

**NASSAU COUNTY INTERIM FINANCE AUTHORITY
MINUTES OF THE MEETING OF THE DIRECTORS
HELD ON APRIL 16, 2008**

Pursuant to notice dated April 9, 2008, a meeting of the Nassau County Interim Finance Authority (“NIFA”) was convened at 4:15 PM at the Marriott Long Island Hotel & Conference Center located at 101 James Doolittle Blvd, Uniondale, NY 11553.

The following Directors of the Authority were present:

**Ronald Stack, Chairman
Paul Leventhal
Gregory Raphael
Robert Smith
Christopher Wright**

Also representing the Authority were Evan Cohen, Executive Director; Jeremy Wise, General Counsel; Maria Kwiatkowski, Deputy Director; 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 asked Executive Director Evan Cohen to go through the action items.

Mr. Cohen stated that the first item on the agenda was a resolution to

approve the minutes of the November 8, 2007 Directors' meeting.

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

Resolution No. 08-221

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE NOVEMBER 8, 2007 MEETING OF THE DIRECTORS OF THE NASSAU COUNTY INTERIM FINANCE AUTHORITY

RESOLVED, that the Minutes of the meeting of the Authority held on November 8, 2007 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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Executive Director Cohen stated that the next item on the agenda was a resolution to rename the Finance and Internal Controls Committee to Audit and Internal Controls Committee. He stated that the resolution also re-adopts the Charter with the new name and has some technical changes required by the Public Authority Accountability Act of 2005.

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

Resolution No. 08-222

ADOPTION OF AN AUDIT AND INTERNAL CONTROLS COMMITTEE CHARTER AND THE TAKING OF RELATED ACTIONS

WHEREAS, the Nassau County Interim Finance Authority (“NIFA”) falls under the requirements of the Public Authorities Accountability Act of 2005 (“PAAA); and

WHEREAS, PAAA requires each State authority to establish an audit committee comprised of independent members; and

WHEREAS, Article IV of the NIFA By-Laws authorizes NIFA to create standing committees; and

WHEREