

A meeting of the Nassau County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 40 Main Street, 3rd floor, Hempstead, County of Nassau, New York, on June 1, 2010, at 8:00 a.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
Louis G. Savinetti	Vice 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	
Cara Longworth, Esq.	Chief Financial Officer
Colleen Pereira	Administrative Director
Mary Dolan Grippo	Chief Marketing Director
Edward Ambrosino, Esq.	
Paul O'Brien, Esq.	

The attached resolution no. 2010-07 was offered by J. Seltzer, seconded by L. Savinetti:

Resolution No. 2010-07

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY APPROVING THE
ENGAGEMENT OF GENERAL COUNSEL TO THE AGENCY
AND AUTHORIZING THE CHAIRMAN OF THE AGENCY TO
NEGOTIATE AND ENTER INTO AN AGREEMENT WITH
GENERAL COUNSEL

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 may from time to time require legal services from general counsel in connection with certain operations and activities of the Agency; and

WHEREAS, the Agency desires to retain general counsel to perform such legal services for and on behalf of the Agency;

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

Section 1. The Agency hereby appoints Edward A. Ambrosino, Esq., as general counsel to the Agency ("General Counsel") and authorizes General Counsel to hire such other counsel as is deemed necessary.

Section 2. The Chairman of the Agency is hereby authorized, in the Chairman's sole and absolute discretion, to negotiate and enter into a retainer agreement, engagement letter or other agreement (the "Retainer") with General Counsel and such other counsel authorized herein, on such terms and subject to such conditions as the Chairman may deem advisable or necessary. The Chairman's execution of the Retainer shall evidence the Agency's approval of the terms thereof. Upon execution of any Retainer pursuant to this Resolution, the Chairman shall promptly forward a copy of same to the members of the Agency.

Section 3. The Agency hereby determines that the services contemplated by this Resolution require specialized skills and judgment and constitute “services of a professional nature” within the meaning and for the purposes of the Agency’s Statement of Procurement Policy and Procedures.

Section 4. This Resolution shall not preclude the Agency from appointing and engaging bond/transaction counsel or other counsel as determined from time to time by the members of the Agency.

Section 5. This Resolution shall take effect immediately.

ADOPTED: June 1, 2010

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

Jeffrey L. Seltzer	VOTING	Aye
Louis G. Savinetti	VOTING	Aye
Bruce Ungar	VOTING	Aye
Gary Weiss	EXCUSED	
Christopher Fusco	VOTING	Aye

The foregoing Resolution was thereupon declared duly adopted.

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 June 1, 2010 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 4~~th~~ day of June, 2010.



[Assistant] Secretary

(SEAL)



**Edward A. Ambrosino
Of Counsel**

New York Law School (J.D., 1989);
Fairfield University (1986), New
York University Tax Graduate Law
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Ed Ambrosino serves of Counsel to
Ruskin Moscou Faltischek, P.C.
where he is Chair of the firm's IDA
and Municipal Development
Incentives practice group as well
as a member of the Real Estate
and Zoning and Land Use
Departments and the Municipal and
Government Affairs Group.

Ed is a leading authority for
companies on IDA and conduit
issuer development transactions
and specializes in real estate
development and municipal law.
Among his various clients, he
serves conduit borrowers, national
real estate developers and multi-
national technology and energy
firms.

Practice Areas

- Real Estate
- Zoning & Land Use
- Municipal &
Government Affairs
 - IDA & Municipal
Development Incentives

Ed is very active in government and local politics. Currently, Ed is serving in his 2nd consecutive term as Councilman to the 2nd District of the Town of Hempstead.

Ed joined the firm after having served Nassau County as counsel to the Republican caucus of the Nassau County Legislature. As the first Majority Counsel to the new County Legislature, he authored the first rules of procedure and created its internal systems and committee structure. He counseled the Presiding Officer and the Minority Leader, drafted all caucus legislation and negotiated and reviewed documents involved in several major transactions including the sale of the Nassau County Medical Center, the \$270 million securitization of Tobacco Settlement Proceeds and the \$242 million MTA Financing. In addition, Ed was a legislative counsel on all Collective Bargaining Agreements with municipal unions, and he reviewed and analyzed the County Budget, negotiated with the County Executive and consulted with the Governor's office and members and staff of the NYS Senate and Assembly.

Ed has dedicated himself to several community organizations as well,

being President and Founder of Amber Rose Productions, a not for profit community theatre production company and he serves as counsel or board member to several organizations, including the Friends of North Valley Stream, the Central Nassau Civic Association, the Nassau County Sports Commission, the Pat Cairo Family Foundation, Musicals Unlimited, the Elks, the Knights of Columbus, the Rotary Club, the Kiwanis Club and the Nassau County Literacy Volunteers of America.

Ed attended Chaminade High School, Fairfield University, New York Law School and New York University Law School. He will be teaching a course he developed, Leveraging the Public/Private Partnership, for the Real Estate LLM program at his alma mater.