

**750 PARK PLACE 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 October 27, 2022 at 6:45 p.m., local time.

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

PRESENT:

Richard Kessel	Chairman
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Catherine Fee	Chief Marketing Officer
Anthony Marano	Agency Counsel
Paul O’Brien	Bond/Transaction Counsel

The attached resolution no. 2022-\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION TAKING PRELIMINARY ACTION TOWARD THE ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT FOR 750 PARK PLACE LLC (THE “APPLICANT”) AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH THE APPLICANT WITH RESPECT TO SUCH TRANSACTION

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, 750 PARK PLACE LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Park Place LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, 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 3.41 acre parcel of land located at 750 Park Place, City of Long Beach, Nassau County, New York (Section: 59; Block: 277; Lots: 1 & 6) (the “Land”), (2) the renovation of the existing approximately 75,062 square foot building (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 warehouse/office facility for leasing to one (1) or more tenants; (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(ies) 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 Officer/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 within which the Project Facility is or will 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 Chief Executive Officer/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, renovation, 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) renovate, 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 herein and 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 Phillips Lytle LLP, Garden City, 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 Applicant, to work with counsel to the Agency, the Applicant, counsel to the Applicant, 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 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 10. 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
John Coumatos	VOTING
Timothy Williams	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor LaGreca	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 October 27, 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; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

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 \_\_\_\_\_ day of October, 2022.

\_\_\_\_\_  
[Assistant] Secretary

\_\_\_\_\_  
[Vice] Chairman

(SEAL)

**Seviroli Foods, Inc. – Consent 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 October 27, 2022 at 6:45 p.m., local time.

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

**PRESENT:**

Richard Kessel	Chair
John Coumatos	Asst. Treasurer
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

**EXCUSED:**

Timothy Williams	Secretary
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**THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Catherine Fee	Director of Business Development/Chief Marketing Officer
Anthony Marano	Agency Counsel
[Phillips Lytle LLP]	Bond/Transaction Counsel

The attached resolution no. 2022-\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.



RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT  
AGENCY AUTHORIZING CERTAIN MATTERS IN CONNECTION WITH  
ITS STRAIGHT-LEASE TRANSACTION WITH SEVIROLI FOODS, INC.  
AND ITS AFFILIATES

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, Seviroli Foods, Inc., a corporation duly organized and existing under the laws of the State of New York (the “Applicant”), submitted an application for financial assistance (the “Application”) to the Agency requesting that the Agency consider undertaking a project (the “Project”) consisting of, inter alia, the following: (A) (1) the acquisition of an interest in those certain parcels of land located in the Town of Hempstead, Nassau County, New York, more particularly identified on Exhibit A attached hereto (collectively, the “Land”), (2) the renovation of the existing buildings and other structures on the Land (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 (collectively, the “Equipment”), all of the foregoing for use as manufacturing, warehousing and office facilities of the Applicant (collectively, the “Project Facility”); (B) 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 real property taxes, sales and use taxes and mortgage recording taxes (the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Companies (as defined below) or such other entity(ies) as may be designated by the Companies and agreed upon by the Agency; and

WHEREAS, the Applicant proposed that the entities listed on Schedule A attached hereto (each, a “Company” and, collectively, the “Companies”), which hold fee title to the Land and the Building and are affiliates (as hereinafter defined) of the Applicant, lease the Project Facility to the Agency and sublease the Project Facility from the Agency; and

WHEREAS, the Agency approved such request, pursuant to and subject to the terms and conditions set forth in its Resolution No. 2018-28 (the “Approving Resolution”), adopted on June 19, 2018, and entered into a “straight lease” transaction pursuant to, inter alia, the terms and conditions set forth in that certain Master Sublease Agreement (Uniform Project Agreement) dated as of November 1, 2018 between the Companies and the Agency (as amended, the “Lease”), and the other Transaction Documents (as defined in the Lease); and

WHEREAS, in connection with the foregoing, the Companies and the Applicant entered into those certain operating leases for the Project Facility listed on Schedule B attached hereto (collectively, the “Operating Leases”), pursuant to which the respective Companies sub-subleased their interests in the Project Facility to the Applicant; and

WHEREAS, pursuant to a consent request letter from the Applicant dated September 16, 2022 (the “Consent Request”), the Applicant has requested that the Agency consent to: (a) the sale of the assets of the Applicant to a new entity (“Newco”), of which an affiliate of Mill Point Capital LLC (“Mill Point”) will be the majority shareholder and Joseph Seviroli (“Joe”) and Paul Vertullo (“Paul”) will be minority shareholders, and (b) the assignment by the Applicant to Newco of the Applicant’s right, title and interest in the Operating Leases and the assumption by Newco of the Applicant’s obligations under the Operating Leases or the termination of such Operating Leases and the replacement thereof with new Operating Leases (collectively, the “Proposed Transaction”); and

WHEREAS, the Companies’ respective fee and subleasehold interests in the Project Facility are not proposed to be modified by the Proposed Transaction, the Guarantors (as defined in the Lease) would continue to guaranty the obligations of the Companies and the Applicant under the Transaction Documents, and Joe and Paul would continue to manage the operations of Newco at the Project Facility; and

WHEREAS, Newco would receive none of the Financial Assistance that the Agency has granted with respect to the Project Facility and the Project; and

WHEREAS, no additional Financial Assistance is being requested by the Applicant or Newco with respect to the Proposed Transaction 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 Chair 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 the 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 or Newco 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. Accordingly, the Agency hereby approves the Proposed Transaction.

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 Proposed Transaction.

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 Chair, Vice Chair, 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 Chair, Vice Chair, 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 shall be conducted with respect to Newco and no adverse or negative information shall be found by staff of the Agency as a result of such checks, and (ii) the Applicant or Newco shall pay or 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, Phillips Lytle LLP.

