

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, Suite 300, Garden City, County of Nassau, New York on June 6, 2006, at 6 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
John E. Puckhaber	Treasurer
Mark Goldberg	Asst. Treasurer
Peter J. Ruffner	Secretary

ABSENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Joseph Gioino, Esq.	Executive Director
Milan K. Tyler, Esq.	Bond Counsel
Paul V. O'Brien, Esq.	Bond Counsel

The attached resolution no. 2006-37 was offered by G. Weiss, seconded by J. Puckhaber:

Resolution No. 2006-37

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) AUTHORIZING THE ISSUANCE AND SALE OF UP TO \$3,000,000 TAXABLE VARIABLE RATE DEMAND REVENUE BONDS (BRUSH HOLLOW INN PROJECT), SERIES 2006A, OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY, (ii) AUTHORIZING AND APPROVING THE FINANCING OF A PORTION OF THE COST OF THE ACQUISITION OF A COMMERCIAL FACILITY FOR BRUSH HOLLOW INN LLC (THE "COMPANY"), THE ACQUISITION OF AN INTEREST THEREIN FROM THE COMPANY AND THE LEASE THEREOF TO THE COMPANY, (iii) AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST, LEASE AGREEMENT, PAYMENT IN LIEU OF TAXES AGREEMENT, PILOT MORTGAGE, BANK MORTGAGE, BOND PLACEMENT AGREEMENT, REMARKETING AGREEMENT AND CERTAIN RELATED DOCUMENTS, AND (iv) AUTHORIZING AND RATIFYING THE TAKING OF OTHER ACTION 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 civic, 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, on or about February 28, 2006, Brush Hollow Inn LLC, a limited liability company organized and existing under the laws of the State of New York (the "Company"), presented an application (as amended, 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 1.27 acre parcel of land located at 4000 Brush Hollow Road, Westbury, Town of Oyster Bay, County of Nassau, New York (the "Land" and together with the improvements thereon, collectively, the "Facility Realty" or the "Facility"); (B) the financing of all or a portion of the costs of the foregoing by the issuance of taxable revenue bonds of the Agency in one or more series; (C) 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 or partial exemptions from mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (together with such bonds, collectively, the "Financial Assistance"); and (D) the lease (with an obligation to purchase) or sale of the Facility to the Company or such other entity as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to the authorization contained in that certain resolution adopted by the members of the Agency on March 8, 2006 (the "Public Hearing Resolution"), the Executive Director of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the "Public Hearing") to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on April 5, 2006 to the chief executive officer of Nassau County and of each other affected tax jurisdiction within which the Facility is to be located, (B) caused notice of the Public Hearing to be published on April 5, 2006 in *Newsday*, a newspaper of general circulation available to residents of the Town of Oyster Bay, New York, (C) conducted the Public Hearing on May 11, 2006 at 10:00 a.m., local time at Town Hall, 54 Audrey Avenue, Town of Oyster Bay, Nassau County, New York, and (D) prepared a report of the Public Hearing (the "Report") which fairly summarized the views presented at the Public Hearing and distributed same to the members of the Agency; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a meeting of the Agency (the "IDA Meeting") with respect to the proposed deviation from the Agency's uniform tax exemption policy and guidelines to be mailed on April 5, 2006 to the chief executive officer of Nassau County and of each other affected tax jurisdiction, and (B) conducted the IDA Meeting on June 6, 2006 and reviewed and responded to any comments or correspondence received from the affected tax jurisdictions at or before the IDA Meeting regarding the proposed deviation from the Agency's uniform tax exemption policy; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the "Regulations" and collectively with the SEQR Act, "SEQRA"), the Agency, conducting an uncoordinated review of the Project pursuant to SEQRA, by resolution

adopted on June 6, 2006, determined that the Project will not have a significant adverse impact on the environment; and

WHEREAS, the Agency has given due consideration to the Application and to the representations made by the Company therein and in certain supplemental documents; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Nassau County, New York, to improve their standard of living, and to prevent unemployment and economic deterioration, by undertaking the Project in Nassau County, New York; and

WHEREAS, in order to finance certain costs incurred by the Company in connection with the acquisition of the Facility, and for incidental and related costs and to provide funds to pay the costs and expenses of the issuance of the Bonds (as hereinafter defined), the Agency is prepared to issue its Taxable Variable Rate Demand Revenue Bonds (Brush Hollow Inn Project), Series 2006A, in the aggregate principal amount not to exceed \$3,000,000 (collectively, the "Bonds"); and

WHEREAS, having complied with the notice requirements of Section 859-a of the Act and the requirements of SEQRA with respect to the Project, the Agency now desires to make its determination to proceed with the Project and to grant the Financial Assistance, subject to the terms hereof; and

