contained or contained in any Transaction Document or any Consent Document shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity and neither the members of the Agency nor any officer executing any Transaction Document or any Consent Document shall be liable personally on the Transaction Documents or the Consent Documents or be subject to any personal liability or accountability by reason of the issuance thereof.

11. The Chairman, the Vice Chairman and the Chief Executive Officer/Executive Director of the Agency are each hereby authorized to approve modifications to the terms approved herein which are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution by any one of such officers of the Transaction Documents and/or the Consent Documents containing such modifications.

12. 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
Lewis M. Warren	VOTING
Anthony Simon	VOTING
Timothy Williams	VOTING
Chris Fusco	VOTING
Amy Flores	VOTING
John Coumatos	VOTING

The foregoing Resolution was thereupon declared duly _____.

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

**Resolution adopting a determination and finding under the New York State Environmental
Quality Review Act**

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 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 Kessel	Chairman
Lewis M. Warren	Vice Chairman
Anthony Simon	2nd Vice Chairman
Amy Flores	Treasurer
John Coumatos	Asst. Treasurer
Chris Fusco	Asst. Secretary
Timothy Williams	Secretary

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Harry Coghlan	Chief Executive Officer/Executive Director
Danielle Oglesby	Chief Operating Officer/Deputy Executive Director
Colleen Pereira	Administrative Director
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2021-__ was offered by _____, seconded by _____.

RESOLUTION FINDING THAT AN ACTION TO UNDERTAKE APPROVING (1) THE ISSUANCE OF UP TO \$32,000,000 PRINCIPAL AMOUNT OF TAX-EXEMPT AND/OR TAXABLE BONDS FOR THE PURPOSE OF FINANCING AND/OR REFINANCING A CERTAIN PROJECT (AS SET FORTH BELOW) FOR THE BENEFIT OF ROCKVILLE MILL RIVER, L.P.; (2) THE ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT FOR ROCKVILLE MILL RIVER, L.P. WILL NOT HAVE A SIGNIFICANT ADVERSE IMPACT ON THE ENVIRONMENT

Project Name: ROCKVILLE MILL RIVER, L.P. 2021

Location: (a) a parcel of land located at 40 Maine Avenue, Village of Rockville Centre, Town of Hempstead, County of Nassau, New York, and (b) a parcel of land located at 1-20 Meehan Lane, Village of Rockville Centre, Town of Hempstead, County of Nassau, New York

SEQRA Status: Unlisted

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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on or about June 17, 2005, Mill River Residences, L.P., a limited partnership organized and existing under the laws of the State of New York (the “Original Applicant”), presented an application to the Agency, which requested that the Agency consider undertaking a project (the “Original Project”) consisting of the following: (A) (1) the acquisition of an interest in (a) a parcel of land located at 40 Maine Avenue, Village of Rockville Centre, Town of Hempstead, County of Nassau, New York (the “Maine Parcel”), and (b) a parcel of land located at 1-20 Meehan Lane, Village of Rockville Centre, Town of Hempstead, County of Nassau, New York (the “Meehan Parcel” and together with the Maine Parcel, collectively, the “Land”), (2) the renovation of the existing apartment building on the Maine Parcel and the existing four (4) garden apartment buildings on the Meehan Parcel (collectively, the “Building”), together with related improvements to the Land, and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the “Equipment”), all of the foregoing to constitute a housing complex comprised of approximately 175 affordable housing units, together with associated parking areas (collectively, the “Facility”); (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or taxable revenue bonds of the Agency in one or more series (the “Bonds”); (C) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including

special assessments and ad valorem levies) (together with the Bonds, collectively, the “Original Financial Assistance”); and (D) the lease (with an obligation to purchase) or sale of the Facility to the Original Applicant or such other entity as may be designated by the Original Applicant and agreed upon by the Agency; and

WHEREAS, in order to finance a portion of the costs of the acquisition, renovation, installation and equipping of the Original Project, the Agency issued its Multifamily Housing Revenue Bonds (Mill River Residences Project), Series 2005, in the aggregate principal amount not to exceed \$14,725,000 (collectively, the “2005 Bonds”); and the Agency and the Original Applicant entered into a Payment in Lieu of Taxes Agreement dated December 1, 2005 by and between the Original Applicant and the Agency (the “Original PILOT”); and

WHEREAS, in 2017, the Original Applicant refinanced the Project through a mortgage loan made by KeyBank, and the 2005 Bonds were redeemed (the “KeyBank Mortgage Loan”); and

WHEREAS, on or about December 16, 2020, the Original Applicant, with the consent of the Agency, transferred the Original Applicant’s interest in the Project Facility to Rockville Mill River, L.P. (the “Company”), and assigned the Original PILOT and certain other transaction documents related thereto (the “Transaction Documents”) to the Company in connection with the repayment of the KeyBank Mortgage Loan and new acquisition financing made by Merchants Bank of Indiana (the “Merchants Mortgage Loan”); and

WHEREAS, on or about May 20, 2021, the Company has presented an application (the “Application”) to the Agency, which Application requested that the Agency consider undertaking an amendment of the Original Project, (as so amended, hereinafter referred to as the “Project”) consisting of the following: (A) (1) the retention of the Land, (2) the renovation and upgrading of the Building, together with related improvements to the Land and (3) the acquisition and installation therein and thereon of certain new furniture, fixtures, machinery and equipment (the “Equipment”), all of the foregoing to continue to constitute the Facility; (B) the financing of all or a portion of the costs of the foregoing and refinancing the Merchants Mortgage Loan by the issuance of tax-exempt and/or taxable revenue bonds of the Agency in one or more series presently estimated to be in the aggregate principal amount of \$33,225,000 and in no event to exceed \$33,624,185 (the “Bonds”); (C) the granting of certain additional “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential additional exemptions or partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (together with the Bonds, collectively, the “Financial Assistance”); and (D) the lease (with an obligation to purchase) or sale of the Facility to the Company or such other entity as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, it is intended that the portion of the Bonds issued as tax-exempt obligations will be issued as exempt facility bonds for a qualified residential rental project, pursuant to Section 142(a)(7) of the Code, the interest on which will be excluded from gross income for federal income tax purposes pursuant to Section 103(a) of the Code; and

WHEREAS, pursuant to Article 8 of the New York Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 N.Y.C.R.R. Part 617.1, et. seq., as amended (the “Regulations” and collectively “SEQRA”), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to undertake the Project; and

WHEREAS, pursuant to SEQRA, to aid the Agency in determining whether the Project may have a significant adverse impact upon the environment, the Agency has completed, received and/or reviewed (1) Part 1 of a Short Environmental Assessment Form (“EAF”), dated April 23, 2021; (2) NYSDEC’s Environmental Resource Mapper; (3) New York State Historic Preservation Office’s Cultural Resources Mapper; and (4) other relevant environmental information (collectively, 1, 2, 3 and 4 shall be referred to as the “Environmental Information”); and

WHEREAS, pursuant to SEQRA, the Agency is an involved agency in the SEQRA review of the Project, and as an involved agency is required to analyze the Project to determine whether it has the potential to have a significant adverse impact on the environment; and

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

Section 1. Based upon a thorough review and examination of the Environmental Documents and upon the Issuer's knowledge of the area surrounding the Land and such further investigation of the Project and its environmental effects as the Issuer has deemed appropriate, the Issuer makes the following findings with respect to the Project:

1. Impact on Land. The Project is not anticipated to create any potentially significant adverse impacts to land resources or land use. The existing apartment building on the Maine Parcel and the existing four (4) garden apartment buildings on the Meehan Parcel to be renovated have existed since circa 1970. The buildings are being primarily interior renovated, with minimal exterior work and ground distributed limited to replacing existing exterior concrete entry, side walk, etc. Accordingly, given the Buildings half-Century existence as part of its surrounding community, the Project is not anticipated to create any potentially significant adverse impacts to land resources or land use.
2. Impact on Water. The property has been previously disturbed and the improvements will not physically alter, or encroach into, any existing wetland or waterbody. Although the Project site is located over the Nassau-Suffolk sole source aquifer, no activities proposed for the Project are anticipated to impact groundwater or the aquifer, nor is demolition, construction or operation of such project anticipated to expose such aquifer to the undue threat of contamination. All construction at the property will be outside of designated wetland areas at the adjacent Morgan Days Park. The property is also served by existing water and wastewater connections to be maintained. Finally, the site is not in a 100 year flood plain.
3. Impact on Air. The Project will not be a significant source of air emissions. The Project does not entail the types of activities or operations that require the Applicant to acquire an Air Facility Permit or that are associated with a significant potential for air emissions. In addition, any increase in traffic including vehicle trips associated with the Project is not anticipated to materially impact air quality as more specifically discussed in the Transportation section below, including based on various analyses completed regarding traffic. Any potential impact on air as a result of construction activities will be minor, and temporary in nature.
4. Impact on Health or Safety. The EAF indicates an adjoining parcel to the south of the Land has engineering and institutional controls in connection remediation

of such adjacent parcel. Given the southwest direction of groundwater flow and intervening water pipes, the EAF advises that no impact to the Property and Project is anticipated. The Project also does not entail the types of activities or operations that are associated with a significant potential for affecting public health. Accordingly, the Project will not create any significant adverse impact to public health, air, land or water resources.

5. Impact on Plants and Animals Including to Threatened or Endangered Species. The Land does not appear to contain any habitats of significance as it is fully developed and located in a well-developed multi-family residential and commercial area. The Proposed Action does not present the potential for removal or destruction of large quantities of vegetation or fauna; substantial interference with the movement of any resident or migratory fish or wildlife species; impacts on a significant habitat area; substantial adverse impacts on a threatened or endangered species of animal or plant, or the habitat of such a species; or other significant adverse impacts to natural resources.
6. Impact on Agricultural Land Resources. The Project is located in an area currently devoted to commercial / multi-family residential uses. As a result it will not involve the conversion or loss of agricultural land resources. Accordingly, the Project will not create any significant adverse impacts to agricultural land resources.
7. Impact on Aesthetic Resources. The Project will not be within 500 feet from any officially designated federal, state or local scenic or aesthetic resource. The property is situated in a developed commercial and residential area, as indicated with is zoned for uses consistent with the Project with is also consistent with surrounding uses. As the existing buildings to be renovated have existed for approximately 50 years, the Project Facility is consistent with its surroundings, it is not anticipated to create any significant adverse impacts to aesthetic resources.
8. Impact on Historic and Archeological Resources. The entire property is improved with structures and contains no historical, archeological, architectural or aesthetic resources that will be impaired by the development of the Project Facility. Accordingly, the Project will not create any significant adverse impacts to historical or archaeological resources.
9. Impact on Open Space and Recreation. The Land on which the Project is to be located it do not comprise public open space as it is devoted to multifamily residential uses. Further, the density of the Project Facility is not anticipated to create an adverse impact of the adjacent local parkland since the existing residential communities at the Land will be maintained by the Project. Accordingly, the Project will not create any significant adverse impacts to open space or recreational resources.
10. Impact on Critical Environmental Areas. The property on which the Project is to be developed is not located in or substantially contiguous to any Critical Environmental Area (“CEA”) based on a review of the EAF Mapper associated with such property. Accordingly, the Project will not create any significant adverse impacts to any CEA.

11. Impact on Transportation. The Project will not result in a substantial increase in traffic above capacity of current traffic infrastructure, nor is it expected to generate substantial new demand for transportation facilities or services/infrastructure as the existing uses of the Land will be maintained and will not be materially expanded. Impacts to transportation from construction activities associated with the Project will be minor and temporary in nature. Accordingly, it is not anticipated that that Project will create any significant adverse impacts to transportation.
12. Impact on Energy. The Project may result in an increase in energy usage, however, existing utilities serve the area where the Project will be developed and are anticipated to have adequate capacity to serve it. Further, the renovations to the existing buildings include installing Energy Star lighting fixtures to reduce electric demand associated with the Project Facility. As a result, the Project will not create any significant adverse impacts to energy.
13. Impact on Noise and Odor and Impacts from Light. The Project is not expected to materially increase ambient noise levels or to create odors of consequence particularly in light of such project setting including the Project site location. As a result, it is not anticipated that operation of the Project will result in undue noise impacts. Further, any impacts to noise and/or odor from construction activities will be minor, and temporary in nature. In addition, any such noise from construction will be undertaken during work hours and as such is not anticipated to be significant. Accordingly, the Project will not create any significant adverse impacts to noise or odors.
14. Impact on Growth and Character of the Community and Neighborhood. Given that the Project includes the renovation of existing multifamily residential developments that have existed as a part of their surrounding community since *circa* 1970, the Project Facility will be consistent with other multifamily residential improvements in the surrounding area. Accordingly, the Project is not anticipated to create any significant adverse impacts to the growth or character of the community.

NOW THEREFORE BE IT FURTHER RESOLVED:

Section 2. Based on the foregoing, the Agency finds that the Project will not have any significant adverse impact on the environment in accordance with the New York State Environmental Quality Review Act, Article 8 of the New York Environmental Conservation Law and, in particular, pursuant to the criteria set forth at 6 NYCRR §617.7(b)-(c) of the SEQRA regulations and as such, no environmental impact statement shall be prepared. This determination constitutes a negative declaration for the purposes of SEQRA.

Section 3. The Chairman, the Vice Chairman, the Executive Director and the Administrative Director of the Agency are hereby further authorized on behalf of the Agency, or acting together or individually, to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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

The foregoing Resolution was thereupon declared duly _____.

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

REROCKVILLE MILL RIVER, L.P. PILOT Deviation Resolution

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 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 Kessel	Chairman
Lewis M. Warren	Vice Chairman
Anthony Simon	2nd Vice Chairman
Amy Flores	Treasurer
John Coumatos	Asst. Treasurer
Chris Fusco	Asst. Secretary
Timothy Williams	Secretary

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Harry Coghlan	Chief Executive Officer/Executive Director
Danielle Oglesby	Chief Operating Officer/Deputy Executive Director
Colleen Pereira	Administrative Director
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2021-__ was offered by _____, seconded by _____.

RESOLUTION AUTHORIZING A DEVIATION FROM THE UNIFORM
TAX EXEMPTION POLICY OF THE NASSAU COUNTY
INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT
TO A PROJECT FOR ROCKVILLE MILL RIVER, L.P..

