

**Alliance of Long Island Agencies, Inc., North Shore Child
and Family Guidance Association, Inc. - Consent Resolution**

A regular meeting of the Nassau County Local Economic Assistance Corporation (the "Issuer") was convened in public session at the Theodore Roosevelt Executive & Legislative Building, Ceremonial Chambers, 1550 Franklin Avenue, Mineola, Nassau County, New York, on September 18, 2025, at 6:00 p.m., local time.

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

PRESENT:

William H. Rockensies	Chair
John Coumatos	Treasurer
Joseph Manzella	Asst. Secretary
Marco Troiano	

NOT PRESENT:

Raymond Pinto	Secretary/Asst. Treasurer
Reginald A. Spinello	

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Sheldon L. Shrenkel	Chief Executive Officer
Anthony Marano	General Counsel
Paul O'Brien	Bond/Transaction Counsel

The attached resolution no. 2025-09 was offered by J. Coumatos, seconded by J. Manzella.

Resolution No. 2025 - 09

RESOLUTION OF THE NASSAU COUNTY LOCAL ECONOMIC ASSISTANCE CORPORATION AUTHORIZING CERTAIN MATTERS IN CONNECTION WITH ITS TAXABLE REVENUE BONDS (ALLIANCE OF LONG ISLAND AGENCIES, INC., NORTH SHORE CHILD AND FAMILY GUIDANCE ASSOCIATION, INC. PROJECT), SERIES 2015C-2, IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$2,089,000 (THE "SERIES 2015C-2 BONDS")

WHEREAS, the Nassau County Local Economic Assistance Corporation (the "Corporation" or the "Issuer") is authorized pursuant to Section 1411(a) of the Not-for-Profit Corporation Law of the State of New York, as amended, and its Certificate of Incorporation, to promote community and economic development and the creation of jobs in the non-profit sector for the citizens of Nassau County by developing and providing programs for not-for-profit to access low interest cost tax-exempt and taxable financing for their eligible projects; and

WHEREAS, North Shore Child and Family Guidance Association, Inc., a not-for-profit corporation organized and existing under the laws of the State of New York (the "Institution"), previously requested that the Issuer issue its tax-exempt and taxable bonds to finance and refinance the costs of the Project (as hereinafter defined) on behalf of the Institution; and

WHEREAS, pursuant to a certain resolution duly adopted by the Issuer on June 9, 2015 (as may be amended or supplemented from time to time, the "Bond Resolution"), the Issuer authorized the issuance and sale of its \$1,586,000 Tax-Exempt Revenue Bonds (Alliance of Long Island Agencies, Inc., North Shore Child and Family Guidance Association, Inc. Project), Series 2015C-1 (the "Series 2015C-1 Bonds"), \$2,089,000 Revenue Bonds (Alliance of Long Island Agencies, Inc., North Shore Child and Family Guidance Association, Inc. Project), Series 2015C-2 (the "Series 2015C-2 Bonds") and \$180,000 Revenue Bonds (Alliance of Long Island Agencies, Inc., North Shore Child and Family Guidance Association, Inc. Project), Series 2015C-3 (the "Series 2015C-3 Bonds" and collectively with the Series 2015C-1 Bonds and the Series 2015C-2 Bonds, the "Bonds" or the "Series 2015 Bonds") for the purpose of financing a project (the "Project") consisting of the following: (A) refinancing of the Nassau County Industrial Development Agency ("NCIDA") 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 was outstanding and the proceeds of which were used to finance (A) 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 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) a clinical facility and 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; (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 and related administrative offices (the "NCSF 2015 Facility" or the "New Money Facility"); (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 was 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", and together with the NCSF 2015 Facility and the NCSF Series 1999 Facilities, the "Mortgaged Property"): 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; (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 Bonds (the costs associated with items (A) through (E) being hereinafter collectively referred to as the "Project Costs"); and

WHEREAS, the Series 2015C-2 Bonds were issued pursuant to that certain Bond Purchase Agreement and Loan Agreement dated as of June 19, 2015 (the "BPA"), by and among the Issuer, the Institution and BankUnited, N.A. (the "Bank"); and

WHEREAS, the proceeds of the Series 2015C-2 Bonds were loaned by the Issuer to the Institution pursuant to the BPA; and

WHEREAS, pursuant to notification and consent requests, dated May 21, 2025 and July 18, 2025 (together, the "Consent Request"), the Institution requested that the Issuer consent pursuant to the BPA to amend the mandatory tender date, collateral requirements, interest rate and certain other terms, as set forth in the Bank's term sheet with respect to the Series 2015C-2 Bonds (collectively, the "Amendment"); and

WHEREAS, the Issuer is willing to consent to the Amendment as set forth in the Consent Request, subject to the provisions of this Resolution;

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

1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the BPA.

