

**The Town of Huntington**  
**Local Development Corporation**

**100 Main Street**

**Huntington, New York**

**Combined Board of Directors / Member Meeting**

**Tuesday, October 15, 2013**

**10:30 a.m. Room 114**

**MINUTES**

The Finance Committee, comprised of Susan A. Berland, Frank P. Petrone and Mark Mayoka met prior to the start of the LDC meeting to review and discuss the PSCH Bond financing and the draft budget and financial plan for submission to the New York State Public Authorities Reporting Information System (PARIS). Based upon the information provided to the Finance Committee by Joan Cergol (LDC Executive Director), Andrew Komaromi (LDC Bond Counsel) and Thomas Glascock (LDC General Counsel), Chairman Petrone recommended both the bond transaction and budget and financial plan go forward as presented and Susan A. Berland and Mark Mayoka accepted that recommendation.

- 1. Call meeting to order, by Supervisor Frank P. Petrone.**
  - a. Present: Supervisor Frank P. Petrone, Councilman Mark A. Cuthbertson, Councilwoman Susan A. Berland, Councilman Mark Mayoka, Councilman Eugene Cook, Joan Cergol, Thomas Glascock, and Andrew Komaromi.
  
- 2. Organizational Matters**
  - a. Resolution 10-15-2013-1 ratifying and confirming the Corporation's Organization Meeting minutes of May, 7, 2013.
  
  - b. Resolution 10-15-2013-2 Authorizing the issuance, execution, sale and delivery of the Town of Huntington Local Development Corporation's (Issuer's) (i) tax-exempt revenue bonds (PSCH Inc., Pederson Krag Center Project) in one or more series; and (ii) taxable revenue bonds (PSCH, Inc., Pederson-Krag Center Project), in one or more series in an aggregate principal amount not to exceed

\$11,000,000; and (iii) the execution and delivery of related documents, as recommended by the Finance Committee

- c. Resolution 10-15-2013-3 that action to undertake a certain project for PSCH, Inc. will not have a significant adverse impact on the environment
- d. Resolution 10-15-2013-4 amendment to Corporation's By laws §
- e. Resolution 10-15-2013-5 adoption of Draft Budget & Financial Plan, as recommended by the Finance Committee
- f. Resolution 10-15-2013-6 that the Chairperson be authorized, until the next combined Board of Directors/Member meeting, to take such reasonable actions as shall be necessary to continue the Corporation's operations.

**Adjourn meeting.**

**Resolution 10-15-2013-1**

*BE IT RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION (THE "CORPORATION") HEREBY RATIFIES AND CONFIRMS THE MAY 7, 2013 COMBINED BOARD OF DIRECTORS/ MEMBER MEETING MINUTES.

OFFERED BY: MARK MAYOKA

SECONDED BY: EUGENE COOK

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 10-15-2013-2**

**SEQRA RESOLUTION**  
*(PSCH, Inc., Pederson-Krag Center Project)*

OFFERED BY: MARK MAYOKA  
SECONDED BY: EUGENE COOK

**RESOLUTION THAT ACTION TO UNDERTAKE A CERTAIN  
PROJECT FOR PSCH, INC. WILL NOT HAVE A  
SIGNIFICANT ADVERSE IMPACT ON THE ENVIRONMENT**

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law (“N-PCL”) of the State of New York (the “State”), as amended (hereinafter collectively called the “Act”), and pursuant to its duly filed certificate of incorporation (the “Certificate”), THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION (the “Issuer”) was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, the territory in which the Issuer’s activities are principally to be conducted is the Town of Huntington and its surrounding communities; and

WHEREAS, PSCH, Inc., a not-for-profit corporation duly formed, existing and in good standing under the laws of the State of New York (the “Company”), previously submitted an application to the Issuer requesting that the Issuer issue its Revenue Bonds (PSCH, Inc., Pederson-Krag Center Project) in one or more series in an aggregate principal amount not to exceed \$11,000,000, consisting of (i) The Town of Huntington Local Development Corporation Tax Exempt Revenue Bonds (PSCH, Inc., Pederson-Krag Center Project), issued in one or more Series; collectively, the “Series 2013 Tax-Exempt Bonds”) and, The Town of Huntington Local Development Corporation Taxable Revenue Bonds (PSCH, Inc. Pederson-Krag Center Project), issued in one or more Series (collectively, the “Series 2013 Taxable Bonds” and, together with the Series 2013 Tax Exempt Bonds, the “Bonds” or the “Series 2013 Bonds”) to finance a certain project (the “Project”) for the benefit of the Company consisting of: consisting of: (A) refunding all or portions of the following series of bonds issued by the Suffolk County Industrial Development Agency (the “Agency”): (1) \$2,900,000 original principal amount Civic Facility Revenue Bonds, Series 2000 (Pederson-Krag Center, Inc. Civic Facility) (the “Series 2000 Bonds”), (2) \$575,000 original principal amount Civic Facility Revenue Bonds, Series 2001A-E (Alliance of Long Island Agencies, Inc./Pederson-Krag Center, Inc. Civic Facility) (the “Series 2001 Bonds”), and (3) \$920,000 original principal amount Civic Facility Revenue Bonds, Series

