

**NASSAU COUNTY INTERIM FINANCE AUTHORITY
MINUTES OF THE MEETING OF THE DIRECTORS
HELD ON NOVEMBER 8, 2004**

Pursuant to notice dated November 1, 2004, the Nassau County Interim Finance Authority (“NIFA”) was convened at 1:15 PM on the second floor of the Omni Building located in Uniondale, NY.

The following Directors of the Authority were present:

**Ronald Stack, Chairman
Richard M. Kessel
Martin Payson
Robert Smith
Robert Wallach (via telephone)**

Also representing the Authority was Richard Luke, Executive Director, Jeremy Wise, General Counsel, Evan Cohen, Deputy Director, Timothy Sullivan, Deputy Director, Jane Cunneen, Deputy Chief Financial Officer, and Laurie Leat, Corporate Secretary.

Upon determining that a quorum was present, the Chairman called the meeting to order.

Chairman Stack stated that the first item on the agenda was a resolution to approve the minutes of the October 5, 2004 Directors' meeting.

Upon motion duly made and seconded, the following resolution was approved unanimously:

Resolution No. 04-158

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE OCTOBER 5, 2004 MEETING OF THE DIRECTORS OF THE NASSAU COUNTY INTERIM FINANCE AUTHORITY

RESOLVED, that the Minutes of the meeting of the Authority held on October 5, 2004, are hereby approved and all actions taken by the Directors present at such meeting, as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Authority.

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Chairman Stack asked Jeremy Wise to explain the next item on the agenda.

Jeremy Wise stated that the next item on the agenda is a resolution Concerning State Environmental Quality Review Act Matters in Connection with the Authorization, Sale and Issuance of Sales Tax Secured Bonds, Series 2004H, Series 2004I, Series 2004J and Series 2004K.

Upon motion duly made and seconded, the following resolution was approved unanimously:

Resolution No. 04-159

RESOLUTION CONCERNING STATE ENVIRONMENTAL QUALITY REVIEW ACT MATTERS IN CONNECTION WITH THE AUTHORIZATION, SALE AND ISSUANCE OF SALES TAX SECURED BONDS, SERIES 2004H, SERIES 2004I, SERIES 2004J AND SERIES 2004K

WHEREAS, the Nassau County Interim Finance Authority Act, incorporated in chapter 84 of the laws of 2000, as amended from time to time (the “Act”), authorizes the Nassau County Interim Finance Authority (the “Authority”) to issue bonds for the purpose of financing Financable Costs, as defined in the Act and to make the proceeds thereof available to the County of Nassau (the “County”) and to refund outstanding bonds of the Authority, as applicable; and

WHEREAS, the Act authorizes the Authority to enter into appropriate and necessary contracts with its bondholders and others to provide for the issuance thereof, and the Directors of the Authority intend to provide from time to time for the authorization, issuance and sale of its sales tax secured bonds (the “Bonds”); and

WHEREAS, the proceeds of one or more additional series of such Bonds (the “Series 2004H-K Bonds”) are expected to be used (A) to finance Financeable Costs under the Act, which may include but are not limited to (i) tax certiorari settlements and judgments; (ii) other settlements or judgments; (iii) refunding or restructuring of certain outstanding indebtedness of the County; and (iv) the costs of issuance of such series of Bonds, and (B) subject to the terms outlined in a resolution of even date by the Directors of the Authority, to refund outstanding bonds of the Authority; and

WHEREAS, the Authority is required under the State Environmental Quality Review Act, as amended (“SEQRA”), to complete environmental reviews in connection with its activities, including the issuance of its Bonds from time to time or the expenditure of the proceeds thereof:

NOW, THEREFORE, the Authority hereby adopts the following resolutions:

I. Authorized Officers

RESOLVED, that each of the Chairperson, the Vice Chairperson, the Executive Director, the Chief Financial Officer, the Deputy Chief Financial Officer, the General

Counsel, the Treasurer, the Corporate Secretary, any Assistant Treasurer and any Assistant Corporate Secretary of the Authority, and any other person duly authorized to act in such capacity, is designated an “Authorized Officer” for the purposes of the following resolutions; and further

II. SEQRA Findings and Delegation

RESOLVED, that the issuance of the Series 2004H-K Bonds in order (A) to finance Financeable Costs under the Act, which may include but are not limited to (i) tax certiorari settlements and judgments; (ii) other settlements or judgments; (iii) refunding or restructuring of certain outstanding indebtedness of the County; and (iv) the costs of issuance of the Bonds, and (B) to refund outstanding bonds of the Authority, in each case constitutes a “Type II” action under SEQRA and, accordingly, no further action or review is required to be made with respect to the issuance of bonds and the application of the proceeds for such purposes; and further

RESOLVED, that no proceeds of the Series 2004H-K Bonds shall be applied with respect to any Financeable Cost unless and until an Authorized Officer has taken all necessary action pursuant to the delegation in the following clause in order to comply with the requirements of SEQRA with respect to such Financeable Cost; and further

RESOLVED, that the Authorized Officers are each hereby authorized and directed to take any and all actions necessary to comply with the requirements of SEQRA prior to the disbursement of proceeds of the Series 2004H-K Bonds with respect to each Financeable Cost; and provided, further, that such Authorized Officers may, to the extent permitted by law, rely upon information supplied by and representations and findings of authorized representatives of the County in connection therewith; and further

RESOLVED, that the Authorized Officers are each hereby authorized and directed to take any and all actions necessary to comply with the requirements of SEQRA with respect to any Financeable Costs to be financed with the proceeds of any past or future series of Bonds; and provided, further, that such Authorized Officers may, to the extent permitted by law, rely upon information supplied by and representations and findings of authorized representatives of the County in connection therewith; and further

RESOLVED, that the Authorized Officers are each hereby authorized and directed to approve and execute such documents or certifications and take such other actions, in the name of the Authority and on its behalf, as he or she may reasonably deem necessary or appropriate to carry out the foregoing resolutions

(including without limitation the making of any findings and the preparation of any assessment forms required by SEQRA), and that all such actions heretofore taken in connection with the Series 2004H-K Bonds by any Authorized Officer, or his or her designee, are hereby ratified and approved.

* * *

Jeremy Wise stated that the next item on the agenda is a resolution authorizing the sales and issuance of Sales Tax Secured Bonds, Series 2004H, Series 2004I, Series 2004J and Series 2004K. After a brief discussion, Director Kessel moved the resolution and it was seconded by Director Smith.

Upon motion duly made and seconded, the following resolution was approved unanimously:

Resolution No. 04-160

RESOLUTION CONCERNING THE AUTHORIZATION, SALE AND ISSUANCE OF SALES TAX SECURED BONDS, SERIES 2004H, SERIES 2004I, SERIES 2004J AND SERIES 2004K

WHEREAS, the Nassau County Interim Finance Authority Act, incorporated in chapter 84 of the laws of 2000, as amended from time to time (the "Act") authorizes the Nassau County Interim Finance Authority (the "Authority") to issue bonds for the purpose of financing Financeable Costs, as defined in the Act, and to make the proceeds thereof available to the County of Nassau (the "County") and to refund outstanding bonds of the Authority, as applicable; and

WHEREAS, the Act authorizes the Authority to enter into appropriate and necessary contracts with its bondholders and others to provide for the issuance thereof, and the Directors of the Authority hereby intend to provide for the authorization, issuance and sale of additional series of its sales tax secured bonds (the "Bonds") through the approval of appropriate documentation, including, without

limitation, the approval of the Eleventh Supplemental Indenture (as such term is defined below), the approval of the Twelfth Supplemental Indenture (as such term is defined below), the issuance, sale and delivery of such series of Bonds, and the preparation, negotiation and approval of appropriate documents in connection therewith; and

WHEREAS, the proceeds of such series of Bonds will be used (A) to finance Financeable Costs under the Act, which may include but are not limited to (i) tax certiorari settlements and judgments; (ii) other settlements or judgments; (iii) capital projects; (iv) refunding or restructuring of certain outstanding indebtedness of the County; and (v) the costs of issuance of such series of Bonds, and (B) subject to the terms hereof, to refund outstanding bonds of the Authority; and

WHEREAS, the Authority is authorized by the Act to enter into interest rate exchange agreements or similar arrangements under such terms and conditions as the Authority may determine, and in accordance with the Authority's Interest Rate Swap Policy adopted by the Board at a meeting held on March 25, 2004 (the "Policy") and proposes to enter into one or more ISDA Master Agreements, Schedules, Credit Support Annexes and related Confirmations, to be dated as of the date of their execution, to complete one or more variable-to-fixed rate interest rate swaps in connection with the issuance of the Series 2004I, J and K ARS Bonds (as defined below); and

WHEREAS, the Authority is authorized by the Act, upon submission by the County to the Authority of an approved declaration of need in accordance with the Act, to enter into agreements, in the Authority's discretion, providing for the financing of Financeable Costs by the Authority and to issue its Bonds therefor, and to issue refunding Bonds, and the Authority is required to obtain the written approval of the State Comptroller for the sale of each series of Bonds and the terms thereof if such sale be a private sale to other than the State Comptroller; and

WHEREAS, the Authority will obtain the required approval of the State Comptroller prior to the delivery of the additional series of Bonds; and

WHEREAS, the duly authorized officers of the Authority have previously caused to be executed and delivered an indenture entitled "Indenture between Nassau County Interim Finance Authority and United States Trust Company of New York, as (original) Trustee, dated as of October 1, 2000" (the "General Indenture"), authorizing the issuance of one or more series of Bonds for the purposes set forth therein and containing certain other terms, restrictions and covenants with respect to such Bonds and the security pledged to the payment thereof; and

WHEREAS, the duly authorized officers of the Authority have caused to be prepared a form of supplemental indenture entitled “Eleventh Supplemental Indenture between Nassau County Interim Finance Authority and The Bank of New York, as Trustee Authorizing Up To \$450,000,000 Nassau County Interim Finance Authority Sales Tax Secured Bonds, Series 2004H dated as of December 1, 2004” (the “Eleventh Supplemental Indenture”), pursuant to which the Authority will authorize the issuance of the Sales Tax Secured Bonds, Series 2004H (the “Series 2004H Bonds”); and

WHEREAS, the duly authorized officers of the Authority have caused to be prepared a form of supplemental indenture entitled “Twelfth Supplemental Indenture between Nassau County Interim Finance Authority and The Bank of New York, as Trustee Authorizing Up To \$150,000,000 Nassau County Interim Finance Authority Sales Tax Secured Variable Rate Bonds, Series 2004I, Series 2004J and Series 2004K dated as of December 1, 2004” (the “Twelfth Supplemental Indenture”), pursuant to which the Authority will authorize the issuance of the Sales Tax Secured Variable Rate Bonds, Series 2004I (the “Series 2004I Bonds”), the Sales Tax Secured Variable Rate Bonds, Series 2004J (the “Series 2004J Bonds”), and the Sales Tax Secured Variable Rate Bonds, Series 2004K (the “Series 2004K Bonds”, collectively with the Series 2004I Bonds and the Series 2004J Bonds, the “Series 2004I, J and K ARS Bonds” and together with the Series 2004H Bonds, the “Series 2004H-K Bonds”) (the General Indenture, as amended and supplemented, being hereinafter collectively referred to as the “Indenture”); and

WHEREAS, the duly authorized officers of the Authority have previously caused to be executed and delivered a financing agreement dated as of October 1, 2000 (the “Financing Agreement”), by and between the Authority and the County, pursuant to which the County has made certain agreements and covenants relating to the issuance of Bonds by the Authority, and has agreed to the pledge of said covenants to the Trustee on behalf of the Bondholders; and

WHEREAS, pursuant to the Act and the Financing Agreement, the County has requested (and has submitted an approved Declaration of Need in accordance with the Financing Agreement in form satisfactory to the Authority) that the Authority undertake this financing through the issuance of the Series 2004H-K Bonds, all or any portion of which may be issued at a fixed and/or auction rate; and

WHEREAS, the duly authorized officers of the Authority have caused to be prepared a form of Preliminary Offering Circular (the “2004H Preliminary Offering Circular”) relating to the Series 2004H Bonds issued at a fixed rate and a form of Offering Circular (the “2004I, J and K Offering Circular”) relating to the Series 2004I, J and K ARS Bonds issued at an auction rate; and

WHEREAS, officers and employees of the Authority will participate in revisions to the 2004H Preliminary Offering Circular and the preparation of a final Offering Circular to be used in connection with the issuance and sale of the Series 2004H Bonds issued at a fixed rate (the “2004H Offering Circular”) and have negotiated the Contract of Purchase therefor (the “2004H Purchase Contract”); and

WHEREAS, officers and employees of the Authority will participate in revisions to the form of 2004I, J and K Offering Circular and the preparation of a final 2004I, J and K Offering Circular to be used in connection with the issuance and sale of the Series 2004H-K Bonds issued at an auction rate (the “2004I, J and K Offering Circular” and, together with the 2004H Offering Circular, the “Offering Circulares”) and have negotiated the Contract of Purchases therefor (the “2004I Purchase Contract”, the “2004J Purchase Contract”, the “2004K Purchase Contract” and, together with the 2004H Purchase Contract, the “Purchase Contracts”); and

WHEREAS, the duly authorized officers of the Authority have caused to be prepared a Nassau County Interim Finance Authority Sales Tax Secured Bonds, Series 2004H, Series 2004I, Series 2004J and Series 2004K Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”) between the Authority and the Trustee in order to assist the Underwriters (as defined below) in complying with the requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934, as amended; and

WHEREAS, the duly authorized officers of the Authority have caused to be prepared an Auction Agreement (the “Auction Agreement”) by and among the Authority, the Trustee and the Auction Agent to be determined by the Authority and set forth in the Twelfth Supplemental Indenture (the “Auction Agent”), obligating the Auction Agent to conduct auctions for the Series 2004I, J and K ARS Bonds bearing interest at an auction rate and calculate the interest rate that results from such auctions or default interest rates if such auctions are not held; and

WHEREAS, the duly authorized officers of the Authority have caused to be prepared a Broker-Dealer Agreement (the “Broker-Dealer Agreement”) by and among the Authority, the Auction Agent and each Broker-Dealer to be determined by the Authority and set forth in the Twelfth Supplemental Indenture (the “Broker-Dealer”), which obligates each Broker-Dealer to submit bids, sell orders or hold orders to the Auction Agent on behalf of the persons listed in their records as beneficial owners of the Series 2004I, J and K ARS Bonds bearing interest at an auction rate or to submit bids on behalf of persons who wish to obtain the beneficial ownership of the Series 2004I, J and K ARS Bonds bearing interest at an auction rate under certain conditions; and

WHEREAS, the duly authorized officers of the Authority have caused to be prepared an Index Agent Agreement (the “Index Agent Agreement”) by and between the Authority and Standard & Poor’s Securities Evaluations, Inc. (the “Index Agent”), which obligates the Index Agent to provide index rates for the Series 2004I, J and K ARS Bonds bearing interest at an auction rate under certain conditions; and

WHEREAS, the duly authorized officers of the Authority have caused to be prepared one or more ISDA Master Agreements, Schedules, Credit Support Annexes and Confirmations thereto, in connection with the issuance of all or any portion of the Series 2004I, J and K ARS Bonds to complete a variable-to-fixed rate interest rate swap with one or more counterparties selected by the Authority in accordance with the Policy, which shall be the providers of such swap:

NOW, THEREFORE, the Authority, hereby adopts the following resolutions:

I. Eleventh and Twelfth Supplemental Indenture

RESOLVED, that the forms of Eleventh Supplemental Indenture presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit A-1 and Twelfth Supplemental Indenture presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit A-2, are hereby approved, and any Authorized Officer is hereby authorized to execute and deliver the Eleventh Supplemental Indenture and the Twelfth Supplemental Indenture in substantially such forms with such changes thereto prior to the issuance and delivery of the Series 2004H-K Bonds (which may be issued at one time or from time to time in one or more series or subseries, subject to redesignation as hereinafter provided) as may be approved by the Authorized Officer subject to the terms referred to in item XI below; and further

II. Declaration of Need

RESOLVED, that pursuant to the Act and the Financing Agreement, the County has requested the Authority to undertake this financing and has submitted a Declaration of Need in substantially the form set forth in the Financing Agreement and any Authorized Officer is hereby authorized to execute and deliver an acceptance of said Declaration of Need consistent with this resolution; and further

III. Preliminary Offering Circular and Form of Offering Circular

RESOLVED, that the 2004H Preliminary Offering Circular of the Authority relating to the Series 2004H Bonds issued at a fixed rate in substantially the form presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit B-1 and the form of 2004I, J and K Offering Circular of the Authority relating to the Series 2004I, J and K ARS Bonds expected to be issued at an auction rate in

substantially the form presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit B-2, are hereby approved with such changes as an Authorized Officer may approve, and any Authorized Officer is hereby authorized to approve the distribution of the same on behalf of the Authority; and further

IV. Offering Circulars

RESOLVED, that any Authorized Officer is authorized to execute and deliver, on behalf of the Authority, a final 2004H Offering Circular relating to the Series 2004H Bonds issued at a fixed rate, and a final 2004I, J and K Offering Circular relating to the Series 2004I, J and K ARS Bonds expected to be issued at an auction rate, each with such changes, insertions and omissions to the Preliminary Offering Circular or the form of Offering Circular, respectively, referred to in item III above, as may be approved by an Authorized Officer, said execution being conclusive evidence of such approval, and any amendments or supplements thereto which may be necessary or desirable; and any Authorized Officer is further hereby authorized and directed to execute the same on behalf of the Authority, as well as any certificates necessary in connection therewith to allow the Underwriters to comply with SEC rules; and further

V. Purchase Contracts

RESOLVED, that the Purchase Contracts by and among the Authority and the Underwriters relating to the Series 2004H Bonds and the Series 2004I, J and K ARS Bonds issued at a fixed rate and auction rate, respectively, in substantially the forms presented to this meeting, copies of which shall be annexed to this resolution as Exhibit C-1, C-2, C-3 and C-4, are hereby approved with such changes as an Authorized Officer may approve, and any Authorized Officer is hereby authorized and directed to execute the same on behalf of the Authority; and further

VI. Continuing Disclosure Agreement

RESOLVED, that the form of Continuing Disclosure Agreement presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit D, is hereby approved, and any Authorized Officer is hereby authorized to execute and deliver one or more Continuing Disclosure Agreements in substantially such form as is so approved with such changes therein as the Authorized Officer executing the same may approve, such approval to be evidenced by such Authorized Officer's execution thereof; and further

