

**BY-LAWS
OF
NASSAU COUNTY LOCAL ECONOMIC
ASSISTANCE CORPORATION**

ARTICLE I - THE CORPORATION

Section 1. Name. The name of the Corporation shall be as provided in its Certificate of Incorporation and is currently the Nassau County Local Economic Assistance Corporation. The Corporation may do business under an assumed name to the extent permitted by applicable law upon a resolution adopted by the Board of Directors of the Corporation (the "Board").

Section 2. Seal. The Corporation's seal shall be in the form of a circle and shall bear the name of the Corporation and the year of its organization

Section 3. Office. The office of the Corporation shall be located at Hempstead, New York, or such other address as the Board may designate, from time to time, by resolution.

ARTICLE II - MEMBER

Nassau County, New York (the "County") shall be the sole Member of the Corporation.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Power of the Board and Qualification of Directors. The Corporation shall be overseen and governed by the Board who shall exercise oversight and control over the officers and staff of the Corporation. Each Director shall be at least eighteen years of age. The Board shall have all powers conferred on Boards of public benefit corporations and local public authorities pursuant to New York State law, including, without limitation, the New York Not-for-Profit Corporation Law (as amended, "N-PCL"), the Public Authorities Accountability Act of 2005 (as amended, the "PAAA"), the Public Authorities Reform Act of 2009 (as amended, the "Reform Act"), and any other New York State law that is applicable to the Corporation, as the same may be amended from time to time.

Section 2. Number of Directors; Terms of Office; Certain Responsibilities. (a) The Board shall consist of not less than three (3) nor more than seven (7) Directors appointed by the governing body of the County, which Directors may, but shall not be required to be, appointed from among the members of the Nassau County Industrial Development Agency, and who shall serve at the pleasure of the governing body of the County and shall serve without compensation. Each Director shall continue to hold office until his or her successor is appointed and has been qualified. As used in this Article III, "entire Board" means the total number of Directors entitled to vote which the Corporation would have if there were no duly appointed Directors absent.

(b) No Director, including the Chair, shall serve as an officer (other than in the capacity of an officer of the Board as set forth in these By-Laws) or employee of the Corporation while also serving as a Director.

(c) Except for Directors who serve as Directors by virtue of holding a civil office of the State of New York, the majority of the Directors shall be Independent Directors, as such term is defined in paragraph (d) below.

(d) Independence. For the purposes of these By-Laws, an Independent Director is one who:

(i) is not, and in the past two (2) years has not been, employed by the Corporation, or another corporate body having the same ownership and control as the Corporation, in an executive capacity;

(ii) is not, and in the past two (2) years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Corporation or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the Corporation;

(iii) is not a relative (as defined below) of an executive officer or employee in an executive position of the Corporation or another corporate body having the same ownership and control as the Corporation; and

(iv) is not, and in the past two (2) years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or another corporate body having the same ownership and control as the Corporation.

For purposes of these By-Laws, the term “relative” means an individual’s spouse, child, stepchild, stepparent, or any person who is a direct descendant of the grandparents of the individual or of the individual’s spouse.

(e) Each Director shall have one (1) vote.

(f) The Board shall: (i) execute direct oversight of the Chief Executive Officer and other management of the Corporation in the effective and ethical management of the Corporation; and (ii) understand, review and monitor the implementation of fundamental financial and management controls and operations decisions of the Corporation.

(g) Each Director of the Corporation shall annually certify to the Corporation that, to the best of his or her knowledge, he or she is in compliance with (i) the Corporation’s rules, regulations, policies and procedures in all material respects; (ii) the provisions of the N-PCL; and (iii) all other laws, rules and regulations applicable to the performance of such Director’s duties and responsibilities on behalf of the Corporation.

Section 3. Organization. At each meeting of the Board, the Chair, or, in the absence of the Chair, a Vice Chair shall preside, or in the absence of either of such officers, a chair chosen by a majority of the Directors present, shall preside. The Secretary shall act as secretary of the Board. In the event the Secretary shall be absent from any meeting of the Board, an Assistant Secretary shall act as the secretary for such meeting.

