CLOSING CERTIFICATE OF
TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY

I, the undersigned officer of the Town of Hempstead Industrial Development Agency (the "**Agency**"), DO HEREBY CERTIFY THAT:

1. I am the officer of the Agency indicated by the official title set forth opposite my signature to this Certificate.

2. I did officially cause the following documents (hereinafter referred to collectively as the "**Agency Documents**") to be executed in the name of the Agency by the signing of each of such Agency Documents with the signature of the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or any other member of the Agency:

(a) The Company Lease Agreement, dated as of March 1, 2019 (the "**Company Lease**"), by and between AVB Harbor Isle, LLC (the "**Company**"), as lessor, and the Agency, as lessee; and

(b) The Lease and Project Agreement, dated as of March 1, 2019 (the "**Lease Agreement**"), by and between the Agency, as sublessor, and the Company, as sublessee.

3. I did officially cause all certificates necessary for the transaction and included in the Transcript of Proceedings to be executed, as required, in the name of the Agency by the signing of each of such certificates with the signature of the Chairman, the Vice Chairman, the Chief Executive Officer, the Deputy Executive Director and Chief Financial Officer or any other member of the Agency.

4. On the date of delivery of such Agency Documents, which is also the date of this Certificate, I am the duly chosen and acting officer indicated on such Agency Documents and on this Certificate, and am duly authorized to cause such Agency Documents and certificates to be executed as recited above.

5. There has been no change in, amendment of or withdrawal of the Certificate of Establishment for the Agency as filed in the office of the Secretary of State on December 16, 1971, or in or of the Certificates of Appointment of New Members filed January 8, 1973, April 27, 1979, December 5, 1979, April 15, 1991, June 11, 1991, March 6, 1992, April 13, 1992, December 20, 1993, May 16, 1994, October 25, 1994, August 9, 1996, January 26, 1998, April 6, 1998, June 15, 1998, April 30, 2001, October 8, 2002, May 28, 2003, October 12, 2006, April 23, 2007, March 6, 2008, April 17, 2008, July 22, 2009, July 7, 2011, March 25, 2013, March 5, 2014, April 14, 2014, January 26, 2016, February 8, 2016, March 16, 2016, October 24, 2016, December 6, 2016, February 28, 2017, June 30, 2017, December 14, 2017, May 21, 2018, and June 11, 2018 respectively, and that there are no further filings of the Town Board of the Town of Hempstead with respect to the Agency, or the membership or affairs thereof, since June 11, 2018.

6. The following are the members of the Agency on the date of this Certificate:

Florestano Girardi	Eric C. Mallette
Gerilyn Smith	James G. Marsh
John A. Ardito, Esq.	Jack Majkut

7. Attached hereto as Exhibits A and B, respectively, are true and correct copies of the Agency's Certificate of Establishment and By-Laws, together with all amendments thereto, and the same are in full force and effect as of the date hereof and have not otherwise been amended, repealed or modified.

8. The Agency is an industrial development agency duly established under Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 529 of the Laws of 1971 of the State of New York, as amended (collectively, the "**Act**"), and is a corporate governmental agency constituting a public benefit corporation of the State of New York.

9. Under the Act, it is the purpose of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities including industrial pollution control facilities and recreation facilities, and the Agency has the power to acquire, construct, reconstruct, lease, sell, improve, maintain, equip or furnish certain properties including industrial pollution control facilities and recreation facilities.

10. The representations and warranties of the Agency contained in Section 2.1 of the Lease Agreement are, to the best of the knowledge and information of the undersigned, true, accurate and complete on and as of the date hereof.

11. There is no action, suit, proceeding or investigation at law or in equity, before or by any court, public board or body, pending or, to my knowledge, threatened against or affecting the Agency (or to my knowledge any basis therefor) wherein an unfavorable decision or finding would adversely affect the transactions contemplated by any of the Agency Documents or any agreement or instrument to which the Agency is a party and which is used or contemplated for use in consummation of any transaction contemplated by the Lease Agreement.

12. That the resolution dated September 18, 2018, duly adopted by the Agency, being Item No. 3 of the Transcript of Proceedings, remains in full force and effect and has not been rescinded, repealed or modified.

13. That the resolution dated February 19, 2019 was duly adopted by the Agency, being Item No. 4 of the Transcript of Proceedings, remains in full force and effect and has not been rescinded or repealed.

(Remainder of Page Intentionally Left Blank – Signature Page Follows)

WITNESS my official signature as of the 28th day of March, 2019.

NAME	SIGNATURE	OFFICIAL TITLE
Frederick E. Parola		Chief Executive Officer

4850-7181-3513.2

EXHIBIT A

Town of Hempstead Industrial Development Agency's
Certificate of Establishment

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after July 19, 2018 and continuing through date of July 20, 2018..*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this twentieth day of July two thousand eighteen.*

Brendan Fitzgerald
Executive Deputy Secretary of State

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on July 23, 2018.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

CERTIFICATE OF APPOINTMENT
OF MEMBER OF THE TOWN OF
HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY FOR FILING WITH
SECRETARY OF STATE

This is to certify that RASHID WALKER, 57 LONG DRIVE, HEMPSTEAD, N.Y. 11550 has been appointed as MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

Sylvia A. Cabana

SYLVIA A. CABANA
Town Clerk

FILED
STATE RECORDS

JUL 19 2018

DEPARTMENT OF STATE

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on July 23, 2018.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

CERTIFICATE OF APPOINTMENT
OF MEMBER OF THE TOWN OF
HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY FOR FILING WITH
SECRETARY OF STATE

This is to certify that DAN OPPENHEIMER, 23 BEDELL AVENUE, HEMPSTEAD, N.Y. 11550 has been appointed as MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

Sylvia A. Cabana

SYLVIA A. CABANA
Town Clerk

FILED
STATE RECORDS

JUL 19 2018

DEPARTMENT OF STATE

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after June 11, 2018 and continuing through date of June 20, 2018.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this twentieth day of June two thousand eighteen..*

Brendan Fitzgerald
Executive Deputy Secretary of State

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on June 20, 2018.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

CERTIFICATE OF APPOINTMENT
OF MEMBER OF THE TOWN OF
HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY AND THE TOWN OF
HEMPSTEAD LOCAL DEVELOPMENT CORPORATION FOR FILING WITH
SECRETARY OF STATE

This is to certify that JACK MAJKUT, 169 ELM PLACE, LEVITTOWN, NEW YORK 11756, has been appointed as MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY which, has been duly established by Chapter 529 of the Laws of 1971 and as a MEMBER OF THE TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORPORATION, which was established by the New York Membership Corporation Law, as in effect in 1966, as amended and supplemented by Section 1411 of the New York Not-for-Profit Corporation Law.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

Sylvia A. Cabana

SYLVIA CABANA
Town Clerk

FILED
STATE RECORDS

JUN 11 2018

DEPARTMENT OF STATE

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after December 14, 2017 and continuing through date of February 1, 2018.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this first day of February two thousand eighteen.*

Brendan Fitzgerald
Executive Deputy Secretary of State

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on February 1, 2018.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 20, 2017.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

CERTIFICATE OF APPOINTMENT
OF MEMBER OF THE TOWN OF
HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY AND THE LOCAL
DEVELOPMENT CORPORATION FOR FILING WITH SECRETARY OF STATE

This is to certify that JAMES G. MARSH, 55 CHESTNUT STREET, GARDEN CITY, N.Y. 11530 has been appointed as MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY AND THE TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORPORATION which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

