RESOLUTION OF THE TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORPORATION (THE “ISSUER”) AMENDING ITS PRIOR BOND RESOLUTION AUTHORIZING THE ISSUANCE AND SALE, IN ONE OR MORE SERIES, OF THE ISSUER’S EDUCATION REVENUE BONDS (EVERGREEN CHARTER SCHOOL PROJECT), SERIES A, IN AN AGGREGATE PRINCIPAL AMOUNT PRESENTLY ESTIMATED TO BE $71,200,000, BUT NOT TO EXCEED $75,000,000 AND ITS TAXABLE EDUCATION REVENUE BONDS (EVERGREEN CHARTER SCHOOL PROJECT), SERIES B, IN AN AGGREGATE PRINCIPAL AMOUNT PRESENTLY ESTIMATED TO BE $300,000, BUT NOT TO EXCEED $2,000,000, AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, pursuant to the New York Membership Corporation Law as in effect in 1966, as superseded by Section 1411 of the New York Not-For-Profit Corporation Law (collectively, the “**Act**”), the Town of Hempstead Local Development Corporation (the “**Issuer**”), was created with the authority and power to issue its revenue bonds for the purpose of, among other things, financing and/or refinancing the acquisition, construction, renovation and equipping of certain facilities as authorized by the Act; and

WHEREAS, Friends of ECS, Inc., a not-for-profit corporation organized and existing under the laws of the State of New York (“**Friends**”), on behalf of itself or a single-member limited liability company organized and existing under the laws of the State of New York and disregarded for tax purposes, formed on behalf of Evergreen Charter School, a not-for-profit education corporation organized and existing under the laws of the State of New York and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), which is exempt from federal income taxation pursuant to Section 501(a) of the Code (the “**Charter School**” or the “**Institution**”), requested that the Issuer issue its Education Revenue Bonds (Evergreen Charter School Project), Series A, as qualified 501(c)(3) bonds under Section 145 of the Code, in an amount presently estimated to be $71,200,000 but not to exceed $75,000,000 (the “**Series A Bonds**”) and its Taxable Education Revenue Bonds (Evergreen Charter School Project), Series B, in an amount presently estimated to be $300,000 but not to exceed $2,000,000 (the “**Series B Bonds**”; and together with the Series A Bonds, the “**Bonds**”); and

WHEREAS, the Charter School formed Friends of Evergreen CS LLC, a limited liability company organized and existing under the laws of the State of New York (the “**Facility Owner**”), of which the Charter School is the sole member and which is disregarded for tax purposes, for the purpose of being the owner of the Facility (as defined below); and

WHEREAS, the proceeds of the Series Bonds will be used to finance and refinance all or a portion of the costs of the following: (A)(1) the acquisition of an approximately 1.25 acre parcel of land located at 495 Peninsula Boulevard, 27-33 Laurel Avenue and 37 Laurel Avenue, Village of Hempstead, Town of Hempstead, Nassau County, New York (the “**Land**”), together with the existing improvements thereon, (2) the construction of an approximately 85,000 square foot, multi-level building consisting of four stories plus a basement and utilized roof space and the renovation of an existing approximately 14,000 square foot warehouse structure (collectively, the “**Improvements**”), all located on the Land, and (3) the acquisition of certain machinery, equipment, furnishings and other tangible personal property necessary for completion of the Improvements (the “**Equipment**”; and together with the Improvements and the Land, the “**Facility**”), which Facility will be used for educational space for students, including classrooms, gymnasium, cafeteria, administrative areas, related education areas and parking areas; (B) paying capitalized interest on the Bonds; (C) funding a debt service reserve fund, if required, for the Bonds; (D) funding a repair and replacement reserve fund, if required, for the Bonds; and (E) paying certain costs of issuance of the Bonds (collectively, the “**Project**”); and

WHEREAS, the Facility will initially be operated and/or managed by the Charter School; and

WHEREAS, the Issuer, by resolution duly adopted on June 21, 2022 (the “**Inducement Resolution**”), took official action under the provisions of the Act to issue the Bonds for the purpose of financing or refinancing the costs of the Project; and

WHEREAS, pursuant to Article 8 of the 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 (the “**Regulations**” and collectively with the SEQR Act, "**SEQRA**"), the appropriate personnel of the Agency reviewed the environmental assessment form and other materials submitted by the Facility Owner, made any necessary comments to the members of the Agency, and pursuant to the Inducement Resolution the Agency conducted an uncoordinated review of the Project and determined that the Project will not have any significant adverse environmental impacts; and

