MEETING OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
January 14, 2014
Agenda

1. Call the meeting of the Town of Islip Industrial Development Agency to order.

2. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to approve the minutes from the Special Meeting of the Members of the Town of Islip Industrial Development Agency on December 10, 2013.

3. To consider the adoption of an Inducement Resolution between of the Town of Islip Industrial Development Agency and 30 Drexel Drive LLC/Hospitality Art, LLC located at 30 Drexel Drive, Bay Shore.

4. To consider the adoption of an Inducement Resolution between the Town of Islip Industrial Development Agency and Sheralven Enterprises/Heartland Boys II LP located at 2 Rodeo Drive, Edgewood.

5. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt an Audit Committee in compliance with the Public Authority Accountability Act (“PAAA”) and to appoint Steven J. Flottage, John C. Cochrane, Jr. and Ronald Devine to that committee.

6. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a Code of Ethics in compliance with the Public Authority Accountability Act (“PAAA”) and to appoint the Board of Ethics of the Town of Islip as its Ethics Officer.

7. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a Finance Committee in compliance with the Public Authority Accountability Act (“PAAA”) and to appoint Trish Bergin Weichbrodt, Anthony S. Senft, Jr. and Eric Hofmeister to that committee.

8. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a Governance Committee in compliance with the Public Authority Accountability Act (“PAAA”) and to appoint Thomas D. Croci, Trish Bergin Weichbrodt and John Cochrane to that committee.

9. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to enter into a contract with Ellen Colozzo, Principal of E.C. Consulting Services, Inc. for the period of January 1, 2014 through December 31, 2014, to manage and oversee the collection and distribution of PILOT monies in accordance with prescribed procedures, and to collect data for eventual submittal. The compensation for said contract will be set at $40.00 per hour and be limited to $5,000.00 annually.
10. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt an Investment Policy in compliance with the Public Authority Accountability Act ("PAAA") which shall apply to all operating funds, bond proceeds and other funds and all investment transactions involving operating funds, bond proceeds and other funds accounted for in the financial statements of the Agency.

11. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt a Procurement Policy in compliance with the Public Authority Accountability Act ("PAAA") which will apply to the procurement for goods and services not subject to the competitive bidding requirements set forth in General Municipal Law Section 103 and which goods and services are paid for and used by the Agency.

12. To consider a Resolution on behalf of the Town of Islip Industrial Development Agency to adopt the Travel Authorization and Mileage Reimbursement guidelines as stated in the Town of Islip Administrative Procedures Manual, Section 303, as recommended by the New York State Authorities Budget Office.

11. To consider any other business that may come before the Agency.
MEETING OF THE TOWN OF ISLIP INDUSTRIAL
DEVELOPMENT AGENCY

December 10, 2013

Meeting Minutes

1. The Special Meeting of the Town of Islip Industrial Development Agency was called to
order on a motion by Councilman Anthony Senft and seconded by Councilman John
Cochrane. All members were present except for Chairman Tom Croci, who is on military
leave.

Motions were presented to approve and adopt the following resolutions on the December 10th
2013 IDA Agenda. The resolutions were as follows:

2. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial
Development Agency to approve the minutes from the Special Meeting of the Members
of the Town of Islip Industrial Development Agency on November 19th 2013. On a
motion by Councilwoman Trish Bergin Weichbrodt and seconded by Councilman
Anthony Senft, said resolution was approved unanimously.

3. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial
Development Agency and Hauppauge Office Park Associates II, located at 898 Veterans
Memorial Highway, Hauppauge. On a motion by Councilman John Cochrane and
seconded by Councilman Anthony Senft, said resolution was approved unanimously.

4. To consider the adoption of an Inducement Resolution between the Town of Islip
Industrial Development Agency and FHJ Enterprise LLC/AA Technology, located in the
Town of Islip Foreign Trade Zone. On a motion by Councilman Anthony Senft and
seconded by Councilman John Cochrane, said Inducement Resolution was approved
unanimously.

5. To consider the adoption of an Authorizing Resolution between the Town of Islip
Industrial Development Agency and Engel Burman at Sayville, LLC Facility located at
121-147 Lakeland Ave, Sayville. On a motion by Councilman Steve Flotteron and
seconded by Councilwoman Trish Bergin Weichbrodt, said Resolution was approved
unanimously.

6. To consider the adoption of an Authorizing Resolution between the Town of Islip
Industrial Development Agency and Bridal Development II, located at 7 Carleton Ave,
Central Islip. On a motion by Councilwoman Trish Bergin Weichbrodt and seconded by
Councilman John Cochrane, said Resolution was approved unanimously.

7. To consider the adoption of an Authorizing Resolution between the Town of Islip
Industrial Development Agency and 60 Hoffman LLC/United Lighting Electrical
Corporation/Playaction, LLC located at 60 Hoffman Ave, Hauppauge. On a motion by
Councilman Anthony Senft and seconded by Councilman Steve Flotteron, said Resolution was approved unanimously.

8. To consider the adoption on an Authorizing Resolution between the Town of Islip Industrial Development Agency and Ultimate Game Sports Complex, located on Carleton Ave, Central Islip. On a motion by Councilman Anthony Senft and seconded by Councilman John Cochrane, said Resolution was approved unanimously.

9. To consider the adoption of a Resolution on behalf of the Town of Islip Industrial Development Agency to enter into a contract with Mike Siniski, to provide computer programming services for the development of an IDA assessment roll and PILOT billing system, in the amount of $50.00 per hour, not to exceed $5,000.00. On a motion by Councilwoman Trish Bergin Weichbrodt and seconded by Councilman Steve Flotteron, said Resolution was approved unanimously.

