

**NASSAU COUNTY INTERIM FINANCE AUTHORITY  
MINUTES OF THE MEETING OF THE DIRECTORS  
HELD ON DECEMBER 1, 2005**

Pursuant to notice dated November 23, 2005, the Nassau County Interim Finance Authority (“NIFA”) was convened at 9 AM 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, Vice Chairman  
Martin Payson  
Gregory Raphael**

Also representing the Authority was Richard Luke, Executive Director, Jeremy Wise, General Counsel (by telephone), Evan Cohen, Deputy Director, Susan Rich, Treasurer, Jane Cunneen, Deputy Treasurer, 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 is a resolution to approve the minutes of the October 14<sup>th</sup> Directors’ meeting.

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

**Resolution No. 05-176**

**APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE OCTOBER 14, 2005 MEETING OF THE DIRECTORS OF THE NASSAU COUNTY INTERIM FINANCE AUTHORITY**

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**RESOLVED**, that the Minutes of the meeting of the Authority held on October 14, 2005 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 Mr. Luke to give a summary of NIFA's report on Nassau County's multi-year financial plan for fiscal years 2006-2009.

Mr. Luke stated that S&P upgraded the County from A minus to A with a stable outlook. He also indicated that next week the County is going out on a TAN, roughly \$120 million, which is the second time the County has done a borrowing on its own. Chairman Stack stated that since S&P also upgraded the County on a short-term rating from SP1 to SP1 plus, the TAN should benefit from this.

Mr. Luke stated that NIFA believes that the adopted plan is complete and complies with the requirements of the NIFA Act. He stated that although NIFA believes that the budget and plan are acceptable, the changes have made the budget and the financial plan a little more risky. He stated that because of the increased

risk, NIFA is recommending that the Directors request the County submit an update of the financial plan on April 1, 2006 rather than June 1.

Mr. Luke stated that in terms of 2005 the County is still projecting a surplus of about \$66 million, coming mostly from one-time resources. He stated that the County has reduced its sales tax estimate by approximately \$4.2 million, which NIFA thinks is reasonable in terms of 2005. Mr. Luke stated that in terms of 2005, the New York State Division of Budget is still reviewing the County's request for the \$7.5 million of transition state aid.

Mr. Luke stated that in terms of the changes to the budget, the net result of those changes is about \$9.2 million added to the budget. He stated that this includes funding to bring the police headcount up to 2750 and approximately \$3.5 million is for various programs within the County. Mr. Luke stated that the County also increased its estimate of out-year Medicaid costs by about \$2.5 million and there were some adjustments made for an interest expense regarding the County's issuance of the TAN. He stated that in 2006 the County presumes a one-time recovery for some Medicaid expenses of \$3.4 million. He stated that the County did not adjust the sales tax in 2006 even though they are projecting lower receipts than 2005 which means the County needs growth of 3.6 percent to meet the budget in 2006 rather than the 3.2 percent that was in the proposed plan. Mr. Luke indicated that the 2005 sales tax growth is only 2.1 percent year to date.

**Mr. Luke stated that NIFA believes there are still a number of risks in the financial plan and budget which total approximately \$29 million. He stated that one of the risks is a revenue extenders bill that has not been signed by the Governor yet.**

**Mr. Luke stated that NIFA still has concerns about sales tax which is approximately \$5.5 million and health insurance costs in 2006 which is approximately \$3 million. He stated that overtime and the ShOA contract is still a concern. Mr. Luke stated that NIFA is concerned that the Health Care Corporation's financial performance has not been as good as expected.**

**Chairman Stack stated that NIFA is a little nervous about the County hiring people in the fourth quarter, increasing projected savings, sales tax estimates going up, not being conservative and the hospital.**

**Vice Chairman Kessel commended the NIFA staff on the great job they did on the report. He stated that NIFA is uncomfortable with the County's Legislature's actions with the budget and financial plan. He stated that NIFA is concerned that there was approximated \$10 million in new spending but the Legislature did not cut \$10 million from the financial plan. He stated that the County will have to submit an update two months earlier because of these actions.**

Vice Chairman Kessel stated that if the Legislature passes a living wage bill, the Legislature is to prepare a financial impact statement and submit that along with incorporating it into an amended financial plan to the NIFA board for review before it is enacted by the Legislature. He requested that the resolution approving the Financial Plan be amended to include this requirement.

