

## **Resolution Addressing Governance Matters**

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, Mineola, County of Nassau, New York, on April 4, 2017, 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:**

Timothy Williams	Chairman
John Coumatos	Vice Chairman
Gary Weiss	Secretary
Christopher Fusco	Asst. Secretary

### **NOT PRESENT:**

Michael Rodin

### **THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Joseph J. Kearney	Executive Director
Joseph Foarile	Chief Financial Officer
Colleen Pereira	Administrative Director
Nicholas Terzulli	Director of Business Development
Paul O'Brien, Esq.	Bond/Transaction Counsel

The attached resolution no. 2017-14 was offered by G. Weiss, seconded by C. Fusco:

Resolution No. 2017-14

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY (THE "AGENCY")  
APPROVING THE ENGAGEMENT OF INTERIM  
GENERAL COUNSEL AND ADDRESSING 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 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 MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The Agency hereby appoints the law firm of Phillips Lytle LLP, as interim general counsel to the Agency ("General Counsel").

Section 2. The Executive Director of the Agency is hereby authorized, in the Executive Director's sole and absolute discretion, to negotiate and enter into a retainer agreement, engagement letter or other agreement (the "Retainer") with General Counsel, on such terms and subject to such conditions as the Executive Director may deem advisable or necessary. The Executive Director'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 Executive Director 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, experience, licensure, education and judgment and,

therefore, constitute "professional services" within the meaning and for the purposes of the Agency's Statement of Procurement Policy and Procedures (the "Procurement Policy"). Although not required by the Procurement Policy, the members of the Agency anticipate that the Agency shall issue a request for statements of qualifications to procure general counsel services and the Executive Director shall keep the members of the Agency apprised of the status of such procurement.

Section 4. This Resolution supersedes all prior resolutions appointing general counsel to the Agency, including, without limitation, Resolution No. 2010-07 adopted by the members of the Agency on June 1, 2010, and the Executive Director is authorized and directed to take all such further actions as the Executive Director may deem reasonable or necessary with respect to any prior general counsel appointed pursuant to any such resolutions.

Section 5. 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 6. 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:

Gary Weiss	VOTING	Aye
Christopher Fusco	VOTING	Aye
Timothy Williams	VOTING	Aye
John Coumatos	VOTING	Aye
Michael Rodin	EXCUSED	

The foregoing Resolution was thereupon declared duly adopted.


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

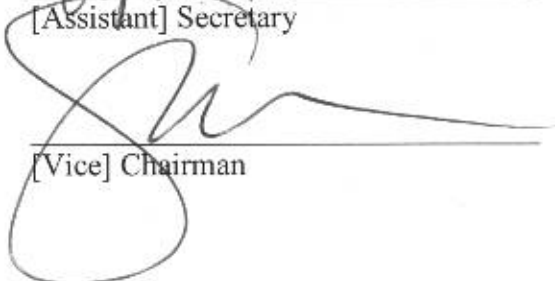
We, the undersigned [Assistant] Secretary and [Vice] Chairman of the Nassau County Industrial Development Agency (the "Agency"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 4, 2017 with the original thereof on file in our 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 matter therein referred to.

WE 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.

WE 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, we have hereunto set our hands and affixed the seal of the Agency this 17th day of May, 2017.

  
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[Assistant] Secretary

  
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[Vice] Chairman

(SEAL)