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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on or about June 17, 2005, Mill River Residences, L.P., a limited partnership organized and existing under the laws of the State of New York (the “Original Applicant”), presented an application to the Agency, which requested that the Agency consider undertaking a project (the “Original Project”) consisting of the following: (A) (1) the acquisition of an interest in (a) a parcel of land located at 40 Maine Avenue, Village of Rockville Centre, Town of Hempstead, County of Nassau, New York (the “Maine Parcel”), and (b) a parcel of land located at 1-20 Meehan Lane, Village of Rockville Centre, Town of Hempstead, County of Nassau, New York (the “Meehan Parcel” and together with the Maine Parcel, collectively, the “Land”), (2) the renovation of the existing apartment building on the Maine Parcel and the existing four (4) garden apartment buildings on the Meehan Parcel (collectively, the “Building”), together with related improvements to the Land, and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the “Equipment”), all of the foregoing to constitute a housing complex comprised of approximately 175 affordable housing units, together with associated parking areas (collectively, the “Facility”); (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or taxable revenue bonds of the Agency in one or more series (the “Bonds”); (C) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (together with the Bonds, collectively, the “Original Financial Assistance”); and (D) the lease (with an obligation to

purchase) or sale of the Facility to the Original Applicant or such other entity as may be designated by the Original Applicant and agreed upon by the Agency; and

WHEREAS, in order to finance a portion of the costs of the acquisition, renovation, installation and equipping of the Original Project, the Agency issued its Multifamily Housing Revenue Bonds (Mill River Residences Project), Series 2005, in the aggregate principal amount not to exceed \$14,725,000 (collectively, the “2005 Bonds”); and the Agency and the Original Applicant entered into a Payment in Lieu of Taxes Agreement dated December 1, 2005 by and between the Original Applicant and the Agency (the “Original PILOT”); and

WHEREAS, in 2017, the Original Applicant refinanced the Project through a mortgage loan made by KeyBank, and the 2005 Bonds were redeemed (the “KeyBank Mortgage Loan”); and

WHEREAS, on or about December 16, 2020, the Original Applicant, with the consent of the Agency, transferred the Original Applicant’s interest in the Project Facility to Rockville Mill River, L.P. (the “Company”), and assigned the Original PILOT and certain other transaction documents related thereto (the “Transaction Documents”) to the Company in connection with the repayment of the KeyBank Mortgage Loan and new acquisition financing made by Merchants Bank of Indiana (the “Merchants Mortgage Loan”); and

WHEREAS, on or about May 20, 2021, the Company has presented an application (the “Application”) to the Agency, which Application requested that the Agency consider undertaking an amendment of the Original Project, (as so amended, hereinafter referred to as the “Project”) consisting of the following: (A) (1) the retention of the Land, (2) the renovation and upgrading of the Building, together with related improvements to the Land and (3) the acquisition and installation therein and thereon of certain new furniture, fixtures, machinery and equipment (the “Equipment”), all of the foregoing to continue to constitute the Facility; (B) the financing of all or a portion of the costs of the foregoing and refinancing the Merchants Mortgage Loan by the issuance of tax-exempt and/or taxable revenue bonds of the Agency in one or more series presently estimated to be in the aggregate principal amount of \$33,225,000 and in no event to exceed \$33,624,185 (the “Bonds”); (C) the granting of certain additional “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential additional exemptions or partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (together with the Bonds, collectively, the “Financial Assistance”); and (D) the lease (with an obligation to purchase) or sale of the Facility to the Company or such other entity as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, it is intended that the portion of the Bonds issued as tax-exempt obligations will be issued as exempt facility bonds for a qualified residential rental project, pursuant to Section 142(a)(7) of the Code, the interest on which will be excluded from gross income for federal income tax purposes pursuant to Section 103(a) of the Code; and

WHEREAS, the Company is seeking to extend the term of the Original PILOT and to make additional capital expenditures, with a concomitant extension of the commitment to the Agency to operate the Project Facility, including renovations to the Project Facility that include interior renovations and replacing concrete sidewalks; and

WHEREAS, to secure Bond refinancing to maintain the Project Facility, the Company needs to ensure a stable tax base during the term of the lender mortgage that will finance the capital expenditures; and

WHEREAS, the Application states that the Applicant is seeking an exemption from real property taxes with respect to the Project Facility that constitutes a deviation from the Agency's Uniform Tax Exemption Policy (the "Tax Exemption Policy"); and

WHEREAS, the Application states that the Company is seeking an abatement of real property taxes. However, based upon preliminary negotiations between representatives of the Company and the Agency, the parties contemplate that the Agency may agree to grant additional real property tax exemption with respect to the Project Facility consisting of an additional five (5) years of property tax exemptions to follow the existing approximately 29 year exemption term under the Original PILOT. Accordingly, the amount payable in the calendar year 2034 would be thereafter payable for each of the five (5) subsequent years with annual increases of 3.00% per year (compounded) each fiscal tax year (i.e. years 2035-2039 of the term of the Original PILOT, as so extended.)

WHEREAS, pursuant to Section 874(4) of the Act, (A) the Executive Director of the Agency caused a letter dated August 27, 2021, and as amended as to the description of the amended PILOT term, only, September 7, 2021 (the "Pilot Deviation Notice Letter") mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on September 21, 2021 (the "IDA Meeting"), consider a proposed deviation from the Tax Exemption Policy with respect to the payments in lieu of real property taxes to be made pursuant to a payment in lieu of taxes agreement to be entered into by the Agency with respect to the Project Facility; and (B) the members of the Agency conducted the IDA Meeting on the date hereof and reviewed any comments and correspondence received with respect to the proposed deviation from the Tax Exemption Policy; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 874(4) of the Act with respect to the proposed deviation from the Tax Exemption Policy;

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

Section 1. Prior to making the determinations set forth in this resolution, the members of the Agency have considered the following factors set forth in the Tax Exemption Policy: (1) the extent to which the Proposed Project would create or retain permanent jobs; (2) the extent to which the Proposed Project would create construction jobs; (3) the estimated value of tax exemptions to be provided with respect to the Proposed Project; (4) the amount of private sector investment generated or likely to be generated by the Proposed Project; (5) the likelihood of the Proposed Project being accomplished in a timely manner; (6) the extent of new revenue that would be provided to affected tax jurisdictions as a result of the Proposed Project; (7) whether affected tax jurisdictions would be reimbursed by the Applicant if a Proposed Project does not fulfill the purposes for which an exemption was provided, (8) the impact of the Proposed Project on existing and proposed businesses and economic development projects in the vicinity, (9) the demonstrated public support for the Proposed Project, (10) the effect of the Proposed Project on

the environment, (11) the extent to which the Proposed Project would require the provision of additional services, including, but not limited to, additional educational, transportation, police, emergency, medical or fire services, and (12) any other miscellaneous public benefits that might result from the Proposed Project.

Section 2. The Agency hereby determines that the Agency has fully complied with the requirements of Section 874(4) of the Act relating to the proposed deviation from the Tax Exemption Policy.

Section 3. Having reviewed all comments and correspondence received at or prior to the IDA Meeting, the Agency hereby approves the proposed deviation from the Tax Exemption Policy as described in the Pilot Deviation Notice Letter (a copy of which is attached hereto as Exhibit A) because the proposed deviation is necessary to induce the Applicant to undertake the Proposed Project and because the PILOT payments would not be lower than the highest annual PILOT payment under final year of the Original PILOT Agreement.

Section 4. The Chairman, the Vice Chairman, the Chief Executive Officer/Executive Director, Chief Operating Officer and the Administrative Director of the Agency are each hereby authorized and directed, acting individually or jointly, to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. If the Agency hereafter adopts appropriate final approving resolutions with respect to the proposed straight-lease transaction with the Applicant (the “Transaction”), the Chairman, the Vice Chairman, the Chief Executive Officer/Executive Director, Chief Operating Officer and the Administrative Director of the Agency are each hereby authorized and directed, acting individually or jointly, to cause the Agency to (A) enter into a Payment in Lieu of Taxes Agreement with the Applicant, providing, among other things, that the Applicant shall make payments in lieu of taxes consistent with the formula set forth in the PILOT Deviation Notice Letter, and (B) file an application for real property tax exemption with the appropriate assessor(s) with respect to the Project Facility.

Section 5. This Resolution shall take effect immediately, but is subject to and conditioned upon the closing of the Transaction.

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

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

PILOT DEVIATION LETTER

September 7, 2021

**CERTIFIED MAIL, RETURN
RECEIPT REQUESTED and
FIRST CLASS MAIL**

County Executive Laura Curran
County of Nassau
1550 Franklin Avenue
Mineola, NY 11501

Town of Hempstead
Supervisor Donald X. Clavin, Jr.
1 Washington Street
Hempstead, NY 11550

Mayor Francis X. Murray
Village of Rockville Centre
P.O. Box 950
Rockville Centre, NY 11571-0950

June Chang, Superintendent
Rockville Centre School District
128 Shepherd Street
Rockville Centre, NY 11570-2298

**AMENDMENT AND RESTATEMENT OF NOTICE
OF PROPOSED DEVIATION FROM
UNIFORM TAX EXEMPTION POLICY**

Ladies and Gentlemen:

You have previously received a notice from the Agency, dated August 27, 2021, regarding the application of Rockville Mill River, L.P.

Said notice is hereby amended and restated in its entirety. Notice is hereby given that at a meeting of the Nassau County Industrial Development Agency (the "Agency") to be held on September 21, 2021 at 6:45 p.m. local time and to be conducted in the Nassau County Ceremonial Chamber, 1550 Franklin Avenue, Mineola, New York 11501, the Agency will consider whether to approve the application of the Company (as defined below), for certain "financial assistance" which, if granted, would deviate from the

CONNECT WITH US



1 West St. 4th Floor
Mineola, NY 11501



Phone: 516-571-1945
Fax: 516-571-1076



info@nassauida.org
nassauida.org

Agency's Uniform Tax Exemption Policy (the "Policy") with respect to the payment of real property taxes. The meeting of the Agency will be open to the public.

On or about June 17, 2005, MILL RIVER RESIDENCES, L.P., a limited partnership organized and existing under the laws of the State of New York (the "Original Applicant"), presented an application to the Agency, which requested that the Agency consider undertaking a project (the "Original Project") consisting of the following: (A) (1) the acquisition of an interest in (a) a parcel of land located at 40 Maine Avenue, Village of Rockville Centre, Town of Hempstead, County of Nassau, New York (the "Maine Parcel"), and (b) a parcel of land located at 1-20 Meehan Lane, Village of Rockville Centre, Town of Hempstead, County of Nassau, New York (the "Meehan Parcel" and together with the Maine Parcel, collectively, the "Land"), (2) the renovation of the existing apartment building on the Maine Parcel and the existing four (4) garden apartment buildings on the Meehan Parcel (collectively, the "Building"), together with related improvements to the Land, and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the "Equipment"), all of the foregoing to constitute a housing complex comprised of approximately 175 affordable housing units, together with associated parking areas (collectively, the "Facility"); (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or taxable revenue bonds of the Agency in one or more series (the "Bonds"); (C) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (together with the Bonds, collectively, the "Original Financial Assistance"); and (D) the lease (with an obligation to purchase) or sale of the Facility to the Original Applicant or such other entity as may be designated by the Original Applicant and agreed upon by the Agency.

In order to finance a portion of the costs of the acquisition, renovation, installation and equipping of the Original Project, the Agency issued its Multifamily Housing Revenue Bonds (Mill River Residences Project), Series 2005, in the aggregate principal amount not to exceed \$14,725,000 (collectively, the "2005 Bonds"); and the Agency and the Original Applicant entered into a Payment in Lieu of Taxes Agreement dated December 1, 2005 by and between the Original Applicant and the Agency (the "Original PILOT").

In 2017, the Original Applicant refinanced the Project through a mortgage loan made by KeyBank, and the 2005 Bonds were redeemed (the "KeyBank Mortgage Loan") in connection with the repayment of the KeyBank Mortgage Loan and new acquisition financing made by Merchants Bank of Indiana (the "Merchants Mortgage Loan").

On or about December 16, 2020, the Original Applicant, with the consent of the Agency, transferred the Original Applicant's interest in the Project Facility to Rockville Mill River, L.P. (the "Company"), and assigned the Original PILOT and certain other transaction documents related thereto (the "Transaction Documents") to the Company.

On or about May 20, 2021, the Company has presented an application (the "Application") to the Agency, which Application requested that the Agency consider undertaking an amendment of the Original Project, (as so amended, hereinafter referred to as the "Project") consisting of the following: (A) (1) the retention of the Land), (2) the renovation and upgrading of the Building,

together with related improvements to the Land and (3) the acquisition and installation therein and thereon of certain new furniture, fixtures, machinery and equipment (the "Equipment"), all of the foregoing to continue to constitute the Facility; (B) the financing of all or a portion of the costs of the foregoing and refinancing the Merchants Mortgage Loan by the issuance of tax-exempt and/or taxable revenue bonds of the Agency in one or more series presently estimated to be in the aggregate principal amount of \$33,225,000 and in no event to exceed \$33,624,185 (the "Bonds"); (C) the granting of certain additional "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential additional exemptions or partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (together with the Bonds, collectively, the "Financial Assistance"); and (D) the lease (with an obligation to purchase) or sale of the Facility to the Company or such other entity as may be designated by the Company and agreed upon by the Agency.

The Application states that the Company is seeking an abatement of real property taxes. However, based upon preliminary negotiations between representatives of the Company and the Agency, the parties contemplate that the Agency may agree to grant additional real property tax exemption with respect to the Project Facility consisting of an additional five (5) years of property tax exemptions to follow the existing approximately 29 year exemption term under the Original PILOT. Accordingly, the amount payable in the calendar year 2034 would be thereafter payable for each of the five (5) subsequent years with annual increases of 3.00% per year (compounded) each fiscal tax year (i.e. years 2035-2039 of the term of the Original PILOT, as so extended.)

Thereafter, and through the end of the term of the project agreement, lease or installment sale agreement with respect to the Project Facility, the payments would be equal to the real property taxes and assessments that would be payable as if the Project Facility were returned to the tax rolls as taxable property and subject to taxation at its then current, full assessed value, as the same may be reassessed from time to time, and subject to tax rate increases imposed by the affected tax jurisdictions.

The Property Tax Exemption, if approved by the Agency, would constitute a deviation from the Policy.

The reason for the deviation is that the Property Tax Exemption, if approved by the Agency, is necessary to induce the Company to undertake the Project and that the PILOT payments would not be lower than the real property taxes that should otherwise apply with respect to the Land and the existing improvements thereon as of the Closing Date.