VII. Escrow Deposit Agreements

RESOLVED, that the form of Escrow Deposit Agreements relating to the refunding or restructuring of County indebtedness and the refunding of certain outstanding bonds of the Authority, respectively, presented to this meeting, copies of which shall be annexed to this resolution as Exhibit E-1 and E-2, are hereby approved, and any Authorized Officer is hereby authorized to execute and deliver one or more Escrow Deposit Agreements in substantially such forms as are so approved with such changes therein as the Authorized Officer executing the same may approve, such approval to be evidenced by such Authorized Officer's execution thereof; and further

VIII. Auction Agreement

RESOLVED, that the form of Auction Agreement presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit F, is hereby approved, and any Authorized Officer is hereby authorized to execute and deliver one or more Auction Agreements with any Auction Agent appointed from time to time by the Authority pursuant to clause XXV hereof in substantially such form as is so approved with such changes therein as the Authorized Officer executing the same may approve, such approval to be evidenced by such Authorized Officer's execution thereof; and further

IX. Broker-Dealer Agreements

RESOLVED, that the form of Broker-Dealer Agreement presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit G, is hereby approved, and any Authorized Officer is hereby authorized to execute and deliver one or more Broker-Dealer Agreements with any Broker-Dealers appointed from time to time by the Authority pursuant to clause XVI hereof in substantially such form as is so approved with such changes therein as the Authorized Officer executing the same may approve, such approval to be evidenced by such Authorized Officer's execution thereof; and further

X. Index Agent Agreement

RESOLVED, that the form of Index Agent Agreement presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit H, is hereby approved, and any Authorized Officer is hereby authorized to execute and deliver one or more Index Agent Agreements with any Index Agents appointed from time to time pursuant to clause XXVI hereof in substantially such form as is so approved with such changes therein as the Authorized Officer executing the same may

approve, such approval to be evidenced by such Authorized Officer's execution thereof; and further

XI. ISDA Master Agreement, Schedule, Credit Support Annex and Confirmation thereto

RESOLVED, that the forms of ISDA Master Agreement, Schedule, Credit Support Annex and Confirmation thereto presented to this meeting, copies of which shall be annexed to this resolution as Exhibit I, are hereby approved (each in the forms executed and delivered by the Authority in connection with the Sales Tax Secured Variable Rate Bonds, Series 2004 ARS), and any Authorized Officer is hereby authorized to execute and deliver the ISDA Master Agreement, Schedule, Credit Support Annex and Confirmation thereto, in substantially such forms as are so approved with such changes therein as the Authorized Officer executing the same may approve, such approval to be evidenced by such Authorized Officer's execution thereof; and further

XII. Terms of Series 2004H-K Bonds

RESOLVED, that there is hereby delegated to any Authorized Officer of the Authority, subject to the limitations contained herein and in the General Indenture, the power with respect to the Series 2004H-K Bonds to determine and carry out the following:

- a) The number of series and subseries of the Series 2004H-K Bonds and the designation for each series and subseries;
- b) The principal amount of each series of the Series 2004H-K Bonds to be issued in an aggregate total principal amount up to \$600,000,000;
- c) The series of bonds and the maturities or portions thereof of the County which are to be refunded or restructured with a portion of the proceeds of the Series 2004H-K Bonds, and the date or dates, if any, on which such refunded obligations are to be called for redemption, as determined by such Authorized Officer to best carry out the Authority's statutory purposes;
- d) Subject to the provisions of the Act, the General Indenture and the determination of present value savings in connection therewith, the series of senior Bonds and the maturities or portions thereof, if any, which are to be refunded with a portion of the proceeds of the Series 2004H-K Bonds, and the date or dates, if any, on which such refunded Bonds are to be called for redemption, the selection of a bidding agent for the funding of an escrow, the provisions of any

escrow deposit agreement, the selection of a verification agent therefor and any other matters necessary, as determined by such Authorized Officer to best carry out the Authority's statutory purposes;