WHEREAS, the Issuer, by resolution duly adopted on July 26, 2022 (the “**Bond Resolution**”), authorized the issuance of the Bonds and the undertaking of the Project; and

WHEREAS, the Charter School has notified the Issuer that it has determined that the Facility Owner will not be the owner of the Facility and will not otherwise be involved in the Project and that the Charter School will be initial owner of the Facility and has requested that the Agency amend the Bond Resolution to evidence the Issuer’s approval of such change with respect to the Project; and

WHEREAS, the Bonds will be issued pursuant to a certain Indenture of Trust, dated as of December 1, 2022, or such other date as may be determined (the “**Indenture**”), by and between the Issuer and Manufacturers and Traders Trust Company, or an affiliate thereof, as trustee (the “**Trustee**”); and

WHEREAS, pursuant to the Act, the Issuer will loan the proceeds of the Bonds to the Charter School pursuant to a Loan Agreement, to be dated as of December 1, 2022, or such other date as may be determined (the “**Loan Agreement**”), by and between the Charter School and the Issuer, to pay for the financing or refinancing of the costs of the Project, whereby the Charter School will be obligated, among other things, to make loan payments to or for the account of the Issuer in amounts and at times so that such loan payments will be adequate to pay the principal of, premium, if any, and interest on the Bonds; and

WHEREAS, the obligations of the Charter School under the Loan Agreement will be evidenced by a certain Promissory Note, dated the date of issuance of the Series A Bonds (the “**Series A Promissory Note**”), and a certain Promissory Note, dated the date of issuance of the Series B Bonds (the “**Series B Promissory Note**”; and together with the Series A Promissory Note, the “**Promissory Notes**” or “**Notes**”), which Promissory Notes will each be endorsed by the Issuer to the Trustee pursuant to the applicable Endorsement of Promissory Note, dated the date of issuance of the Bonds (the “**Endorsement of Promissory Notes**”); and

WHEREAS, pursuant to the Loan Agreement, the Charter School has agreed to indemnify the Issuer against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the issuance of the Bonds and the financing and refinancing of the costs of the Project; and

WHEREAS, in compliance with Section 147(f) of the Code, the Issuer, on July 8, 2022, at 9:30 a.m., held a public hearing on the issuance of the Bonds following public notice posted on June 28, 2022; and

WHEREAS, the Town Supervisor of the Town of Hempstead, Nassau County, New York, as the “applicable elected representative” as required under Section 147(f) of the Code, has approved the issuance of the Series A Bonds; and

WHEREAS, the Charter School expects to receive a commitment from Robert W. Baird & Co., Incorporated (the “**Underwriter**”) to sell the Series A Bonds in the aggregate principal amount presently estimated to be approximately $71,200,000 but not to exceed $75,000,000 and to sell the Series B Bonds in the aggregate principal amount presently estimated to be approximately $300,000 but not to exceed $2,000,000; and

WHEREAS, the Issuer and the Charter School will enter into a Tax Regulatory Agreement, to be dated the date of issuance of the Bonds (the “**Tax Regulatory Agreement**”), whereby the Charter School and the Issuer set forth certain representations, expectations, conditions and covenants establishing compliance with the restrictions imposed by the Code relating to hearings and approval by the Issuer, activities of the Charter School, the Series A Bonds, the Project, the Facility and the application of the proceeds of the Series A Bonds; and

WHEREAS, the Underwriter will purchase the Bonds pursuant to a certain Bond Purchase Agreement, dated a date to be determined (the “**Bond Purchase Agreement**”), by and among the Issuer, the Charter School and the Underwriter; and

WHEREAS, the Underwriter will utilize a Preliminary Official Statement (the “**Preliminary Official Statement**”), and a final Official Statement, dated a date to be determined (the “**Final Official Statement**”; and together with the Preliminary Official Statement, the “**Official Statement**”), distributed by the Underwriter and the Charter School to the extent required in connection with the offering of the Bonds; and

WHEREAS, the Charter School has obtained or otherwise addressed all necessary site plan approvals, architectural reviews, zoning approvals and other permits and approvals required in connection with the acquisition, construction, renovation, equipping and furnishing of the Project, other than a building permit from the Village of Hempstead;

NOW, THEREFORE, BE IT RESOLVED by the Town of Hempstead Local Development Corporation (a majority of the members thereof affirmatively concurring) that:

## The Issuer makes the following findings and determinations:

##  (a) By virtue of the Act, the Issuer has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

##  (b) The financing and refinancing of the costs of the Project by the Issuer, through the issuance of the Bonds pursuant to the Act and the Code, the lending of the proceeds of the Bonds pursuant to the Loan Agreement and the provision of other financial assistance in connection therewith pursuant to the Act, will serve the charitable and public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, lessening the burdens of government and acting in the public interest, and thereby serve the public purposes of the Act; and

## (c) The financing and refinancing of the costs of the Project is reasonably necessary to induce the Charter School to maintain and expand its operations within the State of New York; and

## (d) The Facility and the operations conducted therein will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, the County of Nassau, the Town of Hempstead or the Village of Hempstead; and

## (e) It is desirable and in the public interest for the Issuer to issue and sell, in one or more series, the Series A Bonds in an aggregate principal amount presently expected to be $71,200,000, but not to exceed $75,000,000 and the Series B Bonds in an aggregate principal amount presently expected to be $300,000, but not to exceed $2,000,000, upon the terms and conditions set forth in the Bond Purchase Agreement for the purpose of financing and refinancing of the costs of the Project, together with necessary incidental expenses in connection therewith; and

## (f) The Bonds will be special limited obligations of the Issuer payable solely from loan payments made by the Charter School to the Issuer pursuant to the Loan Agreement and certain other assets of the Charter School pledged to the repayment of the Bonds. The Bonds shall not be a debt of the State of New York or any political subdivision thereof, including the Town of Hempstead, and neither the State of New York nor any political subdivision thereof, including the Town of Hempstead, shall be liable thereon; and

## (g) The Indenture will be an effective instrument which, among other things, secures the Bonds, assigns to the Trustee certain rights and remedies of the Issuer under the Loan Agreement and authorizes the Trustee to accept and execute trusts of the character set forth in the Indenture; and

## (h) The Loan Agreement will be an effective instrument whereby the Issuer will loan the proceeds of the Bonds to the Charter School; and

## (i) The Mortgage and Security Agreement (Building Loan), dated as of December 1, 2022, or such other date as the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or Bond Counsel agree (the “**Building Loan Mortgage**”), from the Charter School to the Issuer, will be an effective instrument whereby the Issuer will secure the loan of the proceeds of the Bonds to the Charter School; and

## (j) The Mortgage and Security Agreement (Indirect Loan), dated as of December 1, 2022, or such other date as the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or Bond Counsel agree (the “**Indirect Loan Mortgage**”; and together with the Building Loan Mortgage, the “**Mortgages**”), from the Charter School to the Issuer, will be an effective instrument whereby the Issuer will secure the loan of the proceeds of the Bonds to the Charter School; and

## (k) The Assignment of Mortgage and Security Agreement (Building Loan), dated such date as the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or Bond Counsel agree (the “**Building Loan Mortgage Assignment**”), from the Issuer to the Trustee, will be an effective instrument whereby the Issuer assigns to the Trustee certain of the Issuer’s rights and remedies under the Building Loan Mortgage; and

## (l) The Assignment of Mortgage and Security Agreement (Indirect Loan), dated such date as the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or Bond Counsel agree (the “**Indirect Loan Mortgage Assignment**”; and together with Building Loan Mortgage Assignment, the “**Assignment of Mortgage**”), from the Issuer to the Trustee, will be an effective instrument whereby the Issuer assigns to the Trustee certain of the Issuer’s rights and remedies under the Indirect Loan Mortgage; and

## (m) The Building Loan Agreement, dated as of December 1, 2022, or such other date as the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or Bond Counsel agree (the “**Building Loan Agreement**”), by and among the Charter School, the Issuer and the Trustee, will be an effective instrument which, among other things, provides for the disbursement, application and advancing of the proceeds of the Bonds; and

## (n) The Assignment of Leases and Rents (Building Loan), dated as of December 1, 2022, or such other date as the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or Bond Counsel agree (the “**Building Loan ALR**”), from the Charter School to the Issuer and the Trustee will be an effective instrument which, among other things, assigns the leases and rents from the Charter School to the Issuer and the Trustee; and

## (o) The Assignment of Leases and Rents (Indirect Loan), dated as of December 1, 2022, or such other date as the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or Bond Counsel agree (the “**Indirect Loan ALR**”; and together with the Building Loan ALR, the “**ALR**”), from the Charter School to the Issuer and the Trustee will be an effective instrument which, among other things, assigns the leases and rents from the Charter School to the Issuer and the Trustee; and