Sincerely,

NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By:



Harry Coghlan
Chief Executive Officer

ROCKVILLE MILL RIVER, L.P. Approving Resolution

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 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 Kessel	Chairman
Lewis M. Warren	Vice Chairman
Anthony Simon	2nd Vice Chairman
Amy Flores	Treasurer
John Coumatos	Asst. Treasurer
Chris Fusco	Asst. Secretary
Timothy Williams	Secretary

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Harry Coghlan	Chief Executive Officer/Executive Director
Danielle Oglesby	Chief Operating Officer/Deputy Executive Director
Colleen Pereira	Administrative Director
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2021-__ was offered by _____, seconded by _____.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING (1) THE ISSUANCE OF UP TO \$33,624,185 PRINCIPAL AMOUNT OF TAX-EXEMPT MULTIFAMILY HOUSING REVENUE BONDS (“BONDS”) FOR THE PURPOSE OF FINANCING AND/OR REFINANCING A CERTAIN PROJECT (AS SET FORTH BELOW) FOR THE BENEFIT OF ROCKVILLE MILL RIVER, L.P.; (2) THE RETENTION AND STRAIGHT LEASING OF A CERTAIN PROJECT FOR ROCKVILLE MILL RIVER, L.P. AND (3) THE PROVISION OF ADDITIONAL FINANCIAL ASSISTANCE 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 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on or about June 17, 2005, Mill River Residences, L.P., a limited partnership organized and existing under the laws of the State of New York (the “Original Applicant”), presented an application to the Agency, which requested that the Agency consider undertaking a project (the “Original Project”) consisting of the following: (A) (1) the acquisition of an interest in (a) a parcel of land located at 40 Maine Avenue, Village of Rockville Centre, Town of Hempstead, County of Nassau, New York (the “Maine Parcel”), and (b) a parcel of land located at 1-20 Meehan Lane, Village of Rockville Centre, Town of Hempstead, County of Nassau, New York (the “Meehan Parcel” and together with the Maine Parcel, collectively, the “Land”), (2) the renovation of the existing apartment building on the Maine Parcel and the existing four (4) garden apartment buildings on the Meehan Parcel (collectively, the “Building”), together with related improvements to the Land, and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the “Equipment”), all of the foregoing to constitute a housing complex comprised of approximately 175 affordable housing units, together with associated parking areas (collectively, the “Facility”); (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or taxable revenue bonds of the Agency in one or more series (the “Bonds”); (C) the granting of certain “financial assistance” (within the meaning of

Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (together with the Bonds, collectively, the “Original Financial Assistance”); and (D) the lease (with an obligation to purchase) or sale of the Facility to the Original Applicant or such other entity as may be designated by the Original Applicant and agreed upon by the Agency; and

WHEREAS, in order to finance a portion of the costs of the acquisition, renovation, installation and equipping of the Original Project, the Agency issued its Multifamily Housing Revenue Bonds (Mill River Residences Project), Series 2005, in the aggregate principal amount not to exceed \$14,725,000 (collectively, the “2005 Bonds”); and the Agency and the Original Applicant entered into a Payment in Lieu of Taxes Agreement dated December 1, 2005 by and between the Original Applicant and the Agency (the “Original PILOT”); and

WHEREAS, in 2017, the Original Applicant refinanced the Project through a mortgage loan made by KeyBank, and the 2005 Bonds were redeemed (the “KeyBank Mortgage Loan”); and

WHEREAS, on or about December 16, 2020, the Original Applicant, with the consent of the Agency, transferred the Original Applicant’s interest in the Project Facility to Rockville Mill River, L.P. (the “Company”), and assigned the Original PILOT and certain other transaction documents related thereto (the “2020 Transaction Documents”) to the Company in connection with the repayment of the KeyBank Mortgage Loan and new acquisition financing made by Merchants Bank of Indiana (the “Merchants Mortgage Loan”); and

WHEREAS, on or about May 20, 2021, the Company has presented an application (the “Application”) to the Agency, which Application requested that the Agency consider undertaking an amendment of the Original Project, (as so amended, hereinafter referred to as the “Project”) consisting of the following: (A) (1) the retention of the Land, (2) the renovation and upgrading of the Building, together with related improvements to the Land and (3) the acquisition and installation therein and thereon of certain new furniture, fixtures, machinery and equipment (the “Equipment”), all of the foregoing to continue to constitute the Facility; (B) the financing of all or a portion of the costs of the foregoing and refinancing the Merchants Mortgage Loan by the issuance of tax-exempt and/or taxable revenue bonds of the Agency in one or more series presently estimated to be in the aggregate principal amount of \$33,225,000 and in no event to exceed \$33,624,185 (the “Bonds”); (C) the granting of certain additional “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential additional exemptions or partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (together with the Bonds, collectively, the “Financial Assistance”); and (D) the lease (with an obligation to purchase) or sale of the Facility to the Company or such other entity as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Company is seeking to extend the term of the Original PILOT and to make additional capital expenditures, with a concomitant extension of the commitment to the Agency to operate the Project Facility, including renovations to the Project Facility that include interior renovations and replacing concrete sidewalks; and

WHEREAS, to secure Bond refinancing to maintain the Project Facility, the Company needs to ensure a stable tax base during the term of the lender mortgage that will finance the capital expenditures; and

WHEREAS, any approval of the Project is contingent upon, among other things, a final determination by the members of the Agency to proceed with the Project following determinations by the Agency that: (A) the public hearing and notice requirements and other procedural requirements contained in the Code and Act relating to the Project and the Financial Assistance have been satisfied; and (B) the undertaking of the Project by the Agency and the granting of the Financial Assistance are and will be in compliance with all other applicable requirements of the Act, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project or the Project Facility (collectively, the “Applicable Laws”); and

WHEREAS, it is intended that the Bonds issued as tax-exempt obligations will be issued as exempt facility bonds for a qualified residential rental project, pursuant to Section 142(a)(7) of the Code, the interest on which will be excluded from gross income for federal income tax purposes pursuant to Section 103(a) of the Code; and

WHEREAS, pursuant to Section 147(f) of the Code, interest on the Bonds issued on a tax-exempt basis will not be excluded from gross income for federal income tax purposes unless the issuance of such Bonds is approved by the “applicable elected representative” of the County after a public hearing has been held on the Project and the issuance of such Bonds; and

WHEREAS, in accordance with Section 147(f) of the Code, and Section 859-a of the Act, the Agency conducted a public hearing with respect to the issuance of the tax-exempt Bonds and the Project and the Financial Assistance contemplated by the Agency with respect to the Project on September 13, 2021, at 9:30 a.m., local time, at the Village Hall, 1 College Place, Village of Rockville Centre, Nassau County, New York (“Public Hearing”), following the publication on August 30, 2021, in the *Long Island Edition of Newsday* of a notice of said public hearing. The Executive Director of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the “Public Hearing”) to be mailed on August 27, 2021 to the chief executive officer of Nassau County, New York and of each other affected tax jurisdiction within which the Project Facility is or is to be located. The Agency provided all interested persons of the public the opportunity, at the time and on the date indicated above, to provide oral comments with respect to the Project and/or the issuance of the Bonds; and caused a report of the Public Hearing (the “Report”) to be prepared which fairly summarizes the views presented at the Public Hearing and distributed the Report to the members of the Agency; and

WHEREAS, it is anticipated that the County Executive of Nassau, New York, as the applicable elected representative (as such term is defined under Section 147(f)(2)(E) of the Code), will give unconditional approval of the issuance of the Bonds; and

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Executive Director of the Agency caused notice of a meeting of the Agency with respect to the proposed deviation from the Agency’s uniform tax exemption policy to be mailed on August 27, 2021, and as

amended as to the description of the extension of the Original PILOT term only, on September 7, 2021 (the “IDA Meeting”) to the chief executive officer of each affected tax jurisdiction; and (B) the members of the Agency conducted the IDA Meeting on the date hereof and reviewed any written comments or correspondence received with respect to the proposed deviation from the Agency’s uniform tax exemption policy and approved the proposed deviation; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the “Regulations”, and collectively with the SEQR Act, “SEQRA”), the appropriate personnel of the Agency reviewed the environmental assessment form and other materials submitted by the Company and made any necessary comments to the members of the Agency, and by resolution of the members of the Agency adopted immediately prior to the adoption hereof, the Agency decided to conduct an uncoordinated review of the Project and determined that the Project will not have a significant adverse environmental impact and that an environmental impact statement will not be prepared; and

WHEREAS, the Agency now desires to make its determination to proceed with the Project and to grant the Financial Assistance, subject to the terms hereof; and

WHEREAS, the Bonds are being issued pursuant to a Funding Loan Agreement (the “Funding Loan Agreement”), to be entered into by an among the Agency and Merchants Capital (“Purchaser”), as the purchaser of the Bonds; and

WHEREAS, the Agency will loan the proceeds of the Bonds to the Company pursuant to a Project Loan Agreement (“Project Loan Agreement”) to be entered into by and between the Agency and the Company with the payments made by the Company thereunder being sufficient to pay the principal of premium, if any, purchase price and interest the Bonds; and

WHEREAS, the Agency and the Company will enter into a third amendment of the Installment Sale Agreement (the “**Installment Sale Agreement**”), by and among the Agency and the Company; and

WHEREAS, the Company will make certain representations, warranties and covenants for the benefit of Purchaser and the Issuer pursuant to the Project Loan Agreement and the Installment Sale Agreement; and

WHEREAS, the Company reasonably expects that it will pay or incur certain capital expenditures in connection with the Project prior to the issuance of the Bonds for the Project; and

WHEREAS, the Company will use funds from sources other than the proceeds of the Bonds which are or will be available on a short-term basis to pay for a portion of the cost of the Project; and

WHEREAS, as security for the Company’s Obligation under the Project Loan Agreement and the promissory note issued pursuant thereto (“Borrower Note”), the Company and the Issuer will grant to the Issuer a mortgage lien on and security interest in and to the Mortgaged Premises (as defined in the hereinafter defined Mortgage) pursuant to an Acquisition Loan Multifamily

Mortgage, Assignment of Rents, Security Agreement and Fixture Filing (or such other instrument), from the Company and Agency to the Issuer (collectively the “Mortgage”); the Issuer will assign its rights under the Mortgage to the Purchaser pursuant to certain Assignments of Mortgage and Loan Documents, from the Issuer to the Purchaser (the “Assignment of Mortgage”); and

WHEREAS, (A) the Company has heretofore executed and delivered a certain bargain and sale deed to the Agency, pursuant to which the Company conveyed an interest in the Land and the Building to the Agency (the “Conveyance Instrument”), (B) the Company will execute and deliver a certain Bill of Sale (the “Bill of Sale to Agency”) to the Agency, pursuant to which the Company will convey to the Agency its interest in the Equipment, (C) the Company will execute and deliver the Project Loan Agreement, (D) the Company, shall enter into a certain Uniform Project Agreement, by and between the Company and the Agency (the “Project Agreement”); (E) the Company will cause to be executed and delivered a certain Environmental Compliance and Indemnification Agreement or ratification of same heretofore entered into (the “Environmental Indemnification”) pursuant to which the Agency will be indemnified from and against certain losses, costs, damages and liabilities, (F) the Company will execute and deliver or cause to be executed and delivered a certain Amendment to the Original PILOT (the “PILOT Amendment”) to the Agency, and, to secure the obligations thereunder, a certain Amendment to Mortgage and Assignment of Leases and Rents in favor of the County of Nassau, New York (the “PILOT Mortgage Amendment”), and (G) the Company will execute and deliver and/or cause to be executed and delivered certain other certificates, documents, instruments and agreements related to the Project (together with the Conveyance Instrument, the Bill of Sale to Agency, the Project Loan Agreement, the Funding Loan Agreement, the Installment Sale Agreement, the Project Agreement, the Environmental Indemnification, the Mortgage, the PILOT Agreement and the PILOT Mortgage, collectively, the “Transaction Documents”);

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

Section 1. The Agency has reviewed the Application and the Report and, based upon the representations made by the Company to the Agency and the facts and information obtained by the Staff of the Agency and reported to and reviewed by the members of the Agency at this meeting (including, without limitation, the facts and information set forth in the Staff Review of the Application), the Agency has reviewed and assessed all material information necessary to afford a reasonable basis for the Agency to make a determination to approve the Financial Assistance. In addition, the Agency makes the following findings and determinations with respect to the Project:

(a) Taking into account the stated purposes of the Act being the promotion of employment opportunities and the prevention of economic deterioration and having reviewed the Economic Impact Study dated September 10, 2021 prepared by Camoin Associates for the Agency regarding the costs benefits and other economic impacts of the Project and based on the proposed use of the Project Facility as set forth in the Application, the economic effects of the Project on the area in which it is situated including the prevention of economic deterioration, the job opportunities to be created and/or maintained by the Project and the substantial rehabilitation of affordable multifamily housing units, the Agency hereby finds that the undertaking of

the Project constitutes a commercial activity as it promotes the creation of employment opportunities, the revitalization of the Village of Rockville Centre and the prevention of economic deterioration.

(b) the granting of the Financial Assistance by the Agency to the Company is necessary to induce the Company to proceed with the Project;

(c) there is a likelihood that the Project would not be undertaken but for the granting of the Financial Assistance by the Agency to the Company;

(d) the issuance of the Bonds and the Financial Assistance will be an inducement to the Company to continue to operate and maintain the Project in Nassau County; and

(e) it is desirable and in the public interest for the Agency to issue the Bonds to finance the costs of the Project, together with certain related costs and amounts; and the

(f) Company is not undertaking the Project in place of, on behalf of, for the benefit of, or at the request of the Agency.

(g) the renovation of the Project Facility by the Company as agent of the Agency, the sale thereof by the Agency to the Company and the operation thereof by the Company will not result in the removal of a facility or plant of the Company or any other proposed user, occupant or tenant of the Project Facility from one area of the State of New York (the "State") to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed user, occupant or tenant of the Project Facility located within the State (but outside of Nassau County). Therefore, the provisions of subdivision (1) of Section 862 of the Act are not and will not be violated as a result of the granting of the Financial Assistance by the Agency to the Company;

(h) the Project will serve the public purposes of the Act by preserving permanent, private sector jobs and increasing the overall number of permanent, private sector jobs in the State;

(i) no funds of the Agency shall be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant, nor shall any funds of the Agency be given in connection with the Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State, nor shall any funds of the Agency be used for advertising or promotional materials which depict elected or appointed government officials in either print or electronic media;

(j) the granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York and the State, will improve their standard of living, and will prevent unemployment and economic deterioration, and thereby serves the public purposes of the Act;

(k) the Project Facility does not and will not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project. For purposes of this finding, retail sales shall mean: (i) sales by a registered vendor under Article 28 of the New York Tax Law primarily engaged in the retail sale of tangible personal property, as defined in subparagraph (i) of paragraph four of subdivision (b) of section 1101 of the New York Tax Law; or (ii) sales of a service to such customers; and

(l) it is desirable and in the public interest for the Issuer to issue its Bonds to finance the costs of the Project, together with certain related costs and amount, in an aggregate amount not to exceed \$33,624,185; and

(m) the Project will not result in the removal or abandonment of a plant or facility of the Company, or of a proposed user, occupant or tenant of the Project Facility, currently located within Nassau County.

Section 2. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Chief Executive Officer / Executive Director and the staff of the Agency with respect to the Application, the IDA Meeting and the Public Hearing, including, without limitation, (a) those actions required to ensure full compliance with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project, and (b) the appointment of the law firm of Harris Beach PLLC, Uniondale, New York, as Special Counsel to the Agency with respect to all matters in connection with the Project, as well as Bond Counsel to the Agency in connection with the issuance of the Bonds. Counsel to the Agency and Bond Counsel to the Agency are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the authorization, issuance and sale of the Bonds.

Section 3. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project.

Section 4. Having considered fully all comments received at the Public Hearing or otherwise in connection with the Project, the Agency hereby further determines to proceed with the Project and the granting of the Financial Assistance.

Section 5. The Agency hereby re-authorizes and approves the Company as its agent and approves the Company as the recipient of the Financial Assistance.

Section 6. Based upon the representation and warranties made by the Company in its application for financial assistance, subject to the provisions of this resolution, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an aggregate amount of up to \$2,435,894.96, which result in New York State and local sales and use tax exemption benefits (“sales and use tax exemption benefits”) not to exceed \$210,095.94, and approves a maximum mortgage recording tax exemption in an amount not to exceed \$233,362.00.

Section 7. The Agency is hereby authorized to (a) maintain its interest in the Project Facility pursuant to the Conveyance Instrument, the Bill of Sale to Agency and the other Transaction Documents, (b) sell the Project Facility to the Company pursuant to the Installment Sale Agreement and the other Transaction Documents, (c) grant the aforementioned Financial Assistance, (d) execute the PILOT Amendment, (e) the PILOT Mortgage Amendment for the sole purpose of encumbering its interest in the Project Facility or accept such other collateral as the Chief Executive Officer / Executive Director shall determine to secure the performance by the Company of its obligations under the PILOT Agreement; (f) execute the Funding Loan Agreement, (g) execute the Project Loan Agreement, (h) execute a certain Tax Regulatory Agreement, to be dated as of the date of issuance and delivery of the Bonds (the “Tax Regulatory Agreement”), pursuant to which the Issuer and the Company make certain representations and covenants to ensure the continued tax-exempt status of the tax-exempt Bonds, (i) execute a certain Tax Certificate, to be dated as of the date of issuance and delivery of the Bonds (the “Tax Certificate”), (j) execute an Internal Revenue Service Form 8038 (the “Information Return for Private Activity Bonds”) in connection with the issuance of the Bonds, (k) execute the Project Agreement, (l) execute and deliver the Bonds and (m) do all things necessary, convenient or appropriate for the accomplishment thereof. All acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 8. The form and substance of the Project Agreement, the Conveyance Instrument, the Bill of Sale to Agency, the Installment Sale Agreement, the Environmental Indemnification, the PILOT Agreement Amendment, the PILOT Mortgage Amendment, the Funding Loan Agreement, the Project Loan Agreement, the Tax Certificate, the Tax Regulatory Agreement, and the other Transaction Documents, in the forms used by the Agency with respect to prior projects, together with such changes as the Chairman, the Vice Chairman or the Chief Executive Officer/Executive Director may hereafter deem necessary or appropriate, are hereby approved. The Chairman, the Vice Chairman, the Chief Executive Officer / Executive Director, Chief Operating Officer and the Administrative Director are hereby authorized, on behalf of the Agency, acting together or individually, to execute and deliver the Transaction Documents, and any document with or in favor of a lender to which the Agency is a party, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same. The execution and delivery of each such agreement, approval and consent by such person(s) shall be conclusive evidence of such approval.