- e) The dated date or dates, maturity date or dates and principal amount of each series and maturity of the Series 2004H-K Bonds, the amount and date of each sinking fund installment, if any, and which Series 2004H-K Bonds, if any, are serial bonds or term bonds; provided, however, that each series of the Series 2004H-K Bonds shall mature no later than November 15, 2026;
- f) The interest rate or rates of each series of the Series 2004H-K Bonds (including a zero interest rate), the dates from which interest on each series of the Series 2004H-K Bonds shall accrue and the interest payment dates, if any, therefor and the interest rate mode or modes thereof, as provided in the Eleventh Supplemental Indenture or Twelfth Supplemental Indenture respectively; provided, however, that the true interest cost on the Series 2004H Bonds issued at a fixed rate (as determined by an Authorized Officer of the Authority, which determination shall be conclusive) shall not exceed six percent (6%) per annum and that any Series 2004I, J and K ARS Bonds and issued at an auction rate shall be subject to a maximum interest rate of not greater than 15% per annum, or such higher rate or rates as determined by an Authorized Officer;
- g) The redemption price or redemption prices, if any, and the redemption terms, if any, for each series of the Series 2004H-K Bonds; provided, however, that the redemption price of any Series 2004H-K Bond subject to redemption at the election of the Authority or in accordance with the General Indenture shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2004H-K Bonds or portion thereof to be redeemed, plus accrued interest thereon to the date of redemption;
- h) Additional provisions for the sale or exchange of the Series 2004H-K Bonds and for the delivery thereof not otherwise set forth herein;
- i) Directions for the application of the proceeds of the Series 2004H-K Bonds and investment thereof not in conflict with the provisions hereof;

- j) Convert from time to time, the interest rate mode or modes of the Series 2004I, J and K ARS Bonds, as provided in the Twelfth Supplemental Indenture;**
- k) The advisability of entering into one or more swap transactions as described in and subject to the terms referred to in item XIV below;**
- l) Any other provisions deemed advisable by an Authorized Officer of the Authority, not in conflict with the provisions hereof or of the General Indenture, including, without limitation, incorporating bond insurance or other form of credit facility in connection with the bonds or swap transactions authorized hereunder, to the extent that an Authorized Officer of the Authority determines that such changes would be in the best interest of the Authority; and further**

XIII. Issuance of Bonds

RESOLVED, that the Authority shall issue, award and deliver each series of the Series 2004H-K Bonds pursuant to the respective Purchase Contract, and shall apply the proceeds thereof in accordance with the provisions of the Indenture and certain other certificates to be delivered upon issuance of the Series 2004H-K Bonds; and further

XIV. Swap Transactions

RESOLVED, that, consistent with the Policy, any Authorized Officer is hereby authorized, in connection with all or any portion of the Series 2004I, J and K ARS Bonds, from time to time to enter into one or more swap agreements and other documents necessary or appropriate to completing a variable-to-fixed rate interest rate swap, substantially in the forms of the ISDA Master Agreement, Schedule, Credit Support Annex and Confirmation thereto, if applicable, presented to this meeting which forms are in conformance with the requirements of the Policy, and to negotiate the terms thereof with Goldman, Sachs & Co., UBS Financial Services Inc., Morgan Stanley & Co. Incorporated, or affiliates thereof, and any other counterparty selected by the Authority in accordance with the Policy, which shall be the providers of such swap, or competitively bid such swap among any such managing underwriters or other parties selected by such Authorized Officer, with such changes therein as the Authorized Officer executing the same may approve, such approval to be evidenced by such Authorized Officer's execution thereof, provided, however, that the principal amount of variable rate bonds which have associated interest rate swap agreement or agreements shall not exceed \$150,000,000 in the

aggregate and that the fixed rate payable by the Authority under such interest rate swap agreement or agreements shall not exceed 5%; and further

RESOLVED, that any such Authorized Officer is hereby authorized, upon receipt of the written recommendation of the Authority's swap advisor with an approving opinion of swap counsel to the Authority, to find and determine on behalf of the Authority the reasons for entering into any such transaction, including that such transactions are reasonably expected to, among other things, reduce the Authority's exposure to changes in interest rates and/or are projected to result in a lower net cost of borrowing than other alternatives; and such findings and determinations shall be consistent with the conditions under which such swap transactions may be entered into under the Policy, including, but not limited to a full assessment of risk exposures thereunder; and further

RESOLVED, that any such Authorized Officer is hereby further authorized in connection with any such swap agreement entered into in accordance with the provisions of the Twelfth Supplemental Indenture to terminate, amend, supplement, replace, extend or otherwise modify such swap agreement at any time during the term thereof for purposes including, but not limited to, the effectuation of a change in the basis for or timing of the payments to be made thereunder, modifications of the terms or provisions relating to termination provisions, the provision of collateral thereunder, or the granting of option rights to the counterparty, as such Authorized Officer determines to be necessary or desirable and consistent with the terms and provisions of the Policy.

