

Plus Group Prelim.

A regular meeting of the Nassau County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 1100 Franklin Avenue, Garden City, County of Nassau, New York on October 31, 2007, at 6:00 p.m., local time.

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

PRESENT:

Howard Fensterman	Chairman
Gary Weiss	Vice Chairman
Peter J. Ruffner	Secretary
John E. Puckhaber	Treasurer
Mark Goldberg	Asst. Treasurer

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Joseph Gioino, Esq.	Executive Director
Colleen Pereira	Administrative Director
Robert J. Chanis, Esq.	Bond/Transaction Counsel
Andras D. Komaromi, Esq.	Bond/Transaction Counsel
Milan K. Tyler, Esq.	Special Counsel

The attached resolution no. 2007-50 was offered by Peter J. Ruffner, seconded by John E. Puckhaber:

Resolution No. 2007-50

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) TAKING PRELIMINARY ACTION TOWARD THE ISSUANCE OF TAXABLE AND TAX-EXEMPT BONDS FOR CERTAIN PROJECTS FOR THE FOLLOWING APPLICANT: PLUS GROUP HOME, INC., AND (ii) AUTHORIZING THE TAKING OF OTHER ACTIONS IN CONNECTION THEREWITH

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, commercial, research and civic 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, Plus Group Home, Inc., a New York not-for-profit corporation (the "Applicant") has, acting through the Alliance of Long Island Agencies, Inc., entered into discussions with officials of the Agency (i) with respect to financing and refinancing all or a portion of the costs of acquiring, constructing, renovating, equipping and furnishing by the Agency with the proceeds of a series of taxable and/or tax-exempt bonds an aggregate of two (2) certain civic facilities as more specifically set forth in Appendix A hereto (collectively, the "Projects"), such Projects to be located as set forth in Appendix A hereto and (ii) with respect to the granting of certain other "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from sales and use taxes and mortgage recording taxes (collectively, with the bonds, the "Financial Assistance"); and

WHEREAS, the Applicant has submitted an Application for Financial Assistance (the "Application") to the Agency to initiate the accomplishment of the foregoing; and

WHEREAS, the Applicant has represented to the Agency, both in such discussions and the Application: that the Applicant provides services to people with developmental disabilities or other special needs; that the Project(s) of the Applicant will enhance such Applicant's special needs programs; that Agency Financial Assistance is necessary in order for the Applicant to proceed with its Project(s); that if Agency Financial Assistance is disapproved,

the Applicant either could not proceed with their respective Project(s) or would have to utilize more expensive conventional bank financing, at the expense of furthering their civic purposes; and that, therefore, Agency Financial Assistance is necessary to encourage the Applicant to proceed with their respective Project(s); 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 in such discussions; and

WHEREAS, any approval of each Project is contingent upon, among other things, a final determination by the members of the Agency to proceed with each such Project following determinations by the Agency that (i) the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act and Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), relating to each such Project have been satisfied, (ii) each such Project qualifies as a "project" under the Act and (iii) the undertaking of each such 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, the Code, Article 8 of the Environmental Conservation Law ("SEQR Act") and the regulations adopted pursuant thereto ("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 such Project (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 Projects in Nassau County, New York; and

WHEREAS, although the resolution authorizing the issuance of the bonds and the undertaking of the Projects has not yet been submitted for approval by the Agency, preliminary matters relating to public hearings and public notice as aforesaid relative to the proposed undertaking of the Projects by the Agency have been presented for approval by the Agency.

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

Section 1. The Agency hereby authorizes the Executive Director of the Agency, prior to the granting of any Financial Assistance with respect to any Project for the Applicant: (A) to establish a time, date and place for one or more public hearings ("Public Hearing") of the Agency to hear all persons interested in the location and nature of the Project facilities for such Applicant and the proposed Financial Assistance being contemplated by the Agency with respect to such Project, said Public Hearing to be held in the city, town or village where each Project facility is or is to 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 where the Project is to be located, such notice to comply with the requirements of Section 859-a of the Act and Section 147(f) of the Code and to be published no fewer than thirty (30) days prior to the date of said Public Hearing; (C) to cause notice of said

Public Hearing, pursuant to Section 859-a of the Act, to be given to the chief executive officer of Nassau County, New York and of each city, town, village and school district in which the Project is or is to be located no fewer than thirty (30) days prior to the date of said Public Hearing; (D) to conduct said Public Hearing, allowing interested parties reasonable opportunity, both orally and in writing, to present their views with respect to such Project; (E) 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 and the chief executive officer of Nassau County, New York; and (F) to request that Nassau County, New York, acting through its duly elected County Executive, approve the issuance of such portion of the bonds intended to be issued as federally tax-exempt obligations. In connection with the foregoing, the Agency hereby authorizes the Executive Director of the Agency, in the Executive Director's sole and absolute discretion, to appoint one or more hearing officers to conduct all or some of said Public Hearings, to cause a report of the Public Hearings fairly summarizing the views presented at said Public Hearings to be promptly prepared and to cause copies of said report to be made available to the members of the Agency and the County Executive of Nassau County, New York. Nothing herein shall restrict or prohibit the Executive Director from performing any of the foregoing duties himself.

