

## Resolution Addressing Governance Matters

A regular meeting of the Board of Directors 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, Mineola, County of Nassau, New York, on September 14, 2012, at 10:30 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
Bruce Ungar	Treasurer, Vice Chairman
Gary Weiss	Secretary
Christopher Fusco	Assistant Secretary

**ABSENT:**

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Joseph J. Kearney	Chief Executive Officer
Joseph Foarile	Chief Financial Officer
Edward Ambrosino, Esq.	General Counsel
Paul O'Brien, Esq.	Bond/Transaction Counsel
Milan Tyler, Esq.	Bond/Transaction Counsel

The attached resolution no. 2012-12 was offered by J. Seltzer, seconded by B. Ungar:

Resolution No. 2012-12

RESOLUTION OF THE NASSAU COUNTY LOCAL ECONOMIC ASSISTANCE CORPORATION ADDRESSING GOVERNANCE MATTERS

WHEREAS, on September 20, 2010, the Nassau County Legislature adopted a resolution (i) authorizing the formation of the Nassau County Local Economic Assistance Corporation (the "Corporation") as a local development corporation pursuant to Section 1411 of the New York Not-for-Profit Corporation Law, (ii) approving the Corporation's Certificate of Incorporation and authorizing its filing with the Office of the Secretary of State of the State of New York, and (iii) designating the initial Board of Directors of the Corporation; and

WHEREAS, the County of Nassau (the "County") has caused the Certificate of Incorporation to be filed with the Office of the Secretary of State of the State of New York and the Corporation has been duly incorporated; and

WHEREAS, the Corporation wishes to amend and restate its Transactions Process Guidelines Memo 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 DIRECTORS OF THE NASSAU COUNTY LOCAL ECONOMIC ASSISTANCE CORPORATION AS FOLLOWS:

Section 1. The Corporation hereby adopts the Transaction Process Guidelines Memo dated the date hereof and annexed hereto as Exhibit A (the "Transaction Memo"). The Transaction Memo hereby replaces any and all applications, policies, practices and procedures heretofore adopted by the Corporation with respect to the subject matter thereof.

Section 2. 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:

Jeffrey L. Seltzer	VOTING	Aye
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 )

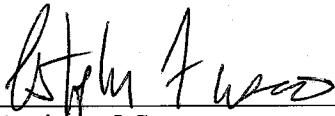
I, the undersigned [Assistant] Secretary of the Nassau County Local Economic Assistance Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the Board of Directors of the Corporation, including the Resolution contained therein, held on September 14, 2012, 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 17<sup>th</sup> day of ~~January~~, 2013.

*October*

  
\_\_\_\_\_  
[Assistant] Secretary

(SEAL)

EXHIBIT A

See Attached

**NASSAU COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY**

**Memorandum**

**To:** Agency Staff  
**From:** Members of the Agency  
**Date:** January 31, 2013  
**Re:** Transaction Process Guidelines

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The following are the Agency's guidelines for the review and processing of potential project applications from initial contact to closing of the transaction. The following are intended to provide overall guidance but are by no means exhaustive or all inclusive and may not be applicable to all matters:

1. Initial Contact

- The Executive Director or other designated staff member ("Agency Contact") shall make a written record of the initial contact including time, date and method of contact, name of applicant, address, type of enterprise and applicant point of contact.
- Agency Contact provides Pre-Application Questionnaire to the potential applicant and schedules a meeting to review the applicant's response.
- Logs of initial contacts shall be distributed to the members periodically.

2. Meeting with Agency Contact

- Applicant should bring documentation of and/or be prepared to discuss: (i) location of proposed project, (ii) nature of proposed project, (iii) location of existing facilities of the applicant, (iv)

proposals for job retention/creation, (v) likely community impacts and reaction, and (vi) requested types and amounts of financial assistance.

- If the Agency Contact determines that the proposed project is viable, the applicant is invited to appear before the Transactions Committee and the Executive Director provides the appropriate form of Application for Financial Assistance to the applicant. The Applicant is asked to complete the Application (to the extent possible) and to deliver it to the Agency in draft form.
- General Counsel to the Agency will generally participate in the initial meeting with the applicant.