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 Chair 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. 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 13. 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
John Coumatos	VOTING
Timothy Williams	EXCUSED
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor LaGreca	VOTING

The foregoing Resolution was thereupon declared duly .

STATE OF NEW YORK

) SS.:

COUNTY OF NASSAU

We, the undersigned [Vice] Chair 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 October 27, 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 \_\_\_\_\_ day of October, 2022.

\_\_\_\_\_  
[Assistant] Secretary

\_\_\_\_\_  
[Vice] Chair

(SEAL)

**NPD REALTY COMPANY, LLC, Consent 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 October 27, 2022 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
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

**THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel
Milan Tyler	Bond/Transaction Counsel

**EXCUSED:**

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution No. 2022-\_\_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT  
AGENCY AUTHORIZING CERTAIN MATTERS IN CONNECTION WITH  
ITS STRAIGHT-LEASE TRANSACTION WITH NPD REALTY COMPANY,  
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, The NPD Group, Inc., a corporation organized and existing under the laws of the State of New York (the "Sublessee"), submitted an application for financial assistance (the "Application") to the Agency, which Application requested that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of an interest in an approximately 7.74 acre parcel of land located at 900 West Shore Road, Port Washington, Town of North Hempstead, Nassau County, New York (Section: 6; Block: 87; Lots: 7 & 17) (the "Land"), (2) the renovation of portions of the existing approximately 117,000 square foot office building on the Land (collectively, the "Building"), together with related improvements to the Land, and (3) the acquisition of certain furniture, fixtures, machinery and equipment necessary for the completion thereof, including, without limitation, the upgrading of data production infrastructure and information technology business continuity enhancements (the "Equipment"), all of the foregoing for use by the Sublessee as its corporate headquarters facility (collectively, the "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; (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Sublessee or such other entity as may be designated by the Sublessee and agreed upon by the Agency; and (D) the sublease thereof to such other person(s) or entity(ies) as may be designated by the Sublessee and agreed upon by the Agency; and

WHEREAS, the NPD Realty Company, LLC ("Applicant"), an affiliate of the Sublessee, received Financial Assistance with respect to the Project Facility from the Agency; and



WHEREAS, the Agency appointed the Applicant as agent of the Agency to undertake the acquisition, renovation, installation and equipping of the Project Facility and the Agency has subleased the Project Facility to Applicant, all pursuant to the terms and conditions set forth in the Amended and Restated Lease Agreement (Uniform Project Agreement) dated as of December 1, 2018 between the Applicant and the Agency (as amended to date, the “Lease”) and the other Transaction Documents (as defined in each of such Lease); and

WHEREAS, pursuant to a notification and consent request letter dated November 11, 2021, the Applicant and Hellman & Friedman, LLC or a wholly owned affiliate thereof (the “Purchaser”) requested that the Agency consent to (a) the sale and transfer of a controlling interest in the Sublessee and Applicant to, subject to Tod Johnson remaining the day-to-day manager of the Applicant, (b) amendment of the Lease and other Transaction Documents (including the assignment, amendment or restatement of finance mortgages) and (c) consent to the amendment of the Sublease Agreement between the Applicant and Sublessee (collectively, “2021 Transaction”); and

WHEREAS, the Agency approved the 2021 Transaction pursuant to Resolution No. 2021-95 adopted on November 18, 2021; and

WHEREAS, in order to facilitate the 2021 Transactions, the Sublessee merged into The NPD Group, L.P., a limited partnership owned and controlled by the same principles that own and control the original Sublessee; and

WHEREAS, the Agency, the Sublessee entered into transaction documents, dated as of November 30, 2021, in furtherance of the 2021 Transaction; and

WHEREAS, pursuant to a notification and consent request letter dated September 30, 2022 (the “Consent Request”), the Applicant requested that the Agency consent to the change of its name from NPD Realty Company, LLC to 900 WSR Realty, LLC (“Proposed Transaction”); 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 such requests, 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 Consent 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. Accordingly, the Agency hereby consents to the Proposed Transaction subject to the terms and conditions hereof.

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. 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 10. 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 11. The Purchaser 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 12. 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 13. 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
John Coumatos	VOTING
Timothy Williams	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor Lagreca	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 October 27, 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 27<sup>th</sup> day of October 2022.

\_\_\_\_\_  
[Assistant] Secretary

\_\_\_\_\_  
[Vice] Chairman

(SEAL)

## **LUNAR MODULE PARK, LLC – Consent 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 October 27, 2022 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
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

**THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Colleen Pereira	Administrative Director
Anne LaMorte	Chief Financial Officer
Nicole Gil	Administrative Assistant
Thomas D. Glascock	Agency Counsel
Andrew Komaromi	Bond/Transaction Counsel
Milan Tyler	Bond/Transaction Counsel

**EXCUSED:**

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution No. 2022-\_\_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING  
THE ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT  
FOR LUNAR MODULE PARK, 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, 101 CHANNEL DR. LLC, a limited liability company organized and existing under the laws of the State of New York (the “Company”), and Lunar Module Park, LLC, a limited liability company organized and existing under the laws of the State of New York (together with the Company, collectively, the “Applicants”), 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) acquisition of an interest in an approximately 13 acre parcel of land located at 101 Channel Drive, Port Washington, Village of Port Washington North, Town of North Hempstead, County of Nassau, New York (the "Land"), (2) the renovation of approximately 100,000 square foot and 60,000 square foot buildings on the Land (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" and together with the Land and the Building, collectively, the "Project Facility"); (B) 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) (collectively, the "Financial Assistance"); (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company, or such other entity as may be designated by the Company and agreed upon by the Agency; and (D) the sublease of the Project Facility to the Company or such other entity(ies) as maybe designated by the Company and agreed upon by the Agency; and

WHEREAS, on September 17, 2020, the Agency approved the Financial Assistance; and

