

Cooperation Agreement Amendment Resolution

A regular meeting of the Nassau County Local Economic Assistance Corporation (the "Corporation") was convened in public session at the offices of the Corporation located at 1550 Franklin Avenue, Suite 235, Mineola, County of Nassau, New York, on May 20, 2011, at 8:30 a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following directors of the Corporation were:

PRESENT:

Jeffrey L. Seltzer	Chairman
Louis G. Savinetti	Vice Chairman
Bruce Ungar	Treasurer
Gary Weiss	Secretary
Christopher Fusco	Asst. Secretary

ABSENT:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Joseph J. Kearney	Chief Executive Officer
Joseph Foarile	Chief Financial Officer
Colleen Pereira	Administrative Director
Mary Dolan Grippo	Chief Marketing Officer
Edward Ambrosino, Esq.	General Counsel
Paul O'Brien, Esq.	Bond/Transaction Counsel

The attached resolution no. 2011-03 was offered by J. Seltzer, seconded by B. Ungar:

Resolution No. 2011-03

RESOLUTION OF THE NASSAU COUNTY LOCAL ECONOMIC ASSISTANCE CORPORATION (THE "CORPORATION") AUTHORIZING THE CORPORATION TO ENTER INTO AN AMENDMENT OF A SUBLICENSE AND COOPERATION AGREEMENT AND ADDRESSING OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, in furtherance of its corporate purposes, the Corporation entered into a Sublicense and Cooperation Agreement dated as of January 1, 2011 (the "Agreement") setting forth the terms of its inter-municipal cooperation arrangements with the Nassau County Industrial Development Agency ("NCIDA"); and

WHEREAS, the Corporation desires to enter into an amendment to the Agreement to, among other things, continue to conform with current best practices with respect to inter-municipal arrangements; and

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE NASSAU COUNTY LOCAL ECONOMIC ASSISTANCE CORPORATION AS FOLLOWS:

Section 1. The Amendment, in the form presented to the directors at this meeting, together with such non-material changes as the Chairman or the Chief Executive Officer may hereafter deem necessary or appropriate, is hereby approved. The Chairman and the Chief Executive Officer are hereby authorized, on behalf of the Corporation, acting together or individually, to execute and deliver the Amendment.

Section 2. The Corporation hereby authorizes and directs the Corporation's Staff to post the Amendment on the Corporation's website if required by applicable law and to make all other disclosures thereof required by applicable law.

Section 3. This Resolution shall take effect immediately.

ADOPTED: May 20, 2011

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	ABSENT	
Bruce Ungar	VOTING	Aye
Gary Weiss	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 ~~[Assistant]~~ Secretary of the Nassau County Local Economic Assistance Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the directors of the Corporation, including the Resolution contained therein, held on May 20, 2011 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 directors of the Corporation 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 directors of the Corporation 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 Corporation this 20th day of May, 2011.



~~[Assistant]~~ Secretary

(SEAL)