

Nassau County Industrial Development Agency (“IDA”)

Agenda

September 27, 2023 at 6:45 PM

- I. Board Roll Call/Call to Order
- II. Chair Report
- III. CEO Report
- IV. Public Comment Period
- V. Existing Business and Discussion
 - A. Approval Resolutions
 - i. NONE
 - B. Preliminary Resolutions
 - i. NONE
 - C. Discussion
 - i. NONE
 - D. Consent Resolutions
 - i. CMS Real Estate Holdings LLC Consent Resolution
 - ii. Rockville Centre Housing Associates Consent Resolution
 - iii. 281-301 Warner Avenue Consent Resolution
- VI. New Business
 - i. NONE
- VII. Committee Reports
 - i. Audit Committee
 - ii. Finance Committee
- VIII. Other Business
 - A. Minutes
 - i. Approval of July 27, 2023 Minutes

B. Other Resolutions

- i. Resolution Regarding Governance Matters (Committee Appointments)
- ii. Resolution Regarding Governance Matters (Issuance of RFP's)
- iii. FY 2024 Proposed Budget Resolution
- iv. Resolution Regarding Purchase of Advertising Services for 2023 Oysterfest
- v. Resolution Authorizing a Payment Purchase of a Copier Machine
- vi. Discussion/Resolution Regarding 2022 Project Monitoring and Compliance

IX. Bills and Communications

X. Unfinished Business

NONE

XI. Treasurer's Report

XII. Adjournment

NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY

AUDIT COMMITTEE AGENDA

September 27, 2023, at 6:45 p.m.

- I. Roll Call
- II. Business and Discussion
 - a. Recommendation to the members of the agency of a proposed preliminary budget for employee's compensation for FYE 2024
 - b. Report regarding status of review of Policies and Procedures
- III. Adjournment

Audit Committee
Members:

Raymond Pinto, Chair
William Rockensies
John Coumatos

NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY

FINANCE COMMITTEE AGENDA

September 27, 2023 at 6:45 p.m.

- I. Roll Call
- II. Business and Discussion
 - a. Recommendation of proposed preliminary budget for FY 2024
 - b. Report regarding status of review of Policies and Procedures
 - c. Recommendation to issue requests for Statements of Interest for various services
- III. Adjournment

Finance Committee
Members:

Reginald Spinello, Chair
Victor LaGreca

CMS Real Estate Holdings, LLC - Consent Resolution

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Legislative Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York, on September 27, 2023, at 6:45 p.m., local time.

The meeting was called to order by the [____], upon roll being called, the following members of the Agency were:

PRESENT:

William H. Rockensies	Chair
John Coumatos	Asst. Treasurer
Raymond Pinto	Secretary
Reginald A. Spinello	Member
Victor LaGreca	Member
Marco Troiano	Member

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Sheldon L. Shrenkel	Chief Executive Officer/Executive Director
Anne LaMorte	Chief Financial Officer
William Brunner	Chief Marketing Officer
Colleen Pereira	Administrative Director
Nicole Gil	Administrative Assistant
Ben Ciorra	Director of Operations
Hon. Anthony Marano	Agency Counsel
Paul O’Brien	Bond/Transaction Counsel

The attached resolution no. 2023-__ was offered by _____, seconded by _____.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING
CERTAIN MATTERS IN CONNECTION WITH A CERTAIN PROJECT
FOR CMS REAL ESTATE HOLDINGS, LLC

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, 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, CMS REAL ESTATE HOLDINGS, LLC, a limited liability company organized and existing under the laws of the State of New York (the "Applicant"), presented an application (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 0.76 acre parcel of land located at 266 Merrick Road, Incorporated Village of Lynbrook, Town of Hempstead, Nassau County, New York (Section: 38; Block: 089; Lots: 1, 220 and 221) (the "Land"), (2) the renovation of the existing building on the Land (the "Building"), together with related improvements to the Land, and (3) the acquisition of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the "Equipment"), all of the foregoing for use by the Applicant as a multi-tenant office facility (collectively, the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes and sales and use taxes (collectively, the "Financial Assistance"); (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity as may be designated by the Applicant and agreed upon by the Agency; and (D) the sublease of the Project Facility by the Applicant (or such other entity as may be designated by the Applicant and agreed upon by the Agency) to Howard I. Shapiro & Associates, Consulting Engineers, P.C. ("HISA") and certain other office tenants designated by the Applicant and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on November 9, 2015 (the "Authorizing Resolution"), the Agency determined to proceed with the Project, to grant the Financial Assistance and to enter into the "straight lease transaction" (as such quoted term is

defined in the Act) contemplated by the Lease Agreement (as hereinafter defined) and the other Transaction Documents (as defined in the Lease Agreement); and

WHEREAS, the Agency appointed the Applicant as agent of the Agency to undertake the acquisition, renovation, installation and equipping of the Project Facility and subleased the Project Facility to the Applicant, and the Applicant as agent of the Agency has undertaken the acquisition, renovation, installation and equipping of the Project Facility and has subleased the Project Facility from the Agency, all pursuant to the terms and conditions set forth in that certain Sublease Agreement (Uniform Project Agreement) dated as of November 1, 2016 between the Agency and the Applicant (the “Lease Agreement”) and in the other Transaction Documents (as defined in the Lease Agreement); and

WHEREAS, HISA is a sub-subtenant of the Project Facility pursuant to a Sub-Sublease Agreement dated as of November 1, 2016 between the Applicant and HISA; and

WHEREAS, pursuant to a notification and consent request letter from counsel to the Applicant and HISA dated August 14, 2023 (the “Consent Request”), a copy of which Consent Request is attached hereto as Exhibit A, the Applicant and HISA requested that the Agency consent to the transfer of the shares of stock in HISA currently owned by Jay Shapiro to his sons David Shapiro and Benjamin Shapiro and the amendment of the Lease Agreement and the other Transaction Documents required to effectuate such transfer (collectively, the “Transfer Transaction”); and

WHEREAS, no additional Financial Assistance is being requested by the Applicant or HISA with respect to such requests and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act; and

WHEREAS, the Agency is willing to consent to such requests, subject to the terms of this Resolution;

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Lease Agreement.

Section 2. The Agency hereby ratifies, confirms and approves actions heretofore taken by the Chief Executive Officer/Executive Director and the staff of the Agency with respect to the matters contemplated by this Resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other Applicable Laws that relate thereto.

