

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

**100 Main Street**

**Huntington, New York**

**Combined Board of Directors / Member Meeting**

**Monday, March 12, 2012**

**MINUTES**

- 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 Komaroni.
  
- 2. Organizational Matters.**
  - a. Resolution 3-12-2012-1 ratifying and confirming the Corporation's Organizational Meeting minutes of May 4, 2010.
  - b. Resolution 3-12-2012-2 to reappoint the Board of Directors for the Corporation.
  - c. Resolution 3-12-2012-3 to reelect Frank P. Petrone as Chairperson of the Board of Directors for the Corporation
  - d. Resolution 3-12-2012-4 to reelect Mark Cuthbertson as Vice Chairperson of the Board of Directors for the Corporation
  - e. Resolution 3-12-2012-5 to reelect Susan A. Berland as Secretary and Treasurer of the Board of Directors for the Corporation
  - f. Resolution 3-12-2012-6 to authorize an amendment to the By-Laws of the Corporation, to provide that:
    - i. The territory in which the Corporation's activities are principally to be conducted is the Town of Huntington and its surrounding communities; and
    - ii. All persons serving on the Town Board of the Town of Huntington, either as the Town Supervisor or a Town

Councilperson, shall serve as an ex officio director of the Corporation.

**3. Operational matters.**

- a. Resolution 3-12-2012-7 to authorize and approve the Corporation's adoption of the attached Mission Statement / Measurement Report, as Exhibit A.
- b. Resolution 3-12-2012-8 to authorize and approve that the Corporation's adoption of the attached Finance Committee Charter, as Exhibit B.
- c. Resolution 3-12-2012-9 to authorize amendment to the Corporation's Property Disposition Guidelines to the form attached, to reflect changes required by the Public Authority Accountability Act of 2009, as Exhibit C.
- d. Resolution 3-12-2012-10 to authorize and approve that the Corporation's adoption of the attached Compensation, Reimbursement and Attendance Policy, as Exhibit D.
- e. Resolution 3-12-2012-11 to authorize and approve Thomas Glascock as Contracting Officer for the Corporation.
- f. Resolution 3-12-2012-12 to authorize and approve execution on behalf of the Corporation of a Management and Administrative Services Agreement, to be made with the Town of Huntington in the same form as is attached hereto, as Exhibit E.
- g. Review the Corporation's Investment Guidelines, and, if acceptable, Resolution 3-12-2012-13 to ratify their adoption, as Exhibit F.
- h. Review the Corporation's Procurement Guidelines, and, if acceptable, Resolution 3-12-2012-14 to ratify their adoption, as Exhibit G.
- i. Resolution 3-12-2012-15 to accept the attached auditor statement, as Exhibit H.
- j. Resolution 3-12-2012-16 to appoint Mark Cuthbertson, Frank Petrone and Mark Mayoka to serve on the Corporation's Audit Committee.
- k. Resolution 3-12-2012-17 to appoint Mark Cuthbertson, Eugene Cook and Susan A. Berland to serve on the Corporation's Governance Committee.
- l. Resolution 3-12-2012-18 to appoint Susan A. Berland, Frank Petrone and Mark Mayoka to serve on the Corporation's Finance Committee.
- m. Resolution 3-12-2012-19 authorizing official intent to provide taxable and tax exempt financing to Developmental Disabilities Institute, Inc.

- n. Resolution 3-12-2012-20 that the Chairperson be authorized, until the next combined Board of Directors / Member meeting, to take such other reasonable actions as shall be necessary to reasonably prepare the Corporation for operations.
- o. Resolution 3-12-2012-21 that, during the remainder of year 2012, the Corporation shall notice and conduct combined Board of Directors/Member meetings at 100 Main Street, Huntington, New York, as needed.
- p. Circulate an Acknowledgment of Fiduciary Statement forms, for execution by the Directors.
- q. Circulate Board Evaluation forms, for completion by the Directors.

**Other Matters.**

**Adjourn meeting.**

**Resolution 3-12-2012-1**

*BE IT RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RATIFIES AND CONFIRMS THE MAY 10, 2010 ORGANIZATIONAL MEETING MINUTES.

