

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 January 31, 2013, at 5:30 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:

Christopher Fusco	Asst. Secretary
Timothy Williams	Chairman
John Coumatos	Vice Chairman
John T. Ahern	

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
Mary Dolan Grippo	Chief Marketing Officer
Edward Ambrosino, Esq.	General Counsel
Paul O'Brien, Esq.	Bond/Transaction Counsel
Milan Tyler, Esq.	Bond/Transaction Counsel

The attached resolution no. 2013-14 was offered by T. Williams, seconded by C. Fusco:

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 the provisions of the Nassau County Industrial Development Agency Audit Committee Charter 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 2013 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 “2013 Policies”) as part of the Agency’s Policy Manual. The 2013 Policies hereby replace any and all policies, practices and procedures heretofore adopted by the Agency with respect to the subject matter thereof.

Section 5. 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 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	EXCUSED	
Christopher Fusco	VOTING	Aye
Timothy Williams	VOTING	Aye
John Coumatos	VOTING	Aye
John T. Ahern	VOTING	Aye

The foregoing Resolution was thereupon declared duly adopted.

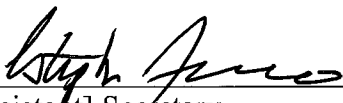
STATE OF NEW YORK)
) SS.:
COUNTY OF NASSAU)

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 January 31, 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 matter 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 8th day of February, 2013.



[Assistant] Secretary

(SEAL)

EXHIBIT A

Agency Policy Manual