

A regular meeting of the Nassau County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 1100 Franklin Avenue, Suite 300, Garden City, County of Nassau, New York on May 2, 2007, at 6:00 p.m., local time.

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

PRESENT:

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

ABSENT:

Howard Fensterman	Chairman
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THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

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

The attached resolution no. 2007-26 was offered by J. Puckhaber, seconded by P. Ruffner:

Resolution No. 2007-26

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) AUTHORIZING THE ISSUANCE AND SALE OF APPROXIMATELY \$7,800,000 BUT NOT TO EXCEED \$8,800,000 VARIABLE RATE DEMAND HOUSING REVENUE BONDS (ROCKVILLE CENTRE HOUSING ASSOCIATES, L.P. PROJECT), SERIES 2007A, OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY, (ii) AUTHORIZING THE ISSUANCE AND SALE OF APPROXIMATELY \$8,200,000 BUT NOT TO EXCEED \$9,200,000 VARIABLE RATE DEMAND HOUSING REVENUE BONDS (ROCKVILLE CENTRE HOUSING ASSOCIATES, L.P. PROJECT), SERIES 2007B, OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY, (iii) AUTHORIZING AND APPROVING THE FINANCING OF A PORTION OF THE COST OF THE ACQUISITION, RENOVATION, INSTALLATION AND EQUIPPING OF A COMMERCIAL FACILITY FOR ROCKVILLE CENTRE HOUSING ASSOCIATES, L.P. (THE "COMPANY"), THE ACQUISITION OF AN INTEREST THEREIN FROM THE COMPANY AND THE LEASE OR SUBLEASE THEREOF TO THE COMPANY, (iv) AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST, COMPANY LEASE, LEASE AGREEMENT, AGENCY MORTGAGE(S), PILOT AGREEMENT, PILOT MORTGAGE, TAX REGULATORY AGREEMENT, EMPLOYMENT OPPORTUNITIES AGREEMENT, BOND PLACEMENT AGREEMENT, REMARKETING AGREEMENT AND CERTAIN RELATED DOCUMENTS, AND (v) AUTHORIZING AND RATIFYING THE TAKING OF OTHER ACTION IN CONNECTION THEREWITH

WHEREAS, the Nassau County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title I of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act"), and Chapter 674 of the 1975 Laws of New York, as amended, constituting Section 922 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of civic, manufacturing, industrial and commercial

facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

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

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

WHEREAS, in order to finance certain costs incurred by the Company in connection with the acquisition, 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 is prepared to issue its Variable Rate Demand Housing Revenue Bonds (Rockville Centre Housing Associates, L.P. Project), Series 2007A, in the approximate principal amount of \$7,800,000 but not to exceed \$8,800,000, and its Variable Rate Demand Housing Revenue Bonds (Rockville Centre Housing Associates, L.P. Project), Series 2007B, in the aggregate principal amount of \$8,200,000 but not to exceed \$9,200,000 (collectively, the "Bonds"); and

WHEREAS, the Bonds will be issued with the intent that the interest thereon will be excludable from gross income for federal income tax purposes; and

WHEREAS, interest on the Bonds will not be excludable from gross income for federal income tax purposes unless, pursuant to Section 147(f) of the Code and the regulations of the United States Treasury Department thereunder (the “Treasury Regulations”), the issuance of such Bonds is approved by the County Executive (the “Public Approval”); and

WHEREAS, having complied with the notice requirements of Section 859-a of the Act and Section 147(f) of the Code and the requirements of SEQRA with respect to the Project, but subject to obtaining the Public Approval, the Agency now desires to make its determination to proceed with the Project and to grant the Financial Assistance, subject to the terms hereof; and

WHEREAS, simultaneously with the issuance of the Bonds, the Project Facility will be subleased by the Company to the Agency pursuant to a Company Lease Agreement (the “Company Lease”) between the Company, as sublessor, and the Agency, as sublessee; and

WHEREAS, simultaneously with the issuance of the Bonds, the Project Facility will be sub-subleased by the Agency to the Company pursuant to a Lease Agreement (the “Lease Agreement”) between the Agency, as sub-sublessor, and the Company, as sub-sublessee; and

WHEREAS, the Bonds are to be issued under this Bond Resolution and the provisions of an Indenture of Trust (the “Indenture”) by and between the Agency and a trustee for the holders of the Bonds to be selected by the Company and approved by the Agency (the “Trustee”); and

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

WHEREAS, the Company has notified the Agency that the Company intends to seek certain low income housing tax credits in connection with the Project;

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

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

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

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

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

(d) The Project does not and will not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project; and

(e) The Project Facility is located entirely within the boundaries of the Village of Rockville Centre, Town of Hempstead, Nassau County, New York; and

(f) There is a serious lack of affordable housing facilities in Nassau County, New York, to satisfy the needs of the residents within Nassau County, New York; and the Project will help to alleviate such shortage of affordable housing facilities; and

(g) In the absence of facilities such as the Project Facility, low and moderate income residents of Nassau County, New York, may be forced to relocate out of Nassau County, New York, to find the services that would be provided by the Project Facility and facilities such as the Project Facility will prevent the migration of the such persons from Nassau County, New York, and thereby support the local economy.

Section 2. The Agency hereby determines that the Agency has complied with the notice requirements of Section 859-a of the Act and Section 147(f) of the Code and the requirements of SEQRA and all other Applicable Laws (as defined in the Public Hearing Resolution) relating to the Project.