Section 9. In consequence of the foregoing, the Agency hereby determines to:

- (a) execute and deliver the Transaction Documents, and any document with or in favor of a lender to which the Agency is a party with such amendments or modifications as the Chair, Vice Chair, Chief Executive Officer/Executive Director or other officer designated by the Chief Executive Officer/Executive Director (the “Authorized Officer”) deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Agency and loan the proceeds derived from the issuance of the Bonds to the Company pursuant to the terms thereof; and
- (b) issue and deliver the Bonds in one or more series to the Purchaser on or before November 30, 2021 (or such other mutually agreeable date (the “Closing Date”)),

subject however to the approval of the final terms for the Bonds and the terms and conditions of the Installment Sale Agreement consistent with this Resolution, and of the terms of the Bonds, by the Authorized Officer of the Agency and by the Company and the Trustee; and

- (c) use the proceeds of the Bonds to finance a portion of the Project and to pay necessary incidental expenses in accordance with the Installment Sale Agreement and the Bond Placement Agreement; and
- (d) execute Tax Certificate and the Tax Regulatory Agreement, each to be dated as of the Closing Date and a Information Return for Private Activity Bonds and file the Information Return with the Internal Revenue Service in connection with the issuance of the tax-exempt Bonds; and
- (e) execute and deliver all other certificates and documents required in connection with issuance and sale of the Bonds including the documents identified on the draft Closing Memorandum and any other documents as may be required by the Trustee or otherwise required to accomplish the Project, qualify a portion of the interest on the tax-exempt Bonds for tax-exempt status under Section 103 of the Code (such certificates and documents collectively, with the Tax-Exempt Bonds, the Installment Sale Agreement, the Bond Placement Agreement, the Assignments of Mortgage and the Tax Compliance Certificate, the “**Financing Documents**”); and
- (f) grant an exemption from all New York State and local mortgage recording taxes as permitted by law with respect to any qualifying mortgage in connection with the Project to secure the Bonds.

Section 10. The financing and refinancing of the Project and the financing or refinancing thereof by the Agency, through the issuance of the Bonds pursuant to the Act, and the provision of other financial assistance in connection therewith pursuant to the Act, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of Nassau County and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act and the same is, therefore, approved. It is desirable and in the public interest for the Agency to issue the Bonds for the purposes of financing or refinancing the costs of the acquisition, construction, renovation, equipping and furnishing of the Project, together with necessary incidental expenses in connection therewith as reflected in the Company’s application to the Agency, as amended from time to time prior to the issuance of the Bonds. The Agency is hereby authorized to undertake the Project, finance, refinance or reimburse the acquisition, construction, renovation and equipping of the Improvements, the funding of a debt service reserve fund, if any, and costs of issuance, by the issuance of the Bonds and to grant the Financial Assistance and all acts previously taken by the Agency with respect to the Project, the undertaking of the Project, the grant of Financial Assistance with respect to the Project and the issuance of the Bonds are hereby approved, ratified and confirmed.

Section 11. Subject to receipt of the approval of the County Executive of Nassau County (the “County Executive”) of the issuance of the tax-exempt Bonds pursuant to, and

solely for the purposes of, Section 147 of the Code, the Agency is hereby authorized to issue, execute, sell and deliver the Bonds in the aggregate principal amount of up to \$33,624,185 in the form heretofore approved in Section 9 of this Resolution, pursuant to the Act and in accordance with the Installment Sale Agreement; provided that

- (a) the Bonds authorized to be issued, executed, sold and delivered pursuant to this Section 11 (i) shall be issued, executed and delivered at such time as an Authorized Officer shall determine, (ii) shall be in such aggregate principal amount (not to exceed \$33,624,185) as is hereinafter approved by an Authorized Officer, (iii) shall bear interest at such rates as are set forth in the Bonds and Funding Loan Agreement or as are hereinafter approved by an Authorized Officer, and (iv) shall be issued in such series and subject to prepayment prior to maturity, and have such other provisions and be issued in such manner and on such conditions as are set forth in the Bonds and the Funding Loan Agreement, all of which provisions are specifically incorporated herein with the same force and effect as if fully set forth in this Resolution; and
- (b) The maximum authorized principal amount of the tax-exempt Bonds and of the taxable Bonds shall collectively, not to exceed \$33,624,185; and
- (c) the Bonds shall be issued solely for the purpose of providing funds to assist the Company to finance the Project Costs, the administrative, legal, financial, and other expenses of the Agency in connection with such assistance and incidental to the issuance of the Bonds, as such costs are more specifically set forth in the Financing Documents; and
- (d) the Bonds and the interest thereon are not and shall never be a debt of the State of New York, Nassau County, New York, and neither the State of New York nor Nassau County, New York, shall be liable thereon; and
- (e) the Bonds, together with interest payable thereon, shall be special obligations of the Agency payable solely from the revenues and receipts derived from the payments made by the Company pursuant to the Installment Sale Agreement or from the enforcement of the security provided by the Financing Documents.

Each of the Authorized Officers of the Agency is hereby authorized, on behalf of the Agency, to execute (by manual or facsimile signature) and deliver the Financing Documents, on such terms and conditions as shall be consistent with this Resolution and approved by an Authorized Officer, the execution thereof by such Authorized Officer constituting conclusive evidence of such approval.

Section 12. Notwithstanding any other provision of this Resolution, the Agency covenants that it will make no use of the proceeds of the tax-exempt Bonds or of any other funds which, if such use had been reasonably expected on the date of issue of the tax-exempt Bonds, would cause the tax-exempt Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Code.

Section 13. The Authorized Officers of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided by the provisions of the Financing Documents, and to execute and deliver all such additional certificates, instruments and documents, including the Financing Documents and the Information Return, and to do all such further acts and things as may be necessary or in the opinion of the Authorized Officer acting on behalf of the Agency, desirable and proper to effect the purposes of this Resolution and to cause compliance by the Agency with all of the terms, covenants, and provisions of the Financing Documents binding upon the Agency.

Section 14. It is hereby found and determined that all formal actions of the Agency concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Agency; and that all deliberations of the Agency and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 15. The Chairman, the Vice Chairman, the Chief Executive Officer/Executive Director, the Chief Operating Officer and the Administrative Director of the Agency are hereby further authorized, on behalf of the Agency, acting together or individually, to designate any additional Authorized Representatives (as defined in the Lease) of the Agency.

Section 16. The officers, employees and agents of the Agency are hereby authorized and directed, acting individually or jointly, for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Transaction Documents, to execute and deliver all such additional certificates, instruments, agreements and documents, to pay all such fees, charges and expenses, and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, convenient or appropriate to effect the purposes of this Resolution and to cause compliance with all of the terms, covenants and provisions of the Transaction Documents to which the Agency is a party or which are binding on the Agency.

Section 17. The Agency recognizes that due to the complexities of the proposed transaction it may become necessary that certain of the terms approved hereby may require modifications from time to time which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman and Chief Executive Officer/Executive Director of the Agency, acting individually or jointly, to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution. The approval of such modifications shall be evidenced by the certificate of determination of an Agency officer or the execution and delivery by some or all such Agency officers of relevant documents containing such modified terms.

Section 18. The members of the Agency acknowledge the terms and conditions of Section 875(3) of the Act and the duties and obligations of the Agency thereunder with respect to granting of State Sales and Use Taxes (as such term is defined in Section 875 of the Act) with respect to the Project. The members hereby direct the officers of the Agency to comply with such terms and conditions with respect to the Project and hereby direct Special Counsel to the Agency to include such terms and conditions in all relevant Transaction Documents.

Section 20. The Chairman, the Vice Chairman, the Chief Executive Officer/Executive Director, Chief Operating Officer and the Administrative Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 21. This Resolution shall take effect immediately and shall be effective for one hundred eighty (180) days from the date of its adoption and the Bonds are hereby ordered to be issued in accordance with this Resolution.

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

The foregoing Resolution was thereupon declared duly _____.

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

**Resolution adopting a determination and finding under the New York State
Environmental Quality Review Act**

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 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 Kessel	Chairman
Lewis M. Warren	Vice Chairman
Anthony Simon	2nd Vice Chairman
Amy Flores	Treasurer
John Coumatos	Asst. Treasurer
Chris Fusco	Asst. Secretary
Timothy Williams	Secretary

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Harry Coghlan	Chief Executive Officer/Executive Director
Danielle Oglesby	Chief Operating Officer/Deputy Executive Director
Colleen Pereira	Administrative Director
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2021-__ was offered by _____, seconded by _____.

RESOLUTION FINDING THAT AN ACTION TO UNDERTAKE THE ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT FOR GESHER CENTER LLC WILL NOT HAVE A SIGNIFICANT ADVERSE IMPACT ON THE ENVIRONMENT

Project Name: GESHER CENTER LLC 2021

Location: 733-741 Middle Neck Road; 6 & 8 North Road, Village of Great Neck, Town of North Hempstead, Nassau County, New York (Section: 1; Block: 1; Lot: 5, 106, 212 and 115)

SEQRA Status: Unlisted

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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, GESHER CENTER LLC, a limited liability company organized and existing under the laws of the State of New York, (the “Applicant”) has presented an application for financial assistance (the “Application”) to the Agency, which Application requests that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition and retention of an interest in an approximately 15,000 square foot parcel of land located at 733-741 Middle Neck Road; 6 & 8 North Road, Village of Great Neck, Town of North Hempstead, Nassau County, New York (Section: 1; Block: 1; Lot: 5, 106, 212 and 115) (the “Land”), (2) the construction of an approximately 88,000 square foot, four (4) story building (collectively, the “Building”) on the Land, together with related improvements to the Land, including surface parking spaces, (3) the acquisition of certain furniture, fixtures, machinery and equipment (the “Equipment”) necessary for the completion thereof (collectively, the “Project Facility”), all of the foregoing for use by the Applicant as a multi-family apartment building consisting of approximately sixty (60) residential rental apartment units, including nine (9) affordable residential rental apartments, and an approximately 4,100 +/- square foot art gallery; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and

sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, pursuant to Article 8 of the New York Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 N.Y.C.R.R. Part 617.1, et. seq., as amended (the “Regulations” and collectively “SEQRA”), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to undertake the Project; and

WHEREAS, pursuant to SEQRA, to aid the Agency in determining whether the Project may have a significant adverse impact upon the environment, the Agency has completed, received and/or reviewed (1) Part 1 of a Full Environmental Assessment Form (“EAF”), dated June 24, 2020; (2) NYSDEC’s Environmental Resource Mapper; (3) New York State Historic Preservation Office’s Cultural Resources Mapper; (4) Resolution of the Village of Great Neck Zoning Board of Appeals, dated December 3, 2020, Adopting a Negative Declaration of Environmental significance with respect to the Project Facility pursuant to SEQRA; and (5) other relevant environmental information (collectively, 1, 2, 3, 4 and 5 shall be referred to as the “Environmental Information”); and

WHEREAS, pursuant to SEQRA, the Agency is an involved agency in the SEQRA review of the Project, and as an involved agency is required to analyze the Project to determine whether it has the potential to have a significant adverse impact on the environment; and

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

Section 1. Based upon a thorough review and examination of the Environmental Information and the EAF reviewed by the Village of Great Neck Zoning Board of Appeals (the “Lead Agency”) and other representations and information furnished by the Company regarding the Project Facility, the Agency determines that action relating to the acquisition, demolition, construction, equipping and operation of the Project Facility is an “Unlisted” action, as that term is defined in Article 8 of the New York Environmental Conservation Law. An Environmental Review of the Project Facility pursuant to SEQRA was conducted by the Lead Agency and, on December 3, 2020, a negative declaration for purposes of SEQRA was adopted by the Lead Agency. The Agency concurs with the findings of the Lead Agency, and, as of the date of this resolution, determines that the action will not have a “significant effect” on the environment, and therefore, an environmental impact statement will not be required. Further, the Agency makes the following findings with respect to the Project:

1. Impact on Land. The Project is not anticipated to create any potentially significant adverse impacts to land resources or land use. The Lead Agency concluded that the Project Facility is consistent with its surrounding use. The zoning and land use classification will not change as a result of the Project. Accordingly, the Project is not anticipated to create any potentially significant adverse impacts to land resources or land use.

2. Impact on Water. No wetlands in the area of the Land are anticipated to be impacted as renovation will be undertaken on property which previously housed similar uses. In addition, the Project is not located in a designated 100 or 500 year floodplain. The property has been previously disturbed and the renovation will not physically alter, or encroach into, any existing wetland or waterbody. Although the Project site is located over the Nassau-Suffolk sole source aquifer, no activities proposed for the Project are anticipated to impact groundwater or the aquifer, nor is renovation or operation of such project anticipated to expose such aquifer to the undue threat of contamination. Further, the Lead Agency has determined that the Ground and surface water will be managed by a drainage system on-site and in connection with the Nassau County Stormwater Management System.
3. Impact on Air. The Project will not be a significant source of air emissions. The Project does not entail the types of activities or operations that require the Applicant to acquire an Air Facility Permit or that are associated with a significant potential for air emissions. In addition, any increase in traffic including vehicle trips associated with the Project is not anticipated to materially impact air quality as more specifically discussed in the Transportation section below, including based on various analyses completed regarding traffic. Any potential impact on air as a result of construction activities will be minor, and temporary in nature.
4. Impact on Health or Safety. The EAF indicates the Land was not the subject of spill reports. The Project also does not entail the types of activities or operations that are associated with a significant potential for affecting public health. Accordingly, the Project will not create any significant adverse impact to public health, air, land or water resources.
5. Impact on Plants and Animals Including to Threatened or Endangered Species. The Land in the area of the Project Facility does not appear to contain any habitats of significance as it is fully developed and located in a well-developed residential and commercial area. The Proposed Action does not present the potential for removal or destruction of large quantities of vegetation or fauna; substantial interference with the movement of any resident or migratory fish or wildlife species; impacts on a significant habitat area; substantial adverse impacts on a threatened or endangered species of animal or plant, or the habitat of such a species; or other significant adverse impacts to natural resources.
6. Impact on Agricultural Land Resources. The Project is located in an area currently devoted to commercial / residential uses. As a result it will not involve the conversion or loss of agricultural land resources. Accordingly, the Project will not create any significant adverse impacts to agricultural land resources.

