

Resolution Addressing Governance Matters

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York on September 22, 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

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

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

EXCUSED:

Raymond Pinto	Member
Victor LaGreca	Member
Catherine Fee	Director of Business Development/Chief Marketing Officer

The attached resolution no. 2022-81 was offered by Richard Kessel, seconded by Timothy Williams.

Resolution No. 2022-81

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY ADDRESSING GOVERNANCE
MATTERS RELATING TO THE ENGAGEMENT OF SPECIAL
COUNSEL TO THE AGENCY AND AUTHORIZING THE
CHAIRMAN OF THE AGENCY TO NEGOTIATE AND ENTER
INTO AN AGREEMENT WITH SPECIAL COUNSEL

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 certain legal services from special counsel in connection with certain operations and activities of the Agency; and

WHEREAS, the Agency desires to retain special counsel to perform such legal services for and on behalf of the Agency;

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

Section 1. The Agency hereby ratifies and confirms all actions heretofore taken by the Agency's Chairman in connection with interviewing and retaining special counsel to perform certain legal services for and on behalf of the Agency.

Section 2. The Agency hereby determines that the services contemplated by this Resolution require specialized skills and judgment and constitute “professional services involving application of specialized expertise, the use of professional judgment and/or a high degree of creativity” within the meaning and for the purposes of the Agency’s Statement of Procurement Policy and Procedures, and, therefore, this procurement is not subject to the competitive bidding requirements of the Agency's Statement 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(e)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 4. The Agency hereby appoints Hon. Anthony F. Marano (Ret.), as special counsel to the Agency (“Special Counsel”) effective September 22, 2022.

Section 5. The Chairman of the Agency is hereby authorized, in the Chairman's sole and absolute discretion, to negotiate and enter into a retainer agreement, engagement letter or other agreement (the “Retainer”) with Special Counsel and such other counsel authorized herein, on such terms and subject to such conditions as the Chairman may deem advisable or necessary. The Chairman's execution of the Retainer shall evidence the Agency's approval of the terms thereof. Upon execution of any Retainer pursuant to this Resolution, the Chairman shall promptly forward a copy of same to the members of the Agency.

Section 6. The Agency hereby determines that the services contemplated by this Resolution require specialized skills and judgment and constitute “services of a professional nature” within the meaning and for the purposes of the Agency's Statement of Procurement Policy and Procedures.

Section 7. This Resolution shall not preclude the Agency from appointing and engaging other counsel as determined from time to time by the members of the Agency.

Section 8. This Resolution shall take effect immediately.

ADOPTED: SEPTEMBER 22, 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	AYE
John Coumatos	VOTING	AYE
Reginald A. Spinello	VOTING	AYE
William H. Rockensies	VOTING	AYE
Raymond Pinto	VOTING	EXCUSED
Victor Lagreca	VOTING	EXCUSED

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK

) SS.:

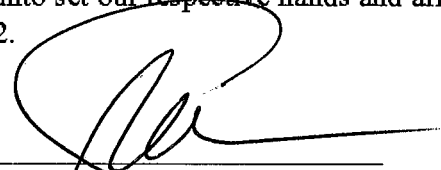
COUNTY OF NASSAU

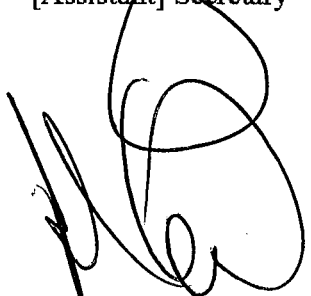
We, the undersigned [Vice] Chairman and [Assistant] Secretary of the Nassau County Industrial Development Agency (the "Agency"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on September 22, 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 22nd day of September 2022.



[Assistant] Secretary

[Vice] Chairman

(SEAL)