WHEREAS, on October 22, 2020, the Applicants presented a request for an amendment (the “Amendment Application”) to the Financial Assistance (the "Amendment to the Financial Assistance ") to the Agency, which Application requested that the Agency increase the approved amount of the project cost in the amount of \$6,000,000.00, thereby increasing the amount of the Maximum Sales Tax Exemption; and

WHEREAS, on October 22, 2020, the Agency approved the Amendment to the Financial Assistance and the Applicants received the Financial Assistance and the additional Financial Assistance with respect to the Project Facility from the Agency; and

WHEREAS, the Agency appointed the Company as agent of the Agency to undertake the acquisition, renovation, installation and equipping of the Project Facility and the Agency subleased the Project Facility to the Company, all pursuant to the terms and conditions set forth in the Sublease Agreement dated as of December 1, 2020 between the Company and the Agency (the “Lease”), and the other Transaction Documents (as defined in the Lease); and

WHEREAS, pursuant to a notification and consent request letter dated March 2, 2022 from counsel to the Company, the Company requested that the Agency consent to (a) the release of a portion of the Land consisting of the premises designated on the Nassau County Tax Map as Section 4, Block 123, Lot 50 so that such land may be conveyed to the Village of Port Washington North, (b) the Company granting the Village of Port Washington North and the Port Washington Water Pollution Control District, together with their successors and assigns, a subsurface easement on, over, under, across and along a portion of the Project Facility (specifically part of the parcels designated on the Nassau County Tax Map as Section 5, Block 123, Lots 20 and 24), for the sole purpose of constructing, using, maintaining, operating, altering, adding to, repairing, replacing, reconstructing, inspecting and removing at any time and from time to time, underground drainage and sewer pipes and appurtenant drainage facilities (the “Easement”), and (c) the conforming amendment of the Lease and other Transaction Documents (including the amendment of finance mortgages) (collectively, the “Release Transaction”); and

WHEREAS, on March 3, 2022, the Agency approved the Release Transaction; and

WHEREAS, pursuant to a notification and consent request letter dated March 28, 2022 from counsel to the Company, the Company requested that the Agency consent to the subordination of the Company Lease, Lease and PILOT Mortgage to the Easement (collectively, the “Subordination Transaction”); and

WHEREAS, on March 31, 2022, the Agency approved the Subordination Transaction; and

WHEREAS, by letter of counsel to the Company, dated October 12, 2022, the Company has requested that the Agency consent to the amendment of the Uniform Project and the other Transaction Documents to allow the Company to complete the acquisition, construction, installation and equipping of the Project Facility on or before December 31, 2023 and to extend the Company’s status as the Agency’s agent for purposes of its sales tax exemption to December 31, 2023 due to delays associated with COVID-19, ongoing supply chain delays and inspections required in connection with the equipping and improving of the Building; and



WHEREAS, no additional Financial Assistance is being requested by the Company 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 an 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:

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 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 Consent and Waiver and other 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 Company'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 Company 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 Company 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. Accordingly, the Agency grants the Company an extension to complete the acquisition, construction, installation and equipping of the Project Facility on or before December 31, 2023 and to extend the Company’s status as the Agency’s agent for purposes of its sales tax exemption to December 31, 2023.

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 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.

Section 8. The authorizations set forth in this Resolution are subject to the conditions that the Company 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 9. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution 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 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 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 Consent Document shall be liable personally on the Consent Documents or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 10. 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 Consent Documents containing such modifications.

Section 11. 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 Project Agreement or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 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
John Coumatos	VOTING
Timothy Williams	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor Lagreca	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 October 27, 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 27<sup>th</sup> day of October 2022.

\_\_\_\_\_  
[Assistant] Secretary

\_\_\_\_\_  
[Vice] Chairman

(SEAL)

**LJ SERVICES GROUP, LTD., Consent 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 October 27, 2022, at 6:45 p.m., local time.

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

**PRESENT:**

Richard Kessel	Chairman
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	Member
William H. Rockensies	Member
Raymond Pinto	Member
Victor LaGreca	Member

**NOT PRESENT:**

**THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Catherine Fee	Chief Marketing Officer
Anthony Marano	Agency Counsel
Paul O’Brien	Bond/Transaction Counsel

The attached resolution no. 2022-\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING CERTAIN MATTERS IN CONNECTION WITH ITS STRAIGHT-LEASE TRANSACTION WITH LJ SERVICES GROUP, LTD.

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, LJ SERVICES GROUP, LTD. (a/k/a LJ SERVICES, LTD.), a corporation organized and existing under the laws of the State of New York, and GCHQ REALTY, LLC, a limited liability company organized and existing under the laws of the State of New York, (collectively, the “Applicant”) 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 0.97 acre parcel of land located at 119 Glen Cove Drive (a/k/a One Underhill Road), Hamlet of Glen Head, Town of Oyster Bay, Nassau County, New York (Section: 21; Block: S; Lot: 314, 316 and 819) (the “Land”), (2) the renovation of an approximately 14,015 square foot office 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 corporate headquarters; (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 appointed the Applicant as agent of the Agency to undertake the acquisition, renovation, installation and equipping of the Project Facility, all pursuant to the

terms and conditions set forth in that certain Sublease Agreement (Uniform Project Agreement), dated as of November 1, 2020, between the Applicant and the Agency (the "Project Agreement"), and the other Transaction Documents (as defined in the Project Agreement); and

WHEREAS, by letter of its counsel, dated October 24, 2022, the Applicant has requested that the Agency consent to the amendment of the Project Agreement and the other Transaction Documents to allow the Applicant to complete the acquisition, renovation, installation and equipping of the Project Facility on or before June 30, 2023 due to significant delays resulting from title issues, which have been resolved, and the discovery that certain of the planned improvements to the Land were located on property owned by the Town of Oyster Bay (the "Town"), requiring the Company to cause the Town to abandon such property; and

WHEREAS, the exemption from sales and use taxes granted by the Agency in connection with the Project has been exhausted and no additional Financial Assistance is being requested by the Applicant with respect to the requested extension 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 requested 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:

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

Section 2. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Financial Officer and the staff of the Agency with respect to the requested extension and other 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 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 SEQRA.