NASRIN G. AHMAD
Town Clerk

FILED
STATE RECORDS
DEC 14 2017
DEPARTMENT OF STATE

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 20, 2017.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

CERTIFICATE OF APPOINTMENT
OF MEMBER OF THE TOWN OF
HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY AND THE LOCAL
DEVELOPMENT CORPORATION FOR FILING WITH SECRETARY OF STATE

This is to certify that JOHN A. ARDITO, 122 WILSON STREET, GARDEN CITY, N.Y. 11530 has been appointed as MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY AND THE TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORPORATION which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

NASRIN G. AHMAD
Town Clerk

FILED
STATE RECORDS
DEC 14 2017

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 20, 2017.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

CERTIFICATE OF APPOINTMENT
OF MEMBER OF THE TOWN OF
HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY AND THE LOCAL
DEVELOPMENT CORPORATION FOR FILING WITH SECRETARY OF STATE

This is to certify that RICHARD A. DeBROSSE, 284 BENSON AVENUE, ELMONT, N.Y. 11003 has been appointed as MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY AND THE TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORPORATION which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

NASRIN G. AHMAD
Town Clerk

FILED
STATE RECORDS
DEC 14 2017

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after June 30, 2017 and continuing through date of August 31, 2017.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this thirty-first day of August two thousand seventeen.*

Brendan Fitzgerald
Executive Deputy Secretary of State

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after February 28, 2017 and continuing through date of March 22, 2017.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this twenty-second day of March two thousand seventeen.*

Brendan Fitzgerald
Executive Deputy Secretary of State

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 23, 2017.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

CERTIFICATE OF APPOINTMENT
OF MEMBER OF THE TOWN OF
HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY FOR FILING WITH
SECRETARY OF STATE

This is to certify that GERILYN S. SMITH, 19 MELVIN AVENUE, WEST HEMPSTEAD, NEW YORK 11552, has been appointed as MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY and TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORPORATION which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

NASRIN G. AHMAD
Town Clerk

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
FEB 28 2017
MISCELLANEOUS
& STATE RECORDS

(SEAL)

16736 RESOLUTION NO. 157-2017

Adopted: February 7, 2017

Councilwoman Goosby offered the following resolution and moved its adoption:

RESOLUTION APPOINTING GERILYN S. SMITH AS A MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY.

WHEREAS, pursuant to a special act of the Legislature, the Town of Hempstead Industrial Development Agency was established on June 17, 1971, pursuant to Chapter 529 of the Laws of 1971; and

WHEREAS, there currently exists a vacancy in the membership of the Town of Hempstead Industrial Development Agency; and

WHEREAS, pursuant to Section 856 of the General Municipal Law, this Town Board deems it to be in the public interest to appoint Gerilyn S. Smith, of 19 Melvin Avenue, West Hempstead, New York 11552, as a member of the Town of Hempstead Industrial Development Agency and the Town of Hempstead Local Development Corporation to fill such vacancy; and

WHEREAS, the aforesaid Gerilyn S. Smith shall serve at the pleasure of the Town Board, the governing body of the municipality for whose benefit the Town of Hempstead Industrial Development Agency was established;

NOW, THEREFORE, BE IT

RESOLVED, that Gerilyn S. Smith be and he hereby is appointed as a member of the Town of Hempstead Industrial Development Agency; and, BE IT FURTHER

RESOLVED, that the Town Clerk hereby is directed to file in the office of the Department of State, State of New York, a Certificate of Appointment of Gerilyn S. Smith a member of said Agency.

The foregoing resolution was adopted upon roll call as follows:

AYES: SEVEN (7)

NOES: NONE (0)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
FEB 28 2017

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 6, 2016.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

CERTIFICATE OF APPOINTMENT
OF MEMBER OF THE TOWN OF
HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY FOR FILING WITH
SECRETARY OF STATE

This is to certify that REVEREND DR. ERIC C. MALLETTE, 129 E. MERRICK ROAD, FREEPORT, NEW YORK 11520 has been appointed as MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY AND THE TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORPORATION which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

NASRIN G. AHMAD
Town Clerk

(SEAL)

FILED
STATE RECORDS
DEC 06 2016
DEPARTMENT OF STATE

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 6, 2016.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

CERTIFICATE OF APPOINTMENT
OF MEMBER OF THE TOWN OF
HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY FOR FILING WITH
SECRETARY OF STATE

This is to certify that STEVEN M. RAISER, 300 OLD COUNTRY ROAD, MINEOLA, NEW YORK 11501 has been appointed as MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY AND THE TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORPORATION which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

NASRIN G. AHMAD
Town Clerk

(SEAL)

FILED
STATE RECORDS
DEC 06 2016
DEPARTMENT OF STATE

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 6, 2016.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

CERTIFICATE OF APPOINTMENT
OF MEMBER OF THE TOWN OF
HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY FOR FILING WITH
SECRETARY OF STATE

This is to certify that JOHN FERRETTI, JR., 76 RIDGE LANE, LEVITTONW, NEW YORK 11756 has been appointed as MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY AND THE TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORPORATION which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

NASRIN G. AHMAD
Town Clerk

(SEAL)

FILED
STATE RECORDS

DEC 06 2016

DEPARTMENT OF STATE

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 6, 2016.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

CERTIFICATE OF APPOINTMENT
OF MEMBER OF THE TOWN OF
HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY FOR FILING WITH
SECRETARY OF STATE

This is to certify that ARTHUR NASTRE, 1906 WISON AVENUE, NORTH BELLMORE, NEW YORK 11710 has been appointed as CHAIRMAN OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY AND THE TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORPORATION which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

NASRIN G. AHMAD
Town Clerk

(SEAL)

FILED
STATE RECORDS
DEC 06 2016
DEPARTMENT OF STATE

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 6, 2016.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

CERTIFICATE OF APPOINTMENT
OF MEMBER OF THE TOWN OF
HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY FOR FILING WITH
SECRETARY OF STATE

This is to certify that FLORESTANO GIRARDI, 6 SHADY LANE, LAUREL HOLLOW, NEW YORK 11791 has been appointed as MEMBER OF THE TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORPORATION which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

NASRIN G. AHMAD
Town Clerk

(SEAL)

FILED
STATE RECORDS

DEC 06 2016

DEPARTMENT OF STATE

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 6, 2016.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16

CERTIFICATE OF APPOINTMENT
OF MEMBER OF THE TOWN OF
HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY FOR FILING WITH
SECRETARY OF STATE

This is to certify that WILLIAM J. HENDRICK, 458 SCRANTON AVENUE, LYNBROOK, NEW YORK 11563 has been appointed as MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY AND THE TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORPORATION which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

NASRIN G. AHMAD
Town Clerk

(SEAL)

FILED
STATE RECORDS

DEC 06 2016

DEPARTMENT OF STATE

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after March 16, 2016 and continuing through date of August 4, 2016.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this fourth day of August two thousand sixteen.*

Anthony Giardina
Executive Deputy Secretary of State

DOS-235 (Rev. 09/05)

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after March 16, 2016 and continuing through date of April 05, 2016.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this fifth day of April two thousand sixteen.*

Anthony Giardina
Executive Deputy Secretary of State

DOS-235 (Rev. 09/05)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 5, 2016.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

CERTIFICATE OF APPOINTMENT
AS A MEMBER OF THE TOWN OF HEMPSTEAD
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING WITH
SECRETARY OF STATE

This is to certify that FLORESTANO GIRARDI, of 6 Shady Lane, Laurel Hollow, New York, 11791, has been appointed as a Member of the TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

NASRIN G. AHMAD
Town Clerk

FILED
STATE RECORDS
MAR 16 2016
DEPARTMENT OF STATE

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after April 23, 2014 and continuing through date of April 22, 2015.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this twenty-third day of April two thousand fifteen.*

Anthony Giardina
Executive Deputy Secretary of State

DOS-235 (Rev. 09/05)

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after April 23, 2014 and continuing through date of May 1, 2014.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this first day of May two thousand fourteen*

Anthony Giardina
Executive Deputy Secretary of State

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 1, 2014.