Section 4. Resignations and Removal of Directors.

(a) Any Director of the Corporation may resign at any time by giving written notice to the Chair or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

(b) Any or all of the Directors may be removed for cause by vote of the Member, or by vote of the Directors provided there is a quorum of not less than a majority of the Board present at the meeting at which such action is taken. Any or all of the Directors may be removed without cause by vote of the Member.

Section 5. Newly Created Directorships and Vacancies. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason shall be filled by vote of the Member. Directors elected to fill newly created Directorships shall hold office until their successors have been elected and qualified.

Section 6. Action by the Board. Except as otherwise provided by law or in these By-Laws, the act of the Board means action taken at a meeting of the Board by vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time.

Section 7. Place of Meeting. The Board may hold its meetings at its principal place of business, or at such place or places within the State of New York as the Board may from time to time by resolution determine.

Section 8. Annual Meetings. The Annual Meeting of the Corporation shall be held on any business day in December, at the regular meeting place of the Corporation as described in Section 7 of this Article III. Notice of Annual Meetings shall be given in accordance with the New York Open Meetings Law. All Annual Meetings shall be conducted in accordance with the New York Open Meetings Law.

Section 9. Regular Meetings. Regular meetings of the Board may be held at such times and places as may be fixed from time to time by resolution of the Board. Notice of such meetings shall be given in accordance with the New York Open Meetings Law. All meetings shall be conducted in accordance with the New York Open Meetings Law.

Section 10. Special Meetings. Special meetings of the Board shall be held whenever called by the Chair or in the absence of the Chair by a Vice Chair, or by any two (2) of the Directors. Notice shall be given orally, by telefax, by e-mail, or by mail and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than two (2) days before the meeting; if it is given by telefax, by e-mail or by mail, it shall be given not less than three (3) days before the meeting. At such special meeting no business shall be considered other than that designated in the notice, but if all Directors are present at a special meeting, with or without notice thereof, and are all agreeable thereto, any and all business may be transacted at such special meeting.

Section 11. Waivers of Notice. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the

meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 12. Quorum.

(a) A majority of the Directors shall constitute a quorum for the transaction of business.

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Director.

Section 13. Executive Session. When determined by the Board that any matter before it is confidential in nature, it may, upon its own motion, establish an executive session to the extent permitted by applicable law.

Section 14. Order of Business. At regular meetings of the Corporation, the following shall be the order of business:

1. Roll Call.
2. Reading and approval of the minutes of the previous meeting.
3. Bills and communications.
4. Report of the Treasurer.
5. Reports of Committees.
6. Unfinished Business.
7. New Business.
8. Adjournment

Notwithstanding the foregoing, the Director presiding at the meeting shall have the authority to vary the order of business, as the need arises. All resolutions shall be in writing and shall be recorded in, or attached to, the journal of proceedings of the Corporation.

Section 15. Manner of Voting. The voting on all questions coming before the Corporation shall be by roll call, and the yeas and nays shall be entered on the minutes of such meeting, except in the case of appointments when the vote may be by ballot.

Section 16. Rules of Order. The meetings and proceedings of the Corporation shall be regulated and controlled according to Robert's Rules of Order for parliamentary procedure, except as may otherwise be provided by these By-Laws, by applicable law or by any rule, regulation, policy or procedure of the Corporation.

Section 17. Compensation. Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Section 18. Annual Independent Audit. The books and accounts of the Corporation shall be audited annually by a certified independent public accounting firm selected by the Board in compliance with applicable law. The annual independent audit report shall be performed in accordance with the requirements of the PAAA and generally accepted government auditing

standards and shall be made available to the Audit Committee and to the Board promptly upon completion. The Board shall present to the Member the annual independent audit report upon its completion and review by the Audit Committee and the Board. The certified independent public accounting firm that performs the annual independent audit shall report the following:

- (i) the assets and liabilities, including the status of reserve, depreciation, special or other funds including the receipts and payments of such funds, of the Corporation as of the end of the fiscal year;
- (ii) the principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (iii) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period;
- (iv) the expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period; and
- (v) a schedule of the bonds and notes of the Corporation outstanding during said fiscal period, including all refinancings, calls, refundings, defeasements, and interest rate exchange or other such agreements, and for any debt issued during the fiscal period, together with a statement of the amounts redeemed and incurred during such fiscal period as a part of a schedule of debt issuance that include the date of issuance, term, amount, interest rate, means of repayment and cost of issuance.