Director Payson stated that at the October meeting he stated that the hospital seems to be under control but the A. Holly Patterson is draining a lot of resources out of the Health Care Corporation. He stated that the statement was accurate at that time but it is not accurate any more. He stated that shortly after the last NIFA Director's meeting, NIFA and the County were given information that the hospital is not under control. He stated that he believes that the hospital and the A. Holly Patterson need to be focused on separately. Director Payson stated that he also has a concern that the administration in its second term may have a lot of turnover.

Director Raphael stated that he agrees that the County's update should be moved up to April 1. He stated that NIFA should be watching to make sure sales tax comes in and watch the hospital.

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

**Resolution No. 05-177**

**RESOLUTION APPROVING THE NASSAU COUNTY MULTI – YEAR FINANCIAL PLAN FOR FISCAL YEARS 2006 – 2009**

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**WHEREAS, on October 14, 2005 the Directors approved a report by staff entitled, “Review of Proposed Multi - Year Financial Plan For Fiscal Years 2006 - 2009” (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 30, 2005 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 December 1, 2005 concerning the Plan and said report has been submitted to and reviewed by the Directors; and**

**WHEREAS, it is currently contemplated that the Legislature of Nassau County will soon pass a living wage bill ( the “Living Wage Bill”) that may impact the Plan;**

**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 and the Resolution of the Directors on October 14, 2005, the County Executive shall submit to NIFA an updated Financial Plan for review no later than April 1, 2006 which shall include information concerning the Living Wage Bill if said Bill is passed by the County Legislature between the date of this resolution and April 1, 2006; and be it further**

**RESOLVED, that the County Legislature, before enacting the Living Wage Bill or any similar action that would have a major financial impact on the Budget or out years,**

first submit a fiscal impact report to NIFA in order for NIFA to assess the impact on the Financial Plan; and be it further

**RESOLVED**, that the resolution of the Directors on October 14, 2005 is amended to change the date for an update of the Financial Plan from June 1, 2006 to April 1, 2006; 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.

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County Executive Suozzi thanked NIFA Directors and staff for all the work they do. He stated that his administration is completely focused on maintaining the financial stability of this County not only for the short term but for the long term.

County Executive Suozzi asked that NIFA call a meeting with the Legislature to inform them of NIFA's concerns regarding the changes in the budget and financial plan.

Majority Leaders Jacobs echoed the County Executive remarks regarding the Legislature. She stated that the Legislature is holding a hearing on December 12<sup>th</sup> to gather information on the hospital.

Chairman Stack asked the County if they were getting better with spending capital that had been raised through bonds as NIFA has been holding large amounts.

Both Mr. Gianelli and Mr. Nogid assured the Chairman that they were not borrowing more than they needed. Mr. Gianelli also said that the County was getting better at

spending capital funds.

In response to a question from Director Payson concerning County borrowing for judgments, Arthur Gianelli said that the County planned to gradually increase the amount that was paid out of operating income. Mr. Gianelli said that the County had reserved a small amount in 2006, but would allocate \$5 million in 2007, \$10 million in 2008, and \$15 million in 2009. Mr. Gianelli further stated that he felt that this was extremely important to happen.

Chairman Stack asked Jeremy Wise to discuss the next items on the agenda.

Jeremy Wise stated that items 3 and 5 concern the State Environmental Quality Review Act. He stated that item 5 gives NIFA the right to hire Hawkins, Delafield & Wood to continue assisting with reviews of environmental matters.