10. The December 10, 2013 meeting of the IDA Board was adjourned on a motion by Councilwoman Trish Bergin Weichbrodt and seconded by Councilman John Cochrane.
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING 30 DREXEL DRIVE LLC, A NEW YORK LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF 30 DREXEL DRIVE LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF THE FOREGOING AND HOSPITALITY ART, LLC, A NEW YORK LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF HOSPITALITY ART, LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT(S) OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING AND EQUIPPING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, 30 Drexel Drive LLC, a New York limited liability company on behalf of itself and/or the principals of 30 Drexel Drive LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”), and Hospitality Art, LLC, a New York limited liability company, on behalf of itself and/or the principals of Hospitality Art, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Sublessee”), have applied to the Town of Islip Industrial Development Agency (the “Agency”) to enter into a transaction in which the Agency will assist in the acquisition of an approximately 1.55 acre parcel of land located at 30 Drexel Drive, Bayshore, Town of Islip, New York (the “Land”), and the renovation and equipping of an approximately 30,000 square foot building located thereon including, but not limited to, shelving and industrial paper cutters (the “Improvements” and “Equipment”; and, together with the Land, the “Facility”), all to be located on the Land, which Facility will be leased by the Agency to the Company, for further sublease by the Company to, and used by the Sublessee in the manufacture and assembly of picture frames, including the following as they relate to the appointment of the Company and the Sublessee as agent(s) of the Agency pursuant to Section 5 hereof with respect to the acquisition, renovation and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, renovation and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, renovation and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and

WHEREAS, the Agency will acquire title to or a leasehold interest in the Facility and will lease or sublease the Facility to the Company for further sublease by the Company to the Sublessee, all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of 1974 of the State of New York, as the same may be amended from time to time (collectively, the “Act”); and
WHEREAS, the Agency contemplates that it will provide financial assistance to the Company and the Sublessee, consistent with the policies of the Agency, in the form of exemptions from mortgage recording taxes, if a mortgage is required, in connection with the acquisition, renovation and equipment financing or any subsequent refinancing or permanent financing of the Facility, exemptions from sales and use taxes and abatement of real property taxes, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company and the Sublessee consistent with the policies of the Agency, in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be $1,550,000 but not to exceed $2,500,000 in connection with the financing of the acquisition, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping of the Facility, (ii) exemptions from sales and use taxes in connection with the purchase or lease of equipment, building materials, services or other personal property in an amount not to exceed $8,625.00 (as set forth in the Form of Sales Tax Letter set forth as Exhibit C hereof) and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit D hereof), consistent with the policies of the Agency; and

WHEREAS, prior to the closing of the transaction described herein, a public hearing (the “Hearing”) will be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of the transaction described herein, and such notice (together with proof of publication) will be substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as Exhibit B; and

WHEREAS, the Agency has given due consideration to the application of the Company and the Sublessee and to representations by the Company and the Sublessee that the proposed transfer of a leasehold interest or a fee title interest is either an inducement to the Company and/or the Sublessee to maintain and expand the Facility in the Town of Islip or is necessary to maintain the competitive position of the Company and the Sublessee in their respective industry; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act” or “SEQR”), the Agency constitutes a “State Agency”; and
WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form and related documents (the “Questionnaire”) with respect to the Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, the Questionnaire has been reviewed by the Agency.

NOW, THEREFORE, BE IT RESOLVED by the Town of Islip Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

Section 1. Based upon the Environmental Assessment Form completed by the Company and the Sublessee and reviewed by the Agency and other representations and information furnished by the Company regarding the Facility, the Agency determines that the action relating to the acquisition, renovation, equipping and operation of the Facility is an “unlisted” action, as that term is defined in the SEQR Act. The Agency also determines that the action will not have a “significant effect” on the environment, and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of SEQR. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQR or as may be deemed advisable by the Chairman or Executive Director of the Agency or counsel to the Agency.

Section 2. The acquisition, renovation and equipping of the Facility by the Agency, the leasing thereof to the Company and the subleasing thereof to the Sublessee, and the provision of financial assistance pursuant to the Act will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the Town of Islip and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act, and the same is, therefore, approved.

Section 3. The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and among the Agency, the Company and the Sublessee setting forth the undertakings of the Agency, the Company and the Sublessee with respect to the development of the Facility (the “Agreement”) is hereby approved. The Executive Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, with such changes in terms and form as the Executive Director shall approve. The execution thereof by the Executive Director shall constitute conclusive evidence of such approval.

Section 4. Subject to the conditions set forth in Section 4.02 of the Agreement, the Agency shall (i) acquire, renovate and equip the Facility, and (ii) lease (with an obligation to purchase) or sell the Facility to the Company.

Section 5. The Company and the Sublessee are hereby appointed the true and lawful agent(s) of the Agency to acquire, renovate and equip the Facility on behalf of the Agency, with the authority to delegate their respective status as agent(s) of the Agency to the Company's and the Sublessee's respective agents, subagents, contractors, subcontractors, suppliers, vendors and other such parties as the Company and the Sublessee may choose. The terms and conditions for the appointment of the Company and the Sublessee as agent(s) of the Agency for the purposes
described in this Section 5 are set forth in the form of the attached letter addressed to the Company and the Sublessee, marked as Exhibit C to this resolution, which is incorporated herein by reference. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company and the Sublessee as agent(s) of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company and the Sublessee, as agent(s) of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company and the Sublessee of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company and the Sublessee shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company and the Sublessee, as agent(s) of the Agency. The aforesaid appointment of the Company and the Sublessee as agent(s) of the Agency to acquire, renovate and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) the date on which the Agency designates, or (c) the date on which the Company and/or the Sublessee purchases or leases equipment, building materials, services or other personal property in an amount not to exceed $8,625.00 provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company and/or the Sublessee if such activities and improvements are not completed by such time. The aforesaid appointment of the Company and the Sublessee is subject to the Agency conducting a public hearing following public notice thereof as required by the Act and the adoption by the Agency of a ratification resolution after such public hearing has been held and minutes thereof have been made available to the members of the Agency to aid in their deliberations.

Section 6. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company and the Sublessee in connection with the acquisition, construction and equipping of the Facility in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be $1,550,000 but not to exceed $2,500,000 in connection with the financing of the acquisition, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping of the Facility, (ii) exemptions from sales and use taxes in connection with the purchase or lease of equipment, building materials, services or other personal property in an amount not to exceed $8,625.00 (as set forth in the Form of Sales Tax Letter set forth as Exhibit C hereof) and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit D hereof), consistent with the policies of the Agency.