XV. Authorized Officers

RESOLVED, that each of the Chairperson, the Vice Chairperson, the Executive Director, the Chief Financial Officer, the Deputy Chief Financial Officer, the General Counsel, the Treasurer, the Corporate Secretary, any Assistant Treasurer and any Assistant Corporate Secretary of the Authority, and any person duly authorized to act in such capacity, is designated an "Authorized Officer" for the purposes of the foregoing resolutions; and further

XVI. Appointment of Underwriters and Broker-Dealers

RESOLVED, that the firm of Goldman, Sachs & Co. is hereby appointed as bookrunning senior managing underwriter, with UBS Financial Services Inc. and Morgan Stanley & Co. Incorporated serving as co-senior managers for the Series 2004H Bonds issued at a fixed rate. The other members of the underwriting team for the Series 2004H Bonds issued at a fixed rate will include: Citigroup Global Markets Inc., M.R. Beal & Company, RBC Dain Rauscher Inc., Merrill Lynch, Pierce,

Fenner & Smith Incorporated, Ramirez & Co., Inc., Roosevelt & Cross Incorporated and First Albany Corporation. These other members shall participate in the financing in the capacities set forth in the Authority's resolution dated August 23, 2000, or as further determined by an Authorized Officer; and further

RESOLVED, that the firm of Goldman, Sachs & Co. is hereby appointed as bookrunning senior managing underwriter, and that Goldman, Sachs & Co., UBS Financial Services Inc. and Morgan Stanley & Co. Incorporated are hereby appointed Underwriters and Broker-Dealers as further specified by an Authorized Officer, for the Series 2004I, J and K ARS Bonds issued at an auction rate; and further

XVII. Appointment of Verification Agent

RESOLVED, that the firm, Samuel Klein & Co. is hereby appointed as verification agent with respect to the Escrow Deposit Agreements described in clause VII hereof; and further

XVIII. Appointment of Bidding Agents

RESOLVED, that an Authorized Officer shall solicit proposals by means of a request for proposals for the services of a bidding agent for the purchase of escrow securities or in connection with any investment agreement, including but not limited to, any forward purchase agreement utilized to invest amounts in any escrow deposit agreement or credited to the Bond Account, to the extent specified by an Authorized Officer; and further

XIX. Negotiated Sale

RESOLVED, that the use of a negotiated underwriting in connection with the sale of each series of the Series 2004H-K Bonds is found to be appropriate for the following reasons:

(i) the Underwriters have and will continue to assist in all structuring tasks including preparation of the Preliminary Offering Circular, as applicable, and Offering Circulars and presentations to or discussions with rating agencies;

(ii) the Underwriters have and will continue to be able to undertake presale marketing to help determine the level of demand for the Series 2004H-K Bonds; and

(iii) the Underwriters will have the flexibility to sell the Series 2004H-K Bonds on short notice and make rapid changes in structure to accommodate the market; and further

provided, that each series of the Series 2004H-K Bonds shall be awarded and sold to the Underwriters named in the respective Purchase Contract upon the terms

and conditions set forth in the respective Purchase Contract at a purchase price of not less than ninety percent (90%) of the aggregate original principal amount (issuance value) of such series of the Series 2004H-K Bonds to be sold; and further

XX. Sale of Series 2004H-K Bonds

RESOLVED, that, subject to obtaining the approval of the Comptroller of the State, the Authority shall sell and award, at private sale, the aggregate principal amount of each series of the Series 2004H-K Bonds to the Underwriters; and further

XXI. Appointment of Bond Counsel

RESOLVED, that the law firm of Hawkins Delafield & Wood LLP is hereby appointed bond counsel for the Series 2004H-K Bonds; and further

XXII. Appointment of Swap Counsel

RESOLVED, that the law firm of Nixon Peabody LLP is hereby appointed swap counsel to advise the Authority on legal matters with respect to interest rate exchange agreements to be entered into in connection with the Series 2004I, J and K ARS Bonds; and further

XXIII. Swap Advisor

RESOLVED, that the firm of Lamont Financial Services is hereby selected to provide financial advice to the Authority with respect to interest rate exchange agreements to be entered into in connection with the Series 2004I, J and K ARS Bonds; and further

XXIV. Authority Auditors

RESOLVED, that Deloitte & Touche LLP, the Authority's outside auditors, are hereby requested to undertake any procedures necessary for accomplishing the purposes of the financing including consenting to the inclusion of their report on the Authority's financial statements in the Preliminary Offering Circular and Offering Circulars, and that the Authorized Officers are hereby directed and authorized to take all necessary or useful actions to effect such purposes, including the negotiations and payment of any customary related fees to Deloitte & Touche LLP; and further

XXV. Auction Agent

RESOLVED, that an Authorized Officer shall solicit proposals by means of a request for proposals for the service of an Auction Agent with respect to the Series 2004I, J and K ARS Bonds issued at an auction rate; and further

XXVI. Index Agent

RESOLVED, that Standard & Poor's Securities Evaluations, Inc. is hereby appointed Index Agent with respect to the Series 2004I, J and K ARS Bonds issued at an auction rate; and further