Anthony Giardina
Executive Deputy Secretary of State

FILED
STATE RECORDS

APR 14 2014

DEPARTMENT OF STATE

CERTIFICATE OF APPOINTMENT

AS A MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

This is to certify that Ann DeMicheal, 36 Centre Street, Woodmere, New York 11598, has been appointed as a member of TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By Nasrin Amhad
NASRIN G. AMHAD
Town Clerk

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after March 25, 2013 and continuing through date of March 5, 2014.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this fifth day of March two thousand fourteen.*

Anthony Giardina
Executive Deputy Secretary of State

DOS-235 (Rev. 09/05)

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after March 25, 2013 and continuing through date of June 3, 2013.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this third day of June two thousand thirteen.*

First Deputy Secretary of State

DOS-235 (Rev. 09/05)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on June 4, 2013.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after March 25, 2013 and continuing through date of March 26, 2013.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this twenty-fifth day of March two thousand thirteen.*

First Deputy Secretary of State

DOS-235 (Rev. 09/05)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

MAR 25 2013

MISCELLANEOUS
& STATE RECORDS

CERTIFICATE OF APPOINTMENT

AS A MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

This is to certify that Raymond F. Maguire, 228 South Bayview Avenue, Freeport, New York 11520, has been appointed as a member of TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after July 5, 2011 and continuing through date of July 7, 2011.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this seventh day of July two thousand eleven*

First Deputy Secretary of State

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on July 7, 2011.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

CERTIFICATE OF APPOINTMENT

AS A MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

JUL 05 2011

MISCELLANEOUS
& STATE RECORDS

This is to certify that RICHARD A. BIANCULLI, of 4 North Road, Oyster Bay Cove, New York 11772, has been appointed as a member of TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By _____
MARK A. BONILLA
Town Clerk

(SEAL)

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after July 22, 2009 and continuing through date of January 18, 2011.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this eighteenth day of January two thousand eleven*

First Deputy Secretary of State

DOS-235 (Rev. 09/05)

State of New York
Department of State }

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after July 22, 2009 and continuing through date of June 15, 2010.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this fifteenth day of June two thousand ten.*

First Deputy Secretary of State

DOS-235 (Rev. 09/05)

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after July 22, 2009 and continuing through date of February 2, 2010.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this second day of February two thousand ten.*

First Deputy Secretary of State

DOS-235 (Rev. 09/05)

State of New York
Department of State }

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after June 22, 2009 and continuing through date of September 1, 2009.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this first day of September two thousand nine.*

First Deputy Secretary of State

DOS-235 (Rev. 09/05)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on September 1, 2009.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

CERTIFICATE OF APPOINTMENT

AS A MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

This is to certify that DANNY GRODOTZKE, of 41 Rhode Avenue, Merrick, NY 11566, has been appointed as a member of TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By _____
MARK A. BONILLA
Town Clerk

(SEAL)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

JUL 22 2009

MISCELLANEOUS
& STATE RECORDS

CASE NO. 16736 RESOLUTION NO. 905-2009

Adopted: July 7, 2009

Councilwoman Goosby offered the following resolution and moved its adoption:

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
JUL 22 2009
MISCELLANEOUS
& STATE RECORDS

RESOLUTION APPOINTING DANNY GRODOTZKE AS A MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY.

WHEREAS, pursuant to a special act of the Legislature, the Town of Hempstead Industrial Development Agency was established on June 17, 1971, pursuant to Chapter 529 of the Laws of 1971; and

WHEREAS, pursuant to Section 856 of the General Municipal Law, Cheryl Petri was appointed a member of the Town of Hempstead Industrial Development Agency and thereafter a Certificate of Appointment of the aforesaid Cheryl Petri as a member of said Agency was filed with the Department of State of the State of New York; and

WHEREAS, the said Cheryl Petri has resigned as a member of the Town of Hempstead Industrial Development Agency; and

WHEREAS, pursuant to Section 856 of the General Municipal Law, this Town Board deems it to be in the public interest to appoint Danny Grodotzke, of 41 Rhode Avenue, Merrick, New York 11566, as a member of the Town of Hempstead Industrial Development Agency to fill the vacancy created by the resignation of Cheryl Petri; and

WHEREAS, the aforesaid Danny Grodotzke shall serve at the pleasure of the Town Board, the governing body of the municipality for whose benefit the Town of Hempstead Industrial Development Agency was established;

NOW, THEREFORE, BE IT

RESOLVED, that Danny Grodotzke be and he hereby is appointed as a member of the Town of Hempstead Industrial Development Agency to replace Cheryl Petri; and, BE IT FURTHER

RESOLVED, that the Town Clerk hereby is directed to file in the office of the Department of State, State of New York, a Certificate of Appointment of Danny Grodotzke a member of said Agency.

The foregoing resolution was adopted upon roll call as follows:

AYES: SIX (6)

NOES: NONE (0)

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after date of April 17, 2008 and continuing through date of April 16, 2009.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this sixteenth day of April two thousand nine.*

Paul LaPointe

Special Deputy Secretary of State

DOS-235 (Rev. 09/05)

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after date of April 17, 2008 and continuing through date of June 10, 2008.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this tenth day of June two thousand eight.*

Paul LaPaute

Special Deputy Secretary of State

DOS-235 (Rev. 09/05)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on June 10, 2008.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
APR 17 2008
MISCELLANEOUS
& STATE RECORDS

CASE NO. 16736

RESOLUTION NO. 537-2008

Adopted: April 8, 2008

Councilman Santino offered the following resolution and moved its adoption:

RESOLUTION APPOINTING PATRICIA HAFNER-MEZEUL AS A MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY.

WHEREAS, pursuant to a special act of the Legislature, the Town of Hempstead Industrial Development Agency was established on June 17, 1971, pursuant to Chapter 529 of the Laws of 1971; and

WHEREAS, pursuant to Section 856 of the General Municipal Law, Elizabeth Dalal Pessala was appointed a member of the Town of Hempstead Industrial Development Agency and thereafter a Certificate of Appointment of the aforesaid Elizabeth Dalal Pessala as a member of said Agency was filed with the Department of State of the State of New York; and

WHEREAS, the said Elizabeth Dalal Pessala resigned as a member of the Town of Hempstead Industrial Development Agency effective February 28, 2008; and

WHEREAS, pursuant to Section 856 of the General Municipal Law, this Town Board deems it to be in the public interest to appoint Patricia Hafner-Mezeul, of 12 East Drive, Garden City, New York 11530, as a member of the Town of Hempstead Industrial Development Agency to replace Elizabeth Dalal Pessala; and

WHEREAS, the aforesaid Patricia Hafner-Mezeul shall serve at the pleasure of the Town Board, the governing body of the municipality for whose benefit the Town of Hempstead Industrial Development Agency was established;

NOW, THEREFORE, BE IT

RESOLVED, that Patricia Hafner-Mezeul is hereby appointed as a member of the Town of Hempstead Industrial Development Agency to replace Elizabeth Dalal Pessala; and, BE IT FURTHER

RESOLVED, that the Town Clerk hereby is directed to file in the office of the Department of State, State of New York, a Certificate of Appointment of Patricia Hafner-Mezeul as a member of said Agency.