Section 3. The Agency determines that the request for consent with respect to a previously approved and unchanged Project is a Type II Action pursuant to 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(c)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 4. No additional Financial Assistance is being requested by the Applicant or HISA with respect to the Transfer Transaction, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 5. The Agency has considered the request made by the Applicant and HISA and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Transfer Transaction.

Section 7. The Agency hereby determines to proceed with the Transfer Transaction as set forth in the Consent Request, subject to the provisions of this Resolution.

Section 8. The execution and delivery of the documents, instruments and agreements required to effectuate the Transfer Transaction (collectively, the “Amendment Documents”), being substantially in the forms used for prior similar transactions, are hereby authorized and approved. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director and Administrative Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director and Administrative Director of the Agency are each hereby designated an Authorized Representative of the Agency and each of them is hereby authorized and directed, acting individually or jointly, to execute and deliver any and all consents, agreements, amendments, papers, instruments, opinions, certificates, affidavits and other documents required in connection with the Amendment Documents (collectively, the “Consent Documents”), and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution, including, without limitation, taking any necessary action to obtain consent of any other person or party necessary with respect to execution, delivery and approval of the Consent Documents. The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 10. The authorizations set forth in this Resolution are subject to the conditions that the Applicant shall pay the Agency’s consent and amendment fee in the amount of \$750 and shall reimburse the Agency for all actual costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, all reasonable attorneys’ fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Phillips Lytle LLP.

Section 11. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent 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; provided, however, that no covenants, stipulations, obligations or agreements of the Agency contained in this Resolution, any Amendment Document or any Consent Document shall give rise to any pecuniary liability of the Agency or a charge against its general credit or shall obligate the Agency in any way except to the extent that the same can be paid or recovered from the Project Facility or the sale or liquidation of the Project Facility or revenues therefrom.

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

Section 12. The Chairman and Chief Executive Officer/Executive Director of the Agency are each hereby authorized to approve modifications to the terms approved herein which are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution by any one of such officers of the Amendment Documents and/or the Consent Documents containing such modifications.

Section 13. Notwithstanding any provision in the Lease Agreement or any other Transaction Document to the contrary, the Agency's consent does not and shall not be construed to mean that there are no defaults or events of default under the Lease Agreement or any other Transaction Document or that any such defaults or events of default have been or shall be waived by the Agency.

Section 14. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director and Administrative Director of the Agency, acting individually or jointly, are hereby authorized and directed to distribute copies of this Resolution to the Applicants and such other parties as any such officer may determine.

Section 15. 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:

William H. Rockensies	VOTING
John Coumatos	VOTING
Raymond Pinto	VOTING
Reginald A. Spinello	VOTING
Victor LaGreca	VOTING
Marco Troiano	VOTING

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK

) SS.:

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 September 27, 2023 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 _____ day of September, 2023.

[Assistant] Secretary

[Vice] Chair

(SEAL)

EXHIBIT A
CONSENT REQUEST

See Attached

Rockville Centre Housing Associates, L.P. - Consent Resolution

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Legislative Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York, on September 27, 2023, at 6:45 p.m., local time.

The meeting was called to order by the [____], upon roll being called, the following members of the Agency were:

PRESENT:

William H. Rockensies	Chair
John Coumatos	Asst. Treasurer
Raymond Pinto	Secretary
Reginald A. Spinello	Member
Victor LaGreca	Member
Marco Troiano	Member

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Sheldon L. Shrenkel	Chief Executive Officer/Executive Director
Anne LaMorte	Chief Financial Officer
William Brunner	Chief Marketing Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Ben Ciorra	Director of Operations
Anthony Marano	Agency Counsel
Paul O’Brien	Bond/Transaction Counsel

The attached resolution no. 2023-__ was offered by ____, seconded by ____.

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING
CERTAIN MATTERS IN CONNECTION WITH A CERTAIN PROJECT
FOR ROCKVILLE CENTRE HOUSING ASSOCIATES, L.P.

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, 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, Rockville Centre Housing Associates, L.P., a limited partnership organized and existing under the laws of the State of New York (the "Company"), presented an application for financial assistance (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 a parcel of land located at 160 North Centre Avenue, Village of Rockville Centre, Town of Hempstead, County of Nassau, New York (the "Land"), (2) the renovation and redevelopment of the multifamily housing structures located on the Land (collectively, the "Building"), together with related improvements to the Land, and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the "Equipment"), all of the foregoing to constitute a housing complex comprised of approximately 153 affordable low and moderate income rental housing units, together with associated superintendent's and security officer's units and parking areas (collectively, the "Project Facility"); (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or 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 sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (together with the bonds, collectively, the "Financial Assistance"); and (D) the lease (with an obligation to purchase) or sale of the Project 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 the 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 (the “Public Hearing”) pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”) and Section 859-a of the Act, to hear all persons interested in the Project and the Financial Assistance, to be mailed no later than March 17, 2007 to the chief executive officer of Nassau County, New York, and of each city, town, village, school district and other affected tax jurisdiction in which the Project Facility is or is to be located; (B) caused notice of the Public Hearing to be published on March 17, 2007, in *Newsday*, a newspaper of general circulation available to the residents of Nassau County, New York; (C) caused the Public Hearing to be conducted on April 23, 2007 at 10:00 a.m. local time at Village Hall, 1 College Place, Village of Rockville Centre, Town of Hempstead, Nassau County, New York; and (D) caused to be prepared a report of the Public Hearing (the “Report”) which fairly summarized the views presented at said public hearing and distributed same to the members of the Agency and to the County Executive of Nassau County, New York (the “County Executive”); 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 March 17, 2007 to the chief executive officer of Nassau County, New York, and of each other affected tax jurisdiction, and (B) conducted the IDA Meeting on May 2, 2007, 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, being 6 NYCRR Part 617, as amended (the “Regulations,” and collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on May 2, 2007 (the “SEQRA Resolution”), the Agency determined that the Project is a Type II action under SEQRA and, by definition, will not have a significant adverse impact on the environment; and