OFFERED BY: MARK CUTHBERTSON

SECONDED BY: FRANK P. PETRONE

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-2**

WHEREAS, the Chairperson discussed the need to reappoint the Board of Directors of The Town of Huntington Local Development Corporation, and stated that said reappointment was now in order;

NOW, THEREFORE, BE IT RESOLVED

BY THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT  
CORPORATION'S SOLE MEMBER

THAT THE FOLLOWING PERSONS ARE APPOINTED TO SERVE AS  
DIRECTORS FOR THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT  
CORPORATION:

FRANK P. PETRONE,	100 Main Street, Huntington, NY 11743
MARK A. CUTHBERTSON	100 Main Street, Huntington, NY 11743
SUSAN A. BERLAND	100 Main Street, Huntington, NY 11743
MARK MAYOKA	100 Main Street, Huntington, NY 11743
EUGENE COOK	100 Main Street, Huntington, NY 11743

OFFERED BY: MARK CUTHBERTSON

SECONDED BY: EUGENE COOK

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-3**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RE-ELECTS FRANK P. PETRONE AS CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION.

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

**Resolution 3-12-2012-4**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RE-ELECTS MARK A. CUTHBERTSON AS VICE-CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: SUSAN A. BERLAND

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-5**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RE-ELECTS SUSAN A. BERLAND AS SECRETARY AND TREASURER OF THE CORPORATION.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: MARK CUTHBERTSON

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-6**

WHEREAS, THE CHAIRPERSON HAS CALLED FOR AN AMENDMENT TO THE CORPORATION'S BY-LAWS, TO PROVIDE THAT: (I) THE TERRITORY IN WHICH THE CORPORATION'S ACTIVITIES ARE PRINCIPALLY TO BE CONDUCTED IS THE TOWN OF HUNTINGTON AND ITS SURROUNDING COMMUNITIES; AND (II), ALL PERSONS SERVING ON THE TOWN BOARD OF THE TOWN OF HUNTINGTON, EITHER AS TOWN SUPERVISOR OR A TOWN COUNCILPERSON, SHALL SERVE AS AN EX OFFICIO DIRECTOR OF THE CORPORATION;

*NOW, THEREFORE, BE IT RESOLVED*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY, AS FOLLOWS –

ARTICLE I IS AMENDED TO ADD A NEW SECTION 4, TO READ IN ITS ENTIRETY AS FOLLOWS – “TERRITORY. THE TERRITORY IN WHICH THE CORPORATION'S ACTIVITIES ARE PRINCIPALLY TO BE CONDUCTED IS THE TOWN AND ITS SURROUNDING COMMUNITIES”; AND

ARTICLE III, SECTION 2(A) IS RESTATED AND AMENDED, AS FOLLOWS – “NUMBER OF DIRECTORS AND TERM OF OFFICE. (A) THE BOARD SHALL CONSIST OF AT LEAST FIVE (5) DIRECTORS. EACH DIRECTOR SHALL SERVE FOR A TERM DETERMINED BY THE MEMBER UPON THE APPOINTMENT OF THAT DIRECTOR, OR, IF THE APPOINTMENT OF A DIRECTOR SHALL NOT SET FORTH A TERM, THEN AT THE PLEASURE OF THE MEMBER. EACH DIRECTOR SHALL CONTINUE TO HOLD OFFICE UNTIL SUCH DIRECTOR'S SUCCESSOR IS APPOINTED AND HAS QUALIFIED. DIRECTORS SHALL SERVE WITHOUT COMPENSATION. DIRECTORS SHALL BE ELECTED BY THE MEMBER. AS USED IN THIS ARTICLE, ‘ENTIRE BOARD’ MEANS THE TOTAL NUMBER OF DIRECTORS ENTITLED TO VOTE WHICH THE CORPORATION WOULD HAVE IF THERE WERE NO VACANCIES. NOTWITHSTANDING THE FOREGOING, ALL PERSONS SERVING ON THE TOWN BOARD OF THE TOWN, EITHER AS THE TOWN SUPERVISOR OR A TOWN COUNCILPERSON, SHALL SERVE AS AN EX OFFICIO DIRECTOR OF THE CORPORATION.”