2005A (Pederson-Krag Center, Inc. Civic Facility) and \$5,305,000 original principal amount Civic Facility Revenue Bonds, Series 2005B (Pederson-Krag Center, Inc. Civic Facility) (collectively, the "Series 2005 Bonds"); (B) removing certain liens filed against the 2001 Facility, 2002 Facility and 2005 Facility, and (C) funding a debt service reserve fund, if any, and paying certain costs incidental to the issuance of the Bonds (the costs associated with items (A) and (B) above being hereinafter collectively referred to as the "Project Costs"); and

WHEREAS, pursuant to Article 8 of the New York Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York being 6 NYCRR Part 617, *et. seq.*, as amended (the "Regulations" and collectively with the SEQR Act "SEQRA"), the Issuer must satisfy the requirements contained in SEQRA prior to making a final determination whether to undertake the Project; and

WHEREAS, pursuant to SEQRA, to aid the Issuer in determining whether the Project may have a significant adverse impact upon the environment, the Applicants submitted to the Issuer two short Environmental Assessment Forms (collectively, the "EAF" or the "Project Environmental Documents"), each dated August 15, 2013, a copy of which were presented to and reviewed by the Issuer, and which is on file at the office of the Issuer for public inspection; and

WHEREAS, pursuant to SEQRA, the Issuer now desires to determine whether the Project may have a significant adverse impact on the environment and whether an Environmental Impact Statement (an "EIS") must be prepared with respect to the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

**Based upon a thorough review and examination of the Project Environmental Documents and upon the Issuer's knowledge of the area surrounding the Land and such further investigation of the Project and the environmental effects as the Issuer has deemed appropriate, the Issuer makes the following findings with respect to the Project:**

**The Issuer is undertaking an uncoordinated review of the proposed action pursuant to SEQRA;**

**Prior to making a recommendation about the potential environmental significance of the Project, the Issuer has consulted several information sources, and has considered the list of activities which are Type I Actions outlined in Section 617.4 of the Regulations, the list of activities that are Type II Actions outlined in Section 617.5 of the Regulations, and the criteria for determining significance outlined in Section 617.7 of the Regulations; and**

**The Project is a Type II Action pursuant to SEQRA.**

**No potentially significant impacts on the environment are noted in the EAF and none are known to the Issuer. 6 NYCRR Section 617.5 (Type II Actions) provides that, "Actions or classes of actions identified in Subdivision (c) of this section are not subject to review under this Part." These actions have been determined not to have a significant impact on the environment or are otherwise precluded from environmental review under Article 8 of the Environmental Conservation Law. The Project is deemed a Type II Action pursuant to 6 NYCRR Sections 617.5(c)(23) because the Project consists of refinancing existing debt and 6 NYCRR Sections 617.5(c)(20) because the Project consists of routine or continuing agency administration and management, not including new programs or major reordering of priorities that may affect the environment;**

**Based upon the foregoing investigations of the potential environmental impacts of the Project, and considering both the magnitude and importance of the environmental impact indicated, the Issuer makes the following determinations with respect to the Project:**

The Project will not have a significant adverse impact upon the environment. The reasons supporting this determination are as follows:

**The Project consist of financial assistance for (A) the refunding all or portions of the following series of bonds issued by the Suffolk County Industrial Development Agency (the "Agency"): (1) \$2,900,000 original principal amount Civic Facility Revenue Bonds, Series 2000 (Pederson-Krag Center, Inc. Civic Facility) (the "Series 2000 Bonds"), (2) \$575,000 original principal amount Civic Facility Revenue Bonds, Series 2001A-E (Alliance of Long Island Agencies, Inc./Pederson-Krag Center, Inc. Civic Facility) (the "Series 2001 Bonds"), and (3)**