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

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

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

The Bonds shall be dated as provided in the Indenture, shall be issued in fully registered form, shall be issued in an aggregate principal amount estimated to be \$16,000,000 but not to exceed \$18,000,000, shall be issued in two (2) series as more fully set forth in the Recitals to this Bond Resolution, shall be payable as to principal, redemption premium, if any, purchase price and interest as set forth in the Indenture, and shall bear interest at such rates and shall have such final maturity dates as shall be provided in the Bonds.

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

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

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

Section 6. The Bonds shall be secured by the pledge effected by the Indenture and shall be payable solely from and secured by a pledge of the lease rentals, revenues and receipts derived from or in connection with the Project, to the extent set forth in the Indenture hereinafter authorized. The Bonds, together with the interest thereon, are special obligations of the Agency, payable solely as provided in the Indenture, including from moneys deposited in the funds and accounts established by the Indenture (subject to disbursements therefrom in accordance with the Indenture and the Lease Agreement), and shall never constitute a debt of the State of New York or of the County of Nassau, New York, and neither the State of New York nor the County of Nassau, New York, shall be liable thereon, nor shall the Bonds be payable out of any funds of the Agency other than those pledged therefor. The Company shall enter into a Letter of Credit Reimbursement Agreement (the "Reimbursement Agreement") with M & T Bank, or an affiliate thereof (in such capacity, the "Bank") pursuant to which, simultaneously with the

issuance of the Bonds, one (1) or more irrevocable direct pay letters of credit (collectively, the "Letter of Credit") will be issued by the Bank in favor of the Trustee for the benefit of the holders of the Bonds, to secure the payment of the principal or redemption price of (other than redemption premium, if any), purchase price, and interest on, the Bonds. The Company's obligations under the Reimbursement Agreement shall be secured by a mortgage on and security interest in the interests of the Agency and the Company in the Project Facility, all pursuant to one (1) or more mortgages made by the Company and the Agency to the Bank (collectively, the "Agency Mortgage"). The payment of the principal of, redemption premium, if any, purchase price, and interest on the Bonds will also be guaranteed, by the Company.

Section 7. The Agency is hereby authorized to (A) cause the Company to proceed with the Project, (B) acquire a subleasehold interest in the Land and the Building pursuant to the Company Lease, (C) acquire an interest in the Equipment pursuant to a bill of sale from the Company, (D) sub-lease the Project Facility to the Company pursuant to the terms of the Lease Agreement, and (E) do all things necessary, convenient or proper for the accomplishment thereof. All acts heretofore taken by the Agency with respect to the acquisition and subleasing of such interest in the Project Facility are hereby approved, ratified and confirmed.

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

Section 9. The Chairman, Vice Chairman and Executive Director of the Agency are hereby designated Authorized Representatives of the Agency, and each of them is hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary, convenient or proper for carrying out this Bond Resolution. The Chairman, Vice Chairman and Executive Director of the Agency are hereby further authorized, on behalf of the Agency, acting together or individually, to designate any additional Authorized Representatives (as defined in the Lease Agreement) of the Agency.



**Section 10.** All covenants, stipulations, obligations and agreements of the Agency contained in this Bond Resolution and contained in the Agency Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Bond Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this Bond Resolution and the Agency Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in any of the Agency Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity, and neither the members of the Agency nor any officer executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

**Section 11.** The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses, and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of this Bond Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

**Section 12.** Any expenses incurred by the Agency with respect to the Project and the financing thereof shall be reimbursed out of the proceeds of the Bonds, or in the event such proceeds are insufficient or unavailable after payment of other costs of the Project or Bonds are not issued by the Agency due to inability to consummate the transactions herein contemplated shall be paid by the Company. By accepting this Bond Resolution, the Company agrees to pay such expenses and further agrees to indemnify, defend (with counsel selected by the Agency) and hold harmless the Agency, its members, employees and agents against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Project and the financing thereof.

**Section 13.** The findings of the Agency set forth herein are intended to be a statement of the Agency's "official intent" as required by, and in conformance with, the provisions of Treasury Regulation Section 1.150-2(e). This Bond Resolution is subject to further

compliance with the provisions of Sections 141 through 150 and related provisions of the Code, including, without limitation, obtaining bond volume cap allocation and the Public Approval.

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

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

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

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

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

The foregoing Resolution was thereupon declared duly adopted.

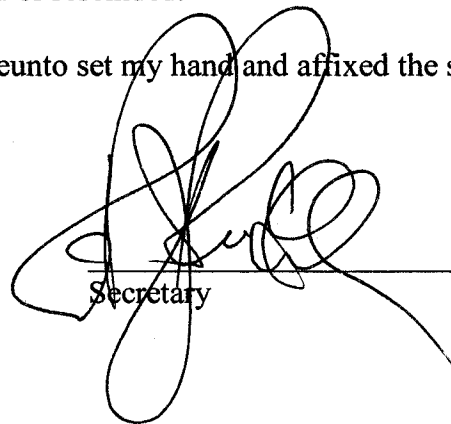
STATE OF NEW YORK            )  
  ) SS.:  
COUNTY OF NASSAU            )

I, the undersigned Secretary of the Nassau County Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 2, 2007 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 2 day of May, 2007.

  
Secretary

(SEAL)