WHEREAS, in order to finance certain costs incurred by the Company in connection with the acquisition, renovation, installation and equipping of the Project, 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 issued and sold its Variable Rate Demand Housing Revenue Bonds (Rockville Centre Housing Associates, L.P. Project), Series 2007, in the principal amount of \$17,0000 (the “Bonds”), pursuant to the Act, a resolution of the Agency adopted on July 11, 2007, and an Indenture of Trust dated as of October 1, 2007 (the “Indenture”) by and between the Agency and Manufacturers and Traders Trust Company, as trustee (in such capacity, the “Trustee”), securing the Bonds; and

WHEREAS, the Bonds were initially secured by an irrevocable direct pay letter of credit (the “Original Letter of Credit”) issued by Manufacturers and Traders Trust Company (in such capacity, the “Bank”), in favor of the Trustee; and

WHEREAS, the Agency appointed the Company as agent of the Agency to undertake the acquisition, renovation, installation and equipping of the Project Facility and to lease the Project Facility to the Company, and the Company acted as agent of the Agency to undertake the acquisition, renovation, installation and equipping of the Project Facility and to lease the Project Facility from the Agency, all pursuant to the terms and conditions set forth in the Lease Agreement, dated as of October 1, 2007, between the Company and Agency; and

WHEREAS, in connection with the issuance of the Bonds, the Company and Manufacturers and Traders Trust Company (in such capacity, the “Remarketing Agreement”) entered into the Remarketing Agreement dated as of October 1, 2007 pursuant to which the Remarketing Agreement agreed to remarket the Bonds under certain circumstances; and

WHEREAS, pursuant to a notification from the Remarketing Agent and the Company dated August 17, 2023 (the “Consent Request”), the Remarketing Agent and the Company advised the Agency that the Remarketing Agent is exiting the remarketing business and requested that the Agency consent to the appointment of Stern Brothers & Co. as successor remarketing agent (collectively, the “Transfer Transaction”); and

WHEREAS, no additional Financial Assistance is being requested by the Company with respect to such request and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act; and

WHEREAS, the Agency is willing to consent to such request, subject to the terms of this Resolution;

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Lease Agreement.

Section 2. The Agency hereby ratifies, confirms and approves actions heretofore taken by the Chief Executive Officer/Executive Director and the staff of the Agency with respect to the matters contemplated by this Resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other Applicable Laws that relate thereto.

Section 3. The Agency determines that the Remarketing Agent’s request with respect to a previously approved and unchanged Project is a Type II Action pursuant to 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(c)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 4. No additional Financial Assistance is being requested by the Company with respect to the Transfer Transaction, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 5. The Agency has considered the request made by the Remarketing Agent and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Transfer Transaction.

Section 7. The Agency hereby determines to proceed with the Transfer Transaction as set forth in the Consent Request, subject to the provisions of this Resolution.

Section 8. The execution and delivery of the documents, instruments and agreements required to effectuate the Transfer Transaction (collectively, the “Amendment Documents”), being substantially in the forms used for prior similar transactions, are hereby authorized and approved. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director and Administrative Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director and Administrative Director of the Agency are each hereby designated an Authorized Representative of the Agency and each of them is hereby authorized and directed, acting individually or jointly, to execute and deliver any and all consents, agreements, amendments, papers, instruments, opinions, certificates, affidavits and other documents required in connection with the Amendment Documents (collectively, the “Consent Documents”), and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution, including, without limitation, taking any necessary action to obtain consent of any other person or party necessary with respect to execution, delivery and approval of the Consent Documents. The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 10. The authorizations set forth in this Resolution are subject to the conditions that the Company shall reimburse the Agency for all actual costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, all reasonable attorneys’ fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Phillips Lytle LLP.

Section 11. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent 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; provided, however, that no covenants, stipulations, obligations or agreements of the Agency contained in this Resolution, any Amendment Document or any Consent Document shall give rise to any pecuniary liability of the Agency or a charge against its general credit or shall obligate the Agency in any way except to the extent that the same can be paid or recovered from the Project Facility or the sale or liquidation of the Project Facility or revenues therefrom.

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

Section 12. The Chairman and Chief Executive Officer/Executive Director of the Agency are each hereby authorized to approve modifications to the terms approved herein which are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution by any one of such officers of the Amendment Documents and/or the Consent Documents containing such modifications.

Section 13. Notwithstanding any provision in the Lease Agreement to the contrary, the Agency's consent does not and shall not be construed to mean that there are no defaults or events of default under the Lease Agreement or that any such defaults or events of default have been or shall be waived by the Agency.

Section 14. The Chairman, Vice Chairman, Chief Executive Officer/Executive Director and Administrative Director of the Agency, acting individually or jointly, are hereby authorized and directed to distribute copies of this Resolution to the Company and such other parties as any such officer may determine.

Section 15. 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:

William H. Rockensies	VOTING
John Coumatos	VOTING
Raymond Pinto	VOTING
Reginald A. Spinello	VOTING
Victor LaGreca	VOTING
Marco Troiano	VOTING

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK

) SS.:

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 September 27, 2023 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 _____ day of September, 2023.

[Assistant] Secretary

[Vice] Chair

(SEAL)

281-301 Warner Avenue LLC Consent & Amendment Resolution

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Legislative Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York, on September 27, 2023, at 6:45 p.m., local time.

The meeting was called to order by the [____], upon roll being called, the following members of the Agency were:

PRESENT:

William H. Rockensies	Chair
John Coumatos	Asst. Treasurer
Raymond Pinto	Secretary
Reginald A. Spinello	Member
Victor LaGreca	Member
Marco Troiano	Member

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Sheldon L. Shrenkel	Chief Executive Officer/Executive Director
Anne LaMorte	Chief Financial Officer
William Brunner	Chief Marketing Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Ben Ciorra	Director of Operations
Anthony Marano	Agency Counsel
Paul O’Brien	Bond/Transaction Counsel

The attached resolution no. 2023-__ was offered by _____, seconded by _____.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY AUTHORIZING CERTAIN
MATTERS IN CONNECTION WITH ITS STRAIGHT-LEASE
TRANSACTION WITH 281-301 WARNER AVENUE LLC