**\$920,000 original principal amount Civic Facility Revenue Bonds, Series 2005A (Pederson-Krag Center, Inc. Civic Facility) and \$5,305,000 original principal amount Civic Facility Revenue Bonds, Series 2005B (Pederson-Krag Center, Inc. Civic Facility) (collectively, the "Series 2005 Bonds"); (B) removing certain liens filed against the 2001 Facility, 2002 Facility and 2005 Facility, and (C) funding a debt service reserve fund, if any, and paying certain costs incidental to the issuance of the Bonds (the costs associated with items (A) and (B) above being hereinafter collectively referred to as the "Project Costs"). The proceeds of the Series 2000 Bonds were used (A) to finance (1) the acquisition of an approximately 1.31-acre parcel of land located at 11 Route 111, Village of Brank, Town of Smithtown, Suffolk County, New York (the "2000 Land") and the existing improvements thereon consisting principally of an approximately 20,160-square-foot, two-story building and associated parking area (the "2000 Existing Improvements") and (2) the renovation and equipping of the 2000 Existing Improvements to provide a mental health clinic for the Center's alcoholism and substance abuse program and administrative offices (the "2000 Improvements" and collectively with the 2000 Land and the 2000 Existing Improvements, the "2000 Facility"); and (B) to pay certain costs in connection with the issuance of the Series 2000 Bonds, including costs of issuance, and the funding of a debt service reserve fund. The proceeds of the Series 2001 Bonds were used (A) to finance the renovation and equipping of an approximately 22,882-square-foot building located on an approximately 1.31-acre parcel of land located at 11 Route 111, Village of Brank, Town of Smithtown, Suffolk County, New York to be used as an office building for the Center (collectively, the "2001 Facility"); and (B) to pay certain costs in connection with the issuance of the Series 2001 Bonds, including costs of issuance, and the funding of a debt service reserve fund. The proceeds of the Series 2005 Bonds were used (A) to finance (1) the acquisition of an approximately 2.08-acre parcel of land located at 55 Horizon Drive, Town of Huntington, Suffolk County, New York (the "2005 Land") and the existing improvements thereon consisting principally of an approximately 30,000-square-foot, two-story building (the "2005 Existing Improvements") and (2) the renovation and equipping of the 2005 Existing Improvements to provide mental health, alcoholism and substance abuse counseling services and to house the administrative offices for the Center (the "2005 Improvements" and collectively with the 2005 Land and the 2005 Existing Improvements, the "2005 Facility")(the 2000 Improvements, 2001 Improvements and 2005 Improvements, collectively, the "Improvements"); and**

**(B) to pay certain costs in connection with the issuance of the Series 2005 Bonds, including costs of issuance, and the funding of a debt service reserve fund; and**

**The Project is a permitted use in the district.**

**The Project does not involve the use of any agricultural land.**

**The Land is not substantially contiguous to, nor does it contain, buildings, sites or districts listed on the National Registers of Historic Places.**

**There are no unique or unusual land forms at the Land.**

**Energy demands for the Project are not significant.**

**The Project will not result in a material increase in solid waste generation and any solid waste generated by the Project will be properly disposed of pursuant to Federal, State and local laws and regulations.**

**The Land has never been used for the disposal of solid or hazardous waste.**

**There are no sensitive animals, plants or natural communities and/or significant wildlife habitat that will be impacted by the Project.**

**The Land is not presently used by the community as open space or a recreation area.**

**The Land does not contain, nor will the Project adversely affect, any scenic views known to be important to the community.**

**The Project will not require any extensive changes in levels of service from community resources or facilities or adversely impact local public safety services, such as police and fire protection, either collectively or individually.**

**The Project will not involve the removal of a substantial amount of natural materials or vegetation from the Land and any disturbed topsoil will be stockpiled on-site and replaced.**

**The Project will not result in the discharge of surface or subsurface wastewater to any existing water body.**



**Environmental impacts associated with the renovation and construction activities at the Land will be minimal and temporary.**

**There will be no significant adverse environmental impacts as a result of the Project.**

**The Chair, Vice Chair and Executive Director of the Issuer are hereby authorized and directed to distribute copies of this Resolution to the Applicants and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution, including without limitation, the execution of a negative declaration for purposes of SEQRA.**

**This Resolution shall take effect immediately.**

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
FRANK P. PETRONE	[ YEA ]	[ ]	[ ]	[ ]
SUSAN A. BERLAND	[ YEA ]	[ ]	[ ]	[ ]
MARK A. CUTHBERTSON	[ YEA ]	[ ]	[ ]	[ ]
MARK MAYOKA	[ YEA ]	[ ]	[ ]	[ ]
EUGENE COOK	[ YEA ]	[ ]	[ ]	[ ]

The Resolution was thereupon duly adopted.