Section 4. No additional Financial Assistance is being requested by the Applicant with respect to the requested extension, 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. Accordingly, the Agency grants the Applicant an extension authorizing the Applicant to complete the acquisition, renovation, installation and equipping of the Project Facility on or before June 30, 2023.

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 consent.

Section 7. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director, Chief Financial 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.

Section 8. The authorizations set forth in this Resolution are subject to the conditions 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, 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, Phillips Lytle LLP.

Section 9. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution 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 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 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 Consent Document shall be liable personally on the Consent Documents or be subject to any personal liability or accountability by reason of the issuance thereof.



Section 10. The Chairman, Vice 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 Consent Documents containing such modifications.

Section 11. 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 Project Agreement or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 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
John Coumatos	VOTING
Timothy Williams	VOTING
Reginald A. Spinello	VOTING
William H. Rockensies	VOTING
Raymond Pinto	VOTING
Victor LaGreca	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 October 27, 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; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

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 \_\_\_\_\_ day of October, 2022.

\_\_\_\_\_  
[Assistant] Secretary

\_\_\_\_\_  
[Vice] Chairman

(SEAL)

**Nassau County Industrial Development Agency (the “Agency”)**  
**Board Meeting Minutes**  
**September 22, 2022**  
**7:38 PM**

I. Board Roll Call

John Coumatos	Present
Richard Kessel	Present
Timothy Williams	Present
William Rockensies	Present
Reginald Spinello	Present
Victor LaGreca	Excused
Raymond Pinto	Excused

Others Present:

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant

Thomas D. Glascock	Agency Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel
Milan K. Tyler, Esq.	Bond/Transactional Counsel
Paul V. O’Brien, Esq.	Bond/Transactional Counsel

Excused:

Catherine Fee	Director of Business Development/Chief Marketing Officer
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II. Chair Report

Chair Kessel led a moment of silence.

He then discussed delayed projects.

III. Public Comment Period

A. None

IV. Existing Business and Discussion

A. Approval Resolutions

i. None

B. Preliminary Resolutions

- i. None

A. Consent Resolutions

- i. New York Tempering

Bond/Transactional Counsel Andrew D. Komaromi, Esq. described the requested consent. Then, Daniel J. Baker, Esq. of Greenberg Traurig, LLC spoke on behalf of the applicant. Member Williams asked questions about time, to which Mr. Baker responded.

Member Williams moved to adopt the proposed consent resolution. Member Rockensies seconded the motion. The motion was approved unanimously.

- ii. Geismar LLC and Paint Applicator Corp. of America dba PACOA

Bond/Transactional Counsel Andrew D. Komaromi, Esq. described the requested consent. Then, Daniel J. Baker, Esq. of Greenberg Traurig, LLC spoke on behalf of the applicant. Members Williams and Spinello asked questions and made remarks, to which Mr. Baker responded, and the resolution was revised to reflect a one-year extension to October 31, 2023, with an option to request an addition all one-year extension.

Member Williams moved to adopt the proposed consent resolution. Member Coumatos seconded the motion. The motion was approved unanimously.

- iii. Pine Town Homes, L.P.

Bond/Transactional Counsel Andrew D. Komaromi, Esq. described the requested consent. Then, Daniel P. Deegan, Esq. of Forchelli Deegan Terrana, LLP spoke on behalf of the applicant, with Scott Jaffe (the applicant's principal) also speaking. Members Williams asked questions, to which the applicant's representatives responded.

Member Williams moved to adopt the proposed consent resolution. Member Rockensies seconded the motion. The motion was approved unanimously.

- iv. Twenty-Six Sunset LLC

Bond/Transactional Counsel Andrew D. Komaromi, Esq. described the request for an additional ninety (90) days to close.

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

V. Other Business

A. Minutes

i. Approval of August 11, 2022 Minutes

Member Williams moved to approve the draft August 11, 2022 meeting minutes. Member Spinello seconded the motion. The motion was approved unanimously.

B. Other Resolutions

i. Preliminary Budget Resolution

Chief Financial Officer Anne LaMorte and Corporation Counsel Thomas D. Glascock described the proposed resolution.

Member Coumatos moved to adopt the proposed resolution. Member Williams seconded the motion. The motion was approved unanimously.

Chief Financial Officer Anne LaMorte then gave a Chief Financial Officer's Report to the board.

ii. Resolution Addressing Governance Matters

Chair Kessel described the proposed resolution.

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

iii. Sponsorship Resolution

Chair Kessel described the proposed resolution.

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

iv. Resolution Addressing Governance Matters

Chair Kessel described the proposed resolution.

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

VII. Adjournment

Chair Kessel announced that the Agency's next board meeting is scheduled for Thursday, October 27, 2022.

A motion to adjourn was made by Member Williams, which was seconded by Member Spinello. The resolution was approved unanimously. The meeting ended at 8:34 PM.