Jeremy Wise stated that the borrowing is going to be between \$130 and \$140 million, even though the authorizing resolution allows for up to \$250 million, which brings the total amount NIFA has issued on behalf of the County to approximately \$2.5 billion. At the request of Director Payson, the amount of bonds authorized to be issued was lowered from \$250 million to \$200 million in the resolution.

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

**Resolution No. 05-178**

**RESOLUTION CONCERNING STATE ENVIRONMENTAL QUALITY REVIEW ACT MATTERS IN CONNECTION WITH THE AUTHORIZATION, SALE AND ISSUANCE OF SALES TAX SECURED BONDS, SERIES 2005D**

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**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 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 2005D 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) subject to market conditions at the time of pricing, refunding or restructuring of certain outstanding indebtedness of the County; (iv) County costs of issuance; and (v) 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 Deputy 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 2005D 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; (iv) County costs of issuance; and (v) 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 2005D 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 2005D 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 2005D Bonds by any Authorized Officer, or his or her designee, are hereby ratified and approved.

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

Resolution No. 05-179

**RESOLUTION CONCERNING THE AUTHORIZATION, SALE AND ISSUANCE OF SALES TAX SECURED BONDS, SERIES 2005D**

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**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 Fifteenth 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) County costs of issuance; and (v) the costs of issuance of such series of Bonds, and (B) subject to the terms hereof, to (i) refund certain outstanding indebtedness of the County; or (ii) refund outstanding bonds of the Authority; 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 therefore, 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 “Fifteenth Supplemental Indenture between Nassau County Interim Finance Authority and The Bank of New York, as Trustee Authorizing Up To \$200,000,000 Nassau County Interim Finance Authority Sales Tax Secured Bonds, Series 2005D dated as of December 1, 2005” (the “Fifteenth Supplemental Indenture”), pursuant to which the Authority will authorize the issuance of the Sales Tax Secured Bonds, Series 2005D (the “Series 2005D Bonds”); 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 2005D Bonds, all or any portion of which may be issued at a fixed and/or variable rate; and**

**WHEREAS, the duly authorized officers of the Authority have caused to be prepared a form of Preliminary Offering Circular (the “2005D Preliminary Offering Circular”) relating to the Series 2005D Bonds; and**

**WHEREAS, officers and employees of the Authority will participate in revisions to the 2005D Preliminary Offering Circular and the preparation of a final Offering Circular to be used in connection with the issuance and sale of the Series 2005D Bonds (the “2005D Offering Circular”) and will negotiate the Contract of Purchase therefore (the “2005D Purchase Contract”); 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 2005D 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**

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

**I. Fifteenth Supplemental Indenture**

**RESOLVED, that the form of Fifteenth Supplemental Indenture presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit A is hereby approved, and any Authorized Officer is hereby authorized to execute and deliver the Fifteenth Supplemental Indenture in substantially such form with such changes thereto prior to the issuance and delivery of the Series 2005D 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 VIII 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**

**RESOLVED, that the 2005D Preliminary Offering Circular of the Authority relating to the Series 2005D Bonds in substantially the form presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit B is 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 Circular**

**RESOLVED, that any Authorized Officer is authorized to execute and deliver, on behalf of the Authority, a final 2005D Offering Circular relating to the Series 2005D Bonds, with such changes, insertions and omissions to the Preliminary Offering**

Circular, 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 Contract**

RESOLVED, that the Purchase Contract by and among the Authority and the Underwriters relating to the Series 2005D Bonds, in substantially the form presented to this meeting, copy of which shall be annexed to this resolution as Exhibit C is 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 Agreement**

RESOLVED, that any Authorized Officer is authorized to execute and deliver an Escrow Deposit Agreement relating to the refunding of County indebtedness (market conditions permitting), such Escrow Deposit Agreement being in substantially the form approved and executed in connection with the Authority's issuance of Sales Tax Secured Bonds, Series 2004A and Sales Tax Secured Variable Rate Bonds, Series 2004 ARS (Auction Rate Securities) on April 8, 2004, 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