OFFERED BY: MARK MAYOKA

SECONDED BY: SUSAN A. BERLAND

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-7**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY ADOPTS THE MISSION STATEMENT / MEASUREMENT REPORT ATTACHED HERETO AS "EXHIBIT A", PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: SUSAN A. BERLAND

SECONDED BY: FRANK P. PETRONE

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-8**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY ADOPTS THE FINANCE COMMITTEE CHARTER ATTACHED HERETO AS "EXHIBIT B", PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: MARK MAYOKA

SECONDED BY: SUSAN A. BERLAND

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-9**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY AMENDS ITS THE PROPERTY DISPOSITION GUIDELINES TO THE FORM ATTACHED HERETO AS "EXHIBIT C", PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: SUSAN A. BERLAND

SECONDED BY: FRANK P. PETRONE

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-10**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY ADOPTS THE COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY ATTACHED HERETO AS "EXHIBIT D", PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: SUSAN A. BERLAND

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-11**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION IS AUTHORIZED AND DIRECTED TO ENGAGE THOMAS GLASCOCK AS CONTRACTING OFFICER, PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: MARK CUTHBERTSON

SECONDED BY: FRANK P. PETRONE

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-12**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY AUTHORIZES AND DIRECTS THE EXECUTION ON BEHALF OF THE CORPORATION OF THE MANAGEMENT AND ADMINISTRATIVE SERVICES AGREEMENT ATTACHED HERETO AS "EXHIBIT E".

OFFERED BY: MARK MAYOKA

SECONDED BY: SUSAN A. BERLAND

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-13**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RATIFIES THE INVESTMENT GUIDELINES ATTACHED HERETO AS "EXHIBIT F".

OFFERED BY: FRANK P. PETRONE

SECONDED BY: SUSAN A. BERLAND

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-14**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RATIFIES THE PROCUREMENT GUIDELINES ATTACHED HERETO AS "EXHIBIT G".

OFFERED BY: SUSAN A. BERLAND

SECONDED BY: MARK CUTHBERTSON

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-15**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY ADOPTS THE AUDITOR STATEMENT ATTACHED HERETO AS "EXHIBIT H", PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: SUSAN A. BERLAND

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-16**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY APPOINTS MARK A. CUTHBERTSON, FRANK P. PETRONE AND MARK MAYOKA TO SERVE ON THE CORPORATION'S AUDIT COMMITTEE, PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: SUSAN A. BERLAND

SECONDED BY: MARK CUTHBERTSON

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-17**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY APPOINTS MARK A. CUTHBERTSON, EUGENE COOK AND SUSAN A. BERLAND TO SERVE ON THE CORPORATION'S GOVERNANCE COMMITTEE, PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: MARK MAYOKA

SECONDED BY: FRANK P. PETRONE

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-18**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY APPOINTS SUSAN A. BERLAND, FRANK P. PETRONE AND MARK MAYOKA TO SERVE ON THE CORPORATION'S FINANCE COMMITTEE, PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: EUGENE COOK

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-19**

**OFFICIAL INTENT RESOLUTION**  
*(Developmental Disabilities Institute, Inc. Project)*

A regular meeting of the Board of Directors of The Town of Huntington Local Development Corporation was convened on Tuesday, March 12, 2012 at 4:45 p.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 3-12-2012-19

RESOLUTION OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION (THE "ISSUER") (1) TAKING OFFICIAL ACTION TOWARD THE ISSUANCE OF TAX-EXEMPT REVENUE BONDS (DEVELOPMENTAL DISABILITIES INSTITUTE, INC. PROJECT), IN MULTIPLE SERIES AND (ii) TAXABLE REVENUE BONDS (DEVELOPMENTAL DISABILITIES INSTITUTE, INC. PROJECT), IN MULTIPLE SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$20,000,000; FOR THE PURPOSE OF FINANCING A CERTAIN PROJECT (AS SET FORTH BELOW) FOR THE BENEFIT OF DEVELOPMENTAL DISABILITIES INSTITUTE, INC.; (2) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE ISSUER WITH RESPECT TO SUCH PROJECT; AND (3) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO SUCH FINANCING AND THE UNDERTAKING OF SUCH PROJECT

WHEREAS, The Town of Huntington Local Development Corporation (the "Issuer") a not-for-profit local development corporation duly organized and validly existing pursuant to Section 1411 of the Not-for-Profit Corporation Law ("N-PCL") of the State of New York (the "State"); and

WHEREAS, pursuant to the N-PCL the Issuer was established as a not-for-profit corporation for the purposes of relieving and reducing adult unemployment, promoting, facilitating and providing for additional and maximum adult employment, bettering and maintaining adult job opportunities and lessening the burdens of government and acting in the public interest, and has the powers, among other things, to construct, acquire, rehabilitate and improve, for use by others, industrial and/or manufacturing plants, to assist financially in such construction, acquisition, rehabilitation and improvement, to acquire real or personal property and to issue bonds, notes and other obligations thereof; 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, the Issuer is authorized under the Act to loan the proceeds of the Bonds to the Company and the Issuer and the Company will enter into a certain loan

agreement whereby payments made by the Company will be sufficient to pay the principal of premium, if any, purchase price and interest on the Bonds; and