Section 7. The Company and the Sublessee hereby agree to comply with Section 875 of the Act. The Company and the Sublessee further agree that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company and the Sublessee as agents of the Agency pursuant to this resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and a recapture agreement.

Section 8. Counsel to the Agency is authorized and directed to work with Transaction Counsel (Nixon Peabody LLP) to prepare, for submission to the Agency, all documents necessary to affect the transfer of the real estate described in the foregoing resolution.
Section 9. The Chairman, Executive Director, counsel to the Agency and all members of the Agency are hereby authorized and directed (i) to distribute copies of this resolution to the Company and the Sublessee, and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 10. This resolution shall take effect immediately.
STATE OF NEW YORK  
COUNTY OF SUFFOLK

I, the undersigned Secretary of the Town of Islip Industrial Development Agency, DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the Town of Islip Industrial Development Agency (the "Agency") with the original thereof on file in the office of the Agency, and the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on January 14, 2014, at Islip Town Hall, 655 Main Street, Islip, New York, at which meeting the following members were:

Present:

Absent:

Also Present:

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

Voting Aye

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such meeting.
I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), (ii) 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, I have hereunto set my hand as of January 14, 2014.

______________________________
Secretary
RESOLUTION OF THE TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING HEARTLAND BOYS II, L.P., A NEW YORK LIMITED PARTNERSHIP, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF HEARTLAND BOYS II, L.P. AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF THE FOREGOING AND SHERALVEN ENTERPRISES LTD., A NEW YORK BUSINESS CORPORATION, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF SHERALVEN ENTERPRISES LTD. AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT(S) OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING AND EQUIPPING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, Heartland Boys II, L.P., a New York limited partnership on behalf of itself and/or the principals of Heartland Boys II, L.P. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”), and Sheralven Enterprises Ltd., a New York business corporation, on behalf of itself and/or the principals of Sheralven Enterprises Ltd. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Sublessee”), have applied to the Town of Islip Industrial Development Agency (the “Agency”) to enter into a transaction in which the Agency will assist in the acquisition, renovation and equipping of an existing facility consisting of an approximately 148,500 square foot building located on an approximately 9.79 acre parcel of land situated at 2 Rodeo Drive, Edgewood, New York (Tax Map No. 0500-156.00-03.00-001.103) (the “Land”) currently owned by the Agency in connection with the Agency’s Heartland Boys II, L.P./Royal Pet Supplies, Inc. 2003 Facility (the “2003 Facility”), which 2003 Facility will be terminated prior to entering into the straight lease transaction. Such renovations shall include an approximately 15,000 square foot expansion to the existing building (the “Improvements”) and installation of equipment, including, but not limited to, furniture, fixtures, telephones, computers, security systems and material handling equipment (the “Equipment”; and, together with the Land and the Improvements, the “Facility”), to be leased by the Agency to the Company, for further sublease by the Company to, and used by, the Sublessee in its wholesale distribution of fragrances and beauty products, including the following as they relate to the appointment of the Company and the Sublessee as agent(s) of the Agency pursuant to Section 5 hereof with respect to the acquisition, renovation and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, renovation and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, renovation and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and
WHEREAS, the Agency will acquire a leasehold interest in the Facility and will lease or sublease the Facility to the Company for further sublease by the Company to the Sublessee, all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of 1974 of the State of New York, as the same may be amended from time to time (collectively, the “Act”); and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of (i) exemptions from sales and use taxes in connection with the purchase or lease of equipment, building materials, services or other personal property in an amount not to exceed $31,050 (as set forth in the Form of Sales Tax Letter set forth as Exhibit C hereof) consistent with the policies of the Agency; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, prior to the closing of the transaction described herein, a public hearing (the “Hearing”) will be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of the transaction described herein, and such notice (together with proof of publication) will be substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as Exhibit B; and

WHEREAS, the Agency has given due consideration to the application of the Company and the Sublessee and to representations by the Company and the Sublessee that the proposed transfer of real estate is either an inducement to the Company and/or the Sublessee to maintain and expand the Facility in the Town of Islip or is necessary to maintain the competitive position of the Company and the Sublessee in their respective industry; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act” or “SEQR”), the Agency constitutes a “State Agency”; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form and related documents (the “Questionnaire”) with respect to the Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, the Questionnaire has been reviewed by the Agency.
NOW, THEREFORE, BE IT RESOLVED by the Town of Islip Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

Section 1. Based upon the Environmental Assessment Form completed by the Company and the Sublessee and reviewed by the Agency and other representations and information furnished by the Company regarding the Facility, the Agency determines that the action relating to the acquisition, renovation, equipping and operation of the Facility is an "unlisted" action, as that term is defined in the SEQR Act. The Agency also determines that the action will not have a "significant effect" on the environment, and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of SEQR. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQR or as may be deemed advisable by the Chairman or Executive Director of the Agency or counsel to the Agency.

Section 2. The acquisition, renovation and equipping of the Facility by the Agency, the leasing thereof to the Company and the subleasing thereof to the Sublessee, and the provision of financial assistance pursuant to the Act will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the Town of Islip and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act, and the same is, therefore, approved.

Section 3. The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and among the Agency, the Company and the Sublessee setting forth the undertakings of the Agency, the Company and the Sublessee with respect to the development of the Facility (the "Agreement") is hereby approved. The Executive Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, with such changes in terms and form as the Executive Director shall approve. The execution thereof by the Executive Director shall constitute conclusive evidence of such approval.

Section 4. Subject to the conditions set forth in Section 4.02 of the Agreement, the Agency shall (i) acquire, renovate and equip the Facility, and (ii) lease (with an obligation to purchase) or sell the Facility to the Company.

