

## 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 February 27, 2024, at 6:45 p.m., local time.

The meeting was called to order by the Chair, 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
Marco Troiano	Member
Marissa Brown	Member
Joseph Manzella	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. 2024-10 was offered by R. Pinto, seconded by R. Spinello.

Resolution No. 2024 - 10

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY (THE "AGENCY")  
ADOPTING AMENDED AND RESTATED BY-LAWS, CHARTERS,  
POLICIES AND PROCEDURES 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 amend and restate and/or adopt its by-laws, charters, policies and procedures to ensure continued compliance with current best practices in governance and applicable law, including, without limitation, the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009;

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

Section 1. The Agency hereby adopts the amended and restated by-laws of the Agency annexed hereto in Exhibit A (the "By-Laws") as part of the Agency's Policy Manual. The By-Laws hereby replace any and all by-laws heretofore adopted by the Agency.

Section 2. The Agency hereby adopts the amended and restated charters of the Agency's Audit Committee, Governance Committee and Finance Committee annexed hereto in Exhibit A (collectively, the "Charters") as part of the Agency's Policy Manual. The Charters hereby replace any and all charters heretofore adopted by the Agency with respect to the aforesaid committees. The members of the Agency hereby state that the aforesaid committees are the only existing committees of the Agency.

Section 3. The Agency hereby adopts its 2024 Mission Statement and Performance Measurements annexed hereto in Exhibit A (the "Mission Statement") as part of the Agency's Policy Manual. The Mission Statement hereby replaces any and all mission statements heretofore adopted by the Agency. In addition, the Agency adopts its 2023 Operations and

Accomplishments and Performance Measurements Report in the form attached hereto as Exhibit B.

Section 4. The Agency hereby adopts as formal policies of the Agency the provisions of the policies, practices and procedures annexed hereto in Exhibit A (collectively, the “2024 Policies”) as part of the Agency’s Policy Manual. The 2024 Policies hereby replace any and all policies, practices and procedures heretofore adopted by the Agency.

Section 5. The Agency hereby adopts the amended form of Uniform Project Agreement annexed hereto as Exhibit C (the “UPA”), as recommended by the Governance Committee. The UPA hereby replaces any and all forms of sublease agreement, installment sale agreement, uniform project agreement and/or project agreement heretofore adopted by the Agency. Subject to compliance with applicable law, the Chair, CEO/Executive Director, general counsel and transaction/bond counsel to the Agency shall be authorized to amend or supplement the UPA to enhance transactional flexibility.

Section 6. In accordance with Article 57-A of the Arts and Cultural Affairs Law (the “Local Government Records Law”), the Agency hereby readopts Records Retention and Disposition Schedule LGS-1 (the “Schedule”) annexed hereto in Exhibit A as part of the Agency’s Policy Manual. The Schedule contains legal minimum retention periods for use by all officers and employees of the Agency in determining whether and when to legally dispose of valueless records listed in the Schedule. In accordance with the Local Government Records Law, (a) only those records will be disposed of that are described in the Schedule after they have met the minimum retention periods described therein, and (b) only those records will be disposed of that do not have sufficient administrative, fiscal, legal or historical value to merit retention beyond established legal minimum periods. The Administrative Director of the Agency is designated as the Records Management Officer.

Section 7. The members of the Agency acknowledge the terms and conditions of and the duties and obligations of the Agency under Sections 224-a, 224-b and 224-c of the New York State Labor Law (the “Prevailing Wage Law”). The members hereby direct the Staff of the Agency to comply with such terms and conditions, to the extent applicable, with respect to each “Project” (as such term is defined in the Act) and hereby direct Bond/Transaction Counsel to the Agency to include such terms and conditions in all relevant transaction documents with respect to each Project to which such terms and conditions apply. Until such time as the Prevailing Wage Law is amended or the Public Subsidy Board shall issue rules or regulations to the contrary, the Agency adopts the following policies and procedures with respect to the Prevailing Wage Law:

(a) With respect to each Project, the Agency shall cause to be issued to the project applicant at closing a Statement of Determination identifying the nature and dollar value of the “public funds” (as such term is defined in the Prevailing Wage Law) provided by the Agency with respect to the Project, stating whether any such funds are excluded under Section 224-a(3) of the Prevailing Wage Law, and notifying the project applicant of its obligations under the Prevailing Wage Law. Such Statement of Determination shall be in the form attached as an exhibit to the UPA unless and until the Department of Labor or the Public Subsidy Board issues a form covering such matters;

(b) Pursuant to the Prevailing Wage Law, each project applicant is required to certify, under penalty of perjury, within five (5) days of commencement of construction work whether the Project is subject to the provisions of the Prevailing Wage Law. The transaction documents shall require that the project applicant shall file a copy of such certification with the Agency not later than five (5) days after any filing thereof required by the Prevailing Wage Law or any regulation adopted by the Public Subsidy Board;

(c) For purposes of calculating the value of an exemption from real property taxes with respect to a Project, the Agency shall calculate or cause to be calculated the net present value of the difference between the PILOT payments and the estimated otherwise applicable real estate taxes utilizing reasonable escalation factors and discount rates determined by the Staff of the Agency from time to time.

Section 8. The Agency deems it desirable to enter into an agreement amending and restating that certain Sublicense and Cooperation Agreement dated as of January 1, 2011 between the Agency and Nassau County Local Economic Assistance Corporation ("NCLEAC"), setting for the terms of its inter-municipal cooperation arrangements with NCLEAC. The amended and restated sublicense and cooperation agreement (the "Agreement"), in the form presented to the members at this meeting, together with such non-material changes as the Chair or the Chief Executive Officer/Executive Director hereafter necessary or appropriate, is hereby approved. The Chair and the Chief Executive Officer/Executive Director are hereby authorized, on behalf of the Agency, acting together or individually, to execute and deliver the Agreement.

Section 9. 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 10. This Resolution shall not preclude the Agency from adopting other or further policies relating to governance and activities of the Agency as determined from time to time by the members of the Agency.

Section 11. This Resolution shall take effect immediately and 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 subject matter hereof.

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	Aye
John Coumatos	VOTING	Aye
Raymond Pinto	VOTING	Aye
Reginald A. Spinello	VOTING	Aye
Victor LaGreca	VOTING	Aye
Marco Troiano	VOTING	Aye
Marissa Brown	VOTING	Aye
Joseph Manzella	VOTING	Aye

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 February 27, 2024 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 27<sup>th</sup> day of February, 2024.

  
[~~Assistant~~] Secretary

  
[~~Vice~~] Chair

(SEAL)

**EXHIBIT A**

Attachments can be found on our website under Policies and Procedures

**EXHIBIT B**

Attachments can be found on our website under Policies and Procedures



**EXHIBIT C**

Attachments can be found on our website under Policies and Procedures