7. Impact on Aesthetic Resources. The Project will not be visible from any officially designated federal, state or local scenic or aesthetic resource. The property is situated in a developed commercial and residential area, as indicated with is zoned for uses consistent with the Project with is also consistent with surrounding uses. As the Lead Agency concluded that the Project Facility is consistent with its surroundings, it is not anticipated to create any significant adverse impacts to aesthetic resources.
8. Impact on Historic and Archeological Resources. The Agency concurs with the Lead Agency that the entire property is improved with structures and contains no historical, archeological, architectural or aesthetic resources that will be impaired by the development of the Project Facility. Accordingly, the Project will not create any significant adverse impacts to historical or archaeological resources.
9. Impact on Open Space and Recreation. The property on which the Project is to be located and adjacent areas around it do not comprise public open space as it is devoted to commercial and residential uses. Further, the density of the Project Facility is not anticipated to create an adverse impact of local parkland. Accordingly, the Project will not create any significant adverse impacts to open space or recreational resources.
10. Impact on Critical Environmental Areas. The property on which the Project is to be developed is not located in or substantially contiguous to any Critical Environmental Area (“CEA”) based on a review of the EAF Mapper associated with such property. Accordingly, the Project will not create any significant adverse impacts to any CEA.
11. Impact on Transportation. The Project will not result in a substantial increase in traffic above capacity of current traffic infrastructure, nor is it expected to generate substantial new demand for transportation facilities or services/infrastructure. Further, the LEAD Agency concurred with the Applicant’s Traffic Analysis and Parking Analysis, which provided that the Project Facility is not anticipated to have any impact on the level of service on the surrounding roadway network and that in the engineering firm’s professional opinion the granting of the Application would not create traffic congestion or undue on-street parking in the area surrounding the subject site. Any impacts to transportation from construction activities associated with the Project will be minor and temporary in nature. Accordingly, it is not anticipated that that Project will create any significant adverse impacts to transportation.
12. Impact on Energy. The Project may result in an increase in energy usage, however, existing utilities serve the area where the Project will be developed and are anticipated to have adequate capacity to serve it. As a result, the Project will not create any significant adverse impacts to energy.

13. Impact on Noise and Odor and Impacts from Light. The Project is not expected to materially increase ambient noise levels or to create odors of consequence particularly in light of such project setting including the Project site location. As a result, it is not anticipated that operation of the Project will result in undue noise impacts. Further, any impacts to noise and/or odor from construction activities will be minor, and temporary in nature. In addition, any such noise from construction will be undertaken during work hours and as such is not anticipated to be significant. Accordingly, the Project will not create any significant adverse impacts to noise or odors.
14. Impact on Growth and Character of the Community and Neighborhood. The Lead Agency concluded that the Project Facility will result in a change in the intensity of use on the specific property, however, said intensity will be similar to the use intensity of several other properties along Middle Neck Road. Further, the use was determined to be in conformance with the Village's Middle Neck Road Multifamily Incentive Overlay District. Accordingly, the Project is not anticipated to create any significant adverse impacts to the growth or character of the community.

NOW THEREFORE BE IT FURTHER RESOLVED:

Section 2. Based on the foregoing, the Agency finds that the Project will not have any significant adverse impact on the environment in accordance with the New York State Environmental Quality Review Act, Article 8 of the New York Environmental Conservation Law and, in particular, pursuant to the criteria set forth at 6 NYCRR §617.7(b)-(c) of the SEQRA regulations and as such, no environmental impact statement shall be prepared. This determination constitutes a negative declaration for the purposes of SEQRA.

Section 3. The Chairman, the Vice Chairman, the Executive Director and the Administrative Director of the Agency are hereby further authorized on behalf of the Agency, or acting together or individually, to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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

The foregoing Resolution was thereupon declared **duly** _____.

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

GESHER CENTER LLC PILOT Deviation Resolution

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 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 Kessel	Chairman
Lewis M. Warren	Vice Chairman
Anthony Simon	2nd Vice Chairman
Amy Flores	Treasurer
John Coumatos	Asst. Treasurer
Chris Fusco	Asst. Secretary
Timothy Williams	Secretary

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Harry Coghlan	Chief Executive Officer/Executive Director
Danielle Oglesby	Chief Operating Officer/Deputy Executive Director
Colleen Pereira	Administrative Director
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2021-__ was offered by _____, seconded by _____.

RESOLUTION AUTHORIZING A DEVIATION FROM THE UNIFORM
TAX EXEMPTION POLICY OF THE NASSAU COUNTY
INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT
TO A PROJECT FOR GESHER CENTER LLC.

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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, GESHER CENTER LLC, a limited liability company organized and existing under the laws of the State of New York, (the “Applicant”) has presented an application for financial assistance (the “Application”) to the Agency, which Application requests that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition and retention of an interest in an approximately 15,000 square foot parcel of land located at 733-741 Middle Neck Road; 6 & 8 North Road, Village of Great Neck, Town of North Hempstead, Nassau County, New York (Section: 1; Block: 1; Lot: 5, 106, 212 and 115) (the “Land”), (2) the construction of an approximately 88,000 square foot, four (4) story building (collectively, the “Building”) on the Land, together with related improvements to the Land, including surface parking spaces, (3) the acquisition of certain furniture, fixtures, machinery and equipment (the “Equipment”) necessary for the completion thereof (collectively, the “Project Facility”), all of the foregoing for use by the Applicant as a multi-family apartment building consisting of approximately sixty (60) residential rental apartment units, including nine (9) affordable residential rental apartments, and an approximately 4,100 +/- square foot art gallery; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, the Application states that the Applicant is seeking an exemption from real property taxes with respect to the Project Facility that constitutes a deviation from the Agency's Uniform Tax Exemption Policy (the "Tax Exemption Policy"); and

WHEREAS, pursuant to Section 874(4) of the Act, (A) the Executive Director of the Agency caused a letter dated August 27, 2021 (the "Pilot Deviation Notice Letter") mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on September 21, 2021 (the "IDA Meeting"), consider a proposed deviation from the Tax Exemption Policy with respect to the payments in lieu of real property taxes to be made pursuant to a payment in lieu of taxes agreement to be entered into by the Agency with respect to the Project Facility; and (B) the members of the Agency conducted the IDA Meeting on the date hereof and reviewed any comments and correspondence received with respect to the proposed deviation from the Tax Exemption Policy; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 874(4) of the Act with respect to the proposed deviation from the Tax Exemption Policy;

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

Section 1. Prior to making the determinations set forth in this resolution, the members of the Agency have considered the following factors set forth in the Tax Exemption Policy: (1) the extent to which the Proposed Project would create or retain permanent jobs; (2) the extent to which the Proposed Project would create construction jobs; (3) the estimated value of tax exemptions to be provided with respect to the Proposed Project; (4) the amount of private sector investment generated or likely to be generated by the Proposed Project; (5) the likelihood of the Proposed Project being accomplished in a timely manner; (6) the extent of new revenue that would be provided to affected tax jurisdictions as a result of the Proposed Project; (7) whether affected tax jurisdictions would be reimbursed by the Applicant if a Proposed Project does not fulfill the purposes for which an exemption was provided, (8) the impact of the Proposed Project on existing and proposed businesses and economic development projects in the vicinity, (9) the demonstrated public support for the Proposed Project, (10) the effect of the Proposed Project on the environment, (11) the extent to which the Proposed Project would require the provision of additional services, including, but not limited to, additional educational, transportation, police, emergency, medical or fire services, and (12) any other miscellaneous public benefits that might result from the Proposed Project.

Section 2. The Agency hereby determines that the Agency has fully complied with the requirements of Section 874(4) of the Act relating to the proposed deviation from the Tax Exemption Policy.

Section 3. Having reviewed all comments and correspondence received at or prior to the IDA Meeting, the Agency hereby approves the proposed deviation from the Tax Exemption Policy as described in the Pilot Deviation Notice Letter (a copy of which is attached hereto as Exhibit A) because the proposed deviation is necessary to induce the Applicant to undertake the Proposed Project and because the PILOT payments would not be lower than the real property

taxes that should otherwise apply with respect to the Land and the existing improvements thereon as of the closing date of the transaction.

Section 4. The Chairman, the Vice Chairman, the Chief Executive Officer/Executive Director, Chief Operating Officer and the Administrative Director of the Agency are each hereby authorized and directed, acting individually or jointly, to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. If the Agency hereafter adopts appropriate final approving resolutions with respect to the proposed straight-lease transaction with the Applicant (the “Transaction”), the Chairman, the Vice Chairman, the Chief Executive Officer/Executive Director, Chief Operating Officer and the Administrative Director of the Agency are each hereby authorized and directed, acting individually or jointly, to cause the Agency to (A) enter into a Payment in Lieu of Taxes Agreement with the Applicant, providing, among other things, that the Applicant shall make payments in lieu of taxes consistent with the formula set forth in the PILOT Deviation Notice Letter, and (B) file an application for real property tax exemption with the appropriate assessor(s) with respect to the Project Facility.

Section 5. This Resolution shall take effect immediately, but is subject to and conditioned upon the closing of the Transaction.

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

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

PILOT DEVIATION LETTER

August 30, 2021

CERTIFIED MAIL, RETURN
RECEIPT REQUESTED and
FIRST CLASS MAIL
County Executive Laura Curran
County of Nassau
1550 Franklin Avenue
Mineola, NY 11501

Supervisor Judi Bosworth
Town of North Hempstead
220 Plandome Road
Manhasset, NY 11030

Mayor Pedram Bral
Village of Great Neck
61 Baker Hill Road
Great Neck, NY 11023

Dr. Teresa Prendergast
Superintendent of Schools
Great Neck Public Schools
Phipps Administration Building
345 Lakeville Road
Great Neck, NY 11020

NOTICE OF PROPOSED DEVIATION FROM
UNIFORM TAX EXEMPTION POLICY

Ladies and Gentlemen:

Notice is hereby given that at a meeting of the Nassau County Industrial Development Agency (the "Agency") to be held on September 21, 2021 at 6:45 p.m. local time and to be conducted in the Nassau County Ceremonial Chamber, 1550 Franklin Avenue, Mineola, New York 11501, the Agency will consider whether to approve the application of the Applicant (as defined below), for certain "financial assistance" which, if granted, would deviate from the Agency's Uniform Tax Exemption Policy (the "Policy") with respect to the payment of real property taxes. The meeting of the Agency will be open to the public.



At the meeting of the Agency, the Agency will consider the application of GESHER CENTER LLC, a limited liability company organized and existing under the laws of the State of New York, (the "Applicant") has presented an application for financial assistance (the "Application") to the Agency, which Application requests that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition and retention of an interest in an approximately 15,000 square foot parcel of land located at 733-741 Middle Neck Road; 6 & 8 North Road, Village of Great Neck, Town of North Hempstead, Nassau County, New York (Section: 1; Block: 1; Lot: 5, 106, 212 and 115) (the "Land"), (2) the construction of an approximately 88,000 square foot, four (4) story building (collectively, the "Building") on the Land, together with related improvements to the Land, including surface parking spaces, (3) the acquisition of certain furniture, fixtures, machinery and equipment (the "Equipment") necessary for the completion thereof (collectively, the "Project Facility"), all of the foregoing for use by the Applicant as a multi-family apartment building consisting of approximately sixty (60) residential rental apartment units, including nine (9) affordable residential rental apartments, and an approximately 4,100 +/- square foot art gallery; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity as may be designated by the Applicant and agreed upon by the Agency.

The Application states that the Applicant is seeking an abatement of real property taxes. However, based upon preliminary negotiations between representatives of the Applicant and the Agency, the parties contemplate that the Agency may agree to grant a real property tax exemption (the "Property Tax Exemption") with respect to the Project Facility as follows:

(i) for the period commencing on the date of the closing of the Project transaction (the "Closing Date") to and including the day prior to the Effective Date (as defined below), payments shall be equal to one hundred percent (100%) of the real property taxes and assessments that would be levied annually upon the Land and the existing improvements thereon as of the date of closing without taking into consideration the transfer of ownership, jurisdiction, supervision or control of the Project Facility to the Agency; and

(ii) for the period commencing on the Effective Date and continuing for twenty-two (22) full fiscal tax years thereafter, fixed payments equal to the sum of the BASE PILOT and the IMPROVEMENT PILOT.

Thereafter, and through the end of the term of the project agreement, lease or installment sale agreement with respect to the Project Facility, the payments would be equal to the real property taxes and assessments that would be payable as if the Project Facility were returned to

the tax rolls as taxable property and subject to taxation at its then current, full assessed value, as the same may be reassessed from time to time, and subject to tax rate increases imposed by the affected tax jurisdictions.

For the purposes of the foregoing, the following terms shall have the following meanings:

(a) “BASE PILOT” shall be deemed to mean the amount of all real property taxes and assessments payable on the Land and the existing improvements thereon as of the Closing Date, which amount shall be increased by 1.23% per year (compounded) after the third (3rd) fiscal tax year. Except as set forth in the immediately preceding sentence, the BASE PILOT shall not increase or decrease during the term of the PILOT Agreement. The BASE PILOT shall be reduced by any special taxes, assessments or levies that the Applicant is required to pay separately to the affected tax jurisdictions. In calculating the Base PILOT, the Agency shall take into account the most recent assessment data (i.e., assessed value and tax rates) available as of the Closing Date including any applicable approved tax certiorari stipulation or other settlement or arrangement with the applicable tax assessor(s).

(b) “IMPROVEMENT PILOT” shall be deemed to mean the product of the following amounts, as determined by the Agency: (i) the Assessed Value of the Improvement, (ii) the PILOT Rate, and (iii) the number 0.01, as phased in and adjusted pursuant to Exhibit A attached hereto. The term “Assessed Value of the Improvement” shall be deemed to mean the product of (y) the fair market value of the Project Facility (less the market value used in the calculation of the BASE PILOT) for real property tax valuation purposes, computed as of the estimated date of completion, as determined by the Agency using a methodology reasonably selected by the Agency, and (z) the level of assessment used by the Nassau County Assessor as of the year in which the Closing Date occurs. The PILOT Rate shall be evidenced by School Tax Bills, Village Tax Bills, if any and General Tax Bills based on the most recent assessment data available to the Agency as of the year in which the Closing Date occurs. The IMPROVEMENT PILOT shall be reduced by any special taxes, assessments or levies that the Applicant is required to pay separately to the affected tax jurisdictions.

(c) “Effective Date” shall be deemed to mean for each affected tax jurisdiction the first day of the first fiscal tax year following the first taxable status date occurring subsequent to the last to occur of (i) the Agency acquiring an interest in the Project Facility, (ii) the filing by the Agency of the appropriate application for tax exemption with the Nassau County Tax Assessor, and (iii) the acceptance of such Application by such assessor.


The Property Tax Exemption, if approved by the Agency, would constitute a deviation from the Policy.

The reason for the deviation is that the Property Tax Exemption, if approved by the Agency, is necessary to induce the Applicant to undertake the Project and that the PILOT payments would not be lower than the real property taxes that should otherwise apply with respect to the Land and the existing improvements thereon as of the Closing Date.