WHEREAS, DEVELOPMENTAL DISABILITIES INSTITUTE, INC. (the “Company”) has submitted an application to the Issuer requesting the Issuer issue its revenue bonds in an aggregate principal amount not to exceed \$20,000,000 (the “Bonds”) for the purpose of financing a certain project (the “Project”) for the benefit of the Company consisting of: **(A)** refunding portions of one or more series of bonds issued by the Suffolk County Industrial Development Agency (“Agency”) the proceeds of which financed or refinanced certain facilities of the Company in Huntington or its surrounding communities, including **(1)** the Agency’s \$10,925,000 original principal amount 1993 Civic Facility Revenue Bonds (Developmental Disabilities Institute, Inc. Civic facility), (the “Series 1993 Bonds”), and **(2)** the Agency’s \$6,775,000 original principal amount Civic Facility Refunding Revenue Bonds, Series 1998 (Developmental Disabilities Institute, Inc. Civic Facility), (the “Series 1998 Bonds” and together with the Series 1993 Bonds, “the Refunded Bonds”); and **(B)** the financing, refinancing and/or reimbursement of the costs of: **(1)** the construction, renovation and equipping of an approximately 11,557 square-foot residential facility consisting of intermediate care facilities for 24 children with developmental disabilities and related site improvements located on an approximately 15.9 acre parcel of land located at 25 Little Plains Road, in the Town of Huntington, Suffolk County, New York (the “Little Plains OPWDD Improvements”), **(2)** the construction, renovation, expansion and equipping of an existing approximately 5,512 square foot educational and program facility including four new classrooms for special education programs for children with developmental disabilities and related site improvements located on an approximately 15.9 acre parcel of land located at 25 Little Plains Road, in the Town of Huntington, Suffolk County, New York (the “Little Plains SED Improvements”), **(3)** the construction, renovation, expansion and equipping of an existing approximately 34,749 square foot day program facility including a day habituation program for persons with developmental disabilities and related site improvements located on an approximately 10.74 acre parcel of land located at 75 Landing Meadow Road, Smithtown, Suffolk County, New York (the “Meadow Glen OPWDD Project”), and **(4)** the acquisition, construction, renovation, and equipping of an existing approximately 2,978 square foot residential facility for nine persons with developmental disabilities located on an approximately 0.97 acre parcel of land located at 3 Creek Road, Smithtown, Suffolk County, New York (the “Creek Road IRA Improvement”), and, collectively with the Little Plains OPWDD Improvements, the Little Plains SED Improvements and the Meadow Glen OPWDD Project, the “Improvements”); **(C)** funding a debt service reserve fund, if any, and paying capitalized interest, if any, and certain other costs incidental to the issuance of the Bonds (the costs associated with items (A)

through (C) above being hereinafter collectively referred to as the “Project Costs”); and

WHEREAS, the proceeds of the Series 1993 Bonds were used to (A) refinance and consolidate the Company’s then existing indebtedness, (B) to finance the development of certain civic facilities consisting of the (i) partial renovation and equipping of a 6,872 square foot portion of an approximately 60,916 square foot building located on an approximately 13.4 acre parcel of land at Hollywood Drive, Town of Smithtown, Suffolk County, New York (the “Hollywood Drive Project”); (ii) refinancing, partial renovation and equipping of a 6,504 square foot portion of an approximately 34,600 square foot building located on an approximately 12 acre parcel of land at Landing Meadow Road, Town of Smithtown, Suffolk County, New York (the “Landing Meadow Road Project”); (iii) partial renovation and equipping of an approximately 10,000 square foot building located on an approximately 8.5 acre parcel of land at 877 East Main Street, Town of Riverhead, Suffolk County, New York (the “Riverhead Project”); (iv) partial renovation and equipping of a 482 square foot portion of an approximately 17,500 square foot building located on an approximately 3.47 acre parcel of land at 62 Pine Street, East Moriches, Town of Brookhaven, Suffolk County, New York (the “East Moriches Project; and (v) partial renovating and equipping of a 608 square foot portion of an approximately 15,000 square foot building located on an approximately 3.0 acre parcel of land at 244 Magee Street, Town of Southampton, Suffolk County, New York (the “Southampton Project”), all used for rehabilitative therapeutic, medical and dental services for developmentally disabled children and adults; (C) financing certain related development costs, funding a debt service reserve fund and certain costs of issuance; and