The foregoing resolution was adopted upon roll call as follows:

AYES: SEVEN (7)

NOES: NONE (0)

CERTIFICATE OF APPOINTMENT

AS A MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

This is to certify that PATRICIA HAFNER-MEZEUL, 12 East Drive, Garden City, New York 11530, has been appointed as a member of TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By Mark Bonilla
MARK A. BONILLA
Town Clerk

(SEAL)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

APR 17 2008

MISCELLANEOUS
& STATE RECORDS

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show that no certificate was filed pursuant to the General Municipal Law, Section 856 relating to the Town of Hempstead Industrial Development Agency filed after date of January 25, 2008 and continuing through date of March 6, 2008.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this sixth day of March two thousand eight.*

Special Deputy Secretary of State

DOS-235 (Rev. 09/05)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 6, 2008.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

CERTIFICATE OF APPOINTMENT

AS A MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

This is to certify that ARI BROWN, of 276 Leroy Avenue, Cedarhurst, NY 11516, has been appointed as a member of TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By Mark Bonilla
MARK A. BONILLA
Town Clerk

(SEAL)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
JAN 25 2008
MISC. RECORDS
& STATE RECORDS

State of New York } ss:
Department of State }

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on MAY 01 2007

Special Deputy Secretary of State

DOS-1266 (Rev. 11/05)

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show no new filing for any member of the Town of Hempstead Industrial Development Agency filed after date of April 23, 2007 and continuing through date of May 1, 2007.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this first day of May two thousand seven.*

Special Deputy Secretary of State

DOS-235 (Rev. 09/05)

CERTIFICATE OF APPOINTMENT

AS A MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

This is to certify that ELIZABETH DALAL PESSALA of 2072 Stratford Drive, Westbury, NY 11590, has been appointed as a member of TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By _____
MARK A. BONILLA
Town Clerk

(SEAL)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

APR 23 2007

MISCELLANEOUS
& STATE RECORDS

CASE NO. 16736 RESOLUTION NO. 432-2007

Adopted: April 17, 2007

Councilman Santino offered the following resolution and moved its adoption:

RESOLUTION APPOINTING ELIZABETH DALAL PESSALA AS A MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY.

WHEREAS, pursuant to a special act of the Legislature, the Town of Hempstead Industrial Development Agency was established on June 17, 1971, pursuant to Chapter 529 of the Laws of 1971; and

WHEREAS, pursuant to Section 856 of the General Municipal Law, Richard M. Bivone was appointed a member of the Town of Hempstead Industrial Development Agency and thereafter a Certificate of Appointment of the aforesaid Richard M. Bivone as a member of said Agency was filed with the Department of State of the State of New York; and

WHEREAS, the said Richard M. Bivone resigned as a member of the Town of Hempstead Industrial Development Agency effective January 1, 2007; and

WHEREAS, pursuant to Section 856 of the General Municipal Law, this Town Board deems it to be in the public interest to appoint Elizabeth Dalal Pessala, of 2072 Stratford Drive, Westbury, New York 11590, as a member of the Town of Hempstead Industrial Development Agency to replace Richard M. Bivone; and

WHEREAS, the aforesaid Elizabeth Dalal Pessala shall serve at the pleasure of the Town Board, the governing body of the municipality for whose benefit the Town of Hempstead Industrial Development Agency was established;

NOW, THEREFORE, BE IT

RESOLVED, that Elizabeth Dalal Pessala be and she hereby is appointed as a member of the Town of Hempstead Industrial Development Agency to replace Richard M. Bivone; and, BE IT FURTHER

RESOLVED, that the Town Clerk hereby is directed to file in the office of the Department of State, State of New York, a Certificate of Appointment of Elizabeth Dalal Pessala as a member of said Agency.

The foregoing resolution was adopted upon roll call as follows:

AYES: SEVEN (7)

NOES: NONE (0)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

APR 23 2007

MISCELLANEOUS
& STATE RECORDS

State of New York } SS:
Department of State }

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on OCT 19 2006

Special Deputy Secretary of State

DOS-1266 (Rev. 11/05)

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show no new filing for any member of the Town of Hempstead Industrial Development Agency filed after date of October 12, 2006 and continuing through date of October 19, 2006.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this nineteenth day of October, two thousand six.*

Special Deputy Secretary of State

DOS-235 (Rev. 09/05)

CERTIFICATE OF APPOINTMENT

AS A MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

This is to certify that ALBERT A. D'AGOSTINO of 409 Stewart Avenue, Garden City, NY 11530, has been appointed as a member of TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By Mark Bonilla
MARK A. BONILLA
Town Clerk

(SEAL)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

OCT 12 2006

MISCELLANEOUS
& STATE RECORDS

CASE NO. 16736 RESOLUTION NO. 969-2006

Adopted: October 3, 2006

Councilman Santino offered the following resolution and moved its adoption:

RESOLUTION APPOINTING ALBERT A. D'AGOSTINO AS A MEMBER OF THE TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY.

WHEREAS, pursuant to a special act of the Legislature, the Town of Hempstead Industrial Development Agency was established on June 17, 1971, pursuant to Chapter 529 of the Laws of 1971; and

WHEREAS, pursuant to Section 856 of the General Municipal Law, Robert Von Elm was appointed a member of the Town of Hempstead Industrial Development Agency and thereafter a Certificate of Appointment of the aforesaid Robert Von Elm as a member of said Agency was filed with the Department of State of the State of New York; and

WHEREAS, the said Robert Von Elm has resigned as a member of the Town of Hempstead Industrial Development Agency effective September 30, 2006; and

WHEREAS, pursuant to Section 856 of the General Municipal Law, this Town Board deems it to be in the public interest to appoint Albert A. D'Agostino, of 409 Stewart Avenue, Garden City, New York 11530, as a member of the Town of Hempstead Industrial Development Agency to fill the vacancy created by the resignation of Robert Von Elm; and

WHEREAS, the aforesaid Albert A. D'Agostino shall serve at the pleasure of the Town Board, the governing body of the municipality for whose benefit the Town of Hempstead Industrial Development Agency was established;

NOW, THEREFORE, BE IT

RESOLVED, that Albert A. D'Agostino be and he hereby is appointed as a member of the Town of Hempstead Industrial Development Agency to replace Robert Von Elm and, BE IT FURTHER

RESOLVED, that the Town Clerk hereby is directed to file in the office of the Department of State, State of New York, a Certificate of Appointment of Albert A. D'Agostino a member of said Agency.