2. The Issuer determines that the Institution's request with respect to a previously approved and unchanged Project is a Type II Action pursuant to SEQRA involving "continuing agency administration" which does not involve "new programs or major reordering of priorities that may affect the environment" (6 NYCRR §617.5(c)(20)) and therefore no Findings or determination of significance are required under Article 8 of the New York Environmental Conservation Law.

3. The Issuer hereby ratifies, confirms and approves all actions heretofore taken by the Chair, the Chief Executive Officer (the "CEO"), and the staff of the Issuer with respect to the matters contemplated by this Resolution, including, without limitation, the execution and delivery of an amendment to the BPA and a replacement bond and those actions required to ensure full compliance with the requirements of the Act and all other Applicable Laws that relate thereto.

4. The Issuer hereby consents to and ratifies the Amendment as outlined in the Consent Request, subject to receipt of evidence satisfactory to the Chair, the CEO or staff of the Issuer that (i) the Institution is not in default of any obligation under the Transaction Documents; and (ii) the Bank has consented in writing to the Amendment. The execution and delivery of amendment documents and agreements required to effectuate the Amendment (collectively, the "Amendment Documents"), being substantially in the forms utilized by the Issuer for prior transactions, are hereby ratified, authorized and approved. The execution, acknowledgement and delivery of the Amendment Document by the Chair or CEO of the Issuer, acting individually or jointly, are each hereby authorized and ratified. The execution and delivery of the Amendment Documents by any one of said officers is conclusive evidence of due authorization and approval.

5. The authorizations set forth in this Resolution are subject to the condition that the Institution shall reimburse the Issuer for all costs and expenses incurred by the Issuer in connection with the transactions contemplated herein, including, without limitation, the Issuer's consent and amendment fee in the amount of \$750 and all reasonable attorneys' fees and disbursements incurred by the Issuer, including without limitation, the fees and expenses of Bond Counsel, Phillips Lytle LLP.

6. All covenants, stipulations, obligations and agreements of the Issuer contained in this Resolution and the Amendment Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Issuer to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Issuer and its successors from time to time; provided, however, that no covenants, stipulations, obligations or agreements of the Issuer contained in this Resolution or any Amendment Document shall give rise to any pecuniary liability of the Issuer or a charge against its general credit or shall obligate the Issuer in any way.

7. No covenant, stipulation, obligation or agreement herein contained or contained in any Amendment Document shall be deemed to be a covenant, stipulation, obligation

or agreement of any director, member, officer, agent or employee of the Issuer in his or her individual capacity and neither the directors of the Issuer nor any officer executing any Amendment Document shall be liable personally on the Amendment Documents or be subject to any personal liability or accountability by reason of the issuance thereof.

8. The Chair and the CEO of the Issuer are each hereby authorized to approve modifications to the terms approved herein which are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution by any one of such officers of the Amendment Documents containing such modifications.

9. 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:

William Rockensies	VOTING	Aye
Raymond Pinto	NOT PRESENT	
Marco Troiano	VOTING	Aye
John Coumatos	VOTING	Aye
Reginald Spinello	NOT PRESENT	
Joseph Manzella	VOTING	Aye

The foregoing Resolution was thereupon declared duly adopted.

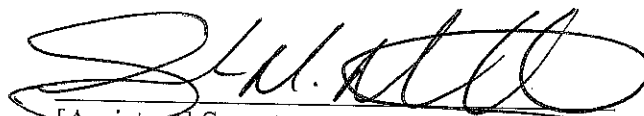
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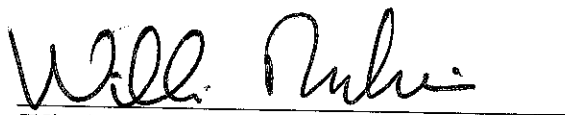
We, the undersigned [~~Vice~~] Chair and [Assistant] Secretary of the Nassau County Local Economic Assistance Corporation (the "Corporation"), do hereby certify that we have compared the foregoing extract of the minutes of the meeting of the members of the Issuer, including the Resolution contained therein, held on September 18, 2025, with the original thereof on file in our office, 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 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 respective hands and affixed the seal of the Issuer this 18th day September, 2025.


[Assistant] Secretary


[~~Vice~~] Chair

(SEAL)