

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 3, 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
Gary Weiss	Secretary
Christopher Fusco	Asst. Secretary

ABSENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

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. 2010-31 was offered by G. Weiss, seconded by C. Fusco:

Resolution No. 2010-31

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$5,000,000 RECOVERY ZONE FACILITY REVENUE BONDS (REP 85 SOUTH SERVICE ROAD LLC PROJECT), SERIES 2010, OF THE NASSAU COUNTY INDUSTRIAL DEVELOPMENT AGENCY, (ii) AUTHORIZING AND APPROVING THE FINANCING OF A PORTION OF THE COST OF A RECOVERY ZONE FACILITY FOR REP 85 SOUTH SERVICE ROAD LLC (THE "APPLICANT"), THE ACQUISITION THEREOF FROM THE APPLICANT, SALE THEREOF TO THE APPLICANT AND THE LEASE THEREOF BY THE APPLICANT TO CERTAIN AFFILIATES OF THE APPLICANT, (iii) AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT, INSTALLMENT SALE AGREEMENT, AGENCY MORTGAGE, PILOT AGREEMENT, PILOT MORTGAGE, TAX REGULATORY AGREEMENT, AND CERTAIN RELATED DOCUMENTS, AND (iv) AUTHORIZING AND RATIFYING THE TAKING OF OTHER ACTION 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, 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, REP 85 South Service Road LLC, a limited liability company organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York as a foreign limited liability company (the “Applicant”), presented an application (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in an approximately 1.74 acre parcel of land located at 85 South Service Road, Plainview, Town of Oyster Bay, County of Nassau, New York (collectively, the “Land”), (2) the renovation and improvement of an approximately 20,416 square foot building on the Land (collectively, the “Building”), together with related improvements to the Land, 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 the corporate headquarters of Rechler Equity Partners and its affiliates (collectively, the “Project Facility”); (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or taxable revenue bonds of the Agency in one or more series (the “Bonds”); (C) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (together with the Bonds, collectively, the “Financial Assistance”); and (D) the lease (with an obligation to purchase) 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, on July 27, 2010, the Town of Oyster Bay (the “Town”) adopted a resolution (i) designating the Land as a Recovery Zone (the “Zone”) pursuant to Section 1400U-3 of the Internal Revenue Code of 1986 (as amended, the “Code”), (ii) sub-allocating \$2,500,000 of the Town’s allocation of Recovery Zone Facility Bonds to the Zone (the “Town Allocation”), (iii) transferring the Town Allocation to the Agency for the purpose of issuing Recovery Zone Facility Bonds for the Project, and (iv) designating the Agency as the issuer of such Recovery Zone Facility Bonds; and

WHEREAS, on September 20, 2010, the County of Nassau (the “County”) adopted a resolution (i) designating the Land as the Zone, (ii) sub-allocating \$2,500,000 of the County’s allocation of Recovery Zone Facility Bonds to the Zone (the “County Allocation”), (iii) transferring the County Allocation to the Agency for the purpose of issuing Recovery Zone Facility Bonds for the Project, and (iv) designating the Agency as the issuer of such Recovery Zone Facility Bonds; and

WHEREAS, the Project Facility will be wholly located within the Town and within the Zone designated by the Town and the County; and

WHEREAS, pursuant to a resolution adopted by the members of the Agency on September 24, 2010 (the “Public Hearing Resolution”), the Agency accepted the Town Allocation and the County Allocation, acknowledged and confirmed the designation of the Land as the Zone and declared its “official intent” in conformance with the provisions of Treasury Regulation Section 1.150-2(e); and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 147(f) of the Code and Section 859-a of the Act, to hear all persons interested in the Project and the Financial Assistance, to be mailed no later than September 29, 2010 to the chief executive officer of Nassau County, New York, and of each city, town, village, school district and other affected tax jurisdiction in which the Project Facility is or is to be located; (B) caused notice of the Public Hearing to be published on September 29, 2010, in *Newsday*, a newspaper of general circulation available to the residents of Nassau County, New York; (C) caused the Public Hearing to be conducted on October 15, 2010 at 10:00 a.m. local time at Town Hall, Town of Oyster Bay, 54 Audrey Avenue, Oyster Bay, Nassau County, New York; and (D) prepared a report of the Public Hearing (the "Report") which fairly summarized the views presented at said public hearing and distributed same to the members of the Agency and to the County Executive of Nassau County, New York (the "County Executive"); and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution and in accordance with Section 874(4) of the Act, the Executive Director (A) caused letters dated October 13, 2010 to be mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at a meeting to be held on October 29, 2010, as adjourned to December 3, 2010 (the "IDA Meeting"), consider a proposed deviation from the Agency's Uniform Tax Exemption Policy with respect the payment in lieu of taxes agreement to be entered into by the Agency with respect to the Project Facility; and (B) conducted the IDA Meeting on the date hereof and reviewed and responded to any comments and correspondence received from the affected tax jurisdictions with respect to the proposed deviation from the Agency's Uniform Tax Exemption Policy; and