**Resolution 10-15-2013-3**

**BOND RESOLUTION**  
*(PSCH, Inc., Pederson-Krag Center Project)*

OFFERED BY: SUSAN A. BERLAND

SECONDED BY: MARK MAYOKA

RESOLUTION OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION (THE "ISSUER") AUTHORIZING THE ISSUANCE, EXECUTION, SALE AND DELIVERY OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION'S (i) TAX-EXEMPT REVENUE BONDS (PSCH, INC., PEDERSON-KRAG CENTER PROJECT) IN ONE OR MORE SERIES, AND (ii) TAXABLE REVENUE BONDS (PSCH, INC., PEDERSON-KRAG CENTER PROJECT), IN ONE OR MORE SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$11,000,000; AND (iii) THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS, AS RECOMMENDED BY THE FINANCE COMMITTEE

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law ("N-PCL") of the State of New York (the "State"), as amended (hereinafter collectively called the "Act"), and pursuant to its duly filed certificate of incorporation (the "Certificate"), **THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION** (the "Issuer") was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, the territory in which the Issuer's activities are principally to be conducted is the Town of Huntington and its surrounding communities; and

WHEREAS, PSCH, Inc., a not-for-profit corporation duly formed, existing and in good standing under the laws of the State of New York (the "Company"), previously submitted an application to the Issuer requesting that the Issuer issue its Revenue Bonds (PSCH, Inc., Pederson-Krag Center Project) in one or more series in an aggregate principal amount not to exceed \$11,000,000, consisting of (i) The Town of Huntington Local Development Corporation Tax Exempt Revenue Bonds (PSCH, Inc., Pederson-Krag Center Project), issued in one or more Series; collectively, the "Series 2013 Tax-Exempt Bonds") and, The Town of Huntington Local Development Corporation Taxable Revenue Bonds (PSCH, Inc. Pederson-Krag Center Project),

issued in one or more Series (collectively, the "Series 2013 Taxable Bonds" and, together with the Series 2013 Tax Exempt Bonds, the "Bonds" or the "Series 2013 Bonds") to finance a certain project (the "Project") for the benefit of the Company consisting of: consisting of: (A) refunding all or portions of the following series of bonds issued by the Suffolk County Industrial Development Agency (the "Agency"): (1) \$2,900,000 original principal amount Civic Facility Revenue Bonds, Series 2000 (Pederson-Krag Center, Inc. Civic Facility) (the "Series 2000 Bonds"), (2) \$575,000 original principal amount Civic Facility Revenue Bonds, Series 2001A-E (Alliance of Long Island Agencies, Inc./Pederson-Krag Center, Inc. Civic Facility) (the "Series 2001 Bonds"), and (3) \$920,000 original principal amount Civic Facility Revenue Bonds, Series 2005A (Pederson-Krag Center, Inc. Civic Facility) and \$5,305,000 original principal amount Civic Facility Revenue Bonds, Series 2005B (Pederson-Krag Center, Inc. Civic Facility) (collectively, the "Series 2005 Bonds"); (B) removing certain liens filed against the 2001 Facility, 2002 Facility and 2005 Facility, and (C) funding a debt service reserve fund, if any, and paying certain costs incidental to the issuance of the Bonds (the costs associated with items (A) and (B) above being hereinafter collectively referred to as the "Project Costs"); and

WHEREAS, The proceeds of the Series 2000 Bonds were used (A) to finance (1) the acquisition of an approximately 1.31-acre parcel of land located at 11 Route 111, Village of Brank, Town of Smithtown, Suffolk County, New York (the "2000 Land") and the existing improvements thereon consisting principally of an approximately 20,160-square-foot, two-story building and associated parking area (the "2000 Existing Improvements") and (2) the renovation and equipping of the 2000 Existing Improvements to provide a mental health clinic for the Center's alcoholism and substance abuse program and administrative offices (the "2000 Improvements" and collectively with the 2000 Land and the 2000 Existing Improvements, the "2000 Facility"); and (B) to pay certain costs in connection with the issuance of the Series 2000 Bonds, including costs of issuance, and the funding of a debt service reserve fund.

WHEREAS, the proceeds of the Series 2001 Bonds were used (A) to finance the renovation and equipping of an approximately 22,882-square-foot building located on an approximately 1.31-acre parcel of land located at 11 Route 111, Village of Brank, Town of Smithtown, Suffolk County, New York to be used as an office building for the Center (collectively, the "2001 Facility"); and (B) to pay certain costs in connection with the issuance of the Series 2001 Bonds, including costs of issuance, and the funding of a debt service reserve fund.