Sincerely,

NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____


Harry Coghlan
Chief Executive Officer

9	100% of taxes as of year of Closing *1,0630	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
10	100% of taxes as of year of Closing *1,0761	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
11	100% of taxes as of year of Closing *1,0893	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
12	100% of taxes as of year of Closing *1,1027	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
13	100% of taxes as of year of Closing *1,1163	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
14	100% of taxes as of year of Closing *1,1300	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
15	100% of taxes as of year of Closing *100% of taxes as of year of Closing *1,1439	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
16	100% of taxes as of year of Closing *1,1580	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
17	100% of taxes as of year of Closing *1,1722	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
18	100% of taxes as of year of Closing *1,1867	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
19	100% of taxes as of year of Closing *1,2013	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
20	100% of taxes as of year of Closing *1,2160	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
21	100% of taxes as of year of Closing *1,2310	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
22	100% of taxes as of year of Closing *1,2461	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	
23	100% of taxes as of year of Closing *1,2615	AV*PILOT RATE	BASE PILOT + IMPROVEMENT PILOT	

GESHER CENTER LLC Approving Resolution

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 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 Kessel	Chairman
Lewis M. Warren	Vice Chairman
Anthony Simon	2nd Vice Chairman
Amy Flores	Treasurer
John Coumatos	Asst. Treasurer
Chris Fusco	Asst. Secretary
Timothy Williams	Secretary

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Harry Coghlan	Chief Executive Officer/Executive Director
Danielle Oglesby	Chief Operating Officer/Deputy Executive Director
Colleen Pereira	Administrative Director
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2021-__ was offered by _____, seconded by _____.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING
THE ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT
FOR GESHER CENTER LLC

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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, GESHER CENTER LLC, a limited liability company organized and existing under the laws of the State of New York, (the “Applicant”) has presented an application for financial assistance (the “Application”) to the Agency, which Application requests that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition and retention of an interest in an approximately 15,000 square foot parcel of land located at 733-741 Middle Neck Road; 6 & 8 North Road, Village of Great Neck, Town of North Hempstead, Nassau County, New York (Section: 1; Block: 1; Lot: 5, 106, 212 and 115) (the “Land”), (2) the construction of an approximately 88,000 square foot, four (4) story building (collectively, the “Building”) on the Land, together with related improvements to the Land, including surface parking spaces, (3) the acquisition of certain furniture, fixtures, machinery and equipment (the “Equipment”) necessary for the completion thereof (collectively, the “Project Facility”), all of the foregoing for use by the Applicant as a multi-family apartment building consisting of approximately sixty (60) residential rental apartment units, including nine (9) affordable residential rental apartments, and an approximately 4,100 +/- square foot art gallery; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, any approval of the Project is contingent upon, among other things, a final determination by the members of the Agency to proceed with the Project following

determinations by the Agency that: (A) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Project and the Financial Assistance have been satisfied; and (B) the undertaking of the Project by the Agency and the granting of the Financial Assistance are and will be in compliance with all other applicable requirements of the Act, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project or the Project Facility (collectively, the “Applicable Laws”); and

WHEREAS, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the “Public Hearing”) to be mailed on August 27, 2021 to the chief executive officer of Nassau County, New York and of each other affected tax jurisdiction within which the Project Facility is or is to be located; (B) caused notice of the Public Hearing to be published on August 30, 2021 in the Nassau edition of *Newsday*, a newspaper of general circulation available to residents of the County of Nassau, New York; (C) caused the Public Hearing to be conducted on September 13, 2021, at 1:30 p.m., local time, at the Village Hall, 61 Baker Hill Rd., Village of Great Neck, Nassau County, New York, in furtherance of the provisions of Section 859-a of the General Municipal Law requiring interested parties be provided a reasonable opportunity, both orally and in writing, to present their views with respect to the Project, and (D) caused a report of the Public Hearing (the “Report”) to be prepared which fairly summarizes the views presented at the Public Hearing and distributed the Report to the members of the Agency; and

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Executive Director of the Agency caused notice of a meeting of the Agency with respect to the proposed deviation from the Agency’s uniform tax exemption policy to be mailed on August 27, 2021 (the “IDA Meeting”) to the chief executive officer of each affected tax jurisdiction; and (B) the members of the Agency conducted the IDA Meeting on the date hereof and reviewed any written comments or correspondence received with respect to the proposed deviation from the Agency’s uniform tax exemption policy and approved the proposed deviation; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the “Regulations”, and collectively with the SEQR Act, “SEQRA”), the appropriate personnel of the Agency reviewed the environmental assessment form and other materials submitted by the Applicants and made any necessary comments to the members of the Agency, and by resolution of the members of the Agency adopted immediately prior to the adoption hereof, the Agency decided to conduct an uncoordinated review of the Project and determined that the Project will not have a significant adverse environmental impact and that an environmental impact statement will not be prepared; and

WHEREAS, the Agency now desires to make its determination to proceed with the Project and to grant the Financial Assistance, subject to the terms hereof; and

WHEREAS, (A) the Applicant will execute and deliver a certain bargain and sale deed, assignment of lease or company lease to the Agency, pursuant to which the Applicant will convey an interest in the Land and the Building to the Agency (the “Conveyance Instrument”), (B) the Applicant will execute and deliver a certain Bill of Sale (the “Bill of Sale to Agency”) to the Agency, pursuant to which the Applicant will convey to the Agency its interest in the Equipment, (C) the Applicant will execute and deliver a Lease Agreement or Sublease Agreement, (the “Lease”) between the Agency and the Applicant, pursuant to which the Agency will grant to the Applicant a leasehold interest in the Project Facility and pursuant to which and/or a Project Agreement by and between the Agency and the Applicant, the Agency will appoint to the Applicant as its agent (“Project Agreement”), (D) the Applicant will cause to be executed and delivered a certain Environmental Compliance and Indemnification Agreement (the “Environmental indemnification”) pursuant to which the Agency will be indemnified from and against certain losses, costs, damages and liabilities, (E) the Applicant will execute and deliver or cause to be executed and delivered a certain Payment in Lieu of Taxes Agreement (the “PILOT Agreement”) to the Agency, and, to secure the obligations thereunder, a certain Mortgage and Assignment of Leases and Rents in favor of the County of Nassau, New York (the “PILOT Mortgage”), and (F) the Applicant will execute and deliver and/or cause to be executed and delivered certain other certificates, documents, instruments and agreements related to the Project (together with the Conveyance Instrument, the Bill of Sale to Agency, the Lease, the Project Agreement, if any, the Environmental Indemnification, the PILOT Agreement and the PILOT Mortgage, collectively, the “Transaction Documents”);

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

Section 1. The Agency has reviewed the Application and the Report and, based upon the representations made by the Applicant to the Agency and the facts and information obtained by the Staff of the Agency and reported to and reviewed by the members of the Agency at this meeting (including, without limitation, the facts and information set forth in the Staff Review of the Application), the Agency has reviewed and assessed all material information necessary to afford a reasonable basis for the Agency to make a determination to approve the Financial Assistance. In addition, the Agency makes the following findings and determinations with respect to the Project:

(a) based on the proposed use of the Project Facility as set forth in the Application, the economic effects of the Project on the area in which it is situated including the prevention of economic deterioration, the job opportunities to be created and/or maintained by the Project, the Project will constitute a commercial facility and, therefore, the Project constitutes a “project” within the meaning of the Act;

(b) the granting of the Financial Assistance by the Agency to the Applicants is necessary to induce the Applicants to proceed with the Project;

(c) there is a likelihood that the Project would not be undertaken but for the granting of the Financial Assistance by the Agency to the Applicants;

(d) the completion of the Project Facility by the Applicants as agent of the Agency, the lease thereof by the Agency to the Applicants and the operation thereof

by the Applicants will not result in the removal of a facility or plant of the Applicants or any other proposed user, occupant or tenant of the Project Facility from one area of the State of New York (the “State”) to another area of the State or in the abandonment of one or more plants or facilities of the Applicants or any other proposed user, occupant or tenant of the Project Facility located within the State (but outside of Nassau County). Therefore, the provisions of subdivision (1) of Section 862 of the Act are not and will not be violated as a result of the granting of the Financial Assistance by the Agency to the Applicants;

(e) the Project will serve the public purposes of the Act by preserving permanent, private sector jobs and increasing the overall number of permanent, private sector jobs in the State;

(f) no funds of the Agency shall be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant, nor shall any funds of the Agency be given in connection with the Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State, nor shall any funds of the Agency be used for advertising or promotional materials which depict elected or appointed government officials in either print or electronic media;

(g) the granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York and the State, will improve their standard of living, and will prevent unemployment and economic deterioration, and thereby serves the public purposes of the Act;

(h) The Project is located in the Apartment E/Middle Neck Road Multifamily Incentive Overlay District and Residence C zoning districts in the Village of Great Neck (the “Village”) and is presently developed with two (2) dilapidated multifamily residences, two (2) dilapidated cottages utilized for non-conforming uses and three (3) commercial buildings that the Village Board of Appeals has determined to be of poor aesthetic quality and in “run-down” condition. The Apartment E/Middle Neck Road Multifamily Incentive Overlay District allows for multifamily dwellings subject to certain requirements (Section 575-105(A)) of the Village Code). The Village Board of Appeals granted waivers from the Village Code requirements to permit the construction of the Project Facility by resolution dated December 3, 2020. Taking into account the stated purposes of the Act being the promotion of employment opportunities and the prevention of economic deterioration and having reviewed the Economic Impact Study dated **September 9, 2021 prepared by Camoin Associates** for the Agency regarding the costs benefits and other economic impacts of the Project, the Apartment E/Middle Neck Road Multifamily Incentive Overlay District and Residence C zoning districts in the Village and the waivers granted by the Village Board of Appeals, the Agency hereby finds that the undertaking of the Project constitutes a commercial activity as it promotes the creation of employment opportunities and the prevention of economic deterioration.

(i) the Project Facility does not and will not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or

services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project. For purposes of this finding, retail sales shall mean: (i) sales by a registered vendor under Article 28 of the New York Tax Law primarily engaged in the retail sale of tangible personal property, as defined in subparagraph (i) of paragraph four of subdivision (b) of section 1101 of the New York Tax Law; or (ii) sales of a service to such customers; and

(j) the Project will not result in the removal or abandonment of a plant or facility of the Applicants, or of a proposed user, occupant or tenant of the Project Facility, currently located within Nassau County.

Section 2. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Chief Executive Officer / Executive Director and the staff of the Agency with respect to the Application, the IDA Meeting and the Public Hearing, including, without limitation, (a) those actions required to ensure full compliance with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project, and (b) the appointment of the law firm of Harris Beach PLLC, Uniondale, New York, as Special Counsel to the Agency with respect to all matters in connection with the Project.

Section 3. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project.

Section 4. Having considered fully all comments received at the Public Hearing or otherwise in connection with the Project, the Agency hereby further determines to proceed with the Project and the granting of the Financial Assistance.

Section 5. The Agency hereby approves the Applicants as the lessee/sublessee under the Lease with the Agency and hereby approves the Applicants as the recipient of the Financial Assistance.

Section 6. Based upon the representation and warranties made by the Applicant in its application for financial assistance, subject to the provisions of this resolution, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an aggregate amount of up to \$11,000,000.00, which result in New York State and local sales and use tax exemption benefits (“sales and use tax exemption benefits”) not to exceed \$948,750.00, and approves a maximum mortgage recording tax exemption in an amount not to exceed \$153,750.00.

Section 7. The Agency is hereby authorized to (a) acquire an interest in the Project Facility pursuant to the Conveyance Instrument, the Bill of Sale to Agency and the other Transaction Documents, (b) grant a leasehold interest in the Project Facility pursuant to the Lease and the other Transaction Documents, (c) grant the aforementioned Financial Assistance, (d) execute the PILOT Mortgage for the sole purpose of encumbering its interest in the Project Facility or accept such other collateral as the Chief Executive Officer / Executive Director shall determine to secure the performance by the Applicant of its obligations under the PILOT Agreement, (e) execute one (1) or more fee and leasehold mortgage, assignment of rents and leases, and security agreements in favor of such bank, governmental agency or financial institution as the Applicant may determine

(such bank, governmental agency or financial institution, the “Bank”), encumbering the Project Facility, solely to subject to the lien thereof its interest in the Project Facility, all to secure one (1) or more loans made by such Bank to the Applicant with respect to the Project Facility, and (f) do all things necessary, convenient or appropriate for the accomplishment thereof. All acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 8. The form and substance of the Project Agreement, the Conveyance Instrument, the Bill of Sale to Agency, the Lease, the Environmental Indemnification, the PILOT Agreement, the PILOT Mortgage and the other Transaction Documents, in the forms used by the Agency with respect to prior projects, together with such changes as the Chairman, the Vice Chairman or the Chief Executive Officer/Executive Director may hereafter deem necessary or appropriate, are hereby approved. The Chairman, the Vice Chairman, the Chief Executive Officer / Executive Director, Chief Operating Officer and the Administrative Director are hereby authorized, on behalf of the Agency, acting together or individually, to execute and deliver the Conveyance Instrument, the Lease, the PILOT Agreement, the PILOT Mortgage, the other Transaction Documents, and any document with or in favor of the Bank to which the Agency is a party, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same. The execution and delivery of each such agreement, approval and consent by such person(s) shall be conclusive evidence of such approval.

Section 9. The Chairman, the Vice Chairman, the Chief Executive Officer/Executive Director, the Chief Operating Officer and the Administrative Director of the Agency are hereby further authorized, on behalf of the Agency, acting together or individually, to designate any additional Authorized Representatives (as defined in the Lease) of the Agency.

Section 10. The officers, employees and agents of the Agency are hereby authorized and directed, acting individually or jointly, for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Transaction Documents, to execute and deliver all such additional certificates, instruments, agreements and documents, to pay all such fees, charges and expenses, and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, convenient or appropriate to effect the purposes of this Resolution and to cause compliance with all of the terms, covenants and provisions of the Transaction Documents to which the Agency is a party or which are binding on the Agency.

Section 11. The Agency recognizes that due to the complexities of the proposed transaction it may become necessary that certain of the terms approved hereby may require modifications from time to time which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman and Chief Executive Officer/Executive Director of the Agency, acting individually or jointly, to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution. The approval of such modifications shall be evidenced by the certificate of determination of an Agency officer or the execution and delivery by some or all such Agency officers of relevant documents containing such modified terms.

Section 12. The members of the Agency acknowledge the terms and conditions of Section 875(3) of the Act and the duties and obligations of the Agency thereunder with respect to granting of State Sales and Use Taxes (as such term is defined in Section 875 of the Act) with respect to the Project. The members hereby direct the officers of the Agency to comply with such

terms and conditions with respect to the Project and hereby direct Special Counsel to the Agency to include such terms and conditions in all relevant Transaction Documents.

Section 13. The Chairman, the Vice Chairman, the Chief Executive Officer/Executive Director, Chief Operating Officer and the Administrative Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 14. This Resolution shall take effect immediately and shall be effective for one hundred eighty (180) days from the date of its adoption.

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

The foregoing Resolution was thereupon declared duly _____.

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

Tweezerman International, LLC - Preliminary Inducement Resolution

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 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 Kessel	Chairman
Lewis M. Warren	Vice Chairman
Anthony Simon	2nd Vice Chairman
Amy Flores	Treasurer
John Coumatos	Asst. Treasurer
Chris Fusco	Asst. Secretary
Timothy Williams	Secretary

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Harry Coghlan	Chief Executive Officer/Executive Director
Danielle Oglesby	Chief Operating Officer/Deputy Executive Director
Colleen Pereira	Administrative Director
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel

The attached resolution no. 2021-__ was offered by _____, seconded by _____.