Section 5. The Company and the Sublessee are hereby appointed the true and lawful agent(s) of the Agency to acquire, renovate and equip the Facility on behalf of the Agency, with the authority to delegate their respective status as agent(s) of the Agency to the Company's and the Sublessee's respective agents, subagents, contractors, subcontractors, suppliers, vendors and other such parties as the Company and the Sublessee may choose. The terms and conditions for the appointment of the Company and the Sublessee as agent(s) of the Agency for the purposes described in this Section 5 are set forth in the form of the attached letter addressed to the Company and the Sublessee, marked as Exhibit C to this resolution, which is incorporated herein by reference. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company and the Sublessee as agent(s) of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company and the Sublessee, as agent(s) of the Agency, shall be
deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company and the Sublessee of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company and the Sublessee shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company and the Sublessee, as agent(s) of the Agency. The aforesaid appointment of the Company and the Sublessee as agent(s) of the Agency to acquire, renovate and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company and/or the Sublessee has received exemptions from sales and use taxes in connection with the purchase or lease of equipment, building materials, services or other personal property in an amount not to exceed $31,050 provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company and/or the Sublessee if such activities and improvements are not completed by such time. The aforesaid appointment of the Company and the Sublessee is subject to the Agency conducting a public hearing following public notice thereof as required by the Act and the adoption by the Agency of a ratification resolution after such public hearing has been held and minutes thereof have been made available to the members of the Agency to aid in their deliberations.

Section 6. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company and the Sublessee in connection with the acquisition, renovation and equipping of the Facility in the form of exemptions from sales and use taxes in connection with the purchase or lease of equipment, building materials, services or other personal property in an amount not to exceed $31,050 (as set forth in the Form of Sales Tax Letter set forth as Exhibit C hereof), consistent with the policies of the Agency.

Section 7. The Company and the Sublessee hereby agree to comply with Section 875 of the Act. The Company and the Sublessee further agree that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company and the Sublessee as agents of the Agency pursuant to this resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the recapture agreement.

Section 8. The law firm of Nixon Peabody LLP is hereby appointed Transaction Counsel to the Agency.

Section 9. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and the Sublessee and others to prepare, for submission to the Agency, all documents necessary to effect the transfer of real estate described in the foregoing resolution.

Section 10. The Chairman or the Executive Director of the Agency or any other duly authorized official of the Agency are each hereby authorized and directed (i) to distribute copies of this resolution to the Company and the Sublessee, and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 11. This resolution shall take effect immediately.
STATE OF NEW YORK  )
COUNTY OF SUFFOLK  )

I, the undersigned Secretary of the Town of Islip Industrial Development Agency, DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the Town of Islip Industrial Development Agency (the “Agency”) with the original thereof on file in the office of the Agency, and the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on January 14, 2014, at Islip Town Hall, 655 Main Street, Islip, New York, at which meeting the following members were:

Present:

Absent:

Also Present:

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

Voting Aye

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such meeting.
I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), (ii) 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, I have hereunto set my hand as of January 14, 2014.

________________________________________
Secretery
January 14, 2014

Whereas, the Public Authority Accountability Act, (the Act) Section 18, requires all public authorities within the State of New York to establish an Audit Committee, and

Whereas, the Town of Islip Industrial Development Agency (the Agency) has been identified as an “Authority” subject to the Act, and

Now therefore on a motion by , seconded by , be it

Resolved, that the Agency has created an Audit Committee of the Town of Islip Industrial Development Agency in compliance with Section 18 of the Act, and appoints the following individuals to that committee:

Steven J. Flotteron
John C. Cochrane, Jr.
Ronald Devine

Upon a vote being taken, the result was:
Whereas, the Public Authority Accountability Act, (the Act) Section 18, requires all public authorities within the State of New York to adopt a Code of Ethics, and

Whereas, the Town of Islip Industrial Development Agency (the Agency) has been identified as an “Authority” subject to the Act, and

Whereas, the Act requires that the Agency appoint an “Ethics Officer” to counsel board members, directors and employees about ethical behavior, receive and investigate complaints about ethical behavior, and perform additional duties involving the implementation of the Code of Ethics.

Now, therefore on a motion by , seconded by, , be it

Resolved, that the Agency adopts the Code of Ethics of the Town of Islip Industrial Development Agency, as attached to this resolution, in compliance with Section 18 of the Act, and be it further

Resolved, that the Agency appoints the Board of Ethics of the Town of Islip as its Ethics Officer, to fulfill the legal requirements of the Act.

Upon a vote being taken, the result was:
CODE OF ETHICS

The Town of Islip Industrial Development Agency ("IDA" or "the Agency"), in compliance with the Public Authority Accountability Act of 2005, has adopted the following Code of Ethics applicable to each Agency Board Member, the Executive Director and employees. These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the Agency’s directors and employees and to preserve public confidence in the Agency’s mission.

Responsibility of Board Members, Directors and Employees

1. Board members, directors and employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment that could impair independence of judgment, or prevent the proper exercise of one's official duties.

2. Board members, directors and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director’s or employee's official position that could create any conflict between their public duties and interests and their private interests.

3. Board members, directors and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Agency. Any gifts or gratuities received by a board member, director or employee shall be reported to the Ethics Officer within forty eight hours of the receipt thereof.

4. Board members, directors and employees shall not use or attempt to use their official position with the Agency to secure unwarranted privileges for themselves, members of their family or others, including employment with the Agency or contracts for materials or services with the Agency.

5. Board members, directors and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be
affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.

6. Board members, directors and employees may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.

7. Board members, directors and employees shall manage all matters within the scope of the Agency’s mission independent of any other affiliations or employment. Directors, including ex officio board members, and employees employed by more than one government shall strive to fulfill their professional responsibility to the Agency without bias and shall support the Agency’s mission to the fullest.

8. Board members, directors and employees shall not use Agency property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the Agency’s mission and goals.

9. Board members, directors and employees are prohibited from appearing or practicing before the Agency for two (2) years following employment with the Agency, consistent with the provisions of the New York State Public Officers Law.