WHEREAS, the proceeds of the Series 2005 Bonds were used (A) to finance (1) the acquisition of an approximately 2.08-acre parcel of land located at 55 Horizon Drive, Town of Huntington, Suffolk County, New York (the "2005 Land") and the existing improvements thereon consisting principally of an approximately 30,000-square-foot, two-story building (the "2005 Existing Improvements") and (2) the renovation and equipping of the 2005 Existing Improvements to provide mental health, alcoholism and substance abuse counseling services and to house the administrative offices for the Center (the "2005 Improvements" and collectively with the 2005 Land and the 2005 Existing Improvements, the "2005 Facility")(the 2000 Improvements, 2001 Improvements and 2005 Improvements, collectively, the "Improvements"); and (B) to pay certain costs in connection with the issuance of the Series 2005 Bonds, including costs of issuance, and the funding of a debt service reserve fund; and

WHEREAS, the Issuer is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of the issuance of the Series 2013 Bonds and an exemption from the mortgage recording tax; and

WHEREAS, in accordance with Section 147(f) of the Internal Revenue Code (the "Code"), the Issuer conducted a public hearing with respect to the issuance of the Series 2013 Bonds on Tuesday, October 15, 2013, at 9 AM, local time, at The Town of Huntington Town Hall, Room 304, 100 Main Street, Huntington, New York 11743, following the publication on September 30, 2013, in the *Suffolk Edition of Newsday* of a notice of said public hearing; and

WHEREAS, the Series 2013 Bonds are being issued pursuant to an Indenture of Trust (the "Indenture"), by and between the Issuer and U.S. Bank National Association, (or any other trustee designated by the Company and reasonably acceptable to the Issuer) as trustee (the "Trustee"); and

WHEREAS, the Issuer will loan the proceeds of the Series 2013 Bonds to the Company pursuant to a certain Loan Agreement, (the "Loan Agreement"), with the payments made by the Company thereunder being sufficient to pay the principal of premium, if any, purchase price and interest on the Series 2013 Bonds; and

WHEREAS, the Issuer will assign its rights (except Unassigned Rights as such term is defined in the Indenture) under the Loan Agreement to the Trustee, pursuant to a certain Pledge and Assignment, from the Issuer to the Trustee with Acknowledgement thereof by the Company (the "Pledge and Assignment"); and

WHEREAS, the Series 2013 Bonds will be placed by Gates Capital Corporation, as placement agent (the "Placement Agent") pursuant to a certain Bond Placement Agreement, among the Issuer, the Placement Agent and the Company (the "Bond Placement Agreement"); and

WHEREAS, the Company shall make certain representations, warranties and covenants for the benefit of one or more purchaser(s) of the Series 2013 Bonds, pursuant to one or more Bond Purchase and Continuing Covenants Agreements, (collectively, the "Bond Purchase Agreement"), by and between the Company and the purchaser(s); and

WHEREAS, as security for the Company's obligations under the Loan Agreement, (i) the Company will granted to the Issuer a first priority mortgage lien on and security interest in and to Mortgaged Premises (as defined in the hereinafter defined Mortgage) pursuant to one or more Mortgage, Assignment of Rents, Security Agreements and Fixture Filings, from the Company to the Trustee (the "Mortgage"); the Issuer will assign its rights under the Mortgage to the Trustee pursuant to a certain Assignment of Mortgage, from the Issuer to the Trustee (the "Assignment of Mortgage"); (ii) if required, the Company will grant to the Trustee and the Purchasers a security interest in certain of its revenues pursuant to a certain Pledge and Security Agreement, from the Company to the Trustee and the Purchasers (the "Pledge and Security Agreement") and; (iii) if required, the Company and one or more of its affiliates (collectively, the "Guarantors")

will guarantee the principal of and interest on the Series 2013 Bonds pursuant to a certain Guaranty, from the Guarantors to the Trustee (the "Guaranty"); and

WHEREAS, pursuant to Section 2824(8) of the Public Authorities Law of the State of New York, the Finance Committee of the Issuer has reviewed information relating to the proposed issuance of the Series 2013 Bonds and recommends that the Issuer proceed with the issuance thereof.

NOW, THEREFORE, BE IT RESOLVED by The Town of Huntington Local Development Corporation as follows:

Section 1. a. It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration.

b. Pursuant to the Issuer's certificate of incorporation filed on April 7, 2010 with the Department of State as amended by the Issuer's certificate of amendment to the certificate of incorporation filed on February 23, 2012 (the "Certificate") and the purposes and powers contained within Section 1411 of the N-PCL, the Issuer is empowered to undertake the Project, issue the Bonds, and undertake the various transactions contemplated herein.

c. The proposed financial assistance being contemplated by the Issuer includes: (i) financing all or a portion of the Project Costs by the issuance of the Bonds in an amount not to exceed the lesser of the Project Costs or \$11,000,000 and (ii) an exemption from all New York State and local mortgage recording taxes with respect to any qualifying mortgage in connection with the Project to secure the Series 2013 Bonds.

Section 2. It is among the purposes of the Issuer to promote, develop, encourage and assist in the acquisition, construction, rehabilitation and improvement of facilities for not-for profit corporations and thereby relieve and reduce unemployment, better and maintain job opportunities and lessen the burdens of government. The Issuer, in undertaking the Project pursuant to the purposes and powers set forth within N-PCL Section 1411 and the Certificate is acting in the public interest by lessening the burdens of government.