## (p) The Assignment of Assignment of Leases and Rents (Building Loan), dated such date as the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or Bond Counsel agree (the “**Assignment of Building Loan ALR**”), from the Issuer to the Trustee will be an effective instrument whereby the Issuer assigns to the Trustee certain of the Issuer’s rights and remedies under the Building Loan ALR; and

## (r) The Assignment of Assignment of Leases and Rents (Indirect Loan), dated such date as the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or Bond Counsel agree (the “**Assignment of Indirect Loan ALR**”; and together with the Assignment of Building Loan ALR, the “**Assignment of ALR**”), from the Issuer to the Trustee will be an effective instrument whereby the Issuer assigns to the Trustee certain of the Issuer’s rights and remedies under the Indirect Loan ALR; and

## (s) The Promissory Notes, as endorsed by the Issuer to the Trustee pursuant to the Endorsement of Promissory Notes, will be effective instruments evidencing the Charter School’s obligation to make loan payments to the Issuer; and

## (t) The Custody Agreement, dated as of December 1, 2022, or such other date as the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or Bond Counsel agree (the “**Custody Agreement**”) by and among the Charter School, the Trustee and the Custodian (as defined therein), will be an effective instrument, whereby the Charter School grants a security interest to the Trustee and the Custodian in certain education aid received by the Charter School as collateral for the Bonds; and

## (u) The Environmental Compliance and Indemnification Agreement, dated as of December 1, 2022, or such other date as the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or Bond Counsel agree (the “**Environmental Compliance and Indemnification Agreement**”), from the Charter School to the Issuer and the Trustee will be an effective instrument whereby the Charter School will agree, among other things, to comply with all Environmental Laws (as defined therein) and will indemnify and hold harmless the Issuer and the Trustee for liability under such laws; and

## (v) The Tax Regulatory Agreement will be an effective instrument whereby the Charter School and the Issuer set forth certain representations, expectations, conditions and covenants establishing compliance with the restrictions imposed by the Code relating to hearings and approval by the Issuer, activities of the Charter School, the Series A Bonds, the Project, the Facility and the application of the proceeds of the Series A Bonds; and

## (w) The form of the Preliminary Official Statement and the form of the final Official Statement, contain true and accurate information regarding the ability of the Issuer to issue the Bonds, and the information contained therein regarding the Issuer, the Bonds, the Bond Purchase Agreement, the Indenture and the Loan Agreement, and are hereby ratified and approved; and

## (x) Under Section 103(a) and Section 145(a) of the Code and the applicable regulations of the Department of the Treasury promulgated thereunder, the interest on an issue of revenue bonds issued by a local development corporation of a State for certain facilities for use by an organization described in Section 501(c)(3) of the Code is excludable from gross income for federal income tax purposes, subject to the limitations and requirements of the Code.

## In consequence of the foregoing, the Issuer ratifies and re-approves the adoption of the Bond Resolution, together with such changes thereto as are set forth herein, and hereby determines to: (i) issue and sell the Bonds to the Underwriter pursuant to and in accordance with the Indenture and the Bond Purchase Agreement, (ii) use the proceeds of the Bonds to finance and refinance the costs of the Project, (iii) loan the proceeds of the Bonds to the Charter School pursuant to the Loan Agreement and the Building Loan Agreement, (iv) secure the proceeds of the Bonds pursuant to the Mortgages, (v) secure the proceeds of the Bonds pursuant to the ALR, (vi) secure the proceeds of the Bonds pursuant to the Custody Agreement, (vii) secure the Bonds by vesting certain powers and duties in the Trustee pursuant to the Indenture, and by assigning to the Trustee certain of the Issuer’s rights and remedies under the Loan Agreement, the Mortgages and the ALR, (viii) secure the Bonds by granting a lien upon and security interest in the Trust Estate (as defined in the Indenture) to the Trustee pursuant to the Indenture, (ix) assign the Mortgages to the Trustee pursuant to the Assignment of Mortgage, (x) assign the ALR to the Trustee pursuant to the Assignment of ALR, and (xi) enter into the Tax Regulatory Agreement with respect to the Series A Bonds and file the Information Return for Private Activity Bond Issues, Form 8038 (the “**Information Return**”) with respect to the Series A Bonds in the manner and at the places provided in the Code.

## The Issuer is hereby authorized to loan the proceeds of the Bonds pursuant to the terms of the Loan Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Issuer with respect to such loan are hereby approved, ratified and confirmed.