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, 281-301 WARNER AVENUE LLC, a limited liability company organized and existing under the laws of the State of New York (the “Applicant”), submitted an application for financial assistance (the “Application”) to the Agency requesting that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the retention of an interest in an approximately 39,000 +/- square foot parcel of land located at 281-301 Warner Avenue, Village of Roslyn, Town of North Hempstead, Nassau County, New York (Section: 7, Block: F; Lot: 636) (the “Land”), (2) the construction of an 109,000 +/- square foot building (collectively, the “Building”) on the Land, together with related improvements to the Land, including surface parking spaces, (3) the acquisition of certain furniture, fixtures, machinery and equipment (the “Equipment”) necessary for the completion thereof (collectively, the “Project Facility”), all of the foregoing for use by the Applicant as a transit-oriented mixed use development consisting of approximately fifty-four (54) residential rental apartment units, including eleven (11) affordable residential rental apartments, and 6,600 +/- square feet of commercial space adjacent to the Long Island Rail Road Roslyn Train Station; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, the Agency appointed the Applicant as agent of the Agency to undertake the acquisition, construction, installation and equipping of the Project Facility, all pursuant to the terms and conditions set forth in the Uniform Project Agreement dated as of December 1, 2021

between the Applicant and the Agency (the “Project Agreement”), and the other Transaction Documents (as defined in the Project Agreement); and

WHEREAS, the Applicant has requested that the Agency consent to the amendment of the Project Documents and the other Transaction Documents to allow the Applicant to complete the acquisition, construction, installation and equipping of the Project Facility on or before March 31, 2025;

WHEREAS, no additional Financial Assistance is being requested by the Applicant with respect to such request and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act; and

WHEREAS, the Agency is willing to consent to such request, subject to the terms of this resolution;

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Project Agreement.

Section 2. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the CEO/Executive Director and the staff of the Agency with respect to the matters contemplated by this Resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations” and together with the SEQR Act, collectively, “SEQRA”), and all other Applicable Laws that relate thereto.

Section 3. The Agency determines that the Applicant’s request with respect to a previously approved and unchanged Project is a Type II Action pursuant to 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(c)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 4. No additional Financial Assistance is being requested by the Applicant with respect to this request, and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 5. The Agency has considered the request made by the Applicant and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the requested consents.

Section 7. The execution and delivery of the documents, instruments and agreements required to effectuate the proposed sales tax extension transaction (collectively, the “Amendment Documents”), being substantially in the forms used for prior similar transactions, are hereby authorized and approved. The Chairman, Vice Chairman, CEO/Executive Director and Administrative Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 8. The Chairman, Vice Chairman, CEO/Executive Director and Administrative Director of the Agency are each hereby designated an Authorized Representative of the Agency and each of them is hereby authorized and directed, acting individually or jointly, to execute and deliver any and all consents, agreements, papers, instruments, opinions, certificates, affidavits and other documents required in connection with the Amendment Documents (collectively, the “Consent Documents”), and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution, including, without limitation, taking any necessary action to obtain consent of any other person or party necessary with respect to execution, delivery and approval of the Consent Documents. The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The authorizations set forth in this Resolution are subject to the condition that the Applicant shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, the Agency’s consent and amendment fee in the amount of \$750 and all reasonable attorneys’ fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Phillips Lytle LLP.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent 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; provided, however, that no covenants, stipulations, obligations or agreements of the Agency contained in this Resolution, any Amendment Document or any Consent Document shall give rise to any pecuniary liability of the Agency or a charge against its general credit or shall obligate the Agency in any way except to the extent that the same can be paid or recovered from the Project Facility or the sale or liquidation of the Project Facility or revenues therefrom.

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

Section 11. The Chairman and CEO/Executive Director of the Agency are each hereby authorized to approve modifications to the terms approved herein which are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution by any one of such officers of the Amendment Documents and/or the Consent Documents containing such modifications.

Section 12. 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:

William H. Rockensies	VOTING
John Coumatos	VOTING
Raymond Pinto	VOTING
Reginald A. Spinello	VOTING
Victor LaGreca	VOTING
Marco Troiano	VOTING

The foregoing Resolution was thereupon declared duly [___].

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 27, 2023 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 ____ day of September, 2023.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

Nassau County Industrial Development Agency (the “Agency”)
Board Meeting Minutes
July 27, 2023
6:45 PM

I. Board Roll Call

William Rockensies	Present
John Coumatos	Not Present
Reginald Spinello	Present
Victor LaGreca	Not Present
Raymond Pinto	Present
Marco Troiano	Present

Others Present:

Sheldon L. Shrenkel	Chief Executive Officer / Executive Director
Anne LaMorte	Chief Financial Officer
Colleen Pereira	Administrative Director
Nicole Gil	Administrative Assistant
Ben Ciorra	Director of Operations
Andrew Komaromi	Bond/Transactional Counsel
Paul O'Brien	Bond/Transactional Counsel

Pledge of Allegiance led by Member Spinello.

II. Chair Report

None

III. Public Comment Period

No members of the public made any comments.

IV. Existing Business and Discussion

A. Approval Resolutions

- i. Gesher Center LLC
 - a. SEQRA Resolution
 - b. PILOT Deviation Resolution

c. Approving Resolution

Applicant's counsel, John Farrell, Esq., described the proposed project, its history and the proposed financial assistance to the Board.

Kevin Gremse explained National Development Council's feasibility study of the proposed project.

Chair Rockensies called for public comment and Matt Aracich expressed his support of the proposed project.

Transaction Counsel Andrew Komaromi, Esq., described the resolutions being considered by the board.

Member Pinto moved to adopt the proposed SEQRA, PILOT Deviation and Approving Resolutions. Member Spinello seconded the motion. The motion was approved unanimously (Resolution Nos. 2023-52, 2023-53 and 2023-54).

B. Preliminary Resolutions

None

C. Discussion

None

D. Consent Resolutions

i. P &L Development Consent Resolution

Transaction Counsel Paul O'Brien explained the proposed consent request to the board, which consent would authorize the extension of the "overlease" between the real estate owner of the Cantiague Road parcel and the P&L Development operating entity. No financial assistance is being requested.

Motion made by Member Troiano to approve the requested consent. Member Pinto seconded the motion. The motion was approved unanimously (Resolution No. 2023-55).

ii. 70 Charles Lindbergh Consent Resolution

Transaction Counsel Paul O'Brien explained the proposed consent request to the board, which consent would permit the transfer of minority interests in the operating entity. No financial assistance is being requested.

