

Business Financing Strategic Alliance Approval 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, Mineola, County of Nassau, New York, on October 15, 2013, at 9:00 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:

Christopher Fusco	Asst. Secretary
Timothy Williams	Chairman
John Coumatos	Vice Chairman
Robert English	

ABSENT:

Gary Weiss	Secretary
John T. Ahern	

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Joseph J. Kearney	Executive Director
Joseph Foarile	Chief Financial Officer
Colleen Pereira	Administrative Director
Nicholas Terzulli	Director of Business Development
Mary Dolan Grippo	Chief Marketing Officer
Edward Ambrosino, Esq.	General Counsel
Paul O'Brien, Esq.	Bond/Transaction Counsel
Milan K. Tyler, Esq.	Bond/Transaction Counsel

The attached resolution no. 2013-59 was offered by R. English, seconded by C.

Fusco:

Resolution No. 2013-59

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY ESTABLISHING AN APPROVED LIST OF PARTIES TO PROVIDE CERTAIN SMALL AND MIDSIZE BUSINESS FINANCING SERVICES 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 may from time to time require the services of firms ("Firms") to provide access to financing and related financial services for Nassau County small and midsize businesses; and

WHEREAS, the Agency issued a Request for Qualifications to Provide Certain Small and Midsize Business Financing Services (the "RFQ") seeking statements of qualifications from interested Firms, and the Agency published notice of the issuance of such RFQ on September 14, 2013 in *Newsday*; and

WHEREAS, the Agency received statements of qualifications from certain Firms (collectively, the "Statements") expressing interest in providing the services contemplated by the RFQ (collectively, the "Services"); and

WHEREAS, in accordance with its Charter, the Finance Committee of the Agency reviewed the Statements, determined that interviews of the respondent Firms (each, a "Vendor" and, collectively, the "Vendors") would not be necessary or desirable and found that the Vendors meet the minimum requirements set forth in the RFQ and are qualified to provide the Services; and

WHEREAS, the Agency desires to enter into strategic alliances with the Vendors pursuant to which the Agency could refer small and midsize business seeking access to financing and related financial services to the Vendors, subject to compliance with the Agency's policies and procedures and applicable law;

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 Finance Committee in connection with the procurement of the Services pursuant to the RFQ.

Section 2. The Agency hereby determines that (i) the procurement of the Services pursuant to the RFQ constitutes a procurement of services for the benefit of a third party (i.e., small and midsize Nassau County businesses) and for which payment will be made from funds ultimately provided by such third party or a person or entity other than the Agency and, therefore, is not subject to the requirements of the Agency's Statement of Procurement Policy and Procedures, (ii) the Services 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, and (iii) the procurement of the Services is in furtherance of the Agency's corporate purposes of promoting job opportunities for the residents of Nassau County and promoting economic development in Nassau County.

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 Finance Committee (i) that interviews of the Vendors not be required, (ii) that such Firms are found to meet the minimum requirements set forth in the RFQ and are qualified to provide the Services, and (iii) that the Agency establish an approved list of firms to provide the Services.

Section 5. Effective as of the date of adoption of this Resolution, the Agency hereby establishes an approved list of firms to provide the Services consisting of the Firms set forth on Exhibit A annexed hereto (the "Approved List").

Section 6. The Agency hereby authorizes the Executive Director to select Firms from the Approved List from time to time. The selection of the Firm in a given instance shall be made by the Executive Director in his or her discretion. The Executive Director is hereby authorized and directed to negotiate and enter into a referral agreement or similar contract with each Vendor with respect to the Services, 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 requirements of the RFQ. The Executive Director's execution of any such agreement or contract shall evidence the Agency's approval of the terms thereof.

Section 6. This Resolution shall not preclude the Agency from appointing and engaging other consultants as determined from time to time by the members of the Agency. The Agency reserves the right to cancel the Approved List at any time.

Section 7. This Resolution shall take effect immediately.

ADOPTED: October 15, 2013

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

Gary Weiss	EXCUSED	
Christopher Fusco	VOTING	Aye
Timothy Williams	VOTING	Aye
John Coumatos	VOTING	Aye
John T. Ahern	EXCUSED	
Robert English	VOTING	Aye

The foregoing Resolution was thereupon declared duly adopted.

SCHEDULE A

Approved Firms

1. Newtek Business Services, Inc.
2. Nassau Educators Federal Credit Union


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 October 15, 2013 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 15th day of October, 2013.



[Assistant] Secretary

(SEAL)