## The form and substance of the Bonds, the Bond Purchase Agreement, the Indenture, the Loan Agreement, the Building Loan Agreement, the Promissory Notes, the Endorsement of Promissory Notes, the Mortgages, the Assignment of Mortgage, the ALR, the Assignment of ALR, the Custody Agreement, the Environmental Compliance and Indemnification Agreement, the Tax Regulatory Agreement and the Information Return (each in substantially the form presented to the Issuer and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

## The Issuer is hereby authorized to issue and execute, sell and deliver, in one or more series, the Series A Bonds in an aggregate principal amount presently expected to be $71,200,000, but not to exceed $75,000,000, and the Series B Bonds in an aggregate principal amount presently expected to be $300,000, but not to exceed $2,000,000 pursuant to the Act and in accordance with the Bond Purchase Agreement and the Indenture; provided that:

## (a) The Bonds shall (i) be issued, executed and delivered at such time as the Chairman, the Vice Chairman, the Chief Executive Officer or the Chief Financial Officer of the Issuer shall determine, and (ii) bear interest at the rates, be subject to redemption prior to maturity, and have such other provisions and be issued in such manner and on such conditions as set forth in the Bonds, the Bond Purchase Agreement and the Indenture, which terms are specifically incorporated herein with the same force and effect as if fully set forth herein.

## (b) The Bonds shall be issued solely for the purpose of providing funds to pay the Project Costs (as defined in the Indenture), pay capitalized interest on the Bonds; fund a debt service reserve, if required, for the Bonds, fund a working capital account, if required, for the Bonds, fund a repair and replacement reserve fund, if required, for the Bonds, and to pay certain costs of issuance, including without limitation the administrative, legal, financial and other expenses of the Issuer incurred in connection with the financing and refinancing of the costs of the Project and which are incidental to the issuance of the Bonds.

## (c) The Bonds and the interest thereon are not and shall never be a debt of the State of New York or any political subdivision thereof, including the Town of Hempstead, and neither the State of New York nor any political subdivision thereof, including the Town of Hempstead, shall be liable thereon.

## (d) The Bonds will be special limited obligations of the Issuer payable solely from loan payments made by the Charter School to the Issuer pursuant to the Loan Agreement, and certain other assets of the Charter School pledged to the repayment of the Bonds.

## (e) Notwithstanding any other provision of this resolution, the Issuer covenants that it will make no use of the proceeds of the Series A Bonds or of any other funds which, if such use were reasonably expected on the date of issue of the Series A Bonds, would cause the Series A Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Code.

## The Issuer hereby ratifies and re-approves the provisions of the Bond Resolution granting an exemption from mortgage recording tax, with respect to the Mortgages, securing the aggregate principal amount not to exceed $77,000,000 in connection with the financing and refinancing of the costs of the Project.

## (a) The Chairman, the Vice Chairman, the Chief Executive Officer, the ChiefFinancial Officer and all members of the board of directors of the Issuer are hereby authorized, on behalf of the Issuer, to execute and deliver the Bonds, the Bond Purchase Agreement, the Indenture, the Loan Agreement, the Building Loan Agreement, the Endorsement of Promissory Notes, the Assignment of Mortgage, the Assignment of ALR, the Tax Regulatory Agreement and the Information Return (hereinafter collectively called the “**Financing Documents**”) and, where appropriate, the Secretary or any assistant secretary of the Issuer is hereby authorized to affix the seal of the Issuer to the Bonds, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or any member of the board of directors of the Issuer shall approve. The execution thereof by the Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer or any member of the board of directors of the Issuer shall constitute conclusive evidence of such approval.

## (b) The Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer and all members of the board of directors of the Issuer are further hereby authorized, on behalf of the Issuer, to designate any additional Authorized Representatives (as defined in the Indenture) of the Issuer.

## (c) The Chairman, the Vice Chairman, the Chief Executive Officer, the Chief Financial Officer and all members of the board of directors of the Issuer were each authorized on behalf of the Issuer pursuant to the Bond Resolution to deem the Preliminary Official Statement final for purposes of Rule 15c2‑12 under the Securities Exchange Act of 1934, as amended, with such changes therein as shall be approved by such officers upon the advice of counsel to the Issuer and Bond Counsel, and to the extent required such officers shall on behalf of the Issuer authorize and approve the execution, delivery and distribution of the Official Statement in connection with the offer and sale of the Bonds.