Section 3. Based upon representations made by the Company to the Issuer, the Issuer makes the following findings and determinations:

- (a) the Project is in furtherance of the purposes of the Issuer; and
- (b) the issuance of the Series 2013 Bonds will be an inducement to the Company to continue to operate and maintain the Project in Suffolk County; and
- (c) it is desirable and in the public interest for the Issuer to issue the Series 2013 Bonds to finance the costs of the Project, together with certain related costs and amounts; and

- (d) the Company is not undertaking the Project in place of, on behalf of, for the benefit of, or at the request of the Issuer.

Section 4. In consequence of the foregoing, the Issuer hereby determines to:

- (a) execute the Indenture with such amendments or modifications as the Chief Executive Officer or other officer designated by the Chief Executive Officer (the "Authorized Officer") deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Issuer; and
- (b) execute the Bond Placement Agreement with such amendments or modifications as the Authorized Officer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Issuer; and
- (c) execute the Loan Agreement with such amendments or modifications as the Authorized Officer of the Issuer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Issuer and loan the proceeds derived from the issuance of the Series 2013 Bonds to the Company pursuant to the terms thereto; and
- (d) issue and deliver the Series 2013 Bonds to the Trustee on a mutually agreeable date, subject however to the approval of the final terms for the Series 2013 Bonds and the terms and conditions of the Indenture and the Bond Purchase Agreements consistent with this Resolution, and the prior written approval of all terms contained therein, by the Authorized Officer of the Issuer and by the Company and the Purchasers; and
- (e) assign certain of its rights (excluding Unassigned Rights as such term is defined in the Indenture) under the Loan Agreement pursuant to the Pledge and Assignment and under the Mortgage pursuant to the Assignment of Mortgage; and
- (f) use the proceeds of the Series 2013 Bonds to finance a portion of the Project and to pay necessary incidental expenses in accordance with the Indenture, the Bond Purchase Agreements and the Loan Agreement; and
- (g) execute a Tax Compliance Agreement (the "Tax Compliance Agreement"), between the Company and the Issuer and a completed Internal Revenue Service Form 8038 (Information Return for Private Activity Bonds) relating to the Series 2013 Tax-Exempt Bonds (the "Information Return") and file the Information Return with the Internal Revenue Service in connection with the issuance of the Series 2013 Tax-Exempt Bonds; and
- (h) execute and deliver all other certificates and documents required in connection with issuance and sale of the Series 2013 Bonds including the documents identified on the draft Closing Memorandum and any other documents as may be required by the Trustee or the Purchasers or otherwise required to accomplish the Project, qualify a portion of the interest on the Series 2013 Tax-Exempt Bonds for

tax-exempt status under Section 103 of the Code (such certificates and documents collectively, with the Series 2013 Bonds, the Indenture, the Bond Purchase Agreements, the Loan Agreement, the Assignment and the Tax Compliance Agreement, the "Financing Documents"); and

- (i) grant an exemption an exemption from all New York State and local mortgage recording taxes with respect to any qualifying mortgage in connection with the Project to secure the Series 2013 Bonds.

Section 5. The Issuer is hereby authorized to undertake the Project, to refund all or a portions of the Series 2000 Bonds, Series 2001 Bonds and Series 2005 Bonds, finance or refinance the acquisition, construction, renovation and equipping of the Improvements and the removal a certain lien filed against the 2001 Facility, 2002 Facility and 2005 Facility, the funding of a debt service reserve fund and costs of issuance, by the issuance of the Series 2013 Bonds and to grant the other Financial Assistance in the form of an exemption from all New York State and local mortgage recording taxes with respect to any qualifying mortgage in connection with the Project to secure the Series 2013 Bonds; and all acts previously taken by the Issuer with respect to the Project, the undertaking of the Project, the grant of Financial Assistance with respect to the Project and the issuance of the Series 2013 Bonds are hereby approved, ratified and confirmed.

Section 6. Subject to receipt of the approval of the Town Supervisor of The Town of Huntington, New York, (the "Huntington Town Supervisor") and the Town Supervisor of The Town of Smithtown, New York (the "Smithtown Town Supervisor") of the issuance of the Series 2013 Tax-Exempt Bonds pursuant to, and solely for the purposes of, Section 147 of the Code and the other limitations contained herein, the Issuer, through an Authorized Officer is hereby authorized to issue, execute, sell and deliver the Series 2013 Bonds to the Trustee in accordance with the provisions of the Indenture and the terms authorized in this Resolution in the aggregate principal amount of up to \$11,000,000 in the form heretofore approved in Section 4 of this Resolution, pursuant to the Act and in accordance with the Indenture and the Bond Purchase Agreements; provided that:

- (a) the Series 2013 Bonds authorized to be issued, executed, sold and delivered pursuant to this Section 6 (i) shall be issued, executed and delivered at such time as an Authorized Officer shall determine, (ii) shall be in such aggregate principal amount (not to exceed \$11,000,000) as is hereinafter approved by an Authorized Officer, (iii) shall bear interest at such rates as are set forth in the Series 2013 Bonds and the Indenture or as are hereinafter approved by an Authorized Officer, and (iv) shall be subject to prepayment prior to maturity, and have such other provisions and be issued in such manner and on such conditions as are set forth in the Series 2013 Bonds and the Indenture, all of which provisions are specifically incorporated herein with the same force and effect as if fully set forth in this Resolution; and
- (b) The maximum authorized principal amount of the Series 2013 Tax-Exempt Bonds is \$9,500,000 and of the Series 2013 Taxable Bonds is \$1,500,000

- (c) the Series 2013 Bonds shall be issued solely for the purpose of providing funds to assist the Company to finance the Project Costs, the administrative, legal, financial, and other expenses of the Issuer in connection with such assistance and incidental to the issuance of the Series 2013 Bonds, as such costs are more specifically set forth in the Financing Documents; and
- (d) the Series 2013 Bonds and the interest thereon are not and shall never be a debt of the State of New York, Suffolk County, New York, The Town of Huntington, New York or the Town of Smithtown, New York and neither the State of New York nor Suffolk County, New York, or The Town of Huntington, New York or the Town of Smithtown, New York shall be liable thereon; and
- (e) the Series 2013 Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from the revenues and receipts derived from the payments made by the Company pursuant to the Loan Agreement or from the enforcement of the security provided by the Financing Documents.

Each of the Authorized Officers of the Issuer is hereby authorized, on behalf of the Issuer, to execute (by manual or facsimile signature) and deliver the Financing Documents, on such terms and conditions as shall be consistent with this Resolution and approved by an Authorized Officer, the execution thereof by such Authorized Officer constituting conclusive evidence of such approval.

Section 8. Notwithstanding any other provision of this Resolution, the Issuer covenants that it will make no use of the proceeds of the Series 2013 Tax-Exempt Bonds or of any other funds which, if such use had been reasonably expected on the date of issue of the Series 2013 Tax-Exempt Bonds, would cause the Series 2013 Tax-Exempt Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Code.

Section 9. The Authorized Officers of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided by the provisions of the Financing Documents, and to execute and deliver all such additional certificates, instruments and documents, including the Financing Documents and the Information Return, and to do all such further acts and things as may be necessary or in the opinion of the Authorized Officer acting on behalf of the Issuer, desirable and proper to effect the purposes of this Resolution and to cause compliance by the Issuer with all of the terms, covenants, and provisions of the Financing Documents binding upon the Issuer.

Section 10. Counsel to the Issuer and Harris Beach PLLC, as Bond Counsel for the Issuer, are hereby authorized to work with counsel to the Company and others to prepare for submission to the Issuer, all documents necessary to effect the issuance and sale of the Bonds and reimbursement of the cost of all such work prior to the date hereof is hereby authorized to the extent permitted by the Code.

Section 11. This Resolution shall constitute the adoption of “official intent” (within the meaning of the United States Treasury Regulations Section 1.150-2(d) with respect to



issuance of the Bonds and the original expenditures which are reasonably expected to be reimbursed from the proceeds of the Bonds.

Section 12. It is hereby found and determined that all formal actions of the Issuer concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Issuer; and that all deliberations of the Issuer and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 13. Due to the complex nature of this transaction, the Issuer hereby authorizes its Authorized Officers to approve, execute and deliver such further agreements, documents and certificates as the Issuer may be advised by counsel to the Issuer and/or Bond Counsel to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by the Authorized Officer acting on behalf of the Issuer.

Section 14. The Chairman (or Vice Chairman), President and CEO and/or CFO of the Issuer are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 15. This resolution shall take effect immediately and the Series 2013 Bonds are hereby ordered to be issued in accordance with this Resolution.

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
FRANK P. PETRONE	[ YEA ]	[ ]	[ ]	[ ]
SUSAN A. BERLAND	[ YEA ]	[ ]	[ ]	[ ]
MARK A. CUTHBERTSON	[ YEA ]	[ ]	[ ]	[ ]
MARK MAYOKA	[ YEA ]	[ ]	[ ]	[ ]
EUGENE COOK	[ YEA ]	[ ]	[ ]	[ ]

The Resolution was thereupon duly adopted.