WHEREAS, simultaneously with the issuance of the Bonds, the Facility will be leased by the Agency to the Company pursuant to a Lease Agreement (the "Lease Agreement") between the Agency and the Company; and

WHEREAS, the Bonds are to be issued under this Bond Resolution and the provisions of an Indenture of Trust (the "Indenture") by and between the Agency and M&T Bank, as trustee (the "Trustee"), for the holders of the Bonds; and

WHEREAS, (A) the Bonds will be placed initially by M&T Bank, as placement agent (the "Placement Agent"), pursuant to a bond placement agreement (the "Bond Placement Agreement") by and among the Placement Agent, the Company and the Agency, and (B) the Placement Agent will utilize a private placement memorandum (the "PPM") in connection with the sale of the Bonds;

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

Section 1. The Agency has reviewed the Application and the Report and, based upon the representations made by the Company to the Agency, the Agency hereby determines that the Project will promote and is authorized by and will be in furtherance of the policy of the State of New York as set forth in the Act and hereby authorizes the Company to proceed with the

Project. The Agency further determines that:

(a) The Project constitutes a “project” within the meaning of the Act;
and

(b) The completion of the Project will not result in the removal of a plant or facility of the Company or any other occupant or user of the Facility from one area of the State of New York to another area of the State of New York and will not result in the abandonment of one or more plants or facilities of the Company or any occupant or user of the Facility located in the State of New York; and

(c) No funds of the Agency will be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant, nor will any funds of the Agency be given in connection with the Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State of New York, nor will any funds of the Agency be used for advertising or promotional materials which depict elected or appointed government officials in either print or electronic media; and

(d) The Facility is located entirely within the boundaries of the Town of Oyster Bay, Nassau County, New York, and is not located in whole or in part within the boundaries of any incorporated village.

Section 2. The Agency hereby determines that the Agency has complied with the notice requirements of Section 859-a of the Act and the requirements of SEQRA and all other Applicable Laws (as defined in the Public Hearing Resolution) relating to the Project.

Section 3. Having considered fully all comments received at or in connection with the Public Hearing, the Agency hereby determines to proceed with the Project and the granting of the Financial Assistance, subject to the terms hereof.

Section 4. The Agency hereby approves the Company as the lessee under the Lease Agreement with the Agency and as the recipient of the Financial Assistance.

Section 5. The Agency is hereby authorized to issue, execute, sell and deliver the Bonds, pursuant to and in accordance with the provisions of this Bond Resolution and the Indenture.

The Bonds shall be dated as provided in the Indenture, shall be issued in fully registered form, shall be issued in an aggregate amount not to exceed \$3,000,000, shall be issued in one (1) series as more fully set forth in the Recitals to this Bond Resolution, shall be payable as to principal and redemption premium, if any, at the principal office of the Trustee, shall be payable as to interest by check, draft or wire transfer as set forth in the Indenture, shall bear interest at such rates and shall have such final maturity dates as shall be provided in the Bonds.

The provisions for signatures, authentication, payment, delivery, redemption and number of the Bonds shall be as set forth in the Indenture.

The Bonds are hereby authorized to be placed by the Placement Agent and sold to the initial purchaser(s) thereof at such purchase price as shall be approved by an officer of the Agency, and such authorization is subject to the agreement of the initial purchaser(s) thereof to enter into a binding agreement at closing to pay for all of the Bonds as and when required by the Indenture and the Bond Placement Agreement. The placement of the Bonds by the Placement Agent shall fall within the private placement exemption to the securities registration requirement as established by Section 4(2) of the Securities Act of 1933, as amended and supplemented, and such placement shall be limited to "qualified institutional buyers" within the meaning of SEC Rule 144A and shall be subject to such resale and transfer restrictions as are set forth in said SEC Rule 144A.

The Agency hereby authorizes the distribution of the PPM to prospective purchasers of the Bonds.