The foregoing resolution was adopted upon roll call as follows:

AYES: SEVEN (7)

NOES: NONE (0)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
OCT 12 2006
MISCELLANEOUS
& STATE RECORDS

State of New York
Department of State } ss:

It is Hereby Certified, *that the records of this office show no new filing for any member of the Town of Hempstead Industrial Development Agency filed after date of May 28, 2003 and continuing through date of January 31, 2006.*

WITNESS *my hand and the official seal of the Department of State at the City of Albany this thirty-first day of January, two thousand six..*

Special Deputy Secretary of State

DOS-235 (Rev. 09/05)

State of New York }
Department of State } *ss:*

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on JUN 5 - 2003

Secretary of State

DOS-200 (Rev. 03/02)

CERTIFICATE OF APPOINTMENT

AS A MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

This is to certify that RICHARD M. BIVONE of 308 East Meadow Avenue, East Meadow, NY 11554, has been appointed as a member of the TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY, which has been duly established by Chapter 529 of the Laws of 1971.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

MAY 2 8 2003

MISCELLANEOUS
& STATE RECORDS

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By Mark Bonilla
MARK A. BONILLA
Town Clerk

(SEAL)

State of New York } ss:
Department of State }

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on OCT 23 2002

Secretary of State

DOS-200 (Rev. 03/02)

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that CHERYL PETRI has been appointed as a member of the Town of Hempstead Industrial Development Agency, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF
THE TOWN OF HEMPSTEAD

By Kathleen P. Murray
Town Clerk

(SEAL)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
OCT 8 - 2002
MISCELLANEOUS
& STATE RECORDS

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
APR 30 2001
MISCELLANEOUS
& STATE RECORDS

THIS is to certify that JIM D. RICHARDS has been appointed as a member of the Town of Hempstead Industrial Development Agency, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By Daniel M Fisher Jr.
Town Clerk

(SEAL)

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
JUN 15 1998
Alexander F. Treadwell
Secretary of State

THIS is to certify that JONATHAN B. KOHAN has been appointed as a member of the Town of Hempstead Industrial Development Agency, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By Daniel M Fisher Jr.
Town Clerk

TOWN OF HEMPSTEAD N.Y.
(SEAL)
FOUNDED 1644

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that KENNETH S. BERKMAN has been appointed as a member of the Town of Hempstead Industrial Development Agency, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By _____
Town Clerk

(SEAL)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
APR 6 - 1998

Secretary of State

CERTIFICATE

OF

APPOINTNENT

AS A MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
JAN 26 1998
Secretary of State

THIS is to certify that DAVID A. LEVY, has been appointed as a member of the Town of Hempstead Industrial Development Agency, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By _____
Deputy Town Clerk

TOWN OF HEMPSTEAD
SEAL

CERTIFICATE

OF

APPOINTMENT

AS A MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
AUG 9 - 1996
Secretary of State

THIS is to certify that EUGENE A. TURNER, has been appointed as a member of the Town of Hempstead Industrial Development Agency, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By Daniel M Fisher Jr
Town Clerk

TOWN OF HEMPSTEAD, N.Y.
SEAL
FOUNDED 1644

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
OCT 25 1994
Secretary of State

CERTIFICATE
OF
APPOINTMENT
AS A MEMBER OF
TOWN OF HEMPSTEAD
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
SECRETARY OF STATE

THIS is to certify that THEODORE P. SASSO, JR., has been appointed as a member of the Town of Hempstead Industrial Development Agency, which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By Daniel M Fisher Jr
Town Clerk

TOWN OF HEMPSTEAD, N.Y.
SEAL

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVEOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
MAY 16 1994
Secretary of State

THIS is to certify that Gary Rodolitz has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

TOWN OF HEMPSTEAD
SEAL

THE TOWN BOARD OF THE TOWN
OF HEMPSTEAD

By Daniel M Fisher Jr
Town Clerk

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVEOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
MAY 16 1994
Secretary of State

THIS is to certify that Paul Conte has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

TOWN OF HEMPSTEAD, N.Y. SEAL

THE TOWN BOARD OF THE TOWN
OF HEMPSTEAD

By Daniel M Fisher Jr
Town Clerk

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that Eugene Turner has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

By David M Fisher Jr
Town Clerk

TOWN OF HEMPSTEAD SEAL FOUNDED 1644

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
DEC 20 1993

Secretary of State

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that PAUL E. KOWTNA has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
APR 13 1992
Secretary of State

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

By _____
Town Clerk

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
MAR 6 - 1992

Secretary of State

THIS is to certify that MICHAEL A. GREENE has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE
TOWN OF HEMPSTEAD

By _____
Town Clerk

CERTIFICATE

OF

APPOINTMENT

AS CHAIRMAN OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that ROBERT B. FRIEDMAN has been appointed as Chairman of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE TOWN
OF HEMPSTEAD

By Daniel M Fisher Jr
TOWN CLERK

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
JUN 11 1991
Secretary of State

2

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
JUN 11 1991
Secretary of State

THIS is to certify that STEVE HALLER has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

By Daniel M Fisher Jr
TOWN CLERK

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
JUN 11 1991
Secretary of State

THIS is to certify that PAUL HOCHHAUSER has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

By Daniel M Fisher
TOWN CLERK

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
APR 15 1991
Secretary of State

THIS is to certify that ROBERT VON ELM has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

BY _____
DEPUTY TOWN CLERK

TOWN OF HEMPSTEAD N.Y.
NASSAU COUNTY
FOUNDED 1644

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that GEORGE C. SINNOTT has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

BY Richard A. Worrall
DEPUTY TOWN CLERK

(S E A L)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 5 - 1979

Basil A. Paterson
Secretary of State

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that FRANK SANTORA has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

BY _____
TOWN CLERK

(S E A L)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 27 1979

_____
Secretary of State

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that ROBERT FRANCIS has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

BY Walter L. Bennett
TOWN CLERK

(SEAL)

JAN - 8 1973

Secretary of State

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that ARTHUR H. KRAUS has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chaper 529 of the Laws of 1971.

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

BY _____
CLERK

(SEAL)

DEC 16 1971

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that WILLIAM F. HEINS has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

BY _____
CLERK

(SEAL)

FILED DEC 16 1971

Secretary of State

CERTIFICATE

OF

APPOINTMENT

AS CHAIRMAN OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that GEORGE TRIAS has been appointed as a Chairman of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

BY _____
CLERK

(SEAL)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 16 1971
Secretary of State

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that NATHAN L. H. BENNETT has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

By _____
CLERK

(SEAL)

DEC 16 1971

CERTIFICATE

OF

APPOINTMENT

AS MEMBER OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that MICHAEL R. PENDER has been appointed as a member of the Town of Hempstead Industrial Development Agency which has been duly established by Chapter 529 of the Laws of 1971.

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

BY _____
CLERK

(SEAL)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 16 1971
Secretary of State

CERTIFICATE

OF

ESTABLISHMENT

OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING

WITH

SECRETARY OF STATE

THIS is to certify that the TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY has been established by special act of the New York State Legislature, and the following is set forth pursuant to Section 856 of the New York State Industrial Development Agency Act:

(1) The special act establishing the Agency was passed June 17, 1971, by Chapter 529 of the Laws of 1971 which became effective June 17, 1971.

(2) The name of the agency is: Town of Hempstead Industrial Development Agency.

(3) The names of the members of the Agency and their chairman, all of whom shall serve at the pleasure of the Town Board of the Town of Hempstead, the governing body of the municipality for whose benefit subject Agency was established, are as follows:

Name	
George Trias	Chairman
Nathan L. H. Dennett	Member
Michael R. Pender	Member
Arthur H. Kraus	Member
William F. Heine	Member

(4) The facts establishing the need for such Agency in the municipality are as follows:

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 16 1971

Secretary of State

In nineteen hundred sixty eight the Town of Hempstead created the Town of Hempstead Local Development Corporation. This local development corporation, which is one of the most successful in the State of New York, created the Town of Hempstead Industrial Park at Freeport, wherein twenty six industrial plants were established. This resulted in an increase of five hundred thousand dollars per year in real estate taxes, two thousand additional jobs and an annual payroll of fourteen million dollars.