Motion made by Member Pinto to approve the requested consent. Member Spinello seconded the motion. The motion was approved unanimously (Resolution No. 2023-56).

iii. Searing Group, LLC Consent Resolution

Transaction Counsel Paul O'Brien explained the proposed consent request to the board, which consent would authorize amendment of the IDA documents to address issues relating to the financing of the project. No financial assistance is being requested.

Motion made by Member Spinello to approve the requested consent. Member Pinto seconded the motion. The motion was approved unanimously (Resolution No. 2023-57).

V. Other Business

A. Minutes

i. Approval of June 22, 2023 Minutes

Member Troiano moved to approve the draft June 22, 2023 meeting minutes. Member Pinto seconded the motion. The motion was approved unanimously.

B. Other Resolutions

i. Resolution Authorizing Payment Under Employee Handbook

CEO/Executive Director Shrenkel explained the requested consent, stating that the Agency's CMO had resigned and that approval is sought to make payment for unused sick/vacation time in accordance with the Employee Handbook.

Motion made by Chair Rockensies to approve the resolution. Member Troiano seconded the motion. The motion was approved unanimously (Resolution No. 58).

ii. LIBDC Event Resolution

CEO/Executive Director Shrenkel explained the request to expend Agency funds to sponsor the event and the purposes of the event.

Motion made by Member Pinto to approve the requested resolution. Member Troiano seconded the motion. The motion was approved unanimously (Resolution No. 2023-59).

iii. 2023 Networking Breakfast Resolution

CEO/Executive Director Shrenkel explained the request to expend Agency funds for the event and described the purposes of the event.

Motion made by Member Spinello to approve the requested resolution. Member Troiano seconded the motion. The motion was approved unanimously (Resolution No. 2023-60).

iv. Economic Development Advisory Services Resolution.

CEO/Executive Director Shrenkel explained the request to engage Dr. Martin Cantor to prepare a report summarizing the economic/fiscal impact of the Agency's 2022 approved projects.

Motion made by Member Pinto to approve the requested resolution. Member Troiano seconded the motion. The motion was approved unanimously (Resolution No. 2023-61).

VI. Chief Financial Officer Report

Chief Financial Officer Anne LaMorte gave the June 2023 CFO report.

VII. Executive Session, if needed

None.

VIII. Adjournment

A motion to adjourn the board meeting was made by Member Troiano, which was seconded by Member Pinto. The resolution was approved unanimously. The meeting ended at 7:21 PM.

[For additional information, please see a recording of the July 27, 2023 meeting of the board of the Nassau County Industrial Development Agency found at:
<https://www.youtube.com/watch?v=MdipMysUziM>]

--END--

Resolution Addressing Governance Matters (Committee Members)

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Legislative Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York, on September 27, 2023, at 6:45 p.m., local time.

The meeting was called to order by the [____], upon roll being called, the following members of the Agency were:

PRESENT:

William H. Rockensies	Chair
John Coumatos	Asst. Treasurer
Raymond Pinto	Secretary
Reginald A. Spinello	Member
Victor LaGreca	Member
Marco Troiano	Member

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Sheldon L. Shrenkel	Chief Executive Officer/Executive Director
Anne LaMorte	Chief Financial Officer
William Brunner	Chief Marketing Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Ben Ciorra	Director of Operations
Anthony Marano	Agency Counsel
Paul O'Brien	Bond/Transaction Counsel

The attached resolution no. 2023-__ was offered by _____, seconded by _____.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT
AGENCY APPOINTING CERTAIN COMMITTEE MEMBERS AND
ADDRESSING OTHER MATTERS 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 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 wishes to appoint and/or reappoint certain committee members and their respective chairpersons;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The members of the Agency re-appoint William H. Rockensies and appoint Raymond Pinto and Marco Troiano as the members of the Agency’s Governance Committee. The members re-appoint William H. Rockensies as Chair of the Governance Committee.

Section 2. The members of the Agency re-appoint Reginald Spinello and Victor LaGreca and appoint Raymond Pinto as the members of the Agency’s Finance Committee. The members re-appoint Reginald Spinello as Chair of the Audit Committee.

Section 3. The members of the Agency re-appoint Raymond Pinto, William H. Rockensies and John Coumatos as the members of the Agency’s Audit Committee. The members re-appoint Raymond Pinto as Chair of the Audit Committee.

Section 4. 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 Section 617.5(c)(26)) and therefore no findings or determination of significance are required under SEQRA.

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:

William H. Rockensies	VOTING
John Coumatos	VOTING
Raymond Pinto	VOTING
Reginald A. Spinello	VOTING
Victor LaGreca	VOTING
Marco Troiano	VOTING

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
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 September 27, 2023 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 _____ day of September, 2023.

[Assistant] Secretary

[Vice] Chair

(SEAL)

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, Legislative Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York, on September 27, 2023, at 6:45 p.m., local time.

The meeting was called to order by the [____], upon roll being called, the following members of the Agency were:

PRESENT:

William H. Rockensies	Chair
John Coumatos	Asst. Treasurer
Raymond Pinto	Secretary
Reginald A. Spinello	Member
Victor LaGreca	Member
Marco Troiano	Member

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Sheldon L. Shrenkel	Chief Executive Officer/Executive Director
Anne LaMorte	Chief Financial Officer
William Brunner	Chief Marketing Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Ben Ciorra	Director of Operations
Anthony Marano	Agency Counsel
Paul O’Brien	Bond/Transaction Counsel

The attached resolution no. 2023-__ was offered by _____, seconded by _____.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY
("THE AGENCY") ADDRESSING GOVERNANCE MATTERS

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, *inter alia*, promote the economic welfare, recreation opportunities and prosperity of the inhabitants of New York State and actively promote, develop, encourage and assist in the promotion, attraction and development of 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; improve their economic welfare, recreation opportunities, prosperity and standard of living, and prevent unemployment and economic deterioration; and promote the development of facilities to provide recreation for the citizens of New York State and to attract tourists from other states; and

WHEREAS, the Agency may from time to time require the services of various consultants and advisors in connection with its "projects" and/or operations;

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

Section 1. The Agency hereby authorizes staff of the Agency to issue Requests for Statements of Qualification or Requests for Proposals, as applicable (collectively, "RFPs"), in the forms used for prior procurements, together with such changes thereto as the CEO/Executive Director and the Chair may deem advisable or necessary, for the following services:

- (a) Real Property Tax Appraisal Services
- (b) Economic Development Consulting Services
- (c) Project Evaluation Services for Housing Projects
- (d) Stenography Services
- (e) Title Insurance-Related Services
- (f) Bond/Transaction Counsel Services
- (g) Advertising and Marketing Services
- (h) Public Relations Services
- (i) Information Technology Services
- (j) Website Design/Hosting Services
- (k) Background Check Services.