## The officers, employees and agents 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 for by the provisions of the Financing Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Issuer with all of the terms, covenants and provisions of the Financing Documents binding upon the Issuer.

## (a) It is desirable and in the best interest of the Issuer that, in connection with the issuance of the Bonds, the Bonds be qualified or registered for offer in various states authorized by the Issuer and that each of the directors, officers, employees and agents of the Issuer be, and they hereby are each, authorized to determine the states in which appropriate action shall be taken to qualify or register for offer all or such part of the Bonds as said directors, officers, employees and agents may deem advisable (and any such action taken to date is hereby approved, ratified and confirmed); that each of said directors, officers, employees and agents be, and they hereby are each, authorized and directed to take any and all action for and on behalf of the Issuer, in connection with the proposed sale of the Bonds, which they may deem necessary or appropriate to obtain licenses or permits, or register, qualify or notice the Bonds for reoffering and issuance under the securities or Blue Sky laws of such of the various states as each of said directors, officers, employees and agents may deem advisable (and any such action taken to date is hereby approved, ratified and confirmed), and in connection with such registrations, licenses, permits, qualifications or notices, to execute and file for and on behalf of the Issuer all such applications, notices, reports, issuer’s covenants, resolutions, irrevocable consents to service of process (including appointment of a designated state official to act as agent to receive process), powers of attorney and information, and to take all such further action as any of them may deem necessary or desirable to keep in effect such registrations, licenses, permits, qualifications or notices or to comply with the requirements of any regulatory commission whose approval or notification with respect to the Bonds may be required (and any such action taken to date is hereby approved, ratified and confirmed); and that the execution by such directors, officers, employees and agents of the Issuer of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor and the approval by the Issuer of the papers and documents so executed and the action so taken (and any such action taken to date is hereby approved, ratified and confirmed).

## (b) The Issuer hereby adopts the form of any resolution required by any state authority to be filed in connection with any application, consent to service of process or other document mentioned in the foregoing resolution if (i) in the opinion of a director, officer, employee or agent of the Issuer the adoption of such a resolution is necessary or advisable, and (ii) the Secretary or any assistant secretary of the Issuer evidences such adoption by attaching to the minutes of this meeting copies of such resolution, which will thereupon be deemed to have been adopted by the Issuer with the same force and effect as if originally attached to the minutes of this meeting (and any such action taken to date is hereby approved, confirmed and ratified).

## (c) The Issuer hereby resolves that each of such directors, officers, employees and agents be, and they hereby are each, authorized and directed to take any and all action for and on behalf of the Issuer in connection with the proposed issuance and offering of the Bonds which they may deem necessary or appropriate to render the Bonds legal for investment by savings banks, insurance companies, trust funds and any other institutions in such other of the various states as such directors, officers, employees or agents may deem advisable (and any such action taken to date is hereby approved, confirmed and ratified).

## This resolution shall take effect immediately and the Bonds are hereby authorized to be issued in accordance with this resolution.

## [Remainder of this page intentionally left blank]

STATE OF NEW YORK )

 : SS.:

COUNTY OF NASSAU )

We, the undersigned of the Town of Hempstead Local Development Corporation, DO HEREBY CERTIFY THAT:

We have compared the foregoing copy of a resolution of the Town of Hempstead Local Development Corporation (the “**Issuer**”) with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of such resolution and of the proceedings of the Issuer in connection with such matter.

Such resolution was passed at a meeting of the Issuer duly convened in public session on December 20, 2022, at Town Hall Pavilion, 1 Washington Street, Hempstead, New York 11550, at which the following members were:

Present: Florestano Girardi, Chairman

 Thomas Grech, Vice Chairman

Rev. Dr. Eric C. Mallette, Treasurer

Jack Majkut, Secretary

Robert Bedford, Member

Jill Mollitor, Member

Jerry Kornbluth, Member

Excused:

Also Present: Frederick E. Parola, Chief Executive Officer

Michael Lodato, Deputy Executive Director

Edith M. Longo, Chief Financial Officer

Arlyn Eames, Deputy Agency Administrator

Paul V. O’Brien, Esq., Bond Counsel

John E. Ryan, Esq., Issuer Counsel

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye Voting Nay

and, therefore, the resolution was declared duly adopted.

The Application is in substantially the form presented to and approved at such meeting.

WE FURTHER CERTIFY that (i) all members of the Issuer had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, we have hereunto set our hands as of December \_\_\_, 2022.

By:

Frederick E. Parola
Chief Executive Officer

By:

Florestano Girardi
Chairman