A local development corporation is limited solely to assisting financially and otherwise the construction, acquisition, rehabilitation and improvement of only industrial or manufacturing plants. An industrial development agency has much broader powers in that it is authorized to promote, develop and encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of warehousing, commercial and research facilities, in addition to industrial or manufacturing plants.

Financing under the local development corporation is limited to a lending institution first mortgage equal to fifty percent of the appraised value of the property plus a job development authority second mortgage equal to thirty percent of said value. An industrial development agency is authorized to finance any of its projects up to one hundred percent of its value.

The establishment of the Town of Hempstead Industrial Development Agency is necessary in order to further actively promote, attract, encourage and develop economically sound commerce and industry within the Town of Hempstead for the purpose of preventing unemployment and economic deterioration and to further advance the job opportunities, general prosperity and economic welfare of the people of the Town of Hempstead.

THE TOWN BOARD OF THE TOWN OF HEMPSTEAD

By _____
CLERK

(seal)

DEC 16 1971

CERTIFICATE OF ESTABLISHMENT

OF

TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY

FOR FILING WITH SECRETARY OF STATE

THIS is to certify that the TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY has been established by special act of the New York State Legislature, and the following is set forth pursuant to Section 856 of the New York State Industrial Development Agency Act:

(1) The special act establishing the Agency was passed June 17, 1971, by Chapter 529 of the Laws of 1971 which became effective June 17, 1971.

(2) The name of the agency is: TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY.

(3) The names of the members of the Agency and their chairman, all of whom shall serve at the pleasure of the Town Board of the Town of Hempstead, the governing body of the municipality for whose benefit subject Agency was established, are as follows:

NAME	POSITION
George Trias	Chairman
Nathan L.H. Bennett	Member
Michael R. Pender	Member
Arthur H. Kraus	Member
William F. Heins	Member

(4) The facts establishing the need for such Agency in the municipality are as follows:

For the benefit of the Town of Hempstead, County of Nassau, and the inhabitants thereof, an industrial development agency to be known as the TOWN OF HEMPSTEAD INDUSTRIAL DEVELOPMENT AGENCY, is hereby established for the accomplishment of any or all of the purposes specified in title one of article eighteen-A of this chapter. It shall constitute a body corporate and politic, and be perpetual in duration. It shall have the powers and duties now or hereafter conferred by title one of article eighteen-A of this chapter upon industrial development agencies and provide that the exercise of the powers by such agency with respect to the acquisition of real property whether by purchase, condemnation or otherwise, shall be limited to the corporate limits of the Town of Hempstead, and such agency shall take into consideration the local zoning and planning regulations as well as the regional and local comprehensive land use plans. It shall be organized in a manner prescribed by and be subject to the provisions of title one of article eighteen-A of this chapter. Its members shall be appointed by the governing body of the Town of Hempstead, County of Nassau. The agency, its members, officers and employees, and its operations and activities shall in all respects be governed by the provisions of title one of article eighteen-A of this chapter.

Added L.1971, c.529, eff. June 17, 1971
Section derived from former section 905, added L. 1970, c.357; repealed L. 1971, c.529, eff. June 17, 1971

EXHIBIT B

Town of Hempstead Industrial Development Agency's
By-Laws

BYLAWS

OF

TOWN OF HEMPSTEAD

INDUSTRIAL DEVELOPMENT AGENCY

ARTICLE 1 - THE AGENCY

Section 1. Name. The Agency shall be known as the Town of Hempstead Industrial Development Agency.

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

Section 3. Office. The office of the Agency shall be located at 350 Front Street, Hempstead, New York or such other town facility as the Agency may designate, from time to time, by resolution

ARTICLE II - BOARD

Section 1. Power of the Board and Qualification of Members: The Agency shall be overseen and governed by its Board acting through its Members who shall exercise oversight and control over the officers and staff of the Agency. Each Member shall be at least eighteen years of age and each Board Member shall be appointed by the Town of Hempstead Town Board (the "Appointing Authority"). The Board and its Members shall have all powers conferred on Board Members of public benefit corporations and local public authorities pursuant to New York State law, including, without limitation, the IDA Act, the Agency's Enabling Act, the Public Authorities Accountability Act of 2005 (the "PAAA"), the New York General Municipal Law (the "NYGML"), the New York Public Officers Law (the "NYPOL"), and any other New York State Law that is applicable to the Agency.

Section 2. Number of Members and Term of Office. The Board shall consist of seven (7) Members, appointed by the Appointing Authority. Each Member shall serve at the pleasure of the Appointing Authority and continue to hold office until his or her successor is appointed and has been qualified. As used in this Article, "entire Board" means the total number of Members who have been appointed by

the Appointing Authority and entitled to vote which the Agency would have if there were no vacancies.

(b) No Member of the Board, including the Chair, shall serve as the Agency's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Comptroller, or hold any other equivalent executive position or office while also serving as a Member of the Board.

(c) As soon as practicable and in compliance with Section 2825 of the Public Authorities Law, the majority of the Members of the Board shall be Independent Members, as such term is defined in paragraph (d) below.

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

(i) is not, and in the past two (2) years has not been, employed by the Agency or another corporate body having the same ownership and control of the Agency 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 Agency or received any other form of financial assistance valued at more than fifteen thousand dollars ($15,000.00) from the Agency;

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

(e) At each Annual Meeting of the Board, the Members of the Board shall elect the officers of the Board, consisting of the Chair, one or more Vice Chairs, the Treasurer, one or more assistant Treasurers, the Secretary, and one or more Assistant Secretaries, each to hold office until the next Annual Meeting and until their successors have been elected and qualified. Each officer of the Board shall also be a Board Member, except that the Executive Director and the Deputy Executive Director of the Agency may be appointed as Assistant Secretaries of the Agency.

(f) Each Member shall have one vote.

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 Members 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 Members.

(a) Any Member of the Agency 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; provided, however, such Member shall continue to serve until his or her successor has been appointed and qualified.

(b) Any or all of the Members may be removed at any time by the Appointing Authority.

Section 5. Action by the Board.

(a) 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 Members present at the time of the vote, if a quorum is present at such time.

(b) The voting on all questions coming to the Agency 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 6. Place of Meeting The Board may hold its meetings at 350 Front Street, Hempstead, New York, or at such place or places within the State of New York as the Board may from time to time by resolution determine.

Section 7. Annual Meetings. The annual meeting of the Agency shall be held on the third Wednesday of January in each calendar year, at 9:00 a.m. at the regular meeting place of the Agency as described in Section 6 of this Article II. Such first meeting may be held at any other time; and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Board.

Section 8. Regular Meetings. Regular meetings of the Board may be held without notice at such times as may be fixed from time to time by resolution of the Board.

Section 9. 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 Members. Notice shall be given orally, by telefax, 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 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 Members are present at a special meeting, with or without notice thereof, any and all business may be transacted at such meeting.

Section 10. Waivers of Notice. Notice of a meeting need not be given to any Member 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 11. Quorum.