3. Presentation to Transactions Committee

- Prior to presentation, the Agency Contact provides the pre-application questionnaire response, the draft Application for Financial Assistance from the applicant, the results of searches and background checks, if any, and any other relevant materials to the Transactions Committee.
- Transactions Committee shall consist of at least one (1) member of the Agency, the Executive Director and such other members and persons as the members of the Agency shall appoint. The Committee's function shall be advisory in nature and all final decisionmaking shall remain with the members of the Agency.
- Applicant informally presents the proposed project to the Transactions Committee and receives feedback as to the anticipated financial assistance package, either at the end of the proposal or shortly thereafter. Transactions Committee authorizes the Agency Contact to further negotiate the terms of the financial assistance package and to initiate the SEQR and public notice(s) process upon receipt of a completed and executed Application for Financial Assistance.
- Agency Contact, at the direction of the Transactions Committee, advises the applicant that the Agency will authorize the Applicant to file the completed and executed Application for processing if made within 30 days following the date of the presentation.
- Agency Contact provides a form of Preliminary Agreement to the Applicant which may be signed at the conclusion of the Transactions Committee meeting but shall be signed in no event later than the submission of the formal Application by the

Applicant. The Preliminary Agreement constitutes an agreement by the Applicant to pay or reimburse the Agency for its expenses in connection with the processing, review and evaluation of the Application. A copy of the form of Preliminary Agreement is attached to this memo.

4. Application to the Agency

- Applicant submits completed and executed Application for Financial Assistance, including Environmental Assessment Form and other required exhibits.
- Applicant deposits with the Agency: (i) \$1,000 application fee, (ii) \$3,500 expense deposit for bond counsel fees, (iii) \$2,500 expense deposit for cost/benefit analysis, and (iv) \$500 expense deposit for real property tax valuation analysis. In the event that the transaction does not close, the Agency shall use the expense deposits to defray the costs of the applicable professionals and return any balance to the applicant. In the event that the transaction closes, such expense deposits shall be credited against the final invoices delivered by the applicable professionals at closing.
- Bond Counsel reviews the Application and provides due diligence memo (if required).

5. Public Hearing

- Agency Contact schedules and conducts public hearing (if required).
- Agency Contact prepares report of public hearing and delivers report to the members.

6. Financial Assistance "Deviation Notice" (if required)

- Agency Contact issues "deviation notice" consistent with guidance from the Transactions Committee.
- Agency Contact responds to all correspondence received from affected tax jurisdictions.

7. SEQOR Review Process

- Initiated by Bond Counsel upon receipt of Environmental Assessment Form from applicant.
  - Additional documentation supplied as necessary.
  - Bond Counsel drafts appropriate findings/resolution.
8. Cost-Benefit Analysis/Real Property Tax Valuation Analysis
- Ordered upon receipt of the Application and shall be distributed to all members of the Agency.
  - The Agency will perform a cost/benefit analysis with respect to each proposed project. Generally, the Agency will obtain such analysis from an independent, third-party consultant engaged by the Agency, unless the size or type of the proposed project does not warrant the expense of such a third-party analysis, in which event the Agency's staff shall perform the cost/benefit analysis for the Agency.
  - In the sole discretion of the Agency, a cost/benefit analysis will not be obtained from an independent, third-party consultant if such analysis is cost prohibitive given the contemplated financial assistance or is otherwise not warranted or beneficial under the particular circumstances.
9. Bond Counsel prepares transaction documents
- Bond Counsel/General Counsel obtains "public approval" of tax-exempt bonds from County Executive (if applicable).
  - Bond Counsel/Administrative Director obtains volume cap from State (if required).
  - Bond Counsel attempts to obtain bond issuance charge and Commissioner of Health charge waivers (no longer likely to be granted).
  - Bond Counsel/General Counsel forwards draft PILOT documents to County Attorney.
  - Bond Counsel/General Counsel/Executive Director negotiate and revise applicable documents.



10. Inducement/Approving/Bond Resolution

- The Executive Director prepares, prior to the Agency meeting, the requisite internal forms and summaries.
- Includes approval of "deviation" from uniform tax exemption policy (if applicable).
- Closing documents may not be in final form, but all major issues should be resolved.

11. Closing

- General Counsel and Bond Counsel deliver requisite opinions.
- Bond Counsel delivers 412-a notice to County Assessor and tax jurisdictions.
- Bond Counsel delivers ST-60 to New York State Department of Taxation and Finance.
- Bond Counsel makes applicable filings with the Internal Revenue Service.