RESOLUTION AUTHORIZING A DEVIATION FROM THE UNIFORM
TAX EXEMPTION POLICY OF THE NASSAU COUNTY
INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT
TO A PROJECT FOR TWEEZERMAN INTERNATIONAL, LLC

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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, TWEEZERMAN INTERNATIONAL, LLC, a limited liability company organized and existing under the laws of the State of Delaware and authorized to do business in the State of New York, and its affiliates and any other entity formed or to be formed on its behalf (collectively, the “Applicant”), have presented an application for financial assistance (the “Application”) to the Agency, which Application requests that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the retention of an interest in the approximately 6.27 acre parcel of land located at 2 Tri Harbor Court, Port Washington, Town of North Hempstead, Nassau County, New York (Section: 6; Block: 89; Lot: 57) (the “Land”), (2) the renovation of approximately 12,000 square feet of an approximately 61,289 square foot building and the construction of an approximately 16,000 square foot addition thereto (collectively, the “Building”) on the Land, together with related improvements to the Land, including surface parking spaces, (3) the acquisition of certain furniture, fixtures, machinery and equipment (the “Equipment”) necessary for the completion thereof (collectively, the “Project Facility”), all of the foregoing for use by the Applicant as its headquarters and an office and warehouse facility in the Applicant’s business of selling beauty implements, including, but not limited to, tweezers and eyelash curlers; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to the representations made by the Applicant therein, in certain supplemental documents and at this meeting, including, without limitation, representations of the Applicant that: (A) the granting by the Agency of the Financial Assistance with respect to the Project Facility will be an inducement to the Applicant to undertake the Project in Nassau County, New York; (B) the completion of the Project and the leasing and operation of the Project Facility will not result in the removal of a facility or plant of the Applicant or any tenant, user or occupant of the Project Facility from one area of the State of New York (the "State") to another area of the State or in the abandonment of one or more plants or facilities of the Applicant or any tenant, user or occupant of the Project Facility located in the State but outside Nassau County, New York; (C) the Project will serve the public purposes of the Act by preserving permanent, private sector jobs and increasing the overall number of permanent, private sector jobs in the State; and (D) the granting of the Financial Assistance by the Agency will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and prevent unemployment and economic deterioration, and thereby serve the public purposes of the Act; and

WHEREAS, a portion of the Financial Assistance consisting of an exemption from real property taxes, if granted, may represent a deviation from the Agency's uniform tax exemption policy with respect to the making of payments in lieu of real property taxes; and

WHEREAS, any approval of the Project is contingent upon, among other things, a final determination by the members of the Agency to proceed with the Project following determinations by the Agency that: (A) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Project and the Financial Assistance have been satisfied; and (B) the undertaking of the Project by the Agency and the granting of the Financial Assistance are and will be in compliance with all other applicable requirements of the Act, Article 8 of the Environmental Conservation Law (the "SEQR Act") and the regulations adopted pursuant thereto (the "Regulations" and together with the SEQR Act, collectively, "SEQRA"), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project or the Project Facility (collectively, the "Applicable Laws"); and

WHEREAS, the Agency desires to encourage the Applicant to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Nassau County, New York, and to prevent unemployment and economic deterioration, by undertaking the Project in Nassau County, New York; and

WHEREAS, a preliminary agreement (the "Preliminary Agreement") relative to the proposed undertaking of the Project by the Agency has been or will be delivered to the Applicant for execution;

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

Section 1. The Agency hereby authorizes the Chief Executive Office/Executive Director of the Agency (and hereby ratifies any actions taken to date by the Chief Executive Officer/Executive Director): (A) to establish a time, date and place for a public hearing (the "Public Hearing") of the Agency to hear all persons interested in the location and nature of the Project and the proposed Financial Assistance being contemplated by the Agency with respect to

the Project, said Public Hearing to be held in the city, town or village within which the Project Facility is or will be located; (B) to cause notice of said Public Hearing to be given to the public by publishing a notice of said Public Hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is or is to be located, such notice to comply with the requirements of and to be published in accordance with the requirements of the Act; (C) to cause notice of said Public Hearing, pursuant to the Act, to be given to the chief executive officer of the County of Nassau, New York, and of each city, town, village, school district and other affected tax jurisdiction in which the Project Facility is or is to be located; (D) to establish a time, date and place for a meeting of the Agency (the "IDA Meeting") to consider whether to approve a proposed deviation from the Agency's uniform tax exemption policy in accordance with the Act if the Executive Director determines that the portion of the Financial Assistance consisting of an exemption from real property taxes constitutes a deviation from such policy; (E) to cause notice of any such proposed deviation from the Agency's uniform tax exemption policy and of the IDA Meeting to be given to the chief executive officer of each affected tax jurisdiction in accordance with the Act; (F) to conduct the Public Hearing or to authorize a hearing officer to conduct the Public Hearing; (G) to cause a report of the Public Hearing fairly summarizing the views presented at said Public Hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency; (H) to hold the IDA Meeting and to review and respond to any correspondence received from the affected tax jurisdictions regarding the proposed deviation from the Agency's uniform tax exemption policy, if applicable; and (I) to otherwise comply with all other procedural and other requirements imposed on the Agency pursuant to Applicable Laws with respect to the Project and/or the Financial Assistance.

Section 2. The Applicant is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Agency to make its determination whether to proceed with the Project and to grant the Financial Assistance; provided, however, that such authorization shall not entitle or permit the Applicant to commence the acquisition, construction, installation or equipping of the Project Facility on behalf of the Agency unless and until the Agency shall determine that all requirements of Applicable Laws have been fulfilled. The officers, agents and employees of the Agency are hereby directed to proceed to do such things or perform such acts as may allow the Agency to proceed to its final consideration of the Project. This Resolution constitutes an authorization to conduct concurrent environmental, engineering, economic, feasibility and other studies and preliminary planning with respect to the Project within the meaning of Section 617.3(c)(2) of the Regulations and a determination of compliance with technical requirements within the meaning of Section 617.3(c)(2) of the Regulations and does not constitute, and shall not be deemed to constitute, either an approval by the Agency of the Project for the purposes of the Act or SEQRA or a commitment by the Agency to approve the Project or to grant the Financial Assistance.

Section 3. Any expenses incurred by the Agency with respect to the Project and/or the financing thereof shall be paid by the Applicant as set forth in the Preliminary Agreement.

Section 4. The findings of the Agency set forth herein are expressly conditioned upon full compliance of the Applicant, the Project and the Project Facility with all Applicable Laws, and the Applicant shall be required to provide evidence of same satisfactory to the Agency prior to the granting of any Financial Assistance.

Section 5. If, following full compliance with all Applicable Laws, the Agency adopts a future resolution (the “Future Resolution”) determining to proceed with the Project and to grant the Financial Assistance, or any portion thereof, with respect to the Project and the Applicant complies with all conditions set forth in the Preliminary Agreement and the Future Resolution, then the Agency will (A) acquire an interest in the Project Facility pursuant to a deed, lease agreement, assignment of lease, license, bill of sale and/or other documentation to be negotiated between the Agency and the Applicant (the “Acquisition Agreement”); (B) construct, install and equip the Building and acquire and install the Equipment; (C) lease (with the obligation to purchase), license or sell the Project Facility to the Applicant pursuant to a lease agreement or an installment sale agreement (the “Project Agreement”) to be negotiated between the Agency and the Applicant; and (D) provide the Financial Assistance with respect to the Project, all as contemplated by the Preliminary Agreement and the Future Resolution.

Section 6. The form, terms and substance of the Preliminary Agreement (in substantially the form presented at this meeting and attached hereto) are in all respects approved, and the Chairman, Vice Chairman, Chief Executive Office/Executive Director, Chief Operating Officer/Deputy Executive Director or Administrative Director of the Agency are each hereby authorized, empowered and directed, acting individually or jointly, to execute and deliver said Preliminary Agreement in the name and on behalf of the Agency, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form now before this meeting.

Section 7. From and after the execution and delivery of the Preliminary Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed, acting individually or jointly, to proceed with the undertakings provided for therein on the part of the Agency, and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as and when executed.

Section 8. The law firm of Harris Beach PLLC, Uniondale, New York, is hereby appointed Special Counsel to the Agency with respect to all matters in connection with the Project. Special Counsel for the Agency is hereby authorized, at the expense of the Applicants, to work with counsel to the Agency, the Applicants, counsel to the Applicants, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 9. The Chairman, Vice Chairman, Chief Executive Office/Executive Director, Chief Operating Officer/Deputy Executive Director and Administrative Director of the Agency are each hereby authorized and directed to distribute copies of this Resolution to the Applicants and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

Nassau County Industrial Development Agency (the “Agency”)
Board Meeting Minutes
July 22, 2021
6:45 PM

I. Board Roll Call

John Coumatos	Present
Amy Flores	Present
Christopher Fusco	Present
Richard Kessel	Present
Anthony Simon	Present
Lewis M. Warren	Present
Timothy Williams	Present

Others 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

II. Chair Report

Chair Kessel made a report to the board.

III. Chief Executive Officer Report

Chief Executive Officer / Executive Director Harry Coghlan made a report to the board.

IV. New Business and Discussion

A. Resolution Addressing Governance Matters – Environmental Pollution Mitigation Assistance Policy

Chair Kessel with Bond/Transactional Counsel Andrew D. Komaromi, Esq. described the proposed resolution and policy. Nassau County Legislator Siela A. Bynoe spoke, to encourage the Agency’s adoption of the proposed policy.

V. Public Comment Period

None.

VI. New Business and Discussion (continued)

A. Approval Resolutions

- i. Amsterdam House Continuing Care Retirement Community, Inc. (Amsterdam at Harborside Project)

- a. Approving Resolution

The applicant's counsel (Richard A. Dennett, Esq. of the Dennett Law Offices, P.C.) with the applicant's Chief Executive Officer (Steve Davis) and David Fields of RBC Capital, presented to the board.

Chair Kessel and Members William and Warren made comments and asked questions, which questions were answered by the applicant's representatives. Chief Executive Officer / Executive Director Harry Coghlan also reported to the board, with Member Simon expressing concern for the facility's residents.

Member Simon then moved to adopt the resolution, which was seconded by Member Warren. The resolution was approved by the affirmative vote of Chair Kessel and Members Flores, Fusco, Simon and Warren, with Member Williams voting Nay and Member Coumatos abstaining.

- ii. NY Tempering Glass

- a. SEQRA Resolution
 - b. PILOT Deviation Resolution
 - c. Approving Resolution

The applicant's counsel (Daniel J. Baker, Esq. of Certilman Balin Adler & Hyman LLP) presented to the board. Bond/Transactional Counsel Andrew D. Komaromi, Esq. then describing the proposed resolutions.

Member Williams then moved to adopt the resolutions, which was seconded by Member Flores. The resolutions were approved unanimously.

- iii. Crossways Investors LLC

- a. SEQRA Resolution
 - b. PILOT Deviation Resolution
 - c. Approving Resolution

The applicant's counsel (Eric C. Rubenstein, Esq. of Ruskin Moscou Faltischek, P.C) with the applicant's principal (Joseph Capone) presented to the board.

Member Fusco asked questions, that were answered by the applicant's representatives. Bond/Transactional Counsel Andrew D. Komaromi, Esq. then described the proposed resolutions.

Chair Kessel then moved to adopt the resolutions, which was seconded by Member Simon. The resolutions were approved unanimously.

B. Preliminary Resolutions

i. Fieldstone at North Broadway

The applicant's counsel (Peter L. Curry, Esq. of Farrell Fritz PC) with the applicant's principal (Paul Posillico) presented to the board.

Chair Kessel and Members Warren, Williams, Coumatos, and Fusco asked questions about the proposed project, that were answered by the applicant's representatives.

Member Warren moved to adopt the preliminary resolution, which was seconded by Member Flores. The preliminary resolution was approved unanimously.

C. Consent Resolutions

i. Altice USA, Inc. / 1111 Stewart Corporation Consent Resolution

The applicant's counsel (Daniel P. Deegan, Esq. of Forchelli Deegan Terrana, LLP) with the applicant's representative (Paul O'Brien) presented to the board. Transactional Counsel Andrew D. Komaromi, Esq. then described the proposed consent resolution to the board.

Member Fusco asked questions about the proposed project, that were answered by Paul O'Brien.

Member Flores moved to adopt the consent resolution, which was seconded by Member Warren. The consent resolution was approved unanimously.

ii. 1025 OCR LLC and Mazel Productions LLC Consent Resolution

The applicant's counsel (Daniel Dornfeld, Esq. of Forchelli Deegan Terrana, LLP) with the applicant's representatives (Robert Franco and Jeff Wasserman) presented to the board, describing the request.

Member Williams asked questions about the requested consent, that were answered by the applicant's representatives.

Member Williams moved to adopt the consent resolution, which was seconded by Member Simon. The consent resolution was approved unanimously.

iii. Nassau Live Center, LLC Consent Resolution

The applicant's counsel (Peter L. Curry, Esq. of Farrell Fritz PC) presented to the board, describing the request.

Member Williams asked questions about the requested consent, that were answered by Peter L. Curry. Chair Kessel also made comments about the request, and he read a written statement by Nassau County Executive Laura Curran.

Member Simon moved to adopt the consent resolution, which was seconded by Member Williams. The consent resolution was approved unanimously.

iv. Northern Steel Consent Resolution

Transactional Counsel Andrew D. Komaromi, Esq. and the applicant's counsel (Daniel P. Deegan, Esq. of Forchelli Deegan Terrana, LLP) presented to the board, describing the request.

Member Coumatos moved to adopt the consent resolution, which was seconded by Member Williams. The consent resolution was approved unanimously

VII. Other Business

A. Minutes -- Approval of June 24, 2021 Minutes

Member Simon moved to approve the draft June 24, 2021 meeting minutes. Member Flores seconded the motion. The motion was approved unanimously.

C. Other

i. 2021 Gold Coast Film Resolution

Chief Executive Officer / Executive Director Harry Coghlan described the proposed resolution.

Member Simon moved to adopt the proposed resolution. Chair Kessel seconded the motion. The motion was approved unanimously.

ii. Long Island Business Development Council (LIBDC) 51st Conference Resolution

Chief Executive Officer / Executive Director Harry Coghlan described the proposed resolutions.

Member Williams moved to adopt the proposed resolutions. Member Flores seconded the motion. The motion was approved unanimously.

iii. 2021 Budget Amendment Resolution

Chief Executive Officer / Executive Director Harry Coghlan described the proposed resolutions.

Member Fusco moved to adopt the proposed resolutions. Member Warren seconded the motion. The motion was approved unanimously.

iv. 2021 NYS EDC Annual Meeting Event Resolution

Chief Executive Officer / Executive Director Harry Coghlan described the proposed resolutions.

Member Flores moved to adopt the proposed resolutions. Member Williams seconded the motion. The motion was approved unanimously.

v. Volume CAP Resolution

Transactional Counsel Andrew D. Komaromi, Esq. described the proposed resolutions.

Member Simon moved to adopt the proposed resolutions. Member Williams seconded the motion. The motion was approved unanimously.

VIII. Chief Financial Officer's Report

Chief Financial Officer Anne LaMorte gave a report to the board.

IX. Adjournment

Chair Kessel announced that there will be no August 2021 board meeting, and he stated that the Agency's next board meeting is scheduled for Tuesday, September 21, 2021.

A motion to adjourn was made by Member Simon, which was seconded by Member Flores. The Resolution was approved unanimously. The meeting ended at 9:36 PM.

