

**Resolution Addressing Governance Matters –
Delegation of Authority to Chief Executive Officer**

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 December 15, 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	Chair
John Coumatos	Asst. Treasurer
Reginald A. Spinello	
William H. Rockensies	
Victor LaGreca	

ABSENT:

Timothy Williams	Secretary
Raymond Pinto	

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Sheldon L. Shrenkel	Chief Executive Officer/Executive Director
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. 2022-106 was offered by Victor LaGreca, seconded by Richard Kessel.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY (THE "AGENCY")
TEMPORARILY MODIFYING A POLICY AND RELATED PROCEDURES AND
ADDRESSING OTHER MATTERS
IN CONNECTION WITH GOVERNANCE

WHEREAS, the Nassau County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act"), and Chapter 674 of the 1975 Laws of New York, as amended, constituting Section 922 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, industrial and commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, Section 858 of the Act enumerates amongst the purposes and powers of industrial development agencies, the purpose and power to "promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research and recreation facilities including industrial pollution control facilities..." Section 854 of the Act defines the term industrial pollution control facility as "any equipment, improvement, structure or facility or any land and any building, structure, facility or other improvement thereon, or any combination thereof, and all real and personal property deemed necessary herewith, which if within any city are not of a character or nature then or formerly furnished or supplied by the city, having to do with or the end purpose of which is the control, abatement or prevention of land, sewer, water, air, noise or general environmental pollution deriving from the operation of industrial, manufacturing, warehousing, commercial, recreation and research facilities, including, but not limited to any air pollution control facility, noise abatement facility, water management facility, waste water collecting system, waste water treatment works, sewage treatment works system, sewage treatment system or solid waste disposal facility or site."; and

WHEREAS, the Agency's Project Monitoring and Compliance Policy ("Policy") provides, in Section 4, that "[w]ith respect to Material Requirements that are numerical in nature (e.g., job retention, job creation, capital investment), the Chief Executive Officer / Executive Director is authorized to waive or otherwise address non-compliance by the Company without action by the members of the Agency if the Company is within ten percent (10%) of the goal of such Minimum Requirement. If non-compliance with a numerical Material Requirement is greater than ten percent (10%) of the goal of such Material Requirement, the consent of the members of the Agency shall be required to waive or otherwise address such non-compliance"; and

WHEREAS, in furtherance of the Agency's mission, its powers and purposes and consistently with the Act, the Enabling Act and the Agency's existing policies, including without limitation, the Agency's Strategic Financial Assistance Policy, the Agency desires to authorize the Chief Executive Officer of the Agency to grant certain waivers for non-compliance with job retention requirements in 2021 due to conditions generally caused by the COVID-19 pandemic, as a ministerial action, without further action of the members of the Agency.

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

Section 1. The Agency hereby adopts this Resolution authorizing the Chief Executive Officer of the Agency to grant waiver for non-compliance with job retention requirements due to conditions generally caused by the COVID-19 pandemic in 2021 to the following Companies: (i) PPF SS 499 Ocean Avenue, LLC; (ii) AX3 Capital LLC; (iii) Nassau Live Center, LLC; (iv) PPF SS 599 Merrick Road, LLC; (v) Prospect Development Group, LTD.; (vi) Royal Blue Hospitality LLC; (vii) Agliant Solutions, Inc.; (viii) Salrum Associates, L.L.C.; (ix) ESS-H Elmont Associates LLC; (x) Jesco Lighting Group, LLC; (xi) Litigation Settlement Administration Crop.; (xii) Deutsche Lufthansa Group AG; (xiii) Sunrise Volkswagen, Inc.; and (xiv) Frequency Electronics, Inc.

Section 2. This Resolution shall not preclude the Agency from adopting other or further policies relating to governance and activities of the Agency as determined from time to time by the members of the Agency.

Section 3. Nothing herein shall bind the Agency nor necessitate that the Agency waive any future default.

Section 4. The members of the Agency hereby ratify and confirm any actions taken by staff of the Agency prior to the adoption of this resolution with respect to the subject matter hereof.

Section 5. 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 AYE
John Coumatos	VOTING AYE
Timothy Williams	VOTING ABSENT
Reginald A. Spinello	VOTING AYE
William H. Rockensies	VOTING AYE
Raymond Pinto	VOTING ABSENT
Victor Lagreca	VOTING AYE

The foregoing Resolution was thereupon declared duly approved.

STATE OF NEW YORK

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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 December 20, 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 15th day of December, 2022.



[Assistant] Secretary

[Vice] Chair

(SEAL)