Section 2. The Agency hereby determines that the services contemplated by the RFPs require specialized expertise, the use of professional judgment and/or a high degree of creativity and, therefore, constitute "professional services" within the meaning and for the purposes of the Agency's Statement of Procurement Policy and Procedures. Notwithstanding the foregoing, the Agency determines that it is in the best interests of the Agency to proceed with the issuance of the

RFPs to obtain statements of qualifications or proposals for such services; provided, however, that the Agency may revoke or suspend the RFP process at any time.

Section 3. This Resolution shall not preclude the Agency from appointing and engaging other advisors or consultants as determined from time to time by the members of the Agency.

Section 4. 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 Section 6.17.5 (c)(26)), and therefore no findings or determination of significance are required under SEQRA.

Section 5. This Resolution shall take effect immediately.

Adopted: September 27, 2023

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

William H. Rockensies	VOTING
John Coumatos	VOTING
Raymond Pinto	VOTING
Reginald A. Spinello	VOTING
Victor LaGreca	VOTING
Marco Troiano	VOTING

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
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 September 27, 2023 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 _____ day of September, 2023.

[Assistant] Secretary

[Vice] Chair

(SEAL)

FY2024 Proposed Budget Resolution

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Legislative Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York, on September 27, 2023, at 6:45 p.m., local time.

The meeting was called to order by the [____], upon roll being called, the following members of the Agency were:

PRESENT:

William H. Rockensies	Chair
John Coumatos	Asst. Treasurer
Raymond Pinto	Secretary
Reginald A. Spinello	Member
Victor LaGreca	Member
Marco Troiano	Member

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Sheldon L. Shrenkel	Chief Executive Officer/Executive Director
Anne LaMorte	Chief Financial Officer
William Brunner	Chief Marketing Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Ben Ciorra	Director of Operations
Anthony Marano	Agency Counsel
Paul O’Brien	Bond/Transaction Counsel

The attached resolution no. 2023-__ was offered by ____, seconded by ____.

Resolution No. 2023-__

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY APPROVING A PROPOSED
BUDGET FOR THE 2024 FISCAL YEAR AND OTHER
MATTERS 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 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 861 of said General Municipal Law contemplates the adoption of a budget for the Agency's operations for each fiscal year and requires the Agency, prior to the adoption of the proposed budget by the Agency, to make such proposed budget available for public inspection and comment and to mail or deliver copies thereof to the chief executive officer and the governing body of the municipality for whose benefit the Agency is established; and

WHEREAS, the Public Authorities Accountability Act of 2005 (the "PAAA") and the Public Authorities Reform Act of 2009 (the "Reform Act") require the Agency to make certain disclosures of its budget; and

WHEREAS, the Executive Director and the Chief Financial Officer of the Agency have prepared a proposed budget for the fiscal year commencing January 1, 2024 ("FY2024"); and

WHEREAS, the Agency desires to approve said proposed budget for FY2024, subject to the requirements of Section 861 of the General Municipal Law and the requirements of the PAAA and the Reform Act;

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

Section 1. The proposed budget for FY2024, in the form annexed hereto as Exhibit A (the "Proposed Budget"), is hereby approved by the Agency, subject to the

requirements of Section 861 of the General Municipal Law and the requirements of the PAAA and the Reform Act.

Section 2. The CEO/Executive Director is hereby directed to cause copies of the Proposed Budget (i) to be mailed to the County Executive of Nassau County, New York, as chief executive officer of said municipality, and to the Nassau County Legislature, as governing body of said municipality, (ii) to be made available for public inspection and comment, including, without limitation, by posting same on the Agency's website, and (iii) to be filed with the County Clerk of Nassau County, New York. The Executive Director is hereby further directed to comply with the PAAA and the Reform Act, by making the disclosures of the Proposed Budget in accordance with the requirements of the PAAA and the Reform Act.

Section 3. This Resolution shall take effect immediately.

ADOPTED: September 27, 2023

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

William H. Rockensies	VOTING
John Coumatos	VOTING
Raymond Pinto	VOTING
Reginald A. Spinello	VOTING
Victor LaGreca	VOTING
Marco Troiano	VOTING

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
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 September 27, 2023 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 _____ day of September, 2023.

[Assistant] Secretary

[Vice] Chair

(SEAL)

2023 Oyster Festival Event Resolution

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Legislative Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York, on September 27, 2023, at 6:45 p.m., local time.

The meeting was called to order by the [____], upon roll being called, the following members of the Agency were:

PRESENT:

William H. Rockensies	Chair
John Coumatos	Asst. Treasurer
Raymond Pinto	Secretary
Reginald A. Spinello	Member
Victor LaGreca	Member
Marco Troiano	Member

NOT PRESENT:**THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Sheldon L. Shrenkel	Chief Executive Officer/Executive Director
Anne LaMorte	Chief Financial Officer
William Brunner	Chief Marketing Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Ben Ciorra	Director of Operations
Anthony Marano	Agency Counsel
Paul O'Brien	Bond/Transaction Counsel

The attached resolution no. 2023-__ was offered by _____, seconded by _____.

