

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 March 31, 2022 at 7:00 p.m., local time.

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

PRESENT:

Richard M. Kessel	Chair
Lewis M. Warren	Vice Chair
Anthony Simon	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. 2022 - 23 was offered by Lewis M. Warren, seconded by John Coumatos.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY (THE “AGENCY”)
READOPTING CERTAIN POLICIES AND 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, the Agency wishes to amend and/or restate and/or adopt and/or readopt certain policies and procedures to ensure continued compliance with current best practices in governance and applicable law, including, without limitation, the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009, and the Act (including, without limitation, certain amendments to Sections 859-a and 874 thereof) (collectively, “Applicable Laws”); and

WHEREAS, the Agency wishes to address other matters in connection with the governance of the Agency;

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

Section 1. The Agency hereby readopts as a formal policy of the amended Agency the Uniform Criteria for Processing/Evaluation of Projects annexed hereto as Exhibit A (collectively, the “Uniform Criteria”) as part of the Agency's Policy Manual as recommended by the Governance Committee. The Uniform Criteria hereby replace any and all policies heretofore adopted by the Agency with respect to the subject matter thereof, including, without limitation, any Transaction Process Guidelines Memorandum.

Section 2. The Agency hereby adopts the amended Application For Financial Assistance annexed hereto as Exhibit B-1, and the Certification and Agreement with Respect to Fees and Costs annexed hereto as Exhibit B-2, as recommended by the Audit, Finance, and Governance Committees. The Agency finds that the Application For Financial Assistance and amended Certification and Agreement with Respect to Fees and Costs satisfy the minimum requirements of Section 859-a of the Act and any regulation adopted in connection therewith

Section 3. The Agency hereby adopts its amended Uniform Project Agreement annexed hereto as Exhibit C-1 and its related standard form Sublease Agreement annexed hereto as Exhibit C-2 (collectively, the “Agreements”), as recommended by the Governance Committee. The Agreements hereby replace any and all sublease agreements, installment sale agreements, uniform project agreements and/or project agreements heretofore utilized by the Agency with respect to its new Projects. The Agency finds that the Uniform Project Agreement satisfies the minimum requirements of Section 859-a of the Act and any regulation adopted in connection therewith. Further, the Agency hereby authorizes the use of replacement or supplemental sublease agreement forms and related transaction document forms, from time-to-time, but only in conjunction with the use of the Uniform Project Agreement at the discretion of the Chair or Chief Executive Officer, to enhance transactional flexibility.

Section 4. 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 5. The policy changes adopted pursuant to this Resolution shall take effect as of March 31, 2022 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.

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

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

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK

) SS.:

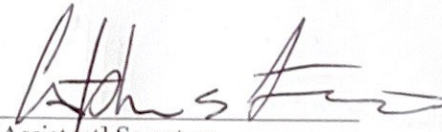
COUNTY OF NASSAU

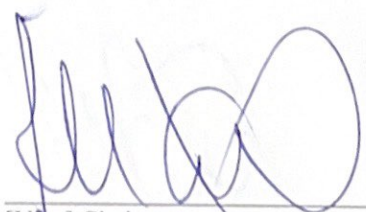
We, the undersigned [Vice] Chairman and [Assistant] Secretary of the Nassau County Industrial Development Agency (the "Agency"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 31, 2022 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 31st day of March 2022.


[Assistant] Secretary


[Vice] Chairman

(SEAL)

EXHIBIT A

EXHIBITS B-1 and B-2

EXHIBITS C-1 and C-2