Section 6. The Bonds shall be secured by the pledge effected by the Indenture and shall be payable solely from and secured by a pledge of the lease rentals, revenues and receipts derived from or in connection with the Project, to the extent set forth in the Indenture hereinafter authorized. The Bonds, together with the interest thereon, are special obligations of the Agency, payable solely as provided in the Indenture, including from moneys deposited in the funds and accounts established by the Indenture (subject to disbursements therefrom in accordance with the Indenture and the Lease Agreement), and shall never constitute a debt of the State of New York or of the County of Nassau, New York, and neither the State of New York nor the County of Nassau, New York, shall be liable thereon, nor shall the Bonds be payable out of any funds of the Agency other than those pledged therefor. The Company shall enter into a Letter of Credit Reimbursement Agreement (the "Reimbursement Agreement") with M&T Bank (the "Bank") pursuant to which, simultaneously with the issuance of the bonds, an irrevocable direct pay letter of credit (the "Letter of Credit") will be issued in favor of the Trustee for the benefit of the holders of the Bonds, to secure the payment of the principal or redemption price of (other than redemption premium, if any), purchase price, and interest on, the Bonds. The Company's obligations under the Reimbursement Agreement shall be secured by a mortgage on and security interest in the interests of the Agency and the Company in the Facility, pursuant to a mortgage, assignment of leases and rents and security agreement made by the Company and the Agency to the Bank (the "Agency Mortgage"). The payment of the principal or redemption price of, purchase price, and interest on, the Bonds will also be guaranteed, by the Company.

Section 7. The Agency is hereby authorized to (A) cause the Company to proceed with the Project, (B) acquire fee title to the Facility pursuant to a deed to the Agency from the Company (the "Deed"), (C) lease the Facility to the Company pursuant to the terms of the Lease Agreement, and (D) do all things necessary, convenient or proper for the

accomplishment thereof. All acts heretofore taken by the Agency with respect to the acquisition and leasing of such interest in the Facility are hereby approved, ratified and confirmed.

Section 8. The execution and delivery of the Indenture, the Bonds, the Lease Agreement, the Agency Mortgage, the Bond Placement Agreement, the Remarketing Agreement and the PPM with respect to, inter alia, the Bonds (the documents referenced in this Section 8, together with all other documents, instruments, and certificates contemplated thereby or appropriate to the contemplated transactions, being, collectively, the "Agency Documents"), each being substantially in the form presented at this meeting, is hereby authorized. The Chairman, Vice Chairman, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary and Executive Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver each such agreement, and the Executive Director, the Secretary and the Assistant Secretary are each hereby authorized, acting individually or jointly, to affix the seal of the Agency on each such agreement, as applicable, and attest the same. The execution and delivery of each such agreement by any one said officer shall be conclusive evidence of due authorization and approval.

Section 9. The Agency authorizes distribution of the PPM to prospective purchasers of the Bonds.

Section 10. The Chairman, Vice Chairman and Executive Director of the Agency are hereby designated Authorized Representatives of the Agency, and each of them is hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary, convenient or proper for carrying out this Resolution. The Chairman, Vice Chairman and Executive Director of the Agency are hereby further authorized, on behalf of the Agency, acting together or individually, to designate any additional Authorized Representatives (as defined in the Lease Agreement) of the Agency.

Section 11. All covenants, stipulations, obligations and agreements of the Agency contained in this Bond Resolution and contained in the Agency 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 and upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Bond Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this Bond Resolution and the Agency Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in any of the Agency Documents 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 the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 12. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses, and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of this Bond Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 13. Any expenses incurred by the Agency with respect to the Project and the financing thereof, shall be reimbursed out of the proceeds of the Bonds, or in the event such proceeds are insufficient or unavailable after payment of other costs of the Project or Bonds are not issued by the Agency due to inability to consummate the transactions herein contemplated shall be paid by the Company. By accepting this Bond Resolution, the Company agrees to pay such expenses and further agrees to indemnify, defend (with counsel selected by the Agency) and hold harmless the Agency, its members, employees and agents against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Project and the financing thereof.

Section 14. The Agency recognizes that due to the unusual complexities of the financing it may become necessary that certain of the terms approved hereby may require modifications which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman, Executive Director, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary of the Agency to approve modifications to the terms approved hereby which do not materially affect the intent and substance of this Bond Resolution. The approval of such modifications shall be evidenced by the certificate of determination of an officer of the Agency.

Section 15. The officers of the Agency are each hereby authorized and directed to distribute copies of this Bond Resolution to the Company and to do such further things or perform such further acts as may be necessary or convenient to implement the provisions and intent of this Bond Resolution.

Section 16. This Bond Resolution shall take effect immediately and shall be effective for twelve (12) months from the date of its adoption (except for the matters set forth in Section 13 of this Bond Resolution which shall survive any such expiration).

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.

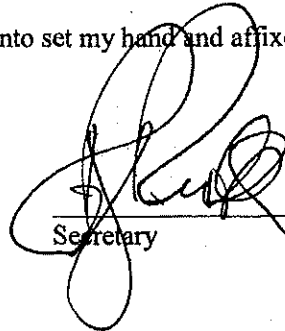
STATE OF NEW YORK)
) SS.:
COUNTY OF NASSAU)

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 June 6, 2006 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 6th day of June, 2006.



Secretary

(SEAL)