Furthermore, the certified independent public accounting firm that performs the annual independent audit shall report to the Board or designated Board committee the following:

- (i) all critical accounting policies and practices to be used;
- (ii) all alternative treatments of financial information within generally accepted accounting principals that have been discussed with the management of the Corporation, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm; and
- (iii) other material written communications between the certified independent public accounting firm and the management of the Corporation, such as the management letter along with management's response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

Section 19. Annual Budget. The Board shall present to the Member the annual budget prepared in accordance with the requirements of applicable law.

ARTICLE IV - COMMITTEES

Section 1. Audit Committee. There shall be an Audit Committee consisting entirely of Independent Directors, who shall be elected by the Directors at each Annual Meeting and shall serve until the next Annual Meeting unless earlier removed by the Board. The Chair of the Audit Committee shall be elected by the Board. To the extent practicable, members of the Audit Committee should be familiar with corporate financial and accounting practices. The Audit Committee shall recommend to the Board the hiring of a certified independent public accounting firm in compliance with applicable law to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit. The Audit Committee shall ensure that the Corporation timely prepares and files the annual budget, the annual financial statement, the annual financial reports, the annual measurement report and the annual financial audit required by the N-PCL, the PAAA, the Reform Act and other applicable law. The Audit Committee shall have such other and further purposes and powers as determined by the Board from time to time, including, without limitation, pursuant to any Audit Committee Charter adopted by the Board from time to time.

Section 2. Governance Committee. There shall be a Governance Committee consisting entirely of Independent Directors, who shall be elected by the Directors at each Annual Meeting and shall serve until the next Annual Meeting unless earlier removed by the Board. The Chair of the Governance Committee shall be elected by the Board. The members of the Governance Committee shall possess the necessary skills to understand performance the duties and functions of the Governance Committee and shall be familiar with corporate governance principles and practices. The Governance Committee shall keep the Board informed of current best governance practices, examine ethical and conflict of interest issues, coordinate and perform self-evaluations of the Directors, review corporate governance trends, update the Corporation's governance principles, recommend by-laws which include rules and procedures for conduct of Corporation business, and advise the Board and the Member on the skills and experience required of potential Directors. The Governance Committee shall have such other and further purposes and powers as determined by the Board from time to time, including, without limitation, pursuant to any Governance Committee Charter adopted by the Board from time to time.

Section 3. Finance Committee. There shall be a Finance Committee consisting entirely of Independent Directors, who shall be elected by the Directors at each Annual Meeting and shall serve until the next Annual Meeting unless earlier removed by the Board. The Chair of the Finance Committee shall be elected by the Board. The members of the Finance Committee shall possess the necessary skills to perform the duties and functions of the Finance Committee. The Finance Committee shall keep the Board informed of current best financial practices, review debt to be issued by the Corporation and update the Corporation's financial principles. The Finance Committee shall have such other and further purposes and powers as determined by the Board from time to time, including, without limitation, pursuant to any Finance Committee Charter adopted by the Board from time to time.

Section 4. Transactions Committee. There shall be a Transactions Committee consisting of not less than two (2) Directors, and which may include such other persons as the Directors shall determine, who shall be elected by the Directors at any regular or special

meeting. The Chair of the Transactions Committee shall be elected by the Board. The members of the Transactions Committee shall possess the necessary skills to perform the duties and functions of the Transactions Committee. The Transactions Committee shall be responsible for the review of materials submitted by potential project applicants, may conduct meetings with such potential project applicants, and shall make such recommendations to the Board as the Transactions Committee shall determine with respect to potential projects and the financial assistance to be provided with respect to such projects. The Transactions Committee shall have such other and further purposes and powers as determined by the Board from time to time, including, without limitation, pursuant to any Transactions Committee Charter adopted by the Board from time to time.