[For additional information, please see a recording of the September 22, 2022 meeting of the board of the Nassau County Industrial Development Agency found at <https://www.youtube.com/channel/UCuERg-5BYx9VSdBVHUPTYJw/featured.>]

--END--

**FY 2023 Final Budget 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 October 27, 2022, at 6:45 p.m., local time.

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

**PRESENT:**

Richard Kessel	Chair
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	
William H. Rockensies	
Victor LaGreca	
Raymond Pinto	

**ABSENT:**

None

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Judge Anthony Marano	Agency Counsel
Thomas D. Glascock, Esq.	Agency Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel
Milan K. Tyler, Esq.	Bond/Transactional Counsel
Paul V. O’Brien, Esq.	Bond/Transactional Counsel

**EXCUSED:**

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022 - \_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_:

Resolution No. 2022-\_\_

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
(THE “AGENCY”) APPROVING A FINAL BUDGET FOR THE 2023 FISCAL YEAR

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, Section 861 of said General Municipal Law contemplates the adoption of a budget for the Agency’s operations for each fiscal year and requires the Agency, prior to the adoption of the proposed budget by the Agency, to make such proposed budget available for public inspection and comment and to mail or deliver copies thereof to the chief executive officer and the governing body of the municipality for whose benefit the Agency is established; and

WHEREAS, the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009, as amended (collectively, the “PAAA”), require the Agency to make certain disclosures of its budget; and

WHEREAS, the Chief Executive Officer / Executive Director and the Chair of the Agency, with the assistance of staff, has prepared a proposed budget (the “Proposed Budget”) for the fiscal year commencing January 1, 2023 (“FY 2023”); and

WHEREAS, the Chief Executive Officer / Executive Director has caused copies of the Proposed Budget (i) to be mailed to the County Executive of Nassau County, New York, as chief executive officer of such municipality, and to the Nassau County Legislature, as governing body of such municipality, (ii) to be made available for public inspection and comment, including, without limitation, by posting the Proposed Budget on the Agency’s website, and (iii) to be filed with the County Clerk of Nassau County, New York; and

WHEREAS, the Agency has received no comments from the County Executive of Nassau County, New York, or from the Nassau County Legislature with respect to the Proposed Budget; and

WHEREAS, the Agency desires to approve said Proposed Budget;



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

Section 1. The Proposed Budget for FY 2023, in the form annexed hereto as Exhibit “A” (the “Final Budget”), which may be amended from time to time, is hereby approved by the Agency in all respects.

Section 2. The Chair, the Vice Chair, and the Chief Executive Officer / Executive Director of the Agency are hereby designated the authorized representatives of the Agency, and each of them is hereby authorized and directed to incur expenses and to otherwise expend funds of the Agency in accordance with the Final Budget, subject to applicable laws, the Agency’s Amended and Restated By-Laws, the Agency’s policies and procedures in effect from time-to-time, and the provisions of resolutions heretofore and hereafter adopted by the members of the Agency with respect to the same.

Section 3. The Chief Executive Officer / Executive Director is hereby directed to (i) cause copies of the Final Budget to be filed with the County Clerk of Nassau County, New York, and (ii) make disclosure of the Final Budget in accordance with the PAAA and other applicable laws, rules and regulations.

Section 4. This Resolution shall take effect immediately.

Adopted: October 27, 2022

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

Richard Kessel	_____	_____
Timothy Williams	_____	_____
John Coumatos	_____	_____
Reginald A. Spinello	_____	_____
William H. Rockensies	_____	_____
Victor LaGreca	_____	_____
Raymond Pinto	_____	_____

The foregoing Resolution was thereupon declared duly adopted.

**EXHIBIT "A"**

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 October 27, 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 \_\_ day of October, 2022.

\_\_\_\_\_  
[Assistant] Secretary

\_\_\_\_\_  
[Vice] Chair

(SEAL)

## Banking 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 October 27, 2022, at 6:45 p.m., local time.

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

### PRESENT:

Richard Kessel	Chair
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	
William H. Rockensies	
Victor LaGreca	
Raymond Pinto	

### ABSENT:

None

### THE FOLLOWING PERSONS WERE ALSO PRESENT:

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Judge Anthony Marano	Agency Counsel
Thomas D. Glascock, Esq.	Agency Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel
Milan K. Tyler, Esq.	Bond/Transactional Counsel
Paul V. O’Brien, Esq.	Bond/Transactional Counsel

### EXCUSED:

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022 - \_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_:

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
(THE "AGENCY") SUPPLEMENTING THE AGENCY'S PRIOR BANKING  
RESOLUTIONS AND ADDRESSING CERTAIN RELATED MATTERS

WHEREAS, by certain prior resolutions (collectively, the "Prior Resolutions") adopted by the members of the Nassau County Industrial Development Agency (the "Agency"), the Agency named each of Community National Bank (subsequently known Bridgehampton National Bank and now known as Dime Community Bank) ("Dime") and Empire National Bank ("Empire") as a depository bank of the Agency; and

WHEREAS, the members of the Agency now wish to name American Community Bank, Valley National Bank, Webster Bank, Hanover Bank, Flushing Bank, and Capital One as additional depository banks of the Agency and to update certain matters with respect to the deposit and investment of the funds of the Agency;

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

Section 1. The appointment, pursuant to the Prior Resolutions, of Dime and Empire (collectively, the "Banks") as a depository bank of the Agency pursuant to the Prior Resolution is hereby ratified and confirmed.

Section 2. American Community Bank, Valley National Bank, Webster Bank, Hanover Bank, Flushing Bank, and Capital One (each being, together with Dime and Empire, the a "Bank") are each hereby appointed a depository bank of the Agency and the Treasurer is hereby authorized to deposit funds of the Agency in a special deposit account in the name of the Agency at the Bank, and to obtain monthly account statements with respect to such account. The amount of the Agency's funds on deposit with a Bank shall at no time exceed \$4,000,000.

Section 3. The Chairman, the Vice Chairman, the Treasurer, the Assistant Treasurer, the Chief Executive Officer / Executive Director, Chief Operating Officer/ Deputy Executive Director and the Chief Financial Officer, acting individually or jointly, are hereby authorized to open additional accounts at the Banks and to deposit any of the funds of the Agency with the Banks either at their respective head offices or any of their branches, subject to the terms of Chapter 1030 of the Laws of 1969 of the State of New York constituting Title I of Article 18-A of the New York General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended. Other than as expressly set forth in Section 4 of this Resolution, such officers are also authorized to give any and all instructions to charge accounts of the Agency with the Banks and to otherwise conduct business with the Banks. Any one or more of such officers are also authorized to enter into agreements with the Banks with respect to products or services relating to such special deposit accounts, any other accounts maintained by the Agency with the Banks or other services offered by the Banks, including, but not limited to, wire and other funds transfer products, night deposits, safe deposit boxes and direct deposit of payroll, in whatever form may be approved by such officer.

