

## **Bond/Transaction Counsel Services Approved List 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 Chamber, 1550 Franklin Avenue, Mineola, County of Nassau, New York on August 11, 2022 at 7:01 p.m., local time.

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

### **PRESENT:**

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

### **EXCUSED:**

Timothy Williams	Secretary
Catherine Fee	Director of Business Development/Chief Marketing Officer

### **THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

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

Thomas D. Glascock, Esq.	General Counsel
Andrew D. Komaromi, Esq.	Bond/Transactional Counsel
John Anzalone	Bond/Transactional Counsel

The attached resolution no. 2022-67 was offered by Victor LaGreca, seconded by William H. Rockensies:

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY ESTABLISHING AN APPROVED  
LIST OF QUALIFIED FIRMS TO PROVIDE CERTAIN  
BOND/TRANSACTION COUNSEL SERVICES

WHEREAS, the Nassau County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title I of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended, (the “Enabling Act”), and Chapter 674 of the 1975 Laws of New York, as amended, constituting Section 922 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, industrial and commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the Agency may from time to time require the services of qualified law firms or attorneys (“Firms”) to serve as bond counsel and/or transaction counsel with respect to the Agency’s proposed “projects”; and

WHEREAS, the Agency issued a Request for Statements of Qualifications to provide certain Bond/Transaction Counsel Services (the “RFQ”), seeking statements of qualification from interested Firms, and the Agency published notice of the issuance of the RFQ in Newsday and on the New York State Contract Reporter; and

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

WHEREAS, an ad hoc committee of board members formed by a resolution of the board dated June 30, 2022, comprised of Richard Kessel, John Coumatos, and William H. Rockensies, has reviewed the received statements of qualifications, interviewed or determined that interviews of the respondent Firms are not necessary or desirable, and found that certain Firms meet the minimum requirements set forth in the RFQ and are qualified to provide the Services, and has recommended that the Agency establish an approved list of Firms to provide the Services; and

WHEREAS, the Agency desires to establish such an approved list of Firms to provide the Services;

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

Section 1. The Agency hereby ratifies and confirms all actions heretofore taken by the Agency's staff and the above-described ad hoc committee of board members in connection with the procurement of the Services pursuant to the RFQ.

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

Section 3. The Agency hereby determines that the proposed action is a Type II Action pursuant to Article 8 of the New York Environmental Conservation Law (including the regulations thereunder, "SEQRA") involving "continuing agency administration" which does not involve "new programs or major reordering of priorities that may affect the environment" (6 NYCRR §617.5(c)(20)) and therefore no findings or determination of significance are required under SEQRA.

Section 4. The Agency hereby accepts the recommendations of the ad hoc committee (i) that interviews of the respondent Firms not be required, (ii) that all of such Firms are found to meet the minimum requirements set forth in the RFQ and are qualified to provide the Services, and (iii) that the Agency establish an approved list of Firms to provide the Services.

Section 5. Effective as of the date of adoption of this Resolution, the Agency hereby establishes an approved list of Firms to provide the Services consisting of the Firm or Firms set forth on Exhibit "A" annexed hereto (the "Approved List").

Section 6. The Agency hereby authorizes and directs the Chair, Chief Executive Officer / Executive Director, Chief Operating Officer / Deputy Executive Director and/or Administrative Director (as applicable) to select Firms from the Approved List from time to time in connection with the Agency's projects; provided that the cost of obtaining Services shall normally be borne solely by the project applicant or other third party person or entity. The selection of the Firm for a project shall be made by the Chair, Chief Executive Officer / Executive Director, Chief Operating Officer / Deputy Executive Director and/or Administrative Director (as applicable) in his/her/their discretion. The Chair, Chief Executive Officer / Executive Director, Chief Operating Officer / Deputy Executive Director and/or Administrative Director (as applicable) is hereby authorized and directed to negotiate and enter into a retainer agreement or similar contract with each Firm, if deemed advisable or necessary by the Chair, Chief Executive Officer / Executive Director, Chief Operating Officer / Deputy Executive Director and/or Administrative Director (as applicable), on such terms and subject to such conditions as the Chair, Chief Executive Officer / Executive Director, Chief Operating Officer / Deputy Executive Director and/or Administrative Director (as applicable) may deem advisable or necessary, subject to the terms of this resolution, the Agency's budget for the type of services required and the requirements of the RFQ. The Chair, Chief Executive Officer / Executive Director's, Chief Operating Officer / Deputy Executive Director's or Administrative Director's (as applicable) execution of any such agreement or contract shall evidence the Agency's approval of the terms thereof.

Section 7. This Resolution shall not preclude the Agency from appointing and engaging other consultants as determined from time to time by the members of the Agency. The Agency reserves the right to cancel the Approved List at any time.

Section 8. This Resolution shall take effect immediately.

Adopted: August 11, 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	AYE
Timothy Williams	VOTING	ABSENT
John Coumatos	VOTING	AYE
Reginald A. Spinello	VOTING	AYE
William H. Rockensies	VOTING	AYE
Victor LaGreca	VOTING	AYE
Raymond Pinto	VOTING	AYE

The foregoing Resolution was thereupon declared duly adopted.

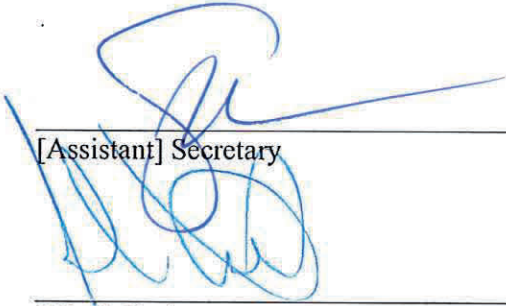
STATE OF NEW YORK                    )  
  ) SS.:  
COUNTY OF NASSAU                    )

We, the undersigned [Vice] Chairman and [Assistant] Secretary of the Nassau County Industrial Development Agency (the "Agency"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on August 11, 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 11th day of August, 2022.

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

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

(SEAL)

EXHIBIT "A"

Approved List of Firms

1. Phillips Lytle LLP
2. Harris Beach PLLC
3. Nixon Peabody LLP
4. Jaspan Schlesinger LLP