Section 5. Other Standing Committees. The Board, by resolution adopted by a majority of the entire Board, may designate from among its members other standing committees, which can make recommendations to the entire Board. The standing committees shall have such authority as the Board shall by resolution provide, except that no such committee shall have authority as to the following matters:

- (a) the submission to the Member of any action requiring Member approval under the law;
- (b) the filling of vacancies in the Board or in any committee;
- (c) the amendment or repeal of the By-Laws, or the adoption of new By-Laws;
or
- (d) the amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.

Section 6. Special Committees. The Board may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee.

Section 7. Meetings. Meetings of committees shall be held at such time and place as shall be fixed by the Chair of the Board or the chair of such committee or by vote of a majority of all the members of the committee. Notice of such meetings shall be given in accordance with the New York Open Meetings Law. All such meetings shall be conducted in accordance with the New York Open Meetings Law and shall be governed by the provisions of these By-Laws governing meetings of the Board.

Section 8. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee.

The procedures and manner of acting of the committees of the Board shall be subject at all times to the direction of the Board.

Section 9. Tenure of Members of Committees of the Board. Unless otherwise provided by resolution of Board, each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 10. Alternate Members. The Board may designate one (1) or more Directors or persons, as applicable, as alternate members of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

ARTICLE V - BOARD OFFICERS

Section 1. Board Officers. The officers of the Board shall be a Chair, one (1) or more Vice Chairs, a Treasurer, a Secretary and/or such other officers as the Board may in its discretion determine. Any two (2) or more offices may be held by the same Director, except the offices of Chair and Secretary.

Section 2. Term of Office and Qualifications. Those officers whose titles are specifically mentioned in Section 1 of this Article V shall be elected by the Board at its Annual Meeting from among the Directors. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall extend to the next Annual Meeting and shall continue thereafter until the officer's successor is elected and qualified. If the term of a Director shall terminate, such Director's term of office as an officer shall also simultaneously terminate.

Section 3. Additional Officers. Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board may from time to time determine.

Section 4. Removal of Board Officers. Any officer of the Board may be removed by the Board with or without cause at any time.

Section 5. Resignation. Any officer of the Board may resign his or her position as an officer at any time by giving written notice to the Board, to the Chair or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 6. Vacancies. Should any Board office become vacant, the Board shall appoint a successor at the next regular meeting or special meeting called for that purpose, and such appointment shall be for the unexpired term of said office.

Section 7. Chair. The Chair shall preside at all meetings of the Board at which the Chair is present. The Chair may execute all agreements, contracts, deeds, and any other instruments on behalf of the Corporation, except as otherwise provided by resolution of the Board. At each meeting, the Chair shall submit recommendations and information as he or she may consider proper concerning the business, affairs, the bonds, the notes, the loans, the projects and facilities of the Corporation, the economic benefits to be conferred on project applicants and occupants, and the policies of the Corporation. Nothing in this provision shall be construed as granting the Chair the exclusive right to bring matters before the Corporation for consideration.

Section 8. Vice Chairs. In the absence or incapacity to act of the Chair, or if the office of Chair be vacant, the Vice Chair or, if there be more than one Vice Chair, the Vice Chairs in order of seniority as determined by the Board, shall preside at all meetings of the Board, and shall perform the duties and exercise the powers of the Chair, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. Each Vice Chair shall have such powers and shall perform such other duties as may be assigned by the Board or the Chair.

Section 9. Treasurer. The Treasurer shall, if required by the Board, obtain a bond for the faithful discharge of his or her duties, in such sum and with such sureties as the Board shall require. The Treasurer shall oversee the Chief Financial Officer of the Corporation with respect to the care and custody of all funds of the Corporation and the deposit of all such funds in the name of the Corporation in such bank(s) or financial institution(s) as the Board may designate in compliance with applicable law. Except as otherwise authorized or directed by the Board, the Treasurer may sign all instruments of indebtedness, all orders and all checks for the payment of money, and shall pay out and disburse, or cause to be paid out and disbursed, such moneys under the direction of the Board. The Treasurer shall keep, or cause to be kept, regular books of accounts showing receipts and expenditures and shall render, or cause to be rendered, to the Board at each regular meeting an account of the financial transactions and the financial condition of the Corporation. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

Section 10. Assistant Treasurer. The Assistant Treasurer shall carry out the duties of the Treasurer in the absence or incapacity of the Treasurer. The Assistant Treasurer shall, if required by the Board, obtain a bond for the faithful discharge of his or her duties, in such sum and with such sureties as the Board shall require.