**Resolution 10-15-2013-4**

AMEND ARTICLE III, § 8 OF THE BY-LAWS

OFFERED BY: MARK MAYOKA

SECONDED BY: EUGENE COOK

WHEREAS, pursuant to § 615(b) of the New York Not-For-Profit Corporation Law, the Board of Directors/Members of the Corporation are permitted to amend the By-Laws; and

WHEREAS, the Corporation desires to amend Article III, § 8 of the By-Laws to eliminate dated language and to move its annual meeting from January to June when the annual audit and financial statements of the Corporation's prior year are certain to be completed for presentation to the Board for adoption;

WHEREAS, the text of Article III, § 8 of the By-Laws presently reads: "Except in the case of the Annual Meeting in calendar year 2010, the annual meeting of the Corporation shall be held in January in each calendar year, at the regular place of the Corporation as described in §7 of this Article at such hour and on such day as the Board shall determine. Such 2010 annual meeting may be held at such time as approved by the Chair of the Corporation; and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Board."

WHEREAS, the Corporation wishes to amend § 8 to read: "The annual meeting of the Corporation shall be held in June in each calendar year, at the regular meeting place of the Corporation as described in § 7 of this Article at such hour and on such day as the Board shall determine."

WHEREAS, the entire Board of Directors/Members of the Corporation acknowledge receipt of proper notice of the proposed action, as required under the By-Laws, Article XIII – Amendments;

*NOW, THEREFORE BE IT RESOLVED*, that the Corporation hereby amends Article III, § 8 of the By-Laws to eliminate dated language and to provide that the annual meeting of the Corporation shall be held in June in each calendar year.

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 10-15-2013-5**

ADOPTON OF 2014 BUDGET & FINANCIAL PLAN, AS RECOMMENDED BY THE FINANCE COMMITTEE

OFFERED BY: MARK MAYOKA

SECONDED BY: EUGENE COOK

WHEREAS, The New York State Public Authorities Accountability Act requires Public Authorities to submit an annual budget report 60 days prior to the start of its fiscal year; and

WHEREAS, The Town of Huntington Local Development Corporation's fiscal year begins on January 1, thereby making the budget report submission due date November 1; and

WHEREAS, prior to submitting and posting of said adopted budget to the State Authority Budget Office's PARIS website, it must be reviewed and approved by the Corporation's Board; and

WHEREAS, the State recognizes that said adopted budget, together with proposed financial plan for the subsequent four years, is subject to modification; and

WHEREAS, it is the law's intent to encourage Public Authorities to become engaged in long range fiscal planning and in setting programmatic goals; and

WHEREAS, it is the Corporation's intent to comply with this and all aspects of the New York State Accountability Act;

*NOW, THEREFORE, BE IT RESOLVED*, that the Corporation hereby adopts the Draft LDC Budget and Financial Plan as recommended by the Finance Committee.

VOTED:

FRANK P. PETRONE – YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 10-15-2013-6**

*BE IT FURTHER RESOLVED:*

THAT THE CHAIRPERSON BE AUTHORIZED, UNTIL THE NEXT COMBINED BOARD OF DIRECTORS/MEMBER MEETING, TO TAKE SUCH OTHER ACTIONS AS SHALL BE NECESSARY TO REASONABLY PREPARE THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION FOR OPERATION, ALL ON THE CORPORATION'S BEHALF.

OFFERED BY: SUSAN A. BERLAND

SECONDED BY: MARK MAYOKA

VOTED:

FRANK P. PETRONE - YEA

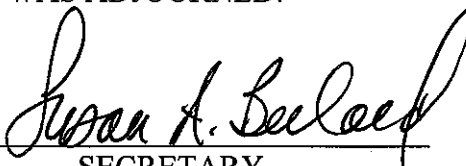
SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

THERE BEING NO FURTHER BUSINESS TO COME BEFORE THE MEETING, UPON MOTION DULY MADE BY FRANK P. PETRONE, SECONDED BY MARK MAYOKA AND UNANIMOUSLY CARRIED, THE SAME WAS ADJOURNED.

  
SECRETARY

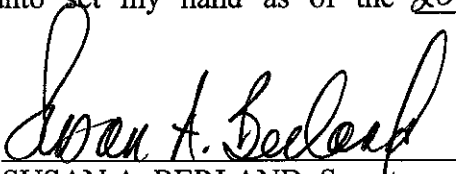
STATE OF NEW YORK                    )  
                                                  : SS.  
COUNTY OF SUFFOLK            )

I, the undersigned Secretary of The Town of Huntington Local Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of The Town of Huntington Local Development Corporation (the "Corporation"), including the resolutions contained therein, held on the 15<sup>th</sup> day of October, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, as amended, that all members of said Corporation had due notice of said meeting and that said meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 28 day of October, 2013.

By:   
SUSAN A. BERLAND, Secretary