

BWD SEQR Resolution

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 1550 Franklin Avenue, Suite 235, Mineola, County of Nassau, New York, on April 27, 2011 at 8:00 a.m., local time.

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

PRESENT:

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| Jeffrey L. Seltzer | Chairman |
| Louis G. Savinetti | Vice Chairman |
| Gary Weiss | Secretary |
| Christopher Fusco | Asst. Secretary |

ABSENT:

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| Bruce Ungar | Treasurer |
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THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

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| Joseph J. Kearney | Executive Director |
| Joseph Foarile | Chief Financial Officer |
| Colleen Pereira | Administrative Director |
| Mary Dolan Grippo | Chief Marketing Director |
| Edward Ambrosino, Esq. | General Counsel |
| Paul O'Brien, Esq. | Bond/Transaction Counsel |

The attached resolution no. 2011-08 was offered by G. Weiss, seconded by L. Savinetti:

Resolution No. 2011-08

RESOLUTION FINDING THAT THE PROPOSED PROJECT OF BWD GROUP LLC IS A
TYPE II ACTION UNDER THE STATE ENVIRONMENTAL QUALITY REVIEW ACT
AND NOT SUBJECT TO FURTHER REVIEW

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, 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, BWD Group LLC, a Delaware limited liability company authorized to do business in the State of New York as a foreign limited liability company (the "Applicant"), presented an application for financial assistance (the "Application") requesting that the Agency undertake a project (the "Project") consisting of the following: (A)(1) the acquisition of an interest in a certain parcel of land known as 45 Executive Plaza, Plainview, Town of Oyster Bay, County of Nassau, New York (Section: 13; Block: 98; Lot: 23) (collectively, the "Land"), (2) the renovation and improvement of the existing buildings on the Land, together with related improvements to the Land (collectively, the "Building"), and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the "Equipment"), all of the foregoing for use by the Applicant as its corporate headquarters (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, including potential exemptions or partial exemptions from sales and use taxes and real property taxes; 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, pursuant to Article 8 of the New York 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, et. seq., as amended (the "Regulations" and

collectively with the SEQRA Act, "SEQRA"), the Agency must consider whether the Project is an "action" that would require it to satisfy the requirements contained in SEQRA prior to making a final determination whether to undertake the Project; and

WHEREAS, pursuant to SEQRA, to aid the Agency in determining whether the Project is an "action" subject to SEQRA, the Applicant submitted to the Agency: 1) Applicant's Application for Financial Assistance to the Agency dated January 20, 2011, 2) a Short Environmental Assessment Form dated January 20, 2011 (collectively the "Project Environmental Documents"); and

WHEREAS, 6 NYCRR 617.2(aj) of the Regulations states that a Type II action is an action or class of actions identified under 6 NYCRR 617.5; and

WHEREAS, 6 NYCRR 617.5(a) states that actions identified as Type II actions have been determined not to have a significant impact on the environment or are otherwise precluded from environmental review under the SEQRA Act; and

WHEREAS, 6 NYCRR 617.5(c) states that Type II actions not subject to further review under SEQRA include "replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site, including upgrading buildings to meet building or fire codes, unless such action meets or exceeds any of the thresholds in section 617.4 of this Part"; and

WHEREAS, the Project consists of renovation of an existing Building within its existing footprint and improvements to the interior of the Building to accommodate the installation of the Equipment; and

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

Section 1. Based upon a thorough review and examination of the Project Environmental Documents and upon the Agency's knowledge of the area surrounding the Land and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings with respect to the Project:

(A) The Project is a Type II action under SEQRA because it is "replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site, including upgrading buildings to meet building or fire codes" and does not meet or exceed any threshold for a Type I action.

(B) More specifically, the Project is a replacement, rehabilitation or reconstruction of a structure or facility, in kind, because it involves interior renovation and rehabilitation of an existing structure with use and occupancy by a type of use

permitted within the zoning district occupied by the Land. The Project will not expand the footprint of the Building nor increase or substantially alter environmental impacts associated with the Land.

Section 2. The Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. 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:

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

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 April 27, 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 27th day of April, 2011.



Secretary
(SEAL)

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