

**North Shore Child and Family Guidance Association, Inc. SEQRA Resolution**

A regular meeting of the Nassau County Local Economic Assistance Corporation (the "Issuer") was convened in public session at the offices of the Issuer located at 1550 Franklin Avenue, Suite 235, Mineola, County of Nassau, New York on June 9, 2015 at 12:00 p.m., local time.

The meeting was called to order by the Chairman, upon roll being called, the following members of the Issuer were:

**PRESENT:**

Jeffrey L. Seltzer	Chairman
Bruce Ungar	Vice Chairman, Treasurer
Gary Weiss	Secretary

**NOT PRESENT:**

Christopher Fusco	Asst. Secretary
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**THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Joseph J. Kearney	Chief Executive Officer
Joseph Foarile	Chief Financial Officer
Edward Ambrosino, Esq.	General Counsel
Paul O'Brien, Esq.	Bond/Transaction Counsel
Milan Tyler, Esq.	Bond/Transaction Counsel

The attached resolution no. 2015-09 was offered by G. Weiss, seconded by J. Seltzer:

Resolution No. 2015-09

RESOLUTION FINDING THAT THE PROPOSED PROJECT OF NORTH SHORE CHILD AND FAMILY GUIDANCE ASSOCIATION, INC. IS A TYPE II ACTION UNDER THE STATE ENVIRONMENTAL QUALITY REVIEW ACT AND NOT SUBJECT TO FURTHER REVIEW.

WHEREAS, Section 1411 of the Not-For-Profit Corporation Law, as amended (the "Act"), has been heretofore enacted by the Legislature of the State of New York for the purposes, among others, of providing for the creation of local development corporations in the State of New York for the exclusively 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, carrying on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or 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 Nassau County Legislature (the "County Legislature") authorized the formation of the Issuer under the Act pursuant to Resolution No. 255-2010 adopted by the County Legislature on September 20, 2010 and approved by the County Executive of Nassau County on September 21, 2010; and

WHEREAS, pursuant to such authorization of the County Legislature, the Issuer has been incorporated under said Act by the filing of its Certificate of Incorporation with the Office of the Secretary of State of the State of New York on November 30, 2010; and

WHEREAS, the Issuer is authorized by the Act to issue its negotiable bonds, notes or other obligations; and

WHEREAS, North Shore Child and Family Guidance Association, Inc., a not-for-profit corporation organized under the laws of the State of New York and an organization described in Section 501(c)(3) of the Code ("NSCF"), has applied to the Issuer to issue its tax-exempt and/or taxable revenue bonds (the "NSCF Bonds") in one (1) or more series presently estimated to be in the aggregate principal amount not to exceed \$3,570,000 for the benefit of NSCF, for a project (collectively, the "NSCF Project") consisting of:

(A) refinancing of the Nassau County Industrial Development Agency Civic Facility Revenue Bonds (Alliance of Long Island Agencies, Inc./North Shore Child and Family Guidance Association, Inc. Project), Series 1999, issued by the NCIDA in the original principal amount of \$2,865,000 (the "NSCF 1999 Bonds"), approximately \$1,570,000 principal amount of which is outstanding and the proceeds of which were used to finance all or a portion of the costs of the acquisition, construction, renovation and/or equipping of the following two (2) certain civic facilities (the "NSCF Series 1999 Facilities") consisting of (i) a school and clinical facility consisting of the acquisition of an approximately 1.55 acre parcel of real property located at 80 North Service Road, Manhasset, Town of North Hempstead, Nassau County, New York and the

renovation of an approximately 4,800 square foot building and related structures and facilities, and the acquisition and installation of equipment and furnishings, all for the use as a clinic for persons with mental disabilities, and (ii) an administrative facility consisting of the acquisition of an approximately 0.45 acre parcel of real property located at 999 Brush Hollow Road, Westbury, Town of Oyster Bay, Nassau County, New York and the renovation of an approximately 9,400 square foot building and related structures and facilities, and the acquisition and installation of equipment and furnishings, all for the use as a clinic for persons with mental disabilities; and

(B) the cost of construction, renovation and/or equipping of an approximately 2.78 acre parcel of real property located at 480 Old Westbury Road, Roslyn Heights, Town of North Hempstead, Nassau County, New York, and the renovation of an approximately 12,989 square foot building and related structures and facilities, and the acquisition and installation of equipment and furnishings, all for the use as an outpatient mental health facility for persons with mental disabilities (collectively the “NCSF 2015 Facility”); and