Section 11. Secretary. It shall be the duty of the Secretary to act as secretary of all meetings of the Board, and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the Corporation are duly given and served; the Secretary shall keep a current list of the Directors and officers of the Board and their residence addresses; the Secretary shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have custody of the minute book containing the minutes of all meetings of Directors, the Audit Committee, the Governance Committee, the Finance Committee and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Corporation, or in the custody of some other person authorized by the Board to have such custody.

Section 12. Assistant Secretary. The Assistant Secretary shall carry out the duties of the Secretary in the absence or incapacity of the Secretary.

Section 13. Appointed Officers. The Board may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent or employee.

Section 14. Additional Duties. The officers of the Board shall perform such other duties and functions as may from time to time be authorized and required by the Board, by these By-Laws, or by the Corporation's duly adopted rules, regulations, policies and procedures.

ARTICLE VI - EXECUTIVE OFFICERS AND OTHER PERSONNEL

Section 1. Chief Executive Officer. The Board shall appoint a Chief Executive Officer by resolution. The Chief Executive Officer shall serve at the pleasure of the Board.

Section 2. Duties and Responsibilities of Chief Executive Officer. The Chief Executive Officer shall report to the Chair of the Board and he or she shall have general supervision and management of the Corporation, subject to the direction of the Board, and all Corporation staff and employees shall report directly to the Chief Executive Officer. Whenever possible, the Chief Executive Officer will attend each meeting of the Board, and will submit such recommendations and information to the Board as the Chief Executive Officer may consider proper concerning the business, affairs and policies of the Corporation. The Chief Executive Officer will be charged with the management of all projects of the Corporation.

Furthermore, the Chief Executive Officer shall assist the Chair with such matters as the Chair or the Board may request in furtherance of the Corporation's public purposes. The Chief Executive Officer shall be charged with leading the Corporation in carrying out its Mission Statement and fulfilling its public purposes.

The Chief Executive Officer shall also serve as the Contracting Officer of the Corporation and, as such, shall be responsible for (i) the disposition of property of the Corporation, and (ii) the Corporation's compliance with its property use and disposition guidelines.

The Chief Executive Officer shall also serve as the Chief Compliance Officer of the Corporation and, as such, shall be responsible for ensuring that the Corporation is in full compliance with the requirements of the N-PCL, the PAAA, the Reform Act and all other applicable laws, rules and regulations.

The Chief Executive Officer shall also perform all other duties customarily incident to the office of a Chief Executive Officer of a local development corporation and local public authority of the State of New York and such other duties as from time to time may be assigned by the Board.

Every annual financial report of the Corporation shall be certified in writing by the Chief Executive Officer that, based on the Chief Executive Officer's best knowledge, the information provided therein (i) is accurate and correct and does not contain any untrue statement of material fact, (ii) does not omit any material fact which, if omitted, would cause such report to be misleading in light of the circumstances under which such statements are made, and (iii) fairly presents in all material respect the financial condition and results of operations of the Corporation as of, and for, the periods presented in such report.

Section 3. Chief Financial Officer. The Board shall appoint a Chief Financial Officer by resolution. The Chief Financial Officer shall serve at the pleasure of the Board.

Section 4. Duties and Responsibilities of Chief Financial Officer. In the absence or incapacity of the Chief Executive Officer, the Chief Financial Officer shall exercise the duties and responsibilities of the Chief Executive Officer. Except as may otherwise be authorized by a resolution of the Board, if the office of the Chief Executive Officer shall be vacant the Chief Financial Officer of the Corporation shall be the Acting Chief Executive Officer of the Corporation until such time as the Board has appointed a replacement Chief Executive Officer.