**Implementation of Code of Ethics**

This Code of Ethics shall be provided to all board members, directors and employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee. The board may designate an Ethics Officer, who shall report to the board and shall have the following duties:

* Counsel in confidence Agency board members, directors and employees who seek advice about ethical behavior.
* Receive and investigate complaints about possible ethics violations.
* Dismiss complaints found to be without substance.
* Prepare an investigative report of their findings for action by the Executive Director or the board.
* Record the receipt of gifts or gratuities of any kind received by a director or employee.
Penalties

In addition to any penalty contained in any other provision of law, an Agency board member, director or employee who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

Reporting Unethical Behavior

Board members, directors and employees are required to report possible unethical behavior by a board member, director or employee of the Agency to the Ethics Officer. Board members, directors and employees may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Agency.
January 14, 2014

Whereas, the Public Authority Accountability Act, (the Act) Section 18, requires all public authorities within the State of New York to establish a Finance Committee, and

Whereas, the Town of Islip Industrial Development Agency (the Agency) has been identified as an “Authority” subject to the Act, and

Now therefore on a motion by , seconded by , be it

Resolved, that the Agency has created a Finance Committee of the Town of Islip Industrial Development Agency in compliance with Section 18 of the Act, and appoints the following individuals to that committee:

Trish Bergin Weichbrodt

Anthony S. Senft, Jr.

Eric Hofmeister

Upon a vote being taken, the result was:
January 14, 2014

Whereas, the Public Authority Accountability Act, (the Act) Section 18, requires all public authorities within the State of New York to establish a Governance Committee, and

Whereas, the Town of Islip Industrial Development Agency (the Agency) has been identified as an “Authority” subject to the Act, and

Now therefore on a motion by , seconded by , be it

Resolved, that the Agency has created a Governance Committee of the Town of Islip Industrial Development Agency in compliance with Section 18 of the Act, and appoints the following individuals to that committee:

Thomas D. Croci
Trish Bergin Weichbrodt
John Cochrane

Upon a vote being taken, the result was:
AGREEMENT BETWEEN TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
AND ELLEN COLOZZO

THIS AGREEMENT, entered into the 14th day of January, 2014, by and between the TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY ("the AGENCY"), a duly authorized agency of the Town of Islip, established under Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of the State of New York, as amended, and having its principal place of business at 40 Nassau Ave., Islip, New York, and Ellen Colozzo, 93 Roslyn St., Islip Terrace, NY 11752-2813,

WHEREAS, by a resolution duly adopted on January 14, 2014 (attached hereto), the Chairman of the AGENCY is authorized to enter into this Agreement with Ellen Colozzo;

WHEREAS, the term of this Agreement shall be for the period of January 1, 2014 through December 31, 2014;

WHEREAS, Ellen Colozzo agrees to perform the following tasks during the term of the Agreement;

1. Manage and oversee the collection and distribution of monies under the AGENCY’s Payment in Lieu of Taxes (PILOT) program, in accordance with proscribed procedures;
2. Collect data for submission to the New York State Comptroller’s Office and the New York State Authority Budget Office, in the required report form;

WHEREAS, the AGENCY agrees to compensate Ellen Colozzo in the amount of $40 per hour, not to exceed $5,000 for the term of this Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and consideration set forth above, the parties hereto agree as set forth;

IN WITNESS WHEREOF, the AGENCY and Ellen Colozzo have executed this Agreement as of the date of the year first written.

Ellen Colozzo

By: Ellen Colozzo
   Principal

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By:
   Tom Croci
   Chairman
January 14, 2014

Whereas, the Town of Islip Industrial Development Agency (the Agency) is duly established under Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of 1974 of the State of New York, as amended:

And,

Whereas, the purpose of the Agency is to promote and encourage economic development within the Town of Islip and,

Whereas, the Agency routinely enters into Payment In Lieu of Taxes (PILOT) agreements with companies to encourage their relocation and/or expansion within the Town; and,

Whereas, those PILOT agreements require the Agency to collect approximately $12 Million annually from contracted companies and disburse those sums to the affected taxing jurisdictions; and

Whereas, the New York State Office of State Comptroller and New York State Authority Budget Office both require annual reporting of the above mentioned activity, along with other detailed financial and management practices; and

Whereas, the 2008 COMMUNICATION WITH THOSE CHARGED WITH GOVERNANCE report prepared by the former Agency auditor, Sheehan & Company, recommended that the agency continue its contract with Ellen Colozzo and,

Whereas, the Agency is desirous of contracting the responsibility of managing & oversight of those tasks to an outside contractor; now therefore on a motion of

Seconded by

be it

Resolved, that the Chairman is authorized to enter into a contract with Ellen Colozzo for the period of January 2014 through December 31, 2014, to manage & oversee the collection and distribution of PILOT monies accordance with proscribed procedures, collect data for eventual submittal in required report form to NYS Comptroller’s Office and the NYS Authority Budget Office, and be it further

Resolved, the compensation for said contract will be set at $40 an hour and be limited to $5,000 annually.

Upon a vote being taken, the result was:
Whereas, the Public Authority Accountability Act, (the Act) Section 18, requires all public authorities within the State of New York to adopt an Investment Policy, and

Whereas, the Town of Islip Industrial Development Agency (the Agency) has been identified as an “Authority” subject to the Act.

Now, therefore on a motion by , seconded by, , be it

Resolved, that the Agency adopts a policy entitled Investment Policy of the Town of Islip Industrial Development Agency, as attached to this resolution, in compliance with Section 18 of the Act.

Upon a vote being taken, the result was:
INVESTMENT POLICY
Town of Islip Industrial Development Agency

This Investment Policy of the Town of Islip Industrial Development Agency (the "Agency") shall apply to all operating funds, bond proceeds and other funds and all investment transactions involving operating funds, bond proceeds and other funds accounted for in the financial statements of the Agency. Each investment made pursuant to this Investment Policy must be authorized by applicable law and this written Investment Policy. This Investment Policy is intended to comply with the General Municipal Law, the Public Authorities Law, and any other applicable Federal, State and Local Laws.