RESOLVED, that any Authorized Officer is authorized to execute and deliver an Escrow Deposit Agreement relating to the refunding of outstanding bonds of the Authority (market conditions permitting), such Escrow Deposit Agreement being in substantially the form approved and executed in connection with the Authority's issuance of Sales Tax Secured Bonds, Series 2004A and Sales Tax Secured Variable Rate Bonds, Series 2004 ARS (Auction Rate Securities) on April 8, 2004, 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. Terms of Series 2005D 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 2005D Bonds to determine and carry out the following:

- a) The number of subseries of the Series 2005D Bonds and the designation for each subseries, if any;
- b) The principal amount of each series of the Series 2005D Bonds to be issued in an aggregate total principal amount up to \$200,000,000;
- c) The series of bonds and the maturities or portions thereof of the County, if any, which are to be refunded with a portion of the proceeds of the Series 2005D 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 2005D 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 therefore 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 2005D Bonds, the amount and date of each sinking fund installment, if any, and which Series 2005D Bonds, if any, are serial bonds or term bonds; provided, however, that the Series 2005D Bonds shall mature no later than November 15, 2026;
- f) The interest rate or rates of each series or subseries of the Series 2005D Bonds (including a zero interest rate), the dates from which interest on each series of the Series 2005D Bonds shall accrue and the interest payment dates, if any, therefore, as provided in the Fifteenth Supplemental Indenture; provided, however, that the true interest cost on the Series 2005D Bonds (as determined by an Authorized Officer of the Authority, which determination shall be conclusive) shall not exceed six percent (6%) per annum;
- g) The redemption price or redemption prices, if any, and the redemption terms, if any, for each series of the Series 2005D Bonds; provided, however, that the redemption price of any Series 2005D 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 2005D 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 2005D Bonds and for the delivery thereof not otherwise set forth herein;
- i) Directions for the application of the proceeds of the Series 2005D Bonds and investment thereof not in conflict with the provisions hereof;
- j) 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, surety bond or other form of credit facility in connection with the bonds 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

#### **IX. Issuance of Bonds**

**RESOLVED**, that the Authority shall issue, award and deliver the Series 2005D Bonds pursuant to the 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 2005D Bonds; and further

#### **X. Authorized Officers**

**RESOLVED**, that each of the Chairperson, the Vice Chairperson, the Executive Director, the General Counsel, the Treasurer, the Corporate Secretary, any Deputy 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

#### **XI. Appointment of Underwriters**

**RESOLVED**, that the firm of Goldman, Sachs & Co. is hereby appointed as bookrunning senior managing underwriter, with Citigroup Global Markets Inc. serving as co-senior manager for the Series 2005D Bonds. The other members of the underwriting team for the Series 2005D Bonds will include: UBS Financial Services Inc., Morgan Stanley & Co. Incorporated, M.R. Beal & Company, RBC Capital Markets, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Ramirez & Co., Inc., Roosevelt & Cross Incorporated, Banc of America Securities LLC and First Albany Corporation; and further

## **XII. Verification Agent**

**RESOLVED**, that an Authorized Officer shall, if applicable, solicit proposals by means of a request for proposals for the service of a verification agent with respect to the Escrow Deposit Agreement described in item VII hereof; and further

## **XIII. Bidding Agents**

**RESOLVED**, that an Authorized Officer shall, if applicable, 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

## **XIV. Negotiated Sale**

**RESOLVED**, that the use of a negotiated underwriting in connection with the sale of the Series 2005D 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 2005D Preliminary Offering Circular, as applicable, and the 2005D Offering Circular, 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 2005D Bonds; and

