

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 6:00 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:

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

ABSENT:

None

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Joseph Gioino	Executive Director
Gerri-Ann Palermo	Administrative Director
Paul V. O'Brien	Bond Counsel
Milan K. Tyler, Esq.	Bond Counsel

The attached resolution no. 2006-36 was offered by G. Weiss, seconded by P. Ruffner:

Resolution No. 2006-36
RESOLUTION THAT ACTION TO UNDERTAKE A
CERTAIN PROJECT FOR BRUSH HOLLOW INN LLC
WILL NOT HAVE A SIGNIFICANT ADVERSE IMPACT
ON THE ENVIRONMENT

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 "project" (as defined in the Act) or to cause said project to be acquired, constructed, reconstructed and installed and to convey said project or to lease said project 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 "Lessee"), 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 Lessee or such other entity as may be designated by the Lessee and agreed upon by the Agency; and

WHEREAS, pursuant to Article 8 of the New York 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, being 6 NYCRR Part 617, et. seq., as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to undertake the Project; and

WHEREAS, pursuant to SEQRA, to aid the Agency in determining whether the Project may have a significant adverse impact upon the environment, the Lessee submitted to the Agency a Phase I Environmental Assessment for the Facility dated January 31, 2006, a Full Environmental Assessment Form dated May 1, 2006, (the "EAF"), the Lessee's Application for Financial Assistance to the Agency and a letter dated May 18, 2006 from the Lessee describing the current scope of the Project (copies of which were presented to and reviewed by the Agency and which are on file at the office of the Agency for review) (collectively the "Project Environmental Documents"); and

WHEREAS, pursuant to SEQRA, the Agency now desires to determine whether the Project may have a significant adverse impact on the environment and whether an Environmental Impact Statement (an "EIS") must be prepared with respect to the Project.

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

Section 1. Based upon a thorough review and examination of the Project Environmental Documents and upon the Agency's knowledge of the area surrounding the Facility and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings with respect to the Project:

(A) The Agency is undertaking an uncoordinated review of the proposed action pursuant to SEQRA;

(B) Prior to making a recommendation about the potential environmental significance of the Project, the Agency has consulted several information sources, and has considered the list of activities which are Type I Actions

outlined in Section 617.4 of the SEQRA regulations, the list of activities that are Type II Actions outlined in Section 617.5 of the SEQRA regulations, and the criteria for determining significance outlined in Section 617.7 of the SEQRA regulations; and

(C) The Project is an unlisted action pursuant to SEQRA.

Section 2. No potentially significant impacts on the environment are noted in the EAF and none are known to the Agency.

Section 3. Based upon the foregoing investigations of the potential environmental impacts of the Project and considering both the magnitude and importance of each environmental impact indicated, the Agency makes the following determinations with respect to the Project.

The Project will not have a significant adverse impact upon the environment. The reasons supporting this determination are as follows:

1. The Project consists of the acquisition of an interest in the Facility Realty (and any improvements thereon) located at 4000 Brush Hollow Road, Town of Oyster Bay, County of Nassau, State of New York .
2. The Facility is currently vacant. Previously, the Facility was used as a bowling alley.
3. A Phase I Environmental Assessment Report has been performed by JAC Planning Corp. at the direction of the Lessee in contemplation of potential acquisition, shows that the facility is in disrepair and in a deteriorating condition. If the Lessee acquires the Facility, it is considering redeveloping the Facility for the construction of a hotel and luxury spa.
4. However, the Facility has not yet received zoning approval from the Town of Oyster Bay and therefore, the Lessee does not know at this time if the Project will be approved or what the final scope of the approved Project will be. Because the future use of the Facility is contingent upon the review and approval of specific plans by various

local and state agencies, the Agency will not be lending financial support beyond the acquisition of the Facility and has not committed itself to any future actions relative to the Land.

5. The Agency and the Lessee believe that pre-development financing is necessary to acquire the Facility.

6. Because the scope of the redevelopment of the Facility is not yet known, the acquisition of the Facility by the Lessee is not part of an identifiable plan. The environmental impacts associated with the acquisition of an interest in the Facility will not have significant accumulative or synergistic impacts when considered in association with any of the options being considered by the Lessee.

7. If any of the options are implemented in the future, they will undergo a separate and complete review pursuant to SEQRA by the Town of Oyster Bay, prior to any further commitment by the Agency.

8. The acquisition of an interest in the Land, in and of itself, will not exceed any of the criteria contained in Section 617.4 of the SEQRA Implementing Regulations.

9. The acquisition of the Facility is not inconsistent with any municipal master plan.

10. The Project does not involve any agricultural land.

11. The Facility is not substantially contiguous to, nor does it contain, buildings, sites or districts listed on the National Registers of Historic Places.

12. There are no unique or unusual land forms on the Land.

13. Energy demands for the Project are not significant.

14. The Project will not result in the generation of any solid waste.

15. The Land has never been used for the disposal of solid or hazardous waste.

16. There are no sensitive animals, plants or natural communities and/or significant wildlife habitat that will be impacted by the Project.

17. The Land is not presently used by the community as open space or as a recreation area.

18. The Land does not contain any scenic views known to be important to the community.

19. The Project will not require any extensive changes in levels of service from community resources or facilities, or adversely impact local public safety services, such as police or fire protection.

20. The Project will not involve the removal of any natural materials from the Land.

21. The Project will not result in a discharge of surface or sub-surface water wastewater to any existing water body.

22. There will be no significant adverse environmental impacts as a result of the Project.

Section 4. The Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Lessee and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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:

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

The foregoing Resolution was thereupon declared duly adopted.

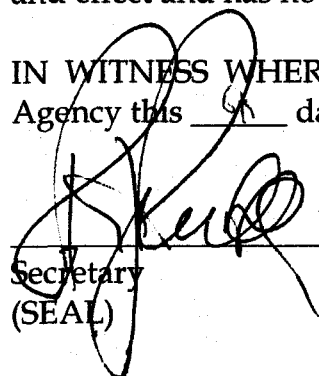
STATE OF NEW YORK)
) SS.:
COUNTY OF NASSAU)

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 7 day of June, 2006.



Secretary
(SEAL)