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY
("THE AGENCY") APPROVING THE SPONSORSHIP OF THE 2023 OYSTER FESTIVAL
EVENT

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, inter alia, promote the economic welfare, recreation opportunities and prosperity of the inhabitants of New York State and actively promote, develop, encourage and assist in the promotion, attraction and development of 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; improve their economic welfare, recreation opportunities, prosperity and standard of living, and prevent unemployment and economic deterioration; and promote the development of facilities to provide recreation for the citizens of New York State and to attract tourists from other states; and

WHEREAS, Oyster Bay was summer home to the family of Theodore Roosevelt, and the Oyster Festival was launched during the 1980s by the Oyster Bay Rotary Club and funded by the Oyster Bay Charitable Fund as a parade and a festival to commemorate the 26th president; and

WHEREAS, the Oyster Festival takes place every October at Theodore Roosevelt Memorial Park within the Town of Oyster Bay, and realizes an important positive contribution to the economic development and quality of life on Long Island, by promoting the Town of Oyster Bay and Nassau County, New York as a world-class destination for tourism and business activities; and

WHEREAS, the 2023 Oyster Festival is scheduled to take place on October 14th and 15th (the "Event"), and the purposes of the Event are consistent with the mission of the Agency; and

WHEREAS, the Agency desires to enter into an agreement to purchase advertising services for the Event, to promote tourism, economic development and the business community in the County, all in furtherance of the Agency's mission and activities;

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

Section 1. The Agency is hereby authorized to purchase advertising services in connection with the Event, all as to be more particularly set forth in a certain form of agreement to be made by and between the Agency and the Oyster Bay Rotary Club and/or the Oyster Bay Charitable Fund (the "Agreement"), at a cost that is anticipated not to exceed \$1,500 plus any applicable taxes. The Agency finds that (a) the purposes of the Event are consistent with and would further

the mission and purposes of the Agency, (b) the required services are not available through the New York State Preferred Source Program, (c) there is only one possible source from which to procure the services contemplated by the Agreement, and such services have unique benefits and, therefore, no competitive bidding process is feasible, and (d) the cost of such services is reasonable.

Section 2. 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 Section 6.17.5 (c)(26)) and therefore no findings or determination of significance are required under SEQRA.

Section 3. The CEO/Executive Director is hereby authorized and directed in his sole discretion, to negotiate and enter into the Agreement, together with such changes to the terms and conditions thereof that the CEO/Executive Director may deem advisable or necessary, subject to the terms of this Resolution. The CEO/Executive Director's execution of the Agreement shall evidence the Agency's approval of the terms thereof.

Section 4. This Resolution shall take effect immediately.

Adopted: September 27, 2023

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

William H. Rockensies	VOTING
John Coumatos	VOTING
Raymond Pinto	VOTING
Reginald A. Spinello	VOTING
Victor LaGreca	VOTING
Marco Troiano	VOTING

The foregoing Resolution was thereupon declared duly [___].

STATE OF NEW YORK)
) SS:
 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 September 27, 2023 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 ____ day of September, 2023.

 [Asst.] Secretary

 [Vice] Chair

(SEAL)

Photocopier Purchase Resolution

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Legislative Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York, on September 27, 2023, at 6:45 p.m., local time.

The meeting was called to order by the [___], upon roll being called, the following members of the Agency were:

PRESENT:

William H. Rockensies	Chair
John Coumatos	Asst. Treasurer
Raymond Pinto	Secretary
Reginald A. Spinello	Member
Victor LaGreca	Member
Marco Troiano	Member

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Sheldon L. Shrenkel	Chief Executive Officer/Executive Director
Anne LaMorte	Chief Financial Officer
William Brunner	Chief Marketing Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Ben Ciorra	Director of Operations
Hon. Anthony Marano	Agency Counsel
Paul O'Brien	Bond/Transaction Counsel

The attached resolution no. 2023-__ was offered by ____, seconded by ____:

RESOLUTION AUTHORIZING THE NASSAU COUNTY
INDUSTRIAL DEVELOPMENT AGENCY TO PURCHASE A
PHOTOCOPIER/SCANNER/FAX MACHINE AND CERTAIN
MATTERS RELATED THERETO

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 desires to purchase a new Sharp BP-70C45 45 PPM Color Copier/Scanner/Fax machine including maintenance contract in order to carry out its operations (the “Purchase”); and

WHEREAS, Sheldon L. Shrenkel, in his capacity as contracting officer of the Agency (the “Contracting Officer”) determined that the anticipated cost of the Purchase would not exceed \$7,500; and

WHEREAS, the Agency’s State of Procurement Policy and Procedures (the “Policy”) provides, in relevant part, that purchase contracts having a value over \$5,000 but not exceeding \$20,000 may be conducted by the Contracting Officer on a non-competitive basis using reasonable efforts to obtain at least three (3) written/fax bids or price quotations; and

WHEREAS, the Contracting Officer has obtained three (3) written price quotations for the Purchase from vendors and has documented in writing his efforts; and

WHEREAS, the Contracting Officer is recommending that the Agency accept the lowest price quote in the amount of \$6,913 (plus \$.049 cost per color copy and \$.0089 cost per black-and-white copy) from LDI Connect (the “Contractor”); and

WHEREAS, the Contracting Officer has determined that the Contractor is the lowest cost responsible offeror for the Purchase; and

WHEREAS, the Agency desires to authorize the Purchase as set forth above, subject to the terms of this Resolution;

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

Section 1. 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(c)(20)) and therefore no findings or determination of significance are required under SEQRA.

Section 2. The Agency hereby determines that the required goods are not available under the New York State Preferred Source Program.

Section 3. The Agency is hereby authorized to undertake the Purchase at a cost not to exceed \$6,913 (plus \$.049 cost per color copy and \$.0089 cost per black-and-white copy) plus any applicable taxes.

Section 4. The Agency hereby authorizes and directs the Contracting Officer to execute and deliver a purchase and maintenance agreement with the Contractor, on such terms and subject to such conditions as the Contracting Officer may deem advisable or necessary, subject to the terms of this resolution, and hereby ratifies all actions of the Contracting Officer undertaken with respect thereto. The Contracting Officer’s execution of any such agreement or contract shall evidence the Agency’s approval of the terms thereof.

Section 5. This Resolution shall take effect immediately.

ADOPTED: September 27, 2023

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

William H. Rockensies	VOTING
John Coumatos	VOTING
Raymond Pinto	VOTING
Reginald A. Spinello	VOTING
Victor LaGreca	VOTING
Marco Troiano	VOTING

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 27, 2023, 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 _____ day of September, 2023.

[Assistant] Secretary

[Vice] Chairman

(SEAL)

Resolution Addressing FY 2022 Project Monitoring and Compliance

A regular meeting of the Nassau County Industrial Development Agency (the “Agency”) was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Legislative Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York, on September 27, 2023, at 6:45 p.m., local time.