(iii) the Underwriters will have the flexibility to sell the Series 2005D Bonds on short notice and make rapid changes in structure, including any potential refunding of County or Authority bonds, to accommodate the market; and further provided, that the Series 2005D Bonds shall be awarded and sold to the Underwriters named in the Purchase Contract upon the terms and conditions set forth in the Purchase Contract at a purchase price of not less than ninety percent (90%) of the aggregate original principal amount (issuance value) of the Series 2005D Bonds to be sold; and further

## **XV. Sale of Series 2005D 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 the Series 2005D Bonds to the Underwriters; and further

**XVI. Appointment of Bond Counsel**

**RESOLVED, that the law firm of Hawkins Delafield & Wood LLP is hereby appointed bond counsel for the Series 2005D Bonds; and further**

**XVII. 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 the final Offering Circular, 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**

**XVIII. Escrow Agent**

**RESOLVED, that an Authorized Officer shall solicit proposals by means of a request for proposals for the service of an escrow agent, if applicable, with respect to the Escrow Deposit Agreements described in item VII hereof; and further**

**XIX. 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 2005D Preliminary Offering Circular for the Series 2005D Bonds and the 2005D Offering Circular for the Series 2005D Bonds; and further**

**XX. Further Action**

**RESOLVED, that the Authorized Officers or their designee(s) are each hereby authorized and directed to approve and execute such documents (including documents in connection with the provision of a surety bond) or certifications (including certifications as to the federal tax status of interest on the Series 2005D 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 2005D 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 2005D Bonds by any Authorized Officer, or his or her designee, are hereby ratified and approved; and further

#### **XXI. 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 deemed necessary or appropriate in carrying out the intent of this resolution, 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.

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

**Resolution No. 05-180**

#### **RESOLUTION CONCERNING CONTINUED EMPLOYMENT OF OUTSIDE COUNSEL TO ASSIST WITH STATE ENVIRONMENTAL QUALITY REVIEW ACT MATTERS IN CONNECTION WITH THE BONDS AND NOTES OF THE AUTHORITY**

**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 or notes 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

**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 bonds and notes (collectively, the "Bonds"); and

**WHEREAS**, the Authority is required under the State Environmental Quality Review Act, as amended ("SEQR"), 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; and

**WHEREAS, the legal review required by SEQR is a specialized area of the law:**

**NOW, THEREFORE, the Authority hereby adopts the following resolution:**

**RESOLVED, that the materials submitted this meeting are hereby authorized to be filed with the official records of the Authority; and**

**RESOLVED, that the Executive Director or his designee(s) is hereby authorized and directed to take any and all actions necessary to comply with the requirements of SEQR prior to the issuance, or disbursement of proceeds, of Bonds (the "Reviews"); and further**

**RESOLVED, that to assist in said Reviews, the Executive Director or his designee(s) are hereby authorized to amend its existing contract with the law firm of Hawkins, Delafield & Wood ("Firm") such that the total amount of the contract shall not exceed \$75,000 plus disbursements; and further**

**RESOLVED, that advertisement in the "New York State Contract Reporter" is exempted because of the critical need to have the expertise of this Firm available on short notice to assist, *inter alia*, in the processing of funding requisitions submitted by the County; and further**

**RESOLVED, that the Executive Director or his designee(s) 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 this resolution (including without limitation the making of any findings and the preparation of any assessment forms required by SEQR), and that all such actions heretofore taken in connection with the Bonds by the Executive Director or his designee(s), are hereby ratified and approved.**

**\* \* \***

**Vice Chairman Kessel stated that Director Robert Wallach has recently resigned as a Director of NIFA. He stated that Mr. Wallach made very significant and important contributions to NIFA. He stated that NIFA will be contacting the Speaker**

**Silver and Senator Bruno to fill the two vacancies on the NIFA Board.**

**The Chairman then entertained a motion to adjourn. Upon motion duly made and seconded, the Directors voted unanimously to adjourn the meeting at 10:10 AM.**

**Respectfully submitted,**

**Laurie A. Leat**

**Corporate Secretary**