The Chief Financial Officer shall oversee the maintenance of the books and accounts of the Corporation. The Chief Financial Officer shall keep regular books of accounts showing receipts and expenditures, shall render to the Audit Committee at each regular meeting thereof an account of such transactions and also of the financial condition of the Corporation and shall otherwise handle the day-to-day financial affairs of the Corporation.

The Chief Financial Officer shall have the care and custody of all funds of the Corporation and the deposit of all such funds in the name of the Corporation in such bank(s) or financial institution(s) as the Board may designate in compliance with applicable law.

Every annual financial report of the Corporation shall be certified in writing by the Chief Financial Officer that, based on the Chief Financial Officer's best knowledge, the information provided therein (i) is accurate and correct and does not contain any untrue statement of material fact, (ii) does not omit any material fact which, if omitted, would cause such report to be misleading in light of the circumstances under which such statements are made, and (iii) fairly presents in all material respect the financial condition and results of operations of the Corporation as of, and for, the periods presented in such report.

The Chief Financial Officer shall also perform all other duties customarily incident to the office of a Chief Financial Officer of a public benefit corporation and public authority of the State of New York and such other duties as from time to time may be assigned by the Board.

The Chief Financial Officer shall prepare and distribute all annual reports required by applicable law and as may otherwise be required by the Office of the Comptroller of the State of New York. The Chief Financial Officer of the Corporation shall assist the Chief Executive Officer and Chair in preparing the annual budget of the Corporation for submission to the Board for approval and he or she shall distribute all copies of the annual budget of the Corporation to all persons required by applicable law.

The Chief Financial Officer shall assist the Audit Committee of the Board in carrying out its functions.

The Chief Financial Officer shall be the Freedom of Information Officer of the Corporation in accordance with the provisions of the New York State Freedom of Information Law, Article 6 of the New York Public Officers Law.

Section 5. Additional Personnel. The Corporation may from time to time employ such personnel as the Board deems necessary to exercise the Corporation's powers, duties and functions as prescribed by these By-Laws or applicable law, including, without limitation, a Chief Marketing Officer and an Administrative Director. The selection and compensation of all executive officers and employees shall be determined by the Board subject to the applicable law.

Section 6. Municipal Personnel. The Corporation may, with the consent of the County, use the agents, employees and facilities of the County. In such event, the Corporation will, by resolution, enter into a contract with the County providing the terms upon which the County will provide the use of its agents, employees and facilities to the Corporation and the compensation, if any, that the Corporation shall pay to the County for the use by the Corporation of the County's agents, employees and facilities.

Section 7. Annual Certifications. Each officer and employee of the Corporation shall annually certify to the Corporation that, to the best of such officer's or employee's knowledge, such officer or employee is in compliance with (i) the Corporation's rules, regulations, policies and procedures in all material respects, (ii) the provisions of the N-PCL, and (iii) all other laws, rules and regulations applicable to the performance of such officer's or employee's duties and responsibilities on behalf of the Corporation.

ARTICLE VII - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts. The Board, except as in these By-Laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board, or expressly authorized by these By-Laws, no officers, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board.

Section 3. Checks, Drafts, etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by these By-Laws or by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select or in the absence of such selection by the Board, as selected by the Chief Executive Officer in consultation with the Chief Financial Officer.

ARTICLE VIII - INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification. Unless expressly prohibited by law or Section 2 of this Article VIII, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director, officer or employee of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a Director, officer or employee of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all

judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Prohibited Indemnification. The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Advancement of Expenses. The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article VIII. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others. Unless expressly prohibited by law or Section 2 of this Article VIII, the Board may approve Corporation indemnification as set forth in Section 1 of this Article VIII or advancement of expenses as set forth in Section 3 of this Article VIII, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur the Board must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article VIII. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-Laws.

Section 6. Binding Effect. Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification, which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance. The Corporation is not required to purchase directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article VIII or operation of law and it may insure directly the Directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article VIII as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 8. Nonexclusive Rights. The provisions of this Article VIII shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board is authorized to enter into agreements on behalf of the Corporation with any Director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article VIII, subject in all cases to the limitations of Section 2 of this Article VIII.