WHEREAS, the proceeds of the Series 1998 Bonds were issued for the purpose of (i) providing sufficient monies to effect the advance refunding of Agency’s 1989 Variable Rate 7-Day Demand Civic Facility Revenue Bonds (The Suffolk Child Development Center, Inc. Civic Facility) (the “Prior Bonds” or the “1989 Bonds”), which Prior Bonds financed the acquisition, construction and equipping of an existing elementary school building on approximately 14 acres of land to be used to provide educational, therapeutic and habilitational services to developmentally disabled children and adults on a site located at 25 Little Plains Road, Huntington, Suffolk County, New York (the “Hunting Project”) and for the renovation construction and expansion of the Company’s administrative facilities at the Company’s school building located at 99 Hollywood Drive, Smithtown, Suffolk County, New York (the “Smithtown Project”), (ii) financing of renovations and upgrades consisting of roof replacement, energy efficient windows and doors, HVAC and other related renovations and the purchase of equipment consisting of office and classroom furniture, computer software and other related equipment located at the Smithtown Project (the “Smithtown Renovations Project”), (iii) financing of renovations and upgrades consisting of renovations and upgrades including roof replacement, energy efficient windows and doors, HVAC and other related renovations and the purchase of equipment consisting of office and classroom furniture, computer equipment, computer software and other related equipment located at the Huntington Project (the “Huntington Renovations Project”), (iv) refinancing of a

conventional mortgage held by KeyBank National Association in the approximate principal amount of \$1,100,000 incurred in connection with the acquisition of the Smithtown Project, (v) the acquisition and renovation of an approximately 15,000 square foot building located on an approximately 1.2 acre parcel of land located at 1 Horseblock Road, Medford, Town of Brookhaven, Suffolk County, New York (the “Medford Project”) to be used for educational purposes, (vi) the acquisition and renovation of a single family residence located on an approximately 1 acre parcel of land located at 23 Browning Drive, Greenlawn, Town of Huntington, Suffolk County, New York (the “Greenlawn Project”) to be used for a residential program for persons with developmental disabilities, (vii) the acquisition and renovation of a single family residence located on an approximately 1 acre parcel of land located at 66 Quintuck Lane, East Islip, Town of Islip, Suffolk County, New York (the “East Islip Project”), for a residential program for persons with developmental disabilities, (viii) working capital in connection with the Smithtown Renovations Projects, Hunting Project, the Medford Project, the Greenlawn Project and the East Islip Project, and (ix) paying certain incidental expenses incurred in connection with the issuance of the 1998 Bonds and the funding of a Debt Service Reserve Fund in connection therewith; and

WHEREAS, the Issuer desires to adopt a resolution describing the Project, authorizing a public hearing in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, any approval of the Project is contingent upon, among other things, a final determination by the members of the Project to proceed with the Project following determinations by the Agency that (i) the public hearing and notice requirements and other procedural requirements contained in Section 147(f) of the Code, and (ii) the granting of the financial assistance are and will be in compliance with all other applicable requirements of the Act, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the "Regulations" and together with the SEQR Act, collectively, “SEQRA”), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project (collectively, the "Applicable Laws")

WHEREAS, the Company reasonably expects that it will (i) pay or incur certain capital expenditures in connection with the Project prior to the issuance of the Bonds, (ii) use funds from sources other than proceeds from the Bonds which are or will be available on a short-term basis to pay for such capital expenditures, and (iii) reimburse itself for the use of such funds with proceeds of the Bonds.

NOW, THEREFORE, BE IT RESOLVED THE ISSUER AS FOLLOWS:

Section 1. The Issuer hereby finds and determines:

(a) 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.

(b) 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 2. 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 \$20,000,000 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 Bonds.

Section 3. The issuance of the Bonds and the granting of the financial assistance as contemplated by Paragraph 2 of this Resolution, shall be subject to:

(a) agreement by the Issuer, the Company and the purchaser of the Bonds on mutually acceptable terms for the Bonds and for the sale and delivery thereof and mutually acceptable terms and conditions for the security for the payment thereof; and

(b) approval by the Town Supervisor of the Town of Huntington, New York, of the issuance of the Bonds in accordance with the provisions of Section 147(f) of the Code; and

(c) approval by the Town Supervisor of Smithtown, New York, of the issuance of the Bonds in accordance with the provisions of Section 147(f) of the Code; and

(d) holding a public hearing as required by Section 147(f) of the Code (as authorized by Section 5 below); and

(e) compliance with all Applicable Laws.