(C) refinancing with taxable bonds an M&T Bank loan in the original principal amount of \$1,020,000, of which approximately \$992,141 principal amount is outstanding, incurred to refinance a State Bank of Long Island loan which, in turn, was incurred to pay, or otherwise finance, the costs of the acquisition, construction, renovation and/or equipping of the following certain civic facility (the “NCSF M&T Funded Facilities”) consisting of a facility consisting of the acquisition of an approximately 2.78 acre parcel of real property located at 480 Old Westbury Road, Roslyn Heights, Town of North Hempstead, Nassau County, New York and the renovation of an approximately 12,989 square foot commercial building, and related structures and facilities, and the acquisition and installation of equipment and furnishings, all for the use as administration offices and clinic for persons with mental disabilities; and

(D) funding of repayment to New York State Medicaid reimbursement; and

(E) funding a debt service reserve fund, if any, and paying capitalized interest, if any, and certain other costs incidental to the issuance of the NSCF Bonds (the costs associated with items VI.(A) through (E) being hereinafter collectively referred to as the “NSCF Project Costs”). NSCF will be the initial owner, operator or manager of the NSCF Project. The Issuer will loan the proceeds of the NSCF Bonds to NSCF to finance or refinance all or a portion of the NSCF Project Costs pursuant to a Loan Agreement, executed and delivered contemporaneously with the issuance of the NSCF Bonds (the “NSCF Loan Agreement”), by and between the Issuer and NSCF; 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 consider whether the Project is an “action” that would require it to 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 is an “action” subject to SEQRA, NSCF submitted to the Issuer: 1) an Application for Financial Assistance dated February 5, 2015; and 2) Short Environmental Assessment Forms dated January 16, 2015 and January 29, 2015<sup>1</sup> (collectively the “Project Environmental Documents”); and

WHEREAS, 6 NYCRR 617.2(aj) of the Regulations states that a Type II action is an action or class of actions identified under 6 NYCRR 617.5; and

WHEREAS, 6 NYCRR 617.5(a) states that actions identified as Type II actions have been determined not to have a significant impact on the environment or are otherwise precluded from environmental review under the SEQRA Act; and

WHEREAS, 617.5(c)(2) states that Type II actions not subject to further review under SEQRA include “replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site, including upgrading buildings to meet building or fire codes, unless such action meets or exceeds any of the thresholds in section 617.4 of this Part”; and

WHEREAS, 6 NYCRR 617.5(c)(23) states that Type II actions not subject to further review under SEQRA include “investments by or on behalf of agencies or pension or retirement systems, or refinancing of existing debt”; and

WHEREAS, the Project consists of the refinancing of existing debt and the renovation of an approximately 12,989 square foot building and related structures and facilities, for the use as administration offices and a clinic for persons with mental disabilities.

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

Section 1. Based upon a thorough review and examination of the Project Environmental Documents and upon the Issuer’s knowledge of the area surrounding the facilities and such further investigation of the Project and its environmental effects as the Issuer has deemed appropriate, the Issuer makes the following findings with respect to the Project:

(A) The Project is a Type II action under SEQRA because it comprises “refinancing of existing debt” and “replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site, including upgrading buildings to meet building or fire codes” and does not meet or exceed any threshold for a Type I action.

(B) More specifically, the Project includes a replacement, rehabilitation or reconstruction of a structure or facility, in kind, because it involves interior renovation with use and occupancy by

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<sup>1</sup> Although the most current version of the Short Environmental Assessment Form was not submitted, an Environmental Assessment Form is not required for Type II actions.

a type of use permitted within the zoning district occupied by the building. The Project will not expand the footprint of the building nor increase or substantially alter environmental impacts associated with the property.

Section 2. The Chairman and Chief Executive Officer of the Issuer are hereby authorized and directed to distribute copies of this Resolution to NSCF and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. This Resolution shall take effect immediately.

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

Jeffrey L. Seltzer	VOTING	Aye
Gary Weiss	VOTING	Aye
Bruce Ungar	VOTING	Aye
Christopher Fusco	EXCUSED	

The foregoing Resolution was thereupon declared duly adopted.


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

WE, the undersigned officers of the Nassau County Local Economic Assistance Corporation (the "Issuer"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the board of directors of the Issuer, including the Resolution contained therein, held on June 9, 2015, with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all directors of the Issuer had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the board of directors of the Issuer present throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hand and affixed the seal of the Issuer this 15<sup>th</sup> day of June, 2015.

  
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[Asst.] Secretary  
(SEAL)

  
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[Vice] Chairman  
(SEAL)