ARTICLE IX - CONFLICTS OF INTEREST

Section 1. Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any relative; or (c) any organization in which he or a family member is a director, trustee, officer, member, partner or possesses more than 10% of the total (combined) voting power. Service on the board of another not-for-profit corporation shall not constitute a conflict of interest. Service as a member of or an officer or employee for the Nassau County Industrial Development Agency shall not constitute a conflict of interest.

Section 2. Disclosure of Conflicts of Interest. A Director, officer or employee shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his or her duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director, officer or employee learns of the conflict; and (d) on his or her annual certification to the Corporation.

The Secretary of the Corporation shall distribute annually to all Directors, officers and key employees (as identified by the Corporation), a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in this policy was used. Such disclosure form may require disclosure of other relationships that may not constitute an actual conflict of interest, but which are required to be disclosed in order for the Corporation to comply with its annual reporting requirements.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest. A Director, officer or employee who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

Section 4. Validity of Actions. No contract or other transaction between the Corporation and one or more of its Directors, officers or employees, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Directors, officers or employees are directors, officers or employees, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers or employee or employees are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's, officer's or employee's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director, officer or employee should not be present at the meeting.

Section 5. Employee Conflicts of Interest. An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his or her supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The Chief Executive Officer shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the Chief Executive Officer may consult with legal counsel.

The Chief Executive Officer shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the President has approved.

ARTICLE X - COMPENSATION

Section 1. Reasonable Compensation. It is the policy of the Corporation to pay no more than reasonable compensation for personal services rendered to the Corporation by officers and employees. The Directors shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out-of-pocket expenses, which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporation purpose.

Section 2. Approval of Compensation. The Board must approve in advance the amount of all compensation for executive officers and employees of the Corporation.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

ARTICLE XI - GENERAL

Section 1. Books and Records. These shall be kept at the office of the Corporation: (1) correct and complete books and records of accounts; (2) minutes of the proceedings of the Board and the standing and special Committees of the Corporation; (3) a current list of the Directors and the officers of the Corporation and their residence addresses; (4) a copy of these By-Laws; (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service (if applicable); and (6) copies of the past three (3) years' information returns to the Internal Revenue Service (if applicable).

Section 2. Adoption of Policies and Procedures. The Corporation by resolution may adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation of the Corporation; provided, however, that no rule, regulations, policy or procedure may be adopted by the Corporation that is contrary to these By-Laws, as amended from time to time.

Section 3. Loans to Directors/Officers/Employees. No loans shall be made by the Corporation to its Directors, officers or employees, or to any other company, corporation, firm, association or other entity in which one or more of the Directors, officers or employees of the Corporation are members, director or officers or hold a substantial financial interest except as allowed by law.

Section 4. Gifts. The Directors and any authorized officers, employees or agents of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 5. Fiscal Year. The fiscal year of the Corporation shall commence on January 1 in each calendar year and shall end on December 31 of each calendar year, unless otherwise provided by the Board.

Section 6. Training. All Directors shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as Directors within one (1) year of appointment to the Board. All Directors shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Corporation and the adhere to the highest standards of responsible governance.

Section 7. Financial Disclosure. In accordance with the PAAA, all Directors, officers and employees of the Corporation shall file annual financial disclosure statements with the Nassau County Board of Ethics (the "County Board").

Section 8. Conveyance of Property. The Corporation may include in a contract for a project that upon the payment in full of all notes, bonds and indebtedness incurred in connection with a project that the Corporation will convey the lands, buildings and equipment involved in said project and so paid for to the tenant or operator of the same upon terms set forth in such contract and that the additional consideration for such conveyance may be nominal.

ARTICLE XII - AMENDMENTS

Section 1. Amendments to By-Laws. These By-Laws of the Corporation may be amended or repealed by a majority of the Directors; provided, however, the Corporation will not amend, alter, change or repeal any provision of these By-Laws without the consent of the governing body of the Member. At least seven (7) days written notice of the proposed amendments must be provided to the Member and to each Director.