The meeting was called to order by the [____], upon roll being called, the following members of the Agency were:

PRESENT:

William H. Rockensies	Chair
John Coumatos	Asst. Treasurer
Raymond Pinto	Secretary
Reginald A. Spinello	Member
Victor LaGreca	Member
Marco Troiano	Member

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Sheldon L. Shrenkel	Chief Executive Officer/Executive Director
Anne LaMorte	Chief Financial Officer
William Brunner	Chief Marketing Officer
Colleen Pereira	Administrative Director
Carlene Wynter	Compliance Assistant
Nicole Gil	Administrative Assistant
Ben Ciorra	Director of Operations
Anthony Marano	Agency Counsel
Paul O’Brien	Bond/Transaction Counsel

The attached resolution no. 2023-__ was offered by _____, seconded by _____.

Resolution No. 2023-__

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY
(THE “AGENCY”) ADDRESSING FY2022 PROJECT MONITORING AND COMPLIANCE

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, inter alia, promote the economic welfare, recreation opportunities and prosperity of the inhabitants of New York State and actively promote, develop, encourage and assist in the promotion, attraction and development of 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; improve their economic welfare, recreation opportunities, prosperity and standard of living, and prevent unemployment and economic deterioration; and promote the development of facilities to provide recreation for the citizens of New York State and to attract tourists from other states; and

WHEREAS, in accordance with Agency’s policies and procedures, including, without limitation the Agency’s Project Monitoring and Compliance Policy (the “Project Monitoring Policy”), staff of the Agency issued annual Job Confirmation Forms to project applicants that had outstanding bonds or “straight lease” transactions with the Agency (each, an “Applicant” and, collectively, the “Applicants”) with respect to the calendar year ended December 31, 2022 (“FY2022”); and

WHEREAS, staff of the Agency collected a completed Job Confirmation Form (including supporting documentation) from each Applicant for FY2022 and reviewed each such form and documentation for completeness; and

WHEREAS, following review of the Job Confirmation Forms, staff of the Agency determined which Applicants were not in compliance, as of December 31, 2022, with the job covenants contained in the respective uniform project agreement(s) between the Agency and each such Applicant (each, a “Job Covenant” and, collectively, the “Job Covenants”); and

WHEREAS, with respect to Applicants that the Agency found not to be in compliance with their Job Covenants (each, a “Non-Compliant Applicant”), staff of the Agency contacted all such Non-Compliant Applicants and confirmed with all such Non-Compliant Applicants that the job counts set forth in such Non-Compliant Applicants’ respective Job Confirmation Forms were in fact accurate; and

WHEREAS, the CEO/Executive Director of the Agency has sought information/explanations from Non-Compliant Applicants as to the reasons for such non-compliance and has conducted further meetings with Non-Compliant Applicants to determine whether such Non-Compliant Applicants, subsequent to submission of their Job Confirmation Forms for FY2022, have cured non-compliance with their Job Covenant or have a plan to promptly cure such non-compliance; and

WHEREAS, a number of Non-Compliant Applicants have provided written correspondence to the Agency in response to the Agency's inquiries and such correspondence has been provided to the members of the Agency; and

WHEREAS, the Agency has accepted public comment at this meeting prior to its adoption of this Resolution to allow Non-Compliant Applicants and members of the public to voice their views with respect to the matters set forth in this Resolution; and

WHEREAS, the Project Monitoring Policy provides, in relevant part, that "[w]ith respect to Material Requirements that are numerical in nature (e.g., job retention, job creation, capital investment), the 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, CEO/Executive Director has made recommendations to the members of the Agency with respect to the proposed course of action to be taken with respect to each Non-Compliant Applicant; and

WHEREAS, the members of the Agency now desire to authorize staff of the Agency to take certain actions with respect to the foregoing matters, all as set forth below;

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

Section 1. 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 Section 6.17.5(c)(26)), and therefore no findings or determination of significance are required under SEQRA.

Section 2. Based on the recitals set forth above and on the facts and information obtained by the staff of the Agency and reported to and reviewed by the members of the Agency at this meeting, the Agency hereby determines that it has reviewed and assessed all material information necessary to afford a reasonable basis for the Agency to make the determinations set forth herein.

Section 3. Based on (i) the extent (i.e., job shortfall in absolute numbers) of non-compliance of the following Non-Compliant Applicants (as set forth below), (ii) the explanations received from the following Non-Compliant Applicants as to the reasons for such non-compliance, and/or (iii) the representations of the following Non-Compliant Applicants that they are now or will be in compliance with their Job Covenants for FY2022 on or before October 31, 2023, the Agency hereby authorizes the CEO/Executive Director to waive non-compliance with the Job Covenants for FY2022 with respect to the following Non-Compliant Applicants or to forbear from

issuing a notice of default to such Non-Compliant Applicants during the aforementioned period, as applicable:

- (a)
- (b)

With respect to those Non-Compliant Applicants set forth above that have represented they will be in compliance on or before October 31, 2023, the CEO/Executive Director is authorized and directed to obtain such information/documentation as he may deem necessary or advisable to confirm the cure by such Non-Compliant Applicants of their non-compliance and to report back to the members of the Agency if any of such Non-Compliant Applicants fail to comply with their Job Covenants within such period.

Section 4. With respect to all other Non-Compliant Applicants that were not in compliance with their Job Covenants for FY2022, after taking into account (i) the explanations received from such Non-Compliant Applicants as to the reasons for such non-compliance, and/or (ii) the failure of such Non-Compliant Applicants to present any plan to be in compliance with their Job Covenants for FY2022 on or before October 31, 2023, the Agency hereby authorizes the CEO/Executive Director to issue a notice of default to each such Non-Compliant Applicant and, thereafter, in the discretion of the CEO/Executive Director, to proceed with enforcement of the Agency's rights and remedies under the applicable uniform project agreement or other transaction documents between the Agency and the applicable Non-Compliant Applicant.

Section 5. This Resolution shall not preclude the Agency from adopting other or further resolutions relating to the matters set forth herein.

Section 6. The members of the Agency hereby ratify and confirm any and all actions taken by staff of the Agency prior to the adoption of this Resolution with respect to the matters set forth herein.

Section 7. This Resolution shall take effect immediately.

Adopted: September 27, 2023

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

William H. Rockensies	VOTING
John Coumatos	VOTING
Raymond Pinto	VOTING
Reginald A. Spinello	VOTING
Victor LaGreca	VOTING
Marco Troiano	VOTING

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
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 September 27, 2023 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 _____ day of September, 2023.

[Assistant] Secretary

[Vice] Chair

(SEAL)