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

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

Section 12. Compensation. Members 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 13. Annual Independent Audit. The Audit Committee shall present to the Board upon its completion, the annual independent audit report performed in accordance with the requirements of the IDA Act, the PAAA, the NYGML and generally accepted government auditing standards certified by a firm of independent public accountants selected by the Board pursuant to Section 1 of Article III of these By-laws. The certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee 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 Agency 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 Agency, both unrestricted and restricted to particular purposes during said fiscal period;

(iv) the expenses or disbursements of the Agency for both general and restricted purposes, during said fiscal period; and

(v) a schedule of the bonds and notes of the Agency 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 timely report to the Audit 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 Agency, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm;

(iii) other material written communications between the certified independent public accounting firm and the management of the Agency, 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.

ARTICLE III - COMMITTEES

Section 1. Audit Committee. There shall be an Audit Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the members of the Agency at each Annual Meeting and shall serve until the next Annual Meeting. 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 accounting firm in compliance with the Public Authorities Law of New York State 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

Section 2. Governance Committee. There shall be a Governance Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the members of the Agency at each Annual Meeting and shall serve until the next Annual Meeting. The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Agency's corporate governance principles, and advise the Appointing Authority on the skills and experience required of potential members.

Section 3. Other Committees. The Board may from time to time designate other committees as it deems necessary and desirable to assist the Agency to perform it duties in accordance with applicable law, including, without limit, a finance committee and a marketing committee. Each such committee created by the Board shall consist of such persons and shall have such authority as is provided in the resolution designating the committee.

Section 4. Meetings. Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chair of the Board or the chair of such committee upon the advice and consent of all of the Members of the Board or the Members of such committee.

Section 5 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 directions of the Board.

Section 6. Tenure of Member of Committees of the Board. Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 7. Alternate Members. The Board may designate one (1) or more members 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 IV - BOARD OFFICERS

Section 1. Officers. The Officers of the Agency's 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, including an Assistant Secretary who shall be the Chief Executive Officer of the Agency and an Assistant Treasurer who shall be the Chief Financial Officer of the Agency. Any two (2) or more offices may be held by the same person, except the offices of Chair and Secretary.

Section 2. Term of Office and Qualifications. Those officers whose titles are specifically mentioned in Section I of this Article IV shall be elected by the Board at its Annual Meeting. 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 until the officer's successor is elected and qualified. The Chair shall be elected from among the Members.

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

Section 5. Resignation. Any officer 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. A vacancy in any office shall be filled by the Board.

Section 7. Chair. The Chair shall preside at all meetings and of the Board at which the Chair is present. In the absence or incapacity of the Executive Director/Chief Executive Officer of the Agency or the Deputy Executive Director/Chief Financial Officer, and except as otherwise authorized by resolution of the Board, the Chair shall execute all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting, the Chair shall submit recommendations and information as he or she may consider proper concerning the business, affairs, the bonds, the projects and facilities of the Agency, the economic benefits to be conferred on project applicants and occupants, and the policies of the Agency. Nothing in the provision shall be construed as granting the Chair the exclusive right to bring matters before the Agency 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 Deputy Executive Director/Chief Financial Officer of the Agency and shall review all the books and accounts of the Agency and shall advise the Deputy Executive Director/Chief Financial Officer of the Agency with respect to the charge, custody and investment of all funds and securities of the Agency, and the Treasurer shall ensure the proper deposit by the Deputy Executive Director/Chief Financial Officer of the Agency all such funds in the name of and to the credit of the Agency in such banks, trust companies, or other depositories as shall be selected by the Board. 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 of the Treasurer.

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 Agency are duly given and served; the Secretary shall keep a current list of the Members and officers of the Agency's Board and their residence addresses; the Secretary shall be custodian of the seal of the Agency 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 Members, the Executive 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 Agency, 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 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.

ARTICLE V - EXECUTIVE OFFICERS AND OTHER PERSONNEL

Section 1. Chief Executive Officer. The Agency shall appoint an Executive Director by resolution, which resolution shall set the Executive Director's annual compensation.

Section 2. Duties and Responsibilities of Executive Director and Chief Executive Officer. The Executive Director shall be the Chair and Board of the Agency and he or she shall have general supervision and management of the Agency and all Agency staff and employees shall report directly to the Executive Director/Chief Executive Officer. Except as may otherwise be authorized by a resolution adopted by the Board, the Executive Director/Chief Executive Officer shall:

(a) Execute all agreements, bonds, notes, contracts, agreements, deeds, leases and any other instruments of the Agency.

(b) sign all financial instruments and checks.

(c) Cosign all purchase orders and instruments and checks over certain dollar thresholds as may be established from time to time by the Board. Said instruments may be countersigned by the Deputy Executive Director/CFO, or other officer or Board Member as shall be designted by the Board.

(d) Shall prepare the annual budget of the Agency with the consultation and cooperation of the Audit Committee, CFO and DFO for submission to the Board for approval.

(e) Sign all purchase orders, under the direction of the board by resolution and the CFO.

Furthermore, the Executive Director/Chief Executive Officer shall assist the Chairman with such matters as the Chairman or the Board may request in furtherance of the Agency's public purposes. The Executive Director/Chief Executive Officer shall be charged with leading the Agency in carrying out its Mission Statement and fulfilling its public purposes under the IDA Act and the PAAA. The Executive Director/Chief Executive Officer shall also perform all other duties customarily incident to the office of a Chief Executive 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.

Section 3. Chief Financial Officer. The Agency shall appoint a Deputy Executive Director by resolution, which resolution shall set the Deputy Executive's annual compensation.

Section 4. Duties and Responsibilities of Deputy Executive Director and Chief Financial Officer. The Deputy Executive Director shall be the Chief Financial Officer of the Agency. In the absence or incapacity of the Executive Director/Chief Executive Director, the Deputy Executive Director/Chief Financial Officer shall exercise the duties and responsibilities of the Executive Director/Chief Executive Officer. Except as may otherwise be authorized by a resolution of the Board, if the office of the Executive Director/Chief Executive shall be vacant the Deputy Executive Director/Chief Financial Officer of the Agency shall be the Acting Executive Director/Chief Executive Officer of the Agency until such time as the Board has appointed a replacement Executive Director/Chief Executive Director. The Deputy Executive Director/Chief Financial al Officer of the Agency shall assist the Executive Director/Chief Executive Officer in the carrying out of the Agency's Mission Statement and in fulfillment of the Agency's public purposes under the IDA Act and the PAAA. The Deputy Executive Director/Chief Financial Officer shall oversee the maintenance of the books and accounts of the Agency. The Deputy Executive Director/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 Deputy Executive Director/Chief Financial Officer shall be the Chief Compliance Officer of the Agency for purposes of ensuring that the Agency is in full compliance with all provisions of the PAAA applicable to the Agency and the IDA Act. The Deputy Executive Director/Chief Financial Officer shall prepare and distribute all annual reports required by the IDA Act and the PAAA and as may otherwise be required by the Office of the Comptroller of the State of New York. The Deputy Executive Director/Chief Financial Officer of the Agency, shall assist the CEO, Deputy Financial Officer and Chair in preparing the annual budget of the Agency for submission to the Board for approval and he or she shall distribute all copies of the annual budget of the Agency to all persons required by the IDA Act and the PAAA. The Deputy Executive Director/Chief Financial Officer shall assist the Audit Committee of the Board in carrying out their functions. The Deputy Executive Director/Chief Financial Officer of the Agency shall be the Contracting Officer of the Agency for the disposition of real and personal property in accordance with the provisions of the PAAA. The Deputy Executive Director/Chief Financial Officer shall be the Freedom of Information Officer of the Agency 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. Deputy Financial Officer. The Agency shall appoint a Deputy Financial Officer by Resolution, which resolution shall set the Deputy Executive's Annual compensation.