WHEREAS, pursuant to Article 8 of the 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, as amended (the "Regulations," and collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on the date hereof (the "SEQRA Resolution"), the Agency determined that the Project is a Type II Action under SEQRA and that the Project would not have a "significant impact" or "significant effect" on the environment within the meaning of SEQRA; and

WHEREAS, the Agency has given due consideration to the Application and to the representations made by the Applicant therein and in certain supplemental documents; and

WHEREAS, the Agency desires to encourage the Applicant to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Nassau County, New York, to improve their standard of living, and to prevent unemployment and economic deterioration, by undertaking the Project in Nassau County, New York; and

WHEREAS, in order to finance certain costs incurred by the Applicant in connection with the acquisition, renovation, improvement installation and equipping of the Project Facility, and for incidental and related costs and to provide funds to pay the costs and expenses of the issuance of the Bonds (as hereinafter defined), the Agency is prepared to issue its Recovery Zone Facility Revenue Bonds (REP 85 South Service Road LLC Project), Series 2010, in the aggregate principal amount not to exceed \$5,000,000 (collectively, the “Bonds”); and

WHEREAS, pursuant to Section 147(f) of the Code and the regulations of the United States Treasury Department thereunder (the “Treasury Regulations”), the issuance of such Bonds has been approved by the County Executive by certificate dated December 2, 2010 (the “Public Approval”); and

WHEREAS, having complied with the notice requirements of Section 859-a of the Act and Section 147(f) of the Code and the requirements of SEQRA with respect to the Project, the Agency now desires to make its determination to proceed with the Project, to issue the Bonds and to grant the other Financial Assistance, subject to the terms hereof; and

WHEREAS, simultaneously with the issuance of the Bonds, the Agency will agree to sell its interest in the Project Facility to the Applicant pursuant to an Installment Sale Agreement (the “Sale Agreement”) between the Agency and the Applicant; and

WHEREAS, simultaneously with the issuance of the Bonds, the Project Facility will be leased by the Applicant to Rechler Equity Management LLC and Rechler Equity Construction LLC (the “Lessees”) pursuant to one (1) or more Lease Agreements (collectively, the “Lease”) between the Applicant and the Lessees; and

WHEREAS, the Bonds are to be issued under this Bond Resolution and the provisions of a Bond Purchase Agreement (the “Purchase Agreement”) by and among the Agency, the Applicant and Manufacturers and Traders Trust Company, as bond purchaser (the “Bank”), pursuant to which the Bank will purchase the Bonds;

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

Section 1. The Agency has reviewed the Application and the Report and, based upon the representations made by the Applicant to the Agency, the Agency hereby determines that the Project will promote and is authorized by and will be in furtherance of the policy of the State of New York as set forth in the Act and hereby authorizes the Applicant to proceed with the Project. The Agency further determines that:

(a) The Project constitutes a “project” as defined in the Act, the Applicant and the Lessees are and will be engaged in a “qualified business” as defined in the Code, and the Project Facility constitutes “recovery zone property” as defined in the Code; and