Section 4. This resolution shall authorize the Issuer to hold a public hearing as required by Section 147(f) of the Code.

Section 5. The Company is hereby authorized to conduct such feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Issuer to make its final determination whether to approve the issuance of the Bonds, and the Company is further authorized to advance such funds as may be necessary for such purpose, subject, to the extent permitted by law, to reimbursement from the proceeds of the sale of the Bonds, if the Bonds are issued. The officers, agents and employees of the Issuer are hereby directed to proceed to do such things or perform such acts as may allow the Issuer to proceed to its final consideration of the Project. This Resolution constitutes an authorization to conduct concurrent environmental,

engineering, economic, feasibility and other studies and preliminary planning with respect to the Project within the meaning of Section 617.3(c)(2) of the Regulations and a determination of compliance with technical requirements within the meaning of Section 617.3(c)(2) of the Regulations and does not constitute, and shall not be deemed to constitute, either an approval by the Agency of the Project for the purposes of the Act or SEQRA or a commitment by the Agency to approve the Project or to grant the Financial Assistance.

Section 6. 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 authorization, 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 7. 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 8. 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 9. This Resolution shall take effect immediately.

Resolution 3-12-2012-19 was offered by SUSAN A. BERLAND and seconded by Mark Mayoka.

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 Resolutions were thereupon duly adopted.

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

The undersigned, being the Secretary of the The Town of Huntington Local Development Corporation, DOES HEREBY CERTIFY THAT:

I have compared the foregoing extract of the minutes of the meeting of the Huntington Local Development (the "Corporation") including the resolution contained therein, held on the 12<sup>th</sup> day of March, 2012, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject in matters therein referred to.

I FURTHER CERTIFY that all board members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the board members of the Corporation present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Corporation this \_\_\_\_ day of March, 2012.

---

Susan A. Berland, Secretary

**Resolution 3-12-2012-20**

*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: MARK MAYOKA

SECONDED BY: SUSAN A. BERLAND

VOTED:

FRANK P. PETRONE - YEA

SUSAN A. BERLAND - YEA

MARK A. CUTHBERTSON - YEA

MARK MAYOKA - YEA

EUGENE COOK - YEA

**Resolution 3-12-2012-21**

*BE IT FURTHER RESOLVED:*

THAT DURING THE REMAINDER OF YEAR 2012, THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION SHALL NOTICE AND CONDUCT COMBINED BOARD OF DIRECTORS/MEMBER MEETINGS AT 100 MAIN STREET, HUNTINGTON, NEW YORK, AS NEEDED.

OFFERED BY: EUGENE COOK

SECONDED BY: FRANK P. PETRONE

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 CUTHBERTSON AND UNANIMOUSLY CARRIED, THE SAME WAS ADJOURNED.

---

SUSAN A. BERLAND, SECRETARY

The following are appended to this Agenda:

1. Copy of Corporation's May 4, 2010 Organizational meeting minutes.
2. Copy of the proposed Amendment to the Corporation's By-Laws
3. Copy of the proposed Mission Statement / Measurement Report, attached as Exhibit "A"
4. Copy of the proposed Finance Committee Charter, attached as Exhibit "B"
5. Copy of amended Property Disposition Guidelines, attached as Exhibit "C"
6. Copy of the proposed Compensation, Reimbursement and Attendance Policy, attached as Exhibit "D"
7. Copy of the proposed Management and Administrative Services Agreement, attached as Exhibit "E"
8. Copy of the Investment Guidelines, attached as Exhibit "F"
9. Copy of the Procurement Guidelines, attached as Exhibit "G"
10. Copy of the proposed auditor statement, attached as Exhibit "H"
11. Copy of the application for financing received from Developmental Disabilities Institute, Inc., attached as Exhibit "I"
12. Copy of Public Authority Board Evaluation of Board Performance Form
13. Copy of "Acknowledgement of Fiduciary Duties & Responsibilities" Form

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

The undersigned, being the Secretary of the The Town of Huntington Local Development Corporation, DOES HEREBY CERTIFY THAT:

I have compared the foregoing extract of the minutes of the meeting of the Huntington Local Development (the "Corporation") including the resolution contained therein, held on the 12<sup>th</sup> day of March, 2012, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject in matters therein referred to.

I FURTHER CERTIFY that all board members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the board members of the Corporation present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Corporation this \_\_\_\_ day of April, 2012.

\_\_\_\_\_  
Susan A. Berland, Secretary