Section 4. Any funds of the Agency deposited with the Banks or placed with the Banks for investment are subject to withdrawal, transfer or charge at any time and from time to time, electronically or otherwise, upon checks, notes, drafts, bills of exchange, acceptances, undertakings, authorizations, letters or other instruments, orders, items or instructions for the payment or transfer of money (collectively, "Withdrawals") when made, signed, drawn, accepted, indorsed or given in writing, on behalf of the Agency as follows:

- (a) a Withdrawal in an amount less than \$3,000.00 requires the signature of any one of the persons then holding the following offices: the Chairman, Vice Chairman, Treasurer, Assistant Treasurer, Chief Executive Officer / Executive Director, Chief Operating Officer/ Deputy Executive Director or Chief Financial Officer.
- (b) a Withdrawal in an amount equal to or greater than \$3,000.00 requires the signature of any two (2) of the persons then holding the following offices: the Chairman, Vice Chairman, Treasurer, Assistant Treasurer, Chief Executive Officer / Executive Director, Chief Operating Officer/ Deputy Executive Director or Chief Financial Officer.

The Banks are requested, authorized and directed to honor all Withdrawals when made, signed, drawn, accepted, indorsed or given in the Agency's name on its account(s) when bearing or purporting to bear the signature(s) of the persons set forth above and each Bank shall be entitled to charge the Agency for all such Withdrawals, regardless of by whom or by what means the actual or purported signature or signatures thereon may have been affixed thereto if such signature(s) are consistent with the specimens from time to time filed with such Bank by the Secretary or other proper officer of the Agency.

Section 5. The Chairman, the Vice Chairman, the Treasurer, the Assistant Treasurer, the Chief Executive Officer / Executive Director, Chief Operating Officer/ Deputy Executive Director and the Chief Financial Officer are hereby authorized, acting individually or jointly, to open or one or more accounts with any Bank for the provision of investment advisory, custodial or other investment services on behalf of the Agency (each an "Investment Account") and to negotiate, execute and amend agreements on behalf of the Agency with respect to any Investment Account.

Section 6. The Chairman, the Vice Chairman, the Treasurer, the Assistant Treasurer, the Chief Executive Officer / Executive Director, Chief Operating Officer/ Deputy Executive Director and the Chief Financial Officer are hereby authorized, acting individually or jointly, to instruct any Bank, in writing, orally, electronically or by means of telex, TWX, facsimile transmission, bank wire or other teleprocess, regarding any notices, instructions or requests made by the Agency in accordance with any security agreement with such Bank, and the establishment, modification or replacement of investment objectives for any special deposit account, any Investment Account or any other account maintained by the Agency with such Bank, the purchase, sale, transfer or other disposition of funds or property held in any special deposit account, any Investment Account or any other account maintained by the Agency with any Bank, the transfer of funds or property into any such accounts, and any other matters concerning such accounts.

Section 7. The Secretary is hereby authorized to certify to the Banks the names of the present officers and other persons of the Agency authorized to sign for it and the offices

respectively held by them, if any, together with specimens of their signatures, and in case of any change of authorized persons or of any holder of any such office or holders of any such offices, the fact of such change and the names of any new officers and the offices respectively held by them, if any, together with specimens of their signatures; and the Banks are authorized to honor Withdrawals or other instructions, agreements or documents signed by any new officers or persons in respect of whom it has received any such certificate or certificates with the same force and effect as if said officers or persons were named in this Resolution.

Section 8. The authorizations given under this Resolution shall be deemed retroactive and any and all acts hereunder performed prior to the passage of this Resolution are hereby ratified and approved.

Section 9. The Chairman, the Secretary, the Chief Financial Officer, the Chief Executive Officer / Executive Director and Chief Operating Officer/ Deputy Executive Director, acting individually or jointly, shall promptly notify each Bank of any change in this Resolution, such notice to be given to each office of such Bank in which any account of the Agency may be maintained or from which any produce or service affected by such change is provided to the Agency.

Section 10. This Resolution shall take effect immediately.

Adopted: October 27, 2022

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 ___
Timothy Williams	VOTING ___
John Coumatos	VOTING ___
Reginald A. Spinello	VOTING ___
William H. Rockensies	VOTING ___
Victor LaGreca	VOTING ___
Raymond Pinto	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 October 27, 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 \_\_ day of October, 2022.

\_\_\_\_\_  
[Assistant] Secretary

\_\_\_\_\_  
[Vice] Chairman

(SEAL)



**2022 Vision Long Island Smart Growth Summit 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 October 27, 2022, at 6:45 p.m., local time.

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

**PRESENT:**

Richard Kessel	Chair
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	
William H. Rockensies	
Victor LaGreca	
Raymond Pinto	

**ABSENT:**

None

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Judge Anthony Marano	Agency Counsel
Thomas D. Glascock, Esq.	Agency Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel
Milan K. Tyler, Esq.	Bond/Transactional Counsel
Paul V. O’Brien, Esq.	Bond/Transactional Counsel

**EXCUSED:**

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022 - \_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_:

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
("THE AGENCY") APPROVING THE SPONSORSHIP OF THE 2022 VISION LONG ISLAND  
SMART GROWTH SUMMIT 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, Vision Long Island is the organizer and sponsor of the 2022 Long Island Smart Growth Summit event to happen on December 2, 2022 (the "Event"), which organization is devoted to promoting more livable, economically sustainable and environmentally responsible growth on Long Island through Smart Growth and strengthening communities by actively involving local stakeholders in planning; and

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

WHEREAS, the Agency desires to enter into an agreement to purchase advertising services for the Event, to promote the business community within the County;

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 Vision Long Island (the "Agreement"), at a cost that is anticipated not to exceed \$3,000 plus any applicable taxes. 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 Chair 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 Chair may deem advisable or necessary, subject to the terms of this Resolution. The Chair’s execution of the Agreement, or his designee, shall evidence the Agency’s approval of the terms thereof.