Section 2. The Applicant with respect to each of its Projects 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 such Project and to grant the Financial Assistance; provided, however, that such authorization shall not entitle or permit the Applicant to commence the acquisition, construction, renovation, installation or equipping of the Project facilities not completed and not now subject to refinancing 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 various Projects. This Resolution constitutes an authorization to conduct concurrent environmental, engineering, economic, feasibility and other studies and preliminary planning with respect to the Projects 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 any Project for the purposes of the Act or SEQRA or a commitment by the Agency to approve any Project or to grant such Financial Assistance with respect thereto.

Section 3. Any fees of the Agency and any expenses incurred by the Agency with respect to the Projects and the financing thereof shall be paid by the Applicant, including, without limitation, the payment and reimbursement thereof out of the proceeds of the sale of the bonds. The Applicant has requested modifications to the Agency's standard fee schedule. The Executive Director is authorized to negotiate and approve any such modifications.

Section 4. The findings of the Agency set forth herein are expressly conditioned upon full compliance of the Applicant and each Project with all Applicable Laws, and the Applicant shall be required to provide evidence of the same satisfactory to the Agency prior to the

issuance of any bonds or the granting of any other Financial Assistance with respect to any Project.

Section 5. If, following full compliance with all Applicable Laws, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with any Project and to grant the Financial Assistance with respect thereto and the Applicant complies with all conditions set forth in this Resolution and the Future Resolution, then the Agency will (A) acquire an interest in the Project facility from the Applicant pursuant to a deed, lease, agreement, bill of sale and/or other documentation to be negotiated between the Agency and the Applicant (the "Acquisition Agreement"); (B) lease (with the obligation to purchase), sell or otherwise convey the Project facility to the Applicant pursuant to a lease agreement, an installment sale agreement and/or other documents to be negotiated between the Agency and the Applicant (the "Project Agreement"); and (C) provide the Financial Assistance with respect to such Project, all as contemplated by this Resolution and the Future Resolution.

Section 6. The law firm of Troutman Sanders LLP, New York, New York, is hereby appointed Bond Counsel to the Agency and as Special Counsel to the Agency with respect to all matters in connection with the Projects. Bond Counsel for the Agency is hereby authorized, at the expense of the Applicant, to work with counsel to the Agency, if any, 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 7. The Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to Alliance of Long Island Agencies, Inc. and 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 8. The findings made in this Resolution are not intended to be a statement of the Agency's "official intent," as such term is used in Treasury Regulation Section 1.150-2(e).

Section 9. 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:

Howard Fensterman	VOTING	AYE
Gary Weiss	VOTING	AYE
Peter J. Ruffner	VOTING	AYE
John E. Puckhaber	VOTING	AYE
Mark Goldberg	VOTING	AYE

The foregoing Resolution was thereupon declared duly adopted.

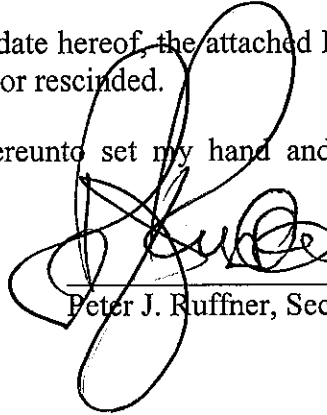
STATE OF NEW YORK)
) SS.:
COUNTY OF NASSAU)

I, the undersigned Secretary of the Nassau County Industrial Development Agency (the "Agency"), do hereby certify that I 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 31, 2007 with the original thereof on file in my 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.

I 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.

I 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, I have hereunto set my hand and affixed the seal of the Agency this 17th day of December, 2007.



Peter J. Ruffner, Secretary

(SEAL)

Appendix A

1. For the Applicant, PLUS GROUP HOME, INC., financial assistance to be provided in the form of tax-exempt civic facility revenue bonds presently estimated to be in the approximate aggregate principal amount of \$2,010,000, but not to exceed \$2,410,000, and taxable civic facility revenue bonds presently estimated to be in the approximate aggregate principal amount of \$65,000, but not to exceed \$78,000:
 - a. to provide for the financing and/or refinancing of all or a portion of the costs of the renovation of an existing building of approximately 6,398 square feet located on approximately 0.375 acres of land located at 247 Newport Road, Uniondale, New York (Town of Hempstead), to be used as an individualized care facility for 10 individuals with mental retardation and developmental disabilities (“Project G-1”);
 - b. to provide for the financing and/or refinancing of all or a portion of the costs of the acquisition of land and an existing building of approximately 2,500 square feet located on approximately 0.25 acres of land located at 209 North Delaware Avenue, Massapequa, New York (Town of Oyster Bay), and renovations thereto, to be used as an individualized residential alternative facility for 6 individuals with mental retardation and developmental disabilities (“Project G-2”).

(Projects G-1 and G-2, inclusive, being collectively referred to herein as “Project G”)