DELEGATION OF AUTHORITY

The responsibility for conducting investment transactions involving the Agency resides with the Chief Financial Officer of the Agency under the direction and oversight of the Chairman of the Agency. Only the Chief Financial Officer and those authorized by resolution or the Agency's By-laws may invest public funds.

All contracts or agreements with outside persons investing public funds, advising on the investment of public funds, directing the deposit of funds or acting in a fiduciary capacity for the Agency, shall require the outside person to notify the Agency in writing, within thirty (30) days of receipt of all communication from its auditor of the outside person or any regulatory authority, of the existence of material weakness in the internal control structure of the outside person or regulatory orders or sanctions regarding the type of services being provided to the Agency by the outside person.

The records of investment transactions made by or on behalf of the Agency are public records and are the property of the Agency whether in the custody of the Agency or in the custody of a fiduciary or other third party.

The Chief Financial Officer of the Agency under the direction and oversight of the Chairman shall establish a written system of internal controls and investment practices. The controls shall be designed to prevent losses of public funds, to document those officers and employees of the Agency responsible for elements of the investment process and to address the capability of investment management. The controls shall provide for receipt and review of the audited financial statements and related reports on internal control structure of all outside persons performing any of the following for the Agency:

(i) investing public funds of the Agency;
(ii) advising on the investment of public funds of the Agency;
(iii) directing the deposit or investment of public funds of the Agency; or
(iv) acting in a fiduciary capacity for the Agency.

A bank, savings and loan association or credit union providing only depository services shall not be required to provide an audited financial statement and related report on its internal control structure.
OBJECTIVES

The primary objectives, in order of priority, of all investment activities involving the financial assets of the Agency shall be the following:

(i) Safety: Safety and preservation of principal in the overall portfolio is the foremost investment objective;

(ii) Liquidity: Maintaining the necessary liquidity to match expected liabilities and expenses is the second investment objective;

(iii) Return: Obtaining a reasonable return is a third investment objective.

OPERATIVE POLICY

The Agency shall conduct its investment activities involving all operating funds, bond proceeds and other funds and all investment transactions involving operating funds, bond proceeds and other funds accounted for in the financial statements of the Agency in a manner that complies with the General Municipal Law and the Public Authorities Law of New York State.

Prior to making an investment of any operating funds, bond proceeds and other funds of the Agency, other than those associated with a bank, savings and loan association or credit union involving a depository relationship only, the Agency shall obtain at least three (3) bids and award the contract to the most responsible bidder whose bid most closely meets the objectives of this Investment Policy.

The Chief Financial Officer, the Chairman and all officers and employees of the Agency involved in the investment process shall refrain from personal business activity that could conflict with the proper execution of the investment program, or which could impair their ability to make impartial investment decisions. Nothing contained within this Policy however, shall prohibit the Chief Financial Officer, the Chairman, or any other officer or member of the Board, or employee of the Agency from obtaining interests in mutual funds which may include within its investment portfolio, bonds, debentures, notes or other evidence of indebtedness of the Agency; provided however, that the Agency’s bonds, debentures, notes or other evidence of indebtedness may not make up more than ten percent (10%) of the mutual fund’s total portfolio and the Chief Financial Officer, the Chairman, other officers or Board Members, or employees may not exercise any discretion with respect to the investments made by the mutual fund company.

The Chief Financial Officer shall submit to the Board an investment report that summarizes recent market conditions and investment strategies employed since the last investment report. The report shall set out the current portfolio in terms of maturity, rates of return and other features and summarize all investment transactions that have occurred during the reporting period and compare the investment results with budgetary expectations, if any.

This Investment Policy shall be reviewed and approved annually.

Adopted by the IDA Board of Directors on ____________.
January 14, 2014

Whereas, the Public Authority Accountability Act, (the Act) Section 18, requires all public authorities within the State of New York to adopt a Procurement Policy, and

Whereas, the Town of Islip Industrial Development Agency (the Agency) has been identified as an “Authority” subject to the Act, and

Now therefore on a motion by , seconded by , be it

Resolved, that the Agency adopts a policy entitled Procurement Policy of the Town of Islip Industrial Development Agency, as attached to this resolution, in compliance with Section 18 of the Act.

Upon a vote being taken, the result was:
PROCUREMENT POLICY
Town of Islip Industrial Development Agency

ARTICLE I. SCOPE AND PURPOSE

Pursuant to Section 2824 of the Public Authorities Law, the Town of Islip Industrial Development Agency (the “Agency”) is required to establish and adopt a procurement policy which will apply to the procurement for goods and services not subject to the competitive bidding requirements set forth in General Municipal Law section 103 and which goods and services are paid for and used by the Agency. The primary objectives of this Procurement Policy (the “Policy”) are to assure the prudent and economical use of public monies in the best interests of the taxpayers in the Town of Islip, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances, and to guard against favoritism, improvidence, extravagance, fraud and corruption.

ARTICLE II. PROCUREMENT PROCEDURE

1. PROCUREMENT SUBJECT TO COMPETITIVE BIDDING. In order to determine if the procurement of goods or services is subject to competitive bidding, the Chairman or an authorized designee shall:

   a. Make an initial determination as to whether the expenditure will be (i) more than $35,000 for the performance of a public works contract (services, labor or construction) or (ii) more than $20,000 for any purchase contract (commodities, materials, supplies or equipment).

   b. Review the purchase request against prior years’ expenditures and shall make a good faith effort to determine whether it is known or can reasonably be expected that the aggregate purchases of a similar nature will exceed the dollar amounts set forth in paragraph (a) of this Section. If so, the procurement will be subject to competitive bidding.

2. DETERMINATION. If the procurement is not subject to competitive bidding, as determined in section (1) above, then prior to commencing any procurement of goods and services, the Chairman or an authorized designee shall prepare a written statement setting forth a determination that (a) competitive bidding is not required for such procurement, and, if applicable, (b) such procurement is not subject to the requirements of this Policy. Such written statements shall be maintained in a specially designated file at the Agency offices and shall also be filed with the purchase order or contract of the goods or services.