Section 6. Duties and Responsibilities of Deputy Financial Officer. The Deputy Financial Officer shall be the assistant to the Chief Financial Officer of the

Agency. The DFO of the Agency shall assist the Executive Director/CEO and CFO in carrying out the Agency's Mission Statement to fulfill the Agency's public purposes under the IDA Act and the PAA. The Deputy Financial Officer shall keep and maintain the books and accounts of the Agency and shall have charge and custody of, and be responsible for, all funds and securities of the Agency, and shall deposit all such funds in the name of and to the credit of the Agency in such banks, trust companies, or other depositories as shall be selected by the Board. The Deputy Financial Officer shall pay out and disburse such moneys under the direction of the CEO and the Deputy Executive Director/Chief Financial Officer. All such purchase orders and instruments and checks over certain dollar threshold as may be established from time to time by the Board shall be signed by the CEO or the Deputy Executive Director/Chief Financial Officer of the Board, or other officer or Board Member as shall be designed by the Board. The Deputy Financial Officer of the Agency shall assist the CEO and CFO of the Agency in the preparation of the annual budget of the Agency for submission to the Board for approval.

Section 7. Compliance Officer. The Agency shall appoint a Compliance Officer by resolution, who may be the Deputy Executive Director/Chief Financial Officer, or any other employee of the Agency. The Compliance Officer shall be responsible for insuring that the Agency complies with all financial and other reporting requirements imposed by structure, including those requirements in the General Municipal Law and the Public Authorities Law of New York State. The Compliance Officer shall be the "Contracting Officer" (as such term is defined in Section 2895 of New York's Public Authorities Law).

Section 8. Additional Personnel. The Agency may from time to time employ such personnel as the Agency, upon the recommendation of the Executive Director/Chief Executive Officer, deems necessary to exercise the Agency's powers, duties and functions as prescribed by the IDA Act, the PAAA and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

Section 9. Municipal Personnel. The Agency may, with the consent of the IDA Board and the Town of Hempstead (the "Town"), use the agents, employees and facilities of the Town. In such event, the Agency will, by resolution, enter into a contract with the Town providing the terms upon which the Town will provide the use of its agents, employees and facilities to the Agency and the compensation, if any, that the Agency shall pay to the Town for the use by the Agency of the Town's agents, employees and facilities.

ARTICLE VI - 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 Agency 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 Agency 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 Agency 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 Agency, and all notes or other evidences of indebtedness of the Agency, shall be signed on behalf of the Agency 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 Agency not otherwise employed shall be deposited from time to time to the credit of the Agency in such banks, trust companies or other depositories as the Board may select or in the absence of such selection by the Board, as the Executive Director/CEO in consultation with the Deputy Executive Director/Chief Financial Officer and Deputy Financial Officer.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification. Unless clearly prohibited by law or Section 2 of this Article VI, the Agency 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 Agency, 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 Member or officer of the Agency, or (b) in addition is serving or served, in any capacity, at the request of the Agency, as a Member or officer of any other Agency, 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 Agency 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 Agency 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 Agency shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Agency, 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 Agency, 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 VI. An Indemnified Person shall cooperate in good faith with any request by the Agency 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 clearly prohibited by law or Section 2 of this Article VI, the Board may approve Agency indemnification as set forth in Section 1 of this Article VI or advancement of expenses as set forth in Section 3 of this Article VI, to a person (or the testator or intestate of a person) who is or was employed by the Agency or who is or was a volunteer for the Agency, 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 Agency in any capacity for any other Agency, 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 VI. No Member 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 Members 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 Agency is not required to purchase Members' and officers' liability insurance, but the Agency may purchase such insurance if authorized and approved by the Board. To the extent permitted by law, such insurance may insure the Agency for any obligation it incurs as a result of this Article VI or operation of law and it may insure directly the Members, officers, employees or volunteers of the Agency for liabilities against which they are not entitled to indemnification under this Article VI as well as for liabilities against which they are entitled or permitted to be indemnified by the Agency.

Section 8. Nonexclusive Rights. The provisions of this Article VI 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 Agency with any Member, 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 VI, subject in all cases to the limitations of Section 2 of this Article VI.

ARTICLE VIII - 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 Agency policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any Member of his or her immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or she, or an immediate family member is a member, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit agency does not constitute a conflict of interest.

Section 2. Disclosure of Conflicts of Interest. A Member or officer 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 Member or officer learns of the conflict; and (d) on the conflict of interest disclosure form. The Secretary

of the Agency shall distribute annually to all Members and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Agency and whether the process for approval set forth in Section 3 of this Article VIII was used.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest. A Member or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Agency the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Agency. All efforts 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 Agency and the arrangements are consistent with the best interests of the Agency. Fairness includes, but is not limited to, the concepts that the Agency should pay no more than fair market value for any goods or services which the Agency receives and that the Agency 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 Agency.

Section 4. Validity of Actions. No contract or other transaction between the Agency and one or more of its Members or officers, or between the Agency and any other company, corporation, firm, association or other entity in which one or more of its members or officers are Members or officers of the Agency, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Member or Members or officer or officers of the Agency are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or that his or her, or their votes are counted for such purpose, if the material facts as to such Member's or officer's interest in such contract or transaction and as to any such common membership, 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 Member or officers. Common or interested Members 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 Member or officer should not be present at the meeting.

Section 5. Employee Conflicts of Interest. An employee of the Agency 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 Agency decisions, which are the subject of the conflict, will be determined. The Chair shall be responsible for determining the proper way for the Agency to handle Agency decisions, which involve unresolved employee conflicts of interest. In making such determinations, the Chair may consult with legal counsel.

The Chair 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 Chair has approved.

ARTICLE IX - COMPENSATION

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

Section 2. Approval of Compensation. The Board must approve in advance the amount of all compensation for officers of the Agency's Board.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Agency 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 Agency, 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 Agency 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 X - GENERAL

Section 1. Books and Records. These shall be kept at the office of the Agency: (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 Agency, (3) a current list of the Members of the Board and the officers of the Agency and their residence addresses, (4) a copy of these By-laws, (5) a copy of the Agency's application for recognition of exemption with the Internal Revenue Service, and (6) copies of the past three (3) years' information returns to the Internal Revenue Service.

Section 2. Loans to Members and Officers. No loans shall be made by the Agency to its Members or Officers, or to any other company, corporation, firm, association or other entity in which one or more of the Members or Officers of the Agency are members, director or officers or hold a substantial financial interest except as allowed by law.

Section 3. Fiscal Year. The fiscal year of the Agency shall commence on January 1 in each calendar year and shall end on December 31 of each calendar year.

Section 4. Training. All Members of the Board appointed after January 15, 2006 shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as Members within one (1) year of appointment to the Board. All other Members of the Board 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 Agency and the adhere to the highest standards of responsible governance.

Section 5. Order of Business. At the regular meetings of the Agency, the following shall be the order of business, unless an alternative order shall be approved by the Chair:

1. Roll Call
2. New Business:
    a. Applications:
    b. Other
3. Reading and approval of the minutes of the previous meeting

4. Old Business:
    a. Document Processing
    b. Other
5. Report of Treasurer
6. Reports of Committees
7. Unfinished Business
8. Adjournment

ARTICLE IX - AMENDMENTS

Section 1. Amendments to By-laws. The By-laws of the Agency may be amended or repealed only with the approval of at least a majority of all of the Members of the Board at a regular meeting or special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all Members of the Board.

Adopted by the Board 06/21/06