[For additional information, please see a recording of the June 24, 2021 meeting of the board of the Nassau County Industrial Development Agency found at <https://www.youtube.com/channel/UCuERg-5BYx9VSdBVHUPTYJw/featured.>]

-END-

**Resolution Addressing Governance Matters-
Enhanced Review of Certain Transfers and Refinancings Policy**

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 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 Kessel	Chairman
Lewis M. Warren	Vice Chairman
Anthony Simon	2nd Vice Chairman
Amy Flores	Treasurer
John Coumatos	Asst. Treasurer
Chris Fusco	Asst. Secretary
Timothy Williams	Secretary

THE FOLLOWING ADDITIONAL PERSONS WERE 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-__ was offered by _____, seconded by _____:

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY (THE “AGENCY”)
ADOPTING 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; 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 and the Agency’s Uniform Criteria for Processing/Evaluation of Projects, the Agency desires to adopt a policy and related procedures authorizing the Agency to request, receive, review and evaluate certain financial information prior to making a determination with respect to *Covered Agency Actions*, as such term is hereinafter defined; and

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 authorizing the Agency to request, receive, review and evaluate certain financial information prior to making a determination with respect to *Covered Agency Actions* as such term is hereinafter defined, annexed hereto as Exhibit A (collectively, the “Enhanced Review of Certain Transfers and Refinancings Policy”) as part of the Agency’s Policy Manual as recommended by the Finance and Governance Committee.

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 policy changes adopted pursuant to this Resolution shall take effect as of September 21, 2021 with respect to *Covered Agency Actions* requested by project applicants following September 21, 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. *Covered Agency Actions* shall mean (i) the consent of the Agency to the transfer and/or continuation of theretofore approved financial assistance with respect to an existing Agency project in connection with the sale or transfer of, or change of a controlling ownership interest in (except for the exercise of an option to purchase the interest of a tax credit investor), such existing Agency project that is requested prior to the fifth (5th) anniversary of the original closing date with the Agency of such Agency project pursuant to which said financial assistance is provided; and (ii) the approval of additional financial assistance in connection with the refinancing of an existing Agency project that is not a stabilization financing following construction completion.

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

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

EXHIBIT A

NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Enhanced Review of Certain Transfers and Refinancings Policy

The Nassau County Industrial Development Agency (the “Agency”) is charged, pursuant to Article 18-A of the New York State General Municipal Law (as amended from time to time, the “Act”), with the purposes of, among others, promoting, developing, encouraging and assisting in industrial, manufacturing, warehousing, commercial, research and recreational facilities (including educational and cultural facilities among others) and thereby advancing the job opportunities, health, general prosperity and economic welfare of the people of Nassau County and of the State of New York. Toward that end, the Agency has been granted a number of powers under the Act. The purpose of this policy is to enhance the Agency’s deliberation process with respect to Covered Agency Actions, as such term is hereinafter defined.

The Agency desires to encourage any and all “projects” authorized under the Act. However, the Agency shall, at the discretion of the Executive Director, request, and if so requested, once received, shall review and evaluate *Threshold Financial Information*, as such term is hereinafter defined prior to making a determination with respect to *Covered Agency Actions* as such term is hereinafter defined.

At the request of the Chief Executive Officer/Executive Director, a project applicant receiving financial assistance from the Agency that requests the Agency to undertake a Covered Agency Action shall provide Threshold Financial Information.

For purposes of this Policy, *Covered Agency Actions* shall mean (i) the consent of the Agency to the transfer and/or continuation of theretofore approved financial assistance with respect to an existing Agency project in connection with the sale or transfer of, or change of a controlling ownership interest in (except for the exercise of an option to purchase the interest of a tax credit investor), such existing Agency project that is requested prior to the fifth (5th) anniversary of the original closing date with the Agency of such Agency project pursuant to which said financial assistance is provided; and (ii) the approval of additional financial assistance in connection with the refinancing of an existing Agency project that is not a stabilization financing following construction completion.

For purposes of this Policy, “Threshold Financial Information” shall mean a written statement of the project applicant seeking a Covered Agency Action,

- A. with respect to transfers:
 - i. as to whether the consideration contracted to be paid to the applicant or a related party by a transferee or an equity investor in connection with the sale, other transfer of, or change of a controlling ownership interest in an existing Agency

project, exceeds [fifteen percent (15%)] of the current value - without regard to any Agency financial assistance - of (x) either all assets of the project or (y) the valuation of the project entity, and

ii. the ratio of such excess, if any under (A)(i)(x) and/or (A)(i)(y) to net present value of the remaining Agency financial assistance with respect to such Agency project (excluding projected interest rate benefit under tax-exempt bonds); or

B. with respect to refinancings:

i. whether the amount of refinancing of an existing Agency project with respect to which additional financial assistance is sought (excluding *new money* portions allocable to renovation or rehabilitation) exceeds [fifteen percent (15%)] of the refinanced debt.

ii. the ratio of such excess, if any under (B)(i) to net present value of the remaining Agency financial assistance with respect to the project (excluding projected interest rate benefit under tax-exempt bonds).

At the Request of the Chief Executive Officer/Executive Director, a project applicant requesting a Covered Agency Action that provided Threshold Financial Information, shall provide backup documentation to the Agency's transaction counsel sufficient in such counsel's determination to confirm the accuracy of the Threshold Financial Information. In recognition of the sensitive nature of the information that may be contained in such backup documentation, such backup documentation shall remain in transaction counsel's confidential files and shall not be submitted to the Agency unless such applicant specifically requests such submission in writing.

The Agency will review Threshold Financial Information submitted in connection with a request for a Covered Agency Action in light of all facts and circumstances related to such request and use such Threshold Financial Information in its sole discretion in determining the granting of a Covered Agency Action.

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 p.m., local time.

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

PRESENT:

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

ABSENT:

None

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 - __ was offered by _____, seconded by _____:

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY
ADOPTING AN AMENDED RECORD RETENTION POLICY

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 Article 57-A of the Arts and Cultural Affairs Law, Records Retention and Disposition Schedule MI-1 (the “Schedule”), containing legal minimum retention periods for local government records, the Agency has adopted said Schedule for use by all officers and employees of the Agency in legally disposing of valueless records listed in the Schedule; and

WHEREAS, pursuant to Article 57-A of the Arts and Cultural Affairs Law, New York State has adopted a new Retention and Disposition Schedule for New York Local Government Records (LGS-1) (the “Amended Schedule”), providing for legal minimum retention periods for local government records; and

WHEREAS, upon recommendation of its Governance Committee, the Agency wishes to therefore adopt the Amended Schedule as the Agency’s record retention policy, for use by all officers and employees of the Agency in legally disposing of valueless records listed in the Amended Schedule;

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

Section 1. In accordance with Article 57-A of the Arts and Cultural Affairs Law, Records Retention and Disposition Schedule LGS-1 (the “Schedule”), containing legal minimum retention periods for local government records, is hereby adopted by the Agency for use by all officers and employees of the Agency in legally disposing of valueless records listed in the Schedule.

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 ___
Lewis M. Warren	VOTING ___
Anthony Simon	VOTING ___
Timothy Williams	VOTING ___
Chris Fusco	VOTING ___
Amy Flores	VOTING ___
John Coumatos	VOTING ___

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

Blank Slate Media Women of Distinction Event Resolution

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 p.m., local time.

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

PRESENT:

Richard Kessel	Chair
Lewis M. Warren	Vice Chair
Anthony Simon	2 nd 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
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-__ was offered by _____, seconded by _____:

Resolution No. 2021-__

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY (“THE AGENCY”) APPROVING THE SPONSORSHIP OF A BLANK SLATE MEDIA WOMEN OF DISTINCTION EVENT

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, inter alia, promote the economic welfare, recreation opportunities and prosperity of the inhabitants of New York State and actively promote, develop, encourage and assist in the promotion, attraction and development of 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; improve their economic welfare, recreation opportunities, prosperity and standard of living, and prevent unemployment and economic deterioration; and promote the development of facilities to provide recreation for the citizens of New York State and to attract tourists from other states; and

WHEREAS, Blank Slate Media the organizer and sponsor of a Women of Distinction Event (the “Event”), happening on November 9, 2021 at which the Agency’s Chief Operating Officer (Danielle Oglesby) and other leading Nassau County community and business leaders will be recognized; and

WHEREAS, the purpose of such Event are consistent with the mission of the Agency; and

WHEREAS, the Agency desired to enter into an agreement to purchase advertising services for the Event, to promote Women of Distinction within the Nassau community and business community;

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

Section 1. The Agency is hereby authorized to purchase advertising services in connection with the Event, all as to be more particularly set forth in a certain form of agreement to be made by and between the Agency and Blank Slate Media (the “Agreement”), at a cost that is anticipated not to exceed \$3,500 plus any applicable taxes, nunc pro tunc. The Agency finds that (a) the purposes of the Event are consistent with and would further the mission and purposes of the Agency, (b) the required services are not available through the New York State Preferred Source Program, (c) there is only one possible source from which to procure the services contemplated by the Agreement, and such services have unique benefits and, therefore, no competitive bidding process is feasible, and (d) the cost of such services is reasonable.

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 Section 6.17.5 (c)(26)) and therefore no findings or determination of significance are required under SEQRA.

Section 3. The Chief Executive Officer / Executive Director is hereby authorized and directed in his sole discretion, to negotiate and enter into the Agreement, together with such changes to the terms and conditions thereof that the Chief Executive Officer / Executive Director may deem advisable or necessary, subject to the terms of this Resolution. The Chief Executive Officer / Executive Director’s execution of the Agreement shall evidence the Agency’s approval of the terms thereof.

Section 4. This Resolution shall take effect immediately.

Adopted: September 21, 2021

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

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

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

Resolution to Further Amend an Agreement

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021 at 6:45 p.m., local time.

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

PRESENT:

Richard Kessel	Chair
Lewis M. Warren	Vice Chair
Anthony Simon	2 nd 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
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-__ was offered by _____, seconded by _____:

Resolution No. 2021-__

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY (“THE AGENCY”) TO FURTHER AMEND THE AGREEMENT MADE WITH MILLENNIUM COMMUNICATIONS, INC. FOR THE PROVIDING OF CERTAIN MARKETING AND WEBSITE DESIGN SERVICES

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, and WHEREAS, the Agency from time to time requires the services of qualified firms (“Firms”) to provide certain marketing and website design services, to promote economic development within Nassau County; and

WHEREAS, therefore, during 2019 the Agency issued a Request for Statements of Qualifications for certain Marketing and Website Design Services (the “RFQ”), seeking statements of qualification from interested Firms, and the Agency published notice of said issuance on July 26, 2019, in Newsday, the Long Island Business News, and the New York State Contract Reporter; and

WHEREAS, the Agency received statements of qualifications from one (1) or more Firms (collectively, the “Statements”) expressing interest in providing the services contemplated by the RFQ; and

WHEREAS, in accordance with its Charter, the Finance Committee of the Agency reviewed the Statements, interviewed or determined that interviews of the respondent Firms are not necessary or desirable, found that certain Firms met the minimum requirements set forth in the RFQ and are qualified to provide the Services, and recommended that the Agency established an approved list of Firms to provide the Services; and

WHEREAS, by resolution dated February 27, 2020, the Agency established such an approved list of Firms to provide the required services, including the firm Millennium Communications, Inc., and authorized the negotiation and making of an agreement with each Firm; and

WHEREAS, in keeping with the aforementioned RFQ and February 27, 2020, resolution (and pursuant to an additional resolution dated April 7, 2020), by an agreement dated during April 2020, the Agency thereafter engaged Millennium Communications, Inc. (“Millennium Communications”), to provide certain marketing and website design services for a term ending December 31, 2020; and

WHEREAS, given the quality of services provided by Millennium Communications and the continued need for said services, during February 2021, the Agency extended the term of said agreement until December 31, 2021, nunc pro tunc; and

WHEREAS, the Agency now wishes to further amend the agreement, to amend the scope of services to be provided pursuant to it and to extend the term thereof until January 31, 2022.

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

Section 1. The Agency is hereby authorized to further amend the agreement made during April 2020 with Millennium Communications, Inc., as amended, to amend the scope of services to be provided pursuant thereto at an additional cost not to exceed Thirty Thousand and XX/100 (\$30,000.00) Dollars (as described in the attached Exhibit "A") and to extend the term thereof until January 31, 2022.

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 Section 6.17.5 (c)(26)), and therefore no findings or determination of significance are required under SEQRA.

Section 3. The Chief Executive Officer / Executive Director is hereby authorized and directed to negotiate and enter into an amendment of the aforementioned agreement made with Millennium Communications, Inc., as amended, to amend the scope of services to be provided pursuant thereto at an additional cost not to exceed Thirty Thousand and XX/100 (\$30,000.00) Dollars (as described in the attached Exhibit "A") and to extend the term thereof until January 31, 2022, together with such changes to the terms and conditions thereof as the Chief Executive Officer / Executive Director may deem advisable or necessary, subject to the terms of this Resolution. The Chief Executive Officer / Executive Director's execution of the Agreement, as further amended, shall evidence the Agency's approval of the terms thereof.

Section 4. This Resolution shall take effect immediately.

Adopted: September 21, 2021

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

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

The foregoing Resolution was thereupon declared duly adopted.

EXHIBIT "A". SCOPE OF SERVICES

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

Economic Development Advisory Services Resolution

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, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 21, 2021, at 6:45 p.m., local time.

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

PRESENT:

Richard Kessel	Chair
Lewis M. Warren	Vice Chair
Anthony Simon	2 nd 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
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-__ was offered by _____, seconded by _____:

Resolution No. 2021 - __

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE EXECUTIVE DIRECTOR TO ENGAGE CAMOIN ASSOCIATES, INC. TO PROVIDE CERTAIN ECONOMIC DEVELOPMENT ADVISORY SERVICES

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 from time to time requires the services of qualified firms (“Firms”) to provide certain economic development advisory services, to promote economic development within Nassau County; and

WHEREAS, therefore, the Agency has previously engaged Camoin Associates, Inc. (“Camoin”), an affiliate of Camoin Associates 360 Marketing, to provide certain economic development research services and related services; and

WHEREAS, pursuant to its mission and purpose 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, the Agency wishes to engage Camoin to provide certain economic development advisory services from the date hereof and during 2022, including, but not limited to, staff training, site selector appointments, marketing support, and various additional services, and Camoin wishes to be so engaged.

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

Section 1. The Agency is hereby authorized enter into an agreement with Camoin Associates, Inc., for it to provide certain economic development advisory services (the “Services”)

from the date hereof and during 2022 at an additional cost not to exceed Fifty Thousand and XX/100 (\$50,000.00) Dollars (all as described in the attached Exhibit “A”).

Section 2. The Agency hereby determines that the procurement of the Services constitutes a procurement of professional services involving the application of specialized expertise and a high degree of creativity and, therefore, is not subject to the competitive bidding requirements of the Agency’s State of Procurement Policy and Procedures.

Section 3. 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)(20)) and therefore no findings or determination of significance are required under SEQRA.

Section 4. The Agency hereby authorizes and directs the Executive Director, Deputy Executive Director and/or Administrative Director to enter into an agreement with Camoin Associates, Inc., for it to provide the Services and for the fee amounts described in Exhibit “A” hereto, on such terms and subject to such conditions as the Executive Director, Deputy Executive Director and/or Administrative Director may deem advisable or necessary, subject to the terms of this resolution. The Executive Director’s, Deputy Executive Director’s or Administrative Director’s execution of any such agreement or contract shall evidence the Agency’s approval of the terms thereof.

Section 5. This Resolution shall take effect immediately.

ADOPTED: September 21, 2021

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 ___
Lewis M. Warren	VOTING ___
Anthony Simon	VOTING ___
Timothy Williams	VOTING ___
Chris Fusco	VOTING ___
Amy Flores	VOTING ___
John Coumatos	VOTING ___

The foregoing Resolution was thereupon declared duly adopted.

Exhibit "A"

Draft Proposals received from Camoin Associates, Inc.

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 September 21, 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 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 respective hands and affixed the seal of the Agency this 21st day of September 2021.

[Assistant] Secretary

[Vice] Chairman

(SEAL)