XXVII. Printer

RESOLVED, that an Authorized Officer shall solicit proposals by means of a request for proposals for the service of a Printer with respect to the 2004H Preliminary Offering Circular for the Series 2004H Bonds and the 2004H Offering Circular for the Series 2004H Bonds and the 2004I, J and K Offering Circular for the Series 2004I, J and K Bonds; and further

XXVIII. Further Action

RESOLVED, that the Authorized Officers or their designee(s) are each hereby authorized and directed to approve and execute such documents or certifications (including certifications as to the federal tax status of interest on the Series 2004H-K Bonds), make such payments and take such other actions, in the name of the Authority and on its behalf, as he or she may reasonably deem necessary or appropriate to carry out the foregoing resolutions, including without limitation the execution, sale and delivery of the Series 2004H-K Bonds, any amendment to the Financing Agreement deemed necessary or convenient in carrying out the intent of this resolution, and that all such actions heretofore taken in connection with the Series 2004H-K Bonds by any Authorized Officer, or his or her designee, are hereby ratified and approved; and further

XXIX. Findings With Respect To Consultants And Advisors

RESOLVED, that the Authority hereby finds and determines that extraordinary circumstances exist, in view of the accelerated time schedule for the transaction and the significant benefit to the County of completing the transaction under current market conditions, which make competition impracticable or inappropriate and merit the procurement of certain consultants and advisors, including, but not limited to, the Swap Advisor, Swap Counsel, Auction Agent and Index Agent identified in this resolution, as well as any other consultants and advisors deemed necessary or

appropriate in carrying out the intent of this resolution, including, but not limited to, verification agents and bidding agents, on a sole source or single source basis, as provided in the Authority's Procurement Contract Guidelines, upon such terms and conditions as the Authorized Officer may find reasonable and appropriate.

* * *

Chairman Stack stated that the next item on the agenda was a resolution on the County's Multi-Year Financial Plan. He asked Richard Luke to give his comments to the Directors.

Richard Luke stated that the County Legislature approved the budget and financial plan on October 25, 2004. He stated that the budget was increased by approximately \$1.9 million. He stated that the County has indicated that in accordance with NIFA's request, it will give NIFA an update of the Plan on June 1, 2005. Mr. Luke stated that NIFA is still concerned about the long-term financial viability of the Nassau Health Care Corporation, the future level of certiorari claims and the possibility that GASB is going to rule that the County must accrue pension costs in the year that salaries were earned.

Upon motion duly made and seconded, the following resolution was approved unanimously:

Resolution No. 04-161

RESOLUTION APPROVING THE NASSAU COUNTY MULTI – YEAR FINANCIAL PLAN FOR FISCAL YEARS 2005 – 2008

WHEREAS, on October 5, 2004 the Directors approved a report by staff entitled, “Review of Proposed Multi - Year Financial Plan For Fiscal Years 2005 - 2008” (the “Report”); and

WHEREAS the Report was submitted to the County Executive, the majority and minority leaders of the Nassau County Legislature (“Legislature”), and other interested parties; and

WHEREAS, on October 25, 2004 the Legislature adopted the Fiscal Year 2005 Budget (“Budget”) and the Multi – Year Financial Plan for Fiscal Years 2005 - 2008 (“Financial Plan”); and

WHEREAS, the County Executive has signed the Budget and submitted the Financial Plan and Budget to NIFA together with the other information required by the NIFA Act (collectively, the “Submission”); and

WHEREAS, the staff of NIFA has prepared a report dated as of November 8, 2004 concerning the Plan and said report has been submitted to and reviewed by the Directors,

NOW, THEREFORE, BE IT RESOLVED, that the Directors of the Nassau County Interim Finance Authority (“NIFA”) have reviewed the Submission and found it to be in compliance with the NIFA Act; and be it further

RESOLVED, that within thirty days from the adoption of this resolution, the County shall provide to NIFA a copy of the adopted Budget, a copy of the Budget by quarter, and cash flow statements; and be it further

RESOLVED, that notwithstanding the foregoing, the County Executive shall submit to NIFA an updated Financial Plan for review no later than June 1, 2005; and be it further

RESOLVED, that the Chairman or his designee(s) are hereby authorized to take all actions necessary to implement the foregoing and to take any further or related actions.

*** * ***

Being this is the last meeting in which Tim Sullivan will be employed at NIFA, the Chairman and Directors thanked him for all the extraordinary work he has done while working at NIFA.

The Chairman then entertained a motion to adjourn. Upon motion duly made and seconded, the Directors voted unanimously to adjourn the meeting at 2:20 PM.

Respectfully submitted,

Laurie A. Leat

Corporate Secretary