

Resolution Addressing Governance Matters

An annual 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 5, 2016, at 6:00 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
Christopher Fusco	Asst. Secretary
Michael Rodin	

ABSENT:

Gary Weiss	Secretary
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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
Edward Ambrosino, Esq.	General Counsel
Paul O'Brien, Esq.	Bond/Transaction Counsel

The attached resolution no. 2016-18 was offered by M. Rodin, seconded by C. Fusco:

Resolution No. 2016-18

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY (THE "AGENCY")
ADOPTING BY-LAWS, CERTAIN CHARTERS,
POLICIES AND PROCEDURES 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 wishes to amend and restate and/or adopt its by-laws, certain charters, policies and procedures to ensure continued compliance with current best practices in governance and applicable law, including, without limitation, the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The Agency hereby adopts the amended and restated by-laws of the Agency annexed hereto in Exhibit A (the "By-Laws") as part of the Agency's Policy Manual. The By-Laws hereby replace any and all by-laws heretofore adopted by the Agency.

Section 2. The Agency hereby adopts the amended and restated charters of the Agency's Audit Committee, Governance Committee, Finance Committee and Transactions Committee annexed hereto in Exhibit A (collectively, the "Charters") as part of the Agency's Policy Manual. The Charters hereby replace any and all charters heretofore adopted by the Agency with respect to the subject matter thereof.

Section 3. The Agency hereby adopts its 2016 Mission Statement and Performance Measurements annexed hereto in Exhibit A (the "Mission Statement") as part of the Agency's Policy Manual. The Mission Statement hereby replaces any and all mission statements heretofore adopted by the Agency.

Section 4. The Agency hereby adopts as formal policies of the Agency the provisions of the policies, practices and procedures annexed hereto in Exhibit A (collectively, the “2016 Policies”) as part of the Agency’s Policy Manual. The 2016 Policies hereby replace any and all policies, practices and procedures heretofore adopted by the Agency with respect to the subject matter thereof.

Section 5. The Agency has reviewed the Uniform Tax Exemption Policy that it adopted on March 12, 2014 (the “UTEP”) and hereby re-adopts the UTEP without change. The UTEP, as re-adopted, is annexed hereto in Exhibit A as part of the Agency’s Policy Manual.

Section 6. The Agency hereby re-adopts as “best practices” those recommendations set forth in (i) the publication entitled “Board Meetings: Best Practices Guide for Public Authorities” issued by the New York State Authorities Budget Office (the “ABO”) on January 27, 2015 (the “Guide”) that are underlined in the copy of the Guide annexed hereto in Exhibit A, and (ii) ABO Policy Guidance No. 15-02 (the “Guidance Memo”) that are underlined in the copy of the Guidance Memo annexed hereto in Exhibit A. “Best practices” constitute recommendations rather than requirements of law and, as such, may not apply in certain circumstances or may need to be modified where the circumstances warrant and, therefore, are not adopted as policies or procedures that are legally binding on the members or Staff of the Agency.

Section 7. The Agency hereby designates the following location as the place that it will routinely post notice of its board and committee meetings: Supreme Court Building, Media Room, 100 Supreme Court Drive, Mineola, New York. The Agency shall give notice of all board and committee meetings to the news media by e-mailing copies of same to the following media outlets: News12, Newsday and any applicable local community paper as determined by the Executive Director.

Section 8. This Resolution shall not preclude the Agency from adopting other or further policies relating to governance and activities of the Agency as determined from time to time by the members of the Agency.

Section 9. 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	EXCUSED	
Christopher Fusco	VOTING	Aye
Timothy Williams	VOTING	Aye
John Coumatos	VOTING	Aye
Michael Rodin	VOTING	Aye

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 5, 2016 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 5th day of April, 2016.



[Assistant] Secretary



[Vice] Chairman

(SEAL)

EXHIBIT A

Agency Policy Manual