(b) Although the undertaking and completion of the Project, the sale of the Project Facility by the Agency to the Applicant and the use and occupancy thereof may result in the removal of a facility or plant of the Applicant or the Lessees from one area of the State to another area of the State of New York or in the abandonment of a facility or plant of the Applicant or the Lessees located outside of the County but within the State, the Project is reasonably necessary to preserve the competitive position of the Company and the Lessees in their respective industries. Except as set forth in the preceding sentence, the undertaking and completion of the Project, the sale of the Project Facility by the Issuer to the Company and the use and occupancy thereof will not result in the removal of a facility or plant of any other proposed occupant or user of the Project Facility from one area of the State to another area of the State or the abandonment of one or more facilities or plants of any other proposed occupant or user of the Project Facility located outside of the County but within the State; and

(c) No funds of the Agency will be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant, nor will any funds of the Agency be given in connection with the Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State of New York, nor will any funds of the Agency be used for advertising or promotional materials which depict elected or appointed government officials in either print or electronic media; and

(d) The Project does not and will not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project; and

(e) The Project Facility is located entirely within the boundaries of the Town of Oyster Bay, Nassau County, New York, is not located in whole or in part within the boundaries of any incorporated village, is located entirely within the boundaries of the Plainview-Old Bethpage Central School District; and

(f) The undertaking of the Project will preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Nassau County, New York, improve their standard of living, and prevent unemployment and economic deterioration.

Section 2. The Agency hereby determines that the Agency has complied with the notice requirements of Sections 859-a and 874(4) of the Act and Section 147(f) of the Code and the requirements of SEQRA and all other Applicable Laws (as defined in the Public Hearing Resolution) relating to the Project and the proposed deviation from the Agency's Uniform Tax Exemption Policy.

Section 3. Having considered fully all comments received at or in connection with the Public Hearing, the Agency hereby determines to proceed with the Project, the issuance of the Bonds and the granting of the Financial Assistance, subject to the terms hereof.

Section 4. Having reviewed and responded to all comments and correspondence received at or prior to the IDA Meeting from the affected tax jurisdictions, the Agency hereby approves the proposed deviation from the Tax Exemption Policy as described in the Notice of Proposed Deviation from Uniform Tax Exemption Policy dated October 13, 2010. The reason for the deviation is that it is necessary to induce the Applicant to undertake the Project and that the PILOT payments would not be lower than the real property taxes that would otherwise apply with respect to the Land and the Building.

Section 5. The Agency hereby approves the Applicant as the contract vendee under the Sale Agreement, the Lessees as the lessees under the Lease, and the Applicant and the Lessees as the recipients of the Financial Assistance.

Section 6. The Agency is hereby authorized to issue, execute, sell and deliver the Bonds, pursuant to and in accordance with the provisions of this Bond Resolution and the Purchase Agreement, and hereby confirms the designation of the Bonds as recovery zone facility bonds in accordance with Section 1400U of the Code.

The Bonds shall be dated as provided in the Purchase Agreement, shall be issued in fully registered form, shall be issued in an aggregate amount not to exceed \$5,000,000, shall be issued in one (1) series as more fully set forth in the Recitals to this Bond Resolution, shall be payable as to principal or Redemption Price of, purchase price for, and interest as set forth in the Purchase Agreement, and shall bear interest at such rates and shall have such final maturity dates as shall be provided in the Bonds.

The provisions for signatures, authentication, payment, delivery, redemption and number of the Bonds shall be as set forth in the Purchase Agreement.

The Bonds are hereby authorized to be sold to the Bank at such purchase price as shall be approved by an officer of the Agency.

Section 7. The Bonds shall be secured by the pledge effected by the Sale Agreement and shall be payable solely from and secured by a pledge of the installment sale payments, revenues and receipts derived from or in connection with the Project, to the extent set forth in the Purchase Agreement hereinafter authorized. The Bonds, together with the interest thereon, are special obligations of the Agency, payable solely as provided in the Purchase Agreement, including from moneys deposited in the funds and accounts established by the Purchase Agreement (subject to disbursements therefrom in accordance with the Purchase Agreement and the Sale Agreement), and shall never constitute a debt of the State of New York or of the County of Nassau, New York, and neither the State of New York nor the County of Nassau, New York, shall be liable thereon, nor shall the Bonds be payable out of any funds of the

Agency other than those pledged therefor. The Applicant's and the Agency's respective obligations under the Sale Agreement and the Purchase Agreement shall be secured by a mortgage on the interests of the Agency and the Applicant in the Project Facility, all pursuant to one (1) or more Mortgages made by the Company and the Agency to the Bank (collectively, the "Agency Mortgage"). The payment of the principal or Redemption Price of, purchase price for, and interest on the Bonds will also be guaranteed, by the Applicant.

