

Appointment of Audit Firm Resolution

A meeting of the Nassau County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 1550 Franklin Avenue, Suite 235, Mineola, County of Nassau, New York, on December 6, 2011, at 5:00 p.m., local time.

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

PRESENT:

Jeffrey L. Seltzer	Chairman
Bruce Ungar	Treasurer
Christopher Fusco	Asst. Secretary

ABSENT:

Gary Weiss	Secretary
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THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Joseph J. Kearney, Esq.	Executive Director (by phone)
Joseph Foarile	Chief Financial Officer
Colleen Pereira	Administrative Director
Nicholas Terzulli	Director of Business Development
Edward Ambrosino, Esq.	General Counsel
Paul O'Brien, Esq.	Bond/Transaction Counsel
Milan Tyler, Esq.	Bond/Transaction Counsel

The attached resolution no. 2011-46 was offered by B. Ungar, seconded by C. Fusco:

Resolution No. 2011-46

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY APPOINTING AN ACCOUNTING
FIRM TO PERFORM THE ANNUAL AUDIT 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, the Agency is required by applicable law, including, without limitation, the Public Authorities Accountability Act of 2005 (as amended, the "PAAA"), to retain a certified public accounting firm to prepare an annual independent audit report in accordance with generally accepted auditing standards; and

WHEREAS, the Audit Committee of the Agency has reviewed the qualifications of Albrecht Viggiano Zureck & Company, P.C., certified public accountants (the "Audit Firm"), and by resolution of the members of such Committee, has recommended the hiring of the Audit Firm to prepare the annual independent audit report of the Agency for the fiscal year ending December 31, 2012 and provide related services (collectively, the "Services") and has established the Audit Firm's proposed compensation for the Services; and

WHEREAS, the Audit Firm's lead (or coordinating) audit partner (having primary responsibility for the audit) and the audit partner having responsibility to review the audit report, have not performed audit services for the Agency in each of the last five (5) fiscal years of the Agency; and

WHEREAS, no officer or employee of the Agency has been employed by the Audit Firm during the one (1) year period preceding the adoption of this resolution; and

WHEREAS, the Agency desires to appoint the Audit Firm to prepare the Agency's annual independent audit report for the fiscal year ending December 31, 2012 and otherwise provide the Services;

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

Section 1. The Agency hereby ratifies and confirms all actions heretofore taken by the Agency's staff and the Audit Committee in connection with procuring the Services.

Section 2. The Agency hereby determines that performance of the Services requires specialized skills and judgment and that the Services constitute "services of a professional nature" within the meaning and for the purposes of the Agency's Statement of Procurement Policy and Procedures and, therefore, this procurement is not subject to the competitive bidding requirements of the Agency's Statement of Procurement Policy and Procedures.

Section 3. 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 4. The Agency hereby accepts the recommendations of the Audit Committee (i) that the Audit Firm is qualified to perform the Services, (ii) that no further interviews of the Audit Firm are required, and (iii) as to the terms of compensation of the Audit Firm for performing the Services.

Section 5. The Accounting Firm is hereby appointed the independent certified public accounting firm to the Agency for the purpose of preparing the independent audit report of the Agency for the fiscal year ending December 31, 2011 and to otherwise provide the Services.

Section 6. The Audit Firm shall not perform any non-audit services for or on behalf of the Agency during the fiscal year ending December 31, 2012, unless approved in writing by the Agency's Audit Committee.

Section 7. The Agency's Audit Committee shall exercise direct oversight of the Audit Firm in the performance of the Services.

Section 8. The Executive Director is hereby authorized and directed to negotiate and enter into a retainer agreement or similar agreement with the Audit Firm for the Services (the "Agreement"), on such terms and subject to such conditions as the Executive Director may deem advisable or necessary, subject to the terms of this resolution and the recommendations of the Audit Committee. The Executive Director's execution of the Agreement shall evidence the Agency's approval of the terms thereof.

Section 9. This Resolution shall take effect immediately.

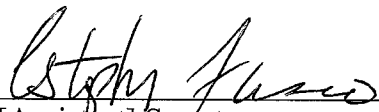
STATE OF NEW YORK)
) SS.:
COUNTY OF NASSAU)

I, the undersigned [Assistant] 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 December 6, 2011 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 6th day of December, 2011.



[Assistant] Secretary

(SEAL)