3. PROCEDURES FOR THE PURCHASE OF GOODS UNDER $20,000.

   a. $0.01 - $500 May be purchase at the discretion of the Chairman or the authorized designee.

   b. $501 - $3,000 Upon Agency approval, may be purchased from the vendor
providing the lowest quote after receiving and documenting at least three (3) verbal quotes.

c. $3,000 - $19,999 Upon Agency approval, may be purchased from the vendor providing the lowest quote after receiving at least three (3) written, faxed, or e-mailed quotes.

4. PROCEDURES FOR THE PURCHASE OF PUBLIC WORKS OR SERVICES UNDER $35,000.

a. $0.01 - $1,000 May be purchased at the discretion of the Chairman or the authorized designee.

b. $1,001 - $5,000 Upon Agency approval, may be purchased after receiving and documenting at least three (3) verbal quotes.

c. $5,001 - $34,999 Upon Agency approval, may be purchased from the vendor providing the lowest quote after receiving at least three (3) written, faxed, or e-mailed quotes.

5. QUOTES.

b. Verbal Quote. The documentation of a verbal quote shall include, at a minimum, the date, item or service desired, price quoted, name of vendor, name of vendor’s representative, if any, delivery or service date.

c. Written Quote. The Vendor should provide, at a minimum, the date, description of item or details of service, price quoted, name of vendor, contact information, delivery or service date.

d. Award of Contract. Contracts shall be awarded to the lowest responsible vendor whose goods and/or services meet the specifications.

6. CIRCUMSTANCES JUSTIFYING AN AWARD TO OTHER THAN LOWEST QUOTE.

a. Delivery or service requirements.

b. Specification requirements.

c. Quality.

d. Past vendor performance.

e. Unavailability of three (3) or more vendors who are able to provide a quote.

f. It is in the best interests of the Agency to consider only one vendor who has previous expertise with respect to the particular procurement.

When an award is made to a vendor who did not provide the lowest quote, the reason why it is in the best interests of the Agency must be set forth and justified in writing, by the Chairman or an authorized designee, and maintained in a specially designated file at the Agency Offices and shall also be filed with the purchase order or contract of the goods or services.
ARTICLE III. EXCEPTIONS FROM BIDDING.

1. **EMERGENCY.** An emergency exists if the delay caused by soliciting quotes would endanger the health, welfare or property of the municipality or of the citizens. With approval of the Chairman, such emergency shall not be subject to competitive bidding or the procedures stated herein. The Chairman shall obtain a verbal quote, at a minimum, which shall be documented and shall also include a description of the facts giving rise to the emergency and that it meets the criteria set forth herein. Said documentation may also include the opinions of Counsel regarding the exception from bidding.

2. **Professional Services.** This category includes services which require special education and/or training, license to practice or are creative in nature. Examples include: lawyers, doctors, accountants, engineers, artists, etc. The Agency may seek Requests for Proposals for such services. In its selection, the Agency should consider cost, experience, expertise, reputation, staffing, location and suitability for the needs of the Agency. The Chairman shall prepare, in writing, the basis for the selection and the description of the professional service. Said documentation may also include the opinions of Counsel regarding the exception from bidding.

3. **SOLE SOURCES.** In this situation, there is only one possible source from which to procure goods and/or services and it is shown that the item needed has unique benefits compared to other goods and/or services available in the marketplace; no other item provides substantially equivalent or similar benefits; and considering the benefits the cost is reasonable. The Agency should adopt a resolution describing the goods and/or services and waiving the bidding requirements prior to procurement and should provide evidence that, as a matter of fact, there is no competition available. Said documentation may also include the opinions of Counsel regarding the exception from bidding.

4. **TRUE LEASE.** The Chairman shall obtain written quotes and shall prepare a cost benefit analysis of leasing versus purchasing. Said documentation may also include the opinions of Counsel regarding the exception from bidding.

5. **INSURANCE.** The Chairman shall, at a minimum, obtain several verbal quotes, as defined herein. An analysis regarding why a particular selection was made should be prepared and documented. Said documentation may also include the opinions of Counsel regarding the exception from bidding.
ARTICLE IV. **MISCELLANEOUS.**

1. The Agency shall annually review this Policy.

2. The unintentional failure to comply with the provisions of this Policy and the applicable law shall not be grounds to void action taken or give rise to a cause of action against the Agency or any director, officer, member or employee thereof.

This Policy was duly adopted by the IDA Board of Directors on __________.
January 14, 2014

WHEREAS, the Town of Islip Industrial Development Agency (the Agency) is duly established under Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 47 of the Laws of 974 of the State of New York, as amended; and

WHEREAS, the purpose of the Agency is to promote and encourage economic development within the Town of Islip; and

WHEREAS, periodically, it is necessary that the Agency participates in various conferences, conventions and educational schooling and/or requests mileage reimbursement for the use of personal vehicles; and

WHEREAS, Travel Authorization and Mileage Reimbursement guidelines have been adopted in the Town of Islip’s Administrative Procedures Manual, Section 303; and

WHEREAS, as a recommended Governance Practice by the Authorities Budget Office, the Agency wishes to adopt and adhere to the same guidelines as outlined in the Town of Islip’s Administrative Procedures Manual, Section 303; and

NOW THEREFORE, on motion of

Seconded by,

, be it

RESOLVED, that the Chairman, or his designee, has authorized the Agency to adopt and abide by the Travel Authorization and Mileage Reimbursement guidelines as outlined in the Town of Islip’s Administrative Procedures Manual, Section 303, subject to approval of the Agreement by the Town Attorney as to form.

UPON a vote being taken the result was:
SUBJECT: MILEAGE ALLOWANCE AND TRAVEL AUTHORIZATION

1. PURPOSE. To record the policy of the Town of Islip regarding:

A. Mileage allowance for the use of personal vehicles, and

B. Travel authorization to attend conventions, conferences, etc.

1. MILEAGE ALLOWANCE. Effective July 17, 1980, mileage will be reimbursed in accordance with the rate established by the IRS. Reimbursement shall be granted only when the mileage is incurred in the conduct of official Town business in the normal discharge of duty, and after authorization for the use of a private vehicle has been granted by the Department Head.