Section 8. The Agency is hereby authorized to (A) cause the Applicant to proceed with the Project, (B) acquire title to the Project Facility pursuant to a deed and bill of sale from the Applicant, (C) sell the Agency's interest in the Project Facility to the Company pursuant to the terms of the Sale Agreement, and (D) do all things necessary, convenient or proper for the accomplishment thereof. All acts heretofore taken by the Agency with respect to the acquisition and sale of such interest in the Project Facility are hereby approved, ratified and confirmed.

Section 9. The execution and delivery of the Purchase Agreement, the Bonds, the Lease, the Agency Mortgage, the Payment in Lieu of Taxes Agreement, the Mortgage and Assignment of Leases and Rents and the Tax Regulatory Agreement with respect to, inter alia, the Bonds (the documents referenced in this Section 8, together with all other documents, instruments, and certificates contemplated thereby or appropriate to the contemplated transactions, being, collectively, the "Agency Documents"), each being substantially in forms used for prior financings by the Agency, are hereby authorized. The Chairman, Vice Chairman, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary, Executive Director and Administrative Director of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver each such agreement, and the Executive Director, the Secretary and the Assistant Secretary are each hereby authorized, acting individually or jointly, to affix the seal of the Agency on each such agreement, as applicable, and attest the same. The execution and delivery of each such agreement by any one said officer shall be conclusive evidence of due authorization and approval.

Section 10. The Chairman, Vice Chairman, Executive Director and Administrative Director of the Agency are hereby designated Authorized Representatives (as defined in the Sale Agreement) of the Agency, and each of them is hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary, convenient or proper for carrying out this Resolution. The Chairman, Vice Chairman and Executive Director of the Agency are hereby further authorized, on behalf of the Agency, acting together or individually, to designate any additional Authorized Representatives of the Agency.

Section 11. All covenants, stipulations, obligations and agreements of the Agency contained in this Bond Resolution and contained in the Agency Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Bond Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this Bond Resolution and the Agency Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in any of the Agency Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent (other than the Applicant) or employee of the Agency in his or her individual capacity, and neither the members of the Agency nor any officer executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 12. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses, and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of this Bond Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 13. Any expenses incurred by the Agency with respect to the Project and the financing thereof, shall be reimbursed out of the proceeds of the Bonds, or in the event such proceeds are insufficient or unavailable after payment of other costs of the Project or Bonds are not issued by the Agency due to inability to consummate the transactions herein contemplated shall be paid by the Applicant. The Applicant agrees to pay such expenses and further agrees to indemnify, defend (with counsel selected by the Agency) and hold harmless the Agency, its

members, employees and agents (other than the Applicant) against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Project and the financing thereof.

Section 14. The Agency recognizes that due to the unusual complexities of the financing it may become necessary that certain of the terms approved hereby may require modifications which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman, Executive Director, Administrative Director, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary of the Agency to approve modifications to the terms approved hereby which do not materially affect the intent and substance of this Bond Resolution. The approval of such modifications shall be evidenced by the certificate of determination of an officer of the Agency.

Section 15. The officers of the Agency are each hereby authorized and directed to distribute copies of this Bond Resolution to the Applicant and to do such further things or perform such further acts as may be necessary or convenient to implement the provisions and intent of this Bond Resolution.

Section 16. This Bond Resolution shall take effect immediately and shall be effective for twelve (12) months from the date of its adoption (except for the matters set forth in Section 13 of this Bond Resolution which shall survive any such expiration).

ADOPTED: December 3, 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
Gary Weiss	VOTING	Aye
Bruce Ungar	VOTING	Aye
Christopher Fusco	VOTING	Aye

The foregoing Resolution was thereupon declared duly adopted.


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

I, the undersigned ~~[Asst.]~~ 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 3, 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 3rd day of December, 2010.



Secretary
(SEAL)