

## 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 January 28, 2016, at 5:15 p.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

NOT PRESENT:

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

The attached resolution no. 2016-01 was offered by G. Weiss, seconded by B. Ungar:

Resolution No. 2016-01

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 may from time to time require certain legal services from special counsel in connection certain operations and activities of the Corporation; and

WHEREAS, the Corporation desires to retain special counsel to perform such legal services for and on behalf of the Corporation;

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

Section 1. The Corporation hereby ratifies and confirms all actions heretofore taken by the Corporation's staff in connection with interviewing and retaining special counsel to perform certain legal services for and on behalf of the Corporation.

Section 2. The Corporation hereby determines that the services contemplated by this Resolution require specialized skills and judgment and constitute "professional services involving application of specialized expertise, the use of professional judgment and/or a high degree of creativity" within the meaning and for the purposes of the Corporation's Statement of Procurement Policy and Procedures, and, therefore, this procurement is not subject to the competitive bidding requirements of the Corporation's Statement of Procurement Policy and Procedures.

Section 3. The Corporation 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 Corporation hereby appoints Joseph Conway, Esq., of the law firm of LaRusso, Conway & Bartling, as special counsel to the Corporation (“Special Counsel”).

Section 5. The Chief Executive Officer of the Corporation is hereby authorized, in the Chief Executive Officer’s sole and absolute discretion, to negotiate and enter into a retainer agreement, engagement letter or other agreement (the “Retainer”) with Special Counsel and such other counsel authorized herein, on such terms and subject to such conditions as the Chief Executive Officer may deem advisable or necessary. The Chief Executive Officer’s execution of the Retainer shall evidence the Corporation’s approval of the terms thereof. Upon execution of any Retainer pursuant to this Resolution, the Chief Executive Officer shall promptly forward a copy of same to the directors of the Corporation.

Section 6. The Corporation hereby determines that the services contemplated by this Resolution require specialized skills and judgment and constitute “services of a professional nature” within the meaning and for the purposes of the Corporation’s Statement of Procurement Policy and Procedures.

Section 7. This Resolution shall not preclude the Corporation from adopting other or further policies relating to governance and activities as determined from time to time by the Directors of the Corporation.

Section 8. 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         )

We, the undersigned [~~Vice~~] Chairman and [~~Assistant~~] Secretary of the Nassau County Local Economic Assistance Corporation (the "Corporation"), do hereby certify that we 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 January 28, 2016, with the original thereof on file in the Corporation's 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.

WE 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.

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 Corporation this 27<sup>th</sup> day of January, 2016.

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

  
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[~~Vice~~] Chairman

(SEAL)