2. MILEAGE ALLOWANCE CLAIMS. The following claim forms must be completed before reimbursement for mileage incurred in a personal vehicle may be made:

   a. Claim Voucher, Comptroller’s Form No. 1. Claim Voucher, copy of which is attached to this section, shall be submitted through the normal chain of command to the Department Head at the end of each month, and should include mileage for that one month only. Claims must be submitted within 60 days of date of travel. Toll charges incurred may also be added to the Claim Voucher, provided receipts are attached. Signature of the Department Head in the Department Approval section of the Claim Voucher will indicate official approval of the claim.

   b. Statement of Automobile Travel. This statement, copy of which is attached, shall be completed by the driver and attached to the Claim. A separate line shall be used for each trip. All items, date, travel from and to (citing specific street address); time out and in; reason; odometer readings (beginning and end), miles traveled; rate and amount claimed, shall be entered. The form will then be initialed by the employees immediate Supervisor, who will verify the trips as listed.

After approval of the claim by the Department Head, the Claim Voucher and Statement of Automobile Travel shall be forwarded to the Town Comptroller for audit and payment.

NOTE: The mileage allowance is payable only for those trips for which expenses were actually incurred. If an employee is riding free as a passenger, or is being reimbursed from another source, a claim for the travel should not be submitted.

3. COMPUTATION OF MILEAGE.

   a. Employees shall not receive mileage allowance when reporting to their normal place of duty whether it be for a regular shift or for overtime. Reimbursement shall be made for mileage incurred when traveling from their normal place of duty to field assignments.

   b. Employees who are instructed to report directly to field assignments, without first reporting to their normal places of duty, shall receive mileage allowance if for the excess of what would have been incurred had they reported to their normal place of duty. Any other mileage incurred during the day shall be based upon actual authorized mileage traveled.
1. **CONFERENCES, CONVENTIONS, SCHOOLS.** Employees may be selected to attend a convention, conference, or a school if such attendance will contribute to the betterment of the municipal government. Authorization to attend must be, approved by the Supervisor’s Office, prior to such attendance. Requests for approval shall be submitted in writing by the Department Head to the Town Supervisor.

If brochures, announcements, or other literature pertaining to conferences, conventions, etc., are available, this material shall be attached to the request. Requests shall be made at least thirty (30) days in advance of the dates for which authorization is requested. When advance reservations are necessary, the request shall be submitted well in advance. Several names may be included on one request, but costs must include all the participants listed on the request.

When the request for travel authorization and attendance has been approved notification will be sent to the requestor. The approved request shall be retained by the employee until such time as a claim voucher is to be forwarded for reimbursement of actual expenses incurred. The original approved request shall be attached to the Claim Voucher, which shall be signed in the Department Approval section by the Department Head and submitted to the Comptroller for audit and payment.

a. **PARTICIPANT’S REPORT.** Within ten (10) days after attendance at a conference, convention, school, etc., the participant may be required to submit a brief report to the Department Head. The report shall include the major accomplishments of the event, the ways in which the employee and the Department have benefitted from attendance and recommendations for future participation.

b. **REIMBURSEMENT FOR TRAVEL EXPENSES:** The following criteria shall be applied to evaluate all claim vouchers submitted for reimbursement of expenses during travel:

   (1) **TRANSPORTATION:** Expenses for transportation (air, rail) shall be accepted at published rates from the point of origin to the point of destination, for coach or economy classes of transportation. Round trip fares shall be the priority rates to be reimbursed.

   (2) **ACCOMMODATIONS:** Reimbursement for accommodations shall conform to the rates published in conference or travel literature for a single room. In all other cases, rates must be approved by the Comptroller prior to confirmation of reservations.

   (3) **MEALS:** Meal expenses will be reimbursed on a per diem rate equal to $50.00 per day. Meal expenses for overnight trips will be reimbursed at the rate of $50.00 per day for each night based on the number of nights stayed (i.e., a 3-day 2-night trip would be reimbursed a maximum of $100.00). Meal expenses for trips that are not overnight are not reimbursable without the approval of the appropriate Department Head. However, an employee on a one-day business trip shall, upon advance consultation and agreement with the applicable Department Head, be eligible for ONE meal if his/her WORK schedule (unless otherwise dictated by labor contracts) requires ten or more consecutive hours of work and travel. Expansible limits for individual meals are as follow:
(a) Breakfast- $10.00  
(b) Lunch- $15.00  
(c) Dinner- $25.00

Reimbursement for meals without a receipt will be one half of the prevailing rate.

2. **TAX EXEMPTION:** All expenditures for hotel occupancy by Town employees are tax exempt. When an employee’s travel has been approved by the Supervisor, the Comptroller will send him/her a State of New York Tax Exemption Certificate which he/she shall complete and submit to the hotel when he/she registers. No reimbursement shall be made for hotel occupancy tax expenditures.

3. **NON-TRAVEL MEAL ALLOWANCE:** When performance of duties requires continuous time on the job thereby preventing the use of personal time for meal consumption, Elected Officials, the Deputy Supervisor, Commissioners, Department Heads, and those authorized in writing by Elected Officials, the Deputy Supervisor or Department Heads are permitted reimbursement at prevailing rates.

4. **REQUEST FOR TRAVEL BY AUTOMOBILE.** When an employee is selected to attend an out-of-state conference, convention or seminar, and he/she prefers to travel by automobile rather than by common carrier, he/she shall submit a written request to his/her Department Head, stating the reasons there for. If the Department Head approves the request, he/she shall forward it to the Supervisor for final approval. If final approval is granted, such approval shall be sent to the Town Comptroller.

A Town vehicle, if available, shall be furnished to the employee. An employee may use his/her personal vehicle only when a Town Vehicle is not available. In such case, the Comptroller shall limit reimbursement of travel expenditures to no more than those that would have been incurred by use of common carrier transportation.