

Bond/Transaction Counsel Services Approved List Resolution

A regular meeting of the Nassau County Industrial Development Agency (the "Agency") was convened in public session at the Nassau County Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, County of Nassau, New York, on August 13, 2018, at 6:30 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:

Richard Kessel	Chairman
Lewis M. Warren	Vice Chairman
Anthony Simon	2nd Vice Chairman
Timothy Williams	Secretary
Chris Fusco	Asst. Secretary
Amy Flores	Treasurer
John Coumatos	Asst. Treasurer

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Joseph J. Kearney	Executive Director
Joseph Foarile	Chief Financial Officer
Colleen Pereira	Administrative Director

Simon: The attached resolution no. 2018-42 was offered by T. Williams, seconded by A.

Resolution No. 2018-42

RESOLUTION OF THE NASSAU COUNTY INDUSTRIAL
DEVELOPMENT AGENCY ESTABLISHING AN APPROVED
LIST OF QUALIFIED FIRMS TO PROVIDE CERTAIN
BOND/TRANSACTION COUNSEL SERVICES

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 qualified law firms or attorneys (“Firms”) to serve as bond counsel and/or transaction counsel with respect to the Agency’s proposed “projects” (collectively, “Projects”); and

WHEREAS, the Agency issued a Request for Statements of Qualifications to Provide Certain Bond/Transaction Counsel Services (the “RFQ”) seeking statements of qualifications from interested Firms, and the Agency published notice of the issuance of such RFQ on May 4, 2018, in *Newsday* and on the New York State Contract Reporter; and

WHEREAS, the Agency received statements of qualifications from one (1) or more 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 would not be necessary or desirable, found that all such Firms meet the minimum requirements set forth in the RFQ and are qualified to provide the Services, and recommended that the Agency establish an approved list of certain Firms to provide the Services; and

WHEREAS, the Agency desires to establish such an approved list of Firms to provide the Services;

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 the procurement of the Services pursuant to the RFQ constitutes a procurement of services for the benefit of a third party and for which payment will normally 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. In addition, the Agency hereby determines that the Services require specialized expertise and professional judgment and constitute "professional services" within the meaning and for the purposes of the Agency's Statement of Procurement Policy and Procedures.

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 respondent Firms 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 Firm or Firms set forth on Exhibit A annexed hereto (the "Approved List").

Section 6. The Agency hereby authorizes and directs the Executive Director to select Firms from the Approved List from time to time in connection with the Agency's Projects; provided that the cost of obtaining Services shall normally be borne solely by the Project applicant or other third party person or entity. The selection of the Firm for a Project shall be made by the Executive Director in his or her discretion in a manner designed to give full opportunity to all Firms to provide the Services. The Executive Director is hereby authorized and directed to negotiate and enter into a retainer agreement or similar contract with each Firm, if deemed advisable or necessary by the Executive Director, 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 7. 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 8. This Resolution shall take effect immediately.

ADOPTED: August 13, 2018

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

Richard Kessel	VOTING	Aye
Lewis M. Warren	VOTING	Aye
Anthony Simon	VOTING	Aye
Timothy Williams	VOTING	Aye
Chris Fusco	VOTING	Aye
Amy Flores	VOTING	Aye
John Coumatos	VOTING	Aye

The foregoing Resolution was thereupon declared duly adopted.

EXHIBIT A

Approved List of Firms

1. Nixon Peabody LLP
2. Norton Rose Fulbright US LLP
3. Harris Beach PLLC

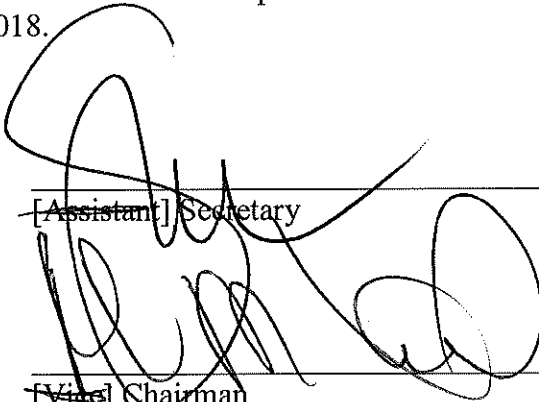
STATE OF NEW YORK)
) SS.:
COUNTY OF NASSAU)

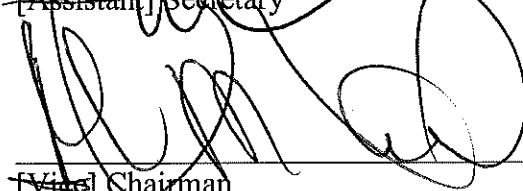
We, the undersigned [Vice] Chairman and [Assistant] Secretary of the Nassau County Industrial Development Agency (the "Agency"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on August 13, 2018 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 matters 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 respective hands and affixed the seal of the Agency this 31st day of August, 2018.



[Assistant] Secretary


[Vice] Chairman

(SEAL)