Section 4. This Resolution shall take effect immediately.

Adopted: October 27, 2022

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

Richard Kessel	_____	_____
Timothy Williams	_____	_____
John Coumatos	_____	_____
Reginald A. Spinello	_____	_____
William H. Rockensies	_____	_____
Victor LaGreca	_____	_____
Raymond Pinto	_____	_____

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 October 27, 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 \_\_\_ day of October, 2022.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairman

(SEAL)

## Discover Long Island, Inc. 2022 Tourism Awards Gala 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 October 27, 2022, at 6:45 p.m., local time.

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

### PRESENT:

Richard Kessel	Chair
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	
William H. Rockensies	
Victor LaGreca	
Raymond Pinto	

### ABSENT:

None

### THE FOLLOWING PERSONS WERE ALSO PRESENT:

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Judge Anthony Marano	Agency Counsel
Thomas D. Glascock, Esq.	Agency Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel
Milan K. Tyler, Esq.	Bond/Transactional Counsel
Paul V. O’Brien, Esq.	Bond/Transactional Counsel

### EXCUSED:

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022 - \_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_:

Resolution No. 2022-\_\_

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
("THE AGENCY") APPROVING THE SPONSORSHIP OF A DISCOVER LONG ISLAND,  
INC. 2022 TOURISM AWARDS GALA 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, Discover Long Island, Inc. is the organizer and sponsor of 2022 Tourism Awards Gala event to happen on December 6, 2022 (the "Event"), which organization supports the tourism industry in Nassau County (the "County") and throughout Long Island; and

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

WHEREAS, the Agency desires to enter into an agreement to purchase advertising services for the Event, to promote the business community within the County;

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 Discover Long Island, Inc. (the "Agreement"), at a cost that is anticipated not to exceed \$2,000 plus any applicable taxes. 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 Agency's Chairman 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 Chairman may deem advisable or necessary, subject to the terms of this Resolution. The Chairman's execution of the Agreement shall evidence the Agency's approval of the terms thereof.

Section 4. This Resolution shall take effect immediately.

Adopted: October 27, 2022

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

Richard Kessel	_____	_____
Timothy Williams	_____	_____
John Coumatos	_____	_____
Reginald A. Spinello	_____	_____
William H. Rockensies	_____	_____
Victor LaGreca	_____	_____
Raymond Pinto	_____	_____

The foregoing Resolution was thereupon declared duly adopted.

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

We, the undersigned [Assistant] Secretary and [Vice] Chairman of the Nassau County Industrial Development Agency (the “Agency”), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 27, 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 matter therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present and throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of the Agency this \_\_ day of October, 2022.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairman

(SEAL)



**Long Island Business News 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 October 27, 2022, at 6:45 p.m., local time.

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

**PRESENT:**

Richard Kessel	Chair
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	
William H. Rockensies	
Victor LaGreca	
Raymond Pinto	

**ABSENT:**

None

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Judge Anthony Marano	Agency Counsel
Thomas D. Glascock, Esq.	Agency Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel
Milan K. Tyler, Esq.	Bond/Transactional Counsel
Paul V. O’Brien, Esq.	Bond/Transactional Counsel

**EXCUSED:**

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022 - \_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_:

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
("THE AGENCY") APPROVING THE PURCHASE OF CERTAIN ADVERTISING  
SERVICES FROM THE LONG ISLAND BUSINESS NEWS

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, the Long Island Business News is a significant regional business journal covering business, government, legal, nonprofit, and healthcare issues and general news impacting the Nassau County and Long Island business community; and

WHEREAS, the Long Island Business News publishes an annual power list of persons important to the Nassau County and Long Island business community, and accordingly has published a 2022 Power List of Long Island's 60 Most Powerful Influencers, which list recognizes the Agency's Chairman (Richard Kessel) and other leading Nassau County community and business leaders; and

WHEREAS, the generally purposes of the Long Island Business News' coverage of the Long Island business community are consistent with the mission of the Agency to promote and support the business community; and

WHEREAS, the Agency therefore desires to enter into an agreement to purchase advertising services from the Long Island Business News in connection with its publication of the 2022 Power List of Long Island's 60 Most Powerful Influencers, to promote the business community within the Nassau County;

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 publication of the 2022 Power List of Long Island's 60 Most Powerful Influencers, all as to be more particularly set forth in a certain form of agreement to be made by and between the Agency and the Nassau Council Chambers of Commerce (the "Agreement"), at a cost that is anticipated

not to exceed \$1,700 plus any applicable taxes. The Agency finds that (a) the purposes of the said publication 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 Chairman 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 Chairman may deem advisable or necessary, subject to the terms of this Resolution. The Chairman's execution of the Agreement shall evidence the Agency's approval of the terms thereof.

Section 4. This Resolution shall take effect immediately.

Adopted: October 27, 2022

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

Richard Kessel	_____	_____
Timothy Williams	_____	_____
John Coumatos	_____	_____
Reginald A. Spinello	_____	_____
William H. Rockensies	_____	_____
Victor LaGreca	_____	_____
Raymond Pinto	_____	_____

The foregoing Resolution was thereupon declared duly adopted.

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

We, the undersigned [Assistant] Secretary and [Vice] Chairman of the Nassau County Industrial Development Agency (the “Agency”), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 27, 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 matter therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present and throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of the Agency this \_\_ day of October, 2022.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairman

(SEAL)

**Long Island Community Foundation 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 October 27, 2022, at 6:45 p.m., local time.

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

**PRESENT:**

Richard Kessel	Chair
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	
William H. Rockensies	
Victor LaGreca	
Raymond Pinto	

**ABSENT:**

None

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Judge Anthony Marano	Agency Counsel
Thomas D. Glascock, Esq.	Agency Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel
Milan K. Tyler, Esq.	Bond/Transactional Counsel
Paul V. O’Brien, Esq.	Bond/Transactional Counsel

**EXCUSED:**

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022 - \_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_:

Resolution No. 2022-\_\_

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
("THE AGENCY") APPROVING THE FUNDING FOR CERTAIN SERVICES TO BE  
PROVIDED BY THE LONG ISLAND COMMUNITY FOUNDATION

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, the Long Island Community Foundation is a public charity and grantmaking foundation dedicated to improving the lives of Long Islanders by, among other activities, seeking to bring individuals, families, foundations, and businesses together to build a better community, supporting nonprofit organizations that make a difference, and applying knowledge, creativity, and resources to the most challenging issues facing Long Island in an effort to ensure meaningful opportunities and a better quality of life for all Long Islanders, today and tomorrow; and

WHEREAS, in connection with these purposes, the Long Island Community Foundation has undertaken a Long Island Zoning Atlas Mapping Project, to map all zoning districts within Nassau County and Suffolk County with detailed information, including what types of housing can be built in each district along with critical characteristics such as whether it is "as-of-right" or allowed only after a public hearing and local approvals and by providing parcel level data, special district boundary information (e.g., sewer, fire, water, school, library, police, and ambulance districts), census data, and multifamily housing data (hereinafter, the "Long Island Zoning Atlas Mapping Project"); and

WHEREAS, to provide the resources necessary to complete the Long Island Zoning Atlas Mapping Project several Long Island industrial development agencies, local development corporations, and the like have contributed funding for the project; and

WHEREAS, the generally purposes of the Long Island Community Foundation are consistent with the mission of the Agency to promote the availability of affordable housing in Nassau County, and the information to be made available by the Long Island Zoning Atlas Mapping Project will greatly facilitate these Agency efforts; and

WHEREAS, the Agency therefore desires to enter into an agreement to purchase services in support the Long Island Zoning Atlas Mapping Project, to promote the availability of affordable housing in Nassau County;

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 services from the Long Island Community Foundation in furtherance of its Long Island Zoning Atlas Mapping Project, all as to be more particularly set forth in a certain form of agreement to be made by and between the Agency and the Long Island Community Foundation (the "Agreement"), at a cost that is anticipated not to exceed \$5,000 plus any applicable taxes. The Agency finds that (a) the purposes of the said project 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 Chairman 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 Chairman may deem advisable or necessary, subject to the terms of this Resolution. The Chairman's execution of the Agreement shall evidence the Agency's approval of the terms thereof.

Section 4. This Resolution shall take effect immediately.

Adopted: October 27, 2022

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

Richard Kessel	_____	_____
Timothy Williams	_____	_____
John Coumatos	_____	_____
Reginald A. Spinello	_____	_____
William H. Rockensies	_____	_____
Victor LaGreca	_____	_____
Raymond Pinto	_____	_____

The foregoing Resolution was thereupon declared duly adopted.



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

We, the undersigned [Assistant] Secretary and [Vice] Chairman of the Nassau County Industrial Development Agency (the “Agency”), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 27, 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 matter therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present and throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of the Agency this \_\_ day of October, 2022.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairman

(SEAL)

## **Nassau Council Chambers of Commerce 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 October 27, 2022, at 6:45 p.m., local time.

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

**PRESENT:**

Richard Kessel	Chair
John Coumatos	Asst. Treasurer
Timothy Williams	Secretary
Reginald A. Spinello	
William H. Rockensies	
Victor LaGreca	
Raymond Pinto	

**ABSENT:**

None

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Judge Anthony Marano	Agency Counsel
Thomas D. Glascock, Esq.	Agency Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel
Milan K. Tyler, Esq.	Bond/Transactional Counsel
Paul V. O’Brien, Esq.	Bond/Transactional Counsel

**EXCUSED:**

Catherine Fee	Director of Business Development/Chief Marketing Officer
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The attached resolution no. 2022 - \_\_\_ was offered by \_\_\_\_\_, seconded by \_\_\_\_\_:

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
("THE AGENCY") APPROVING THE SPONSORSHIP OF A NASSAU COUNCIL  
CHAMBERS OF COMMERCE 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, the Nassau Council Chambers of Commerce is the organizer and sponsor of its Annual Legislative Breakfast event to happen on October 28, 2022 (the "Event"), which organization supports the business community in Nassau County (the "County") and throughout Long Island; and

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

WHEREAS, the Agency desires to enter into an agreement to purchase advertising services for the Event, to promote the business community within the County;

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 the Nassau Council Chambers of Commerce (the "Agreement"), at a cost that is anticipated not to exceed \$5,000 plus any applicable taxes. 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 Chairman 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 Chairman may deem advisable or necessary, subject to the terms of this Resolution. The Chairman’s execution of the Agreement shall evidence the Agency’s approval of the terms thereof.

Section 4. This Resolution shall take effect immediately.

Adopted: October 27, 2022

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

Richard Kessel	_____	_____
Timothy Williams	_____	_____
John Coumatos	_____	_____
Reginald A. Spinello	_____	_____
William H. Rockensies	_____	_____
Victor LaGreca	_____	_____
Raymond Pinto	_____	_____

The foregoing Resolution was thereupon declared duly adopted.

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

We, the undersigned [Assistant] Secretary and [Vice] Chairman of the Nassau County Industrial Development Agency (the “Agency”), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 27, 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 matter therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present and throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of the Agency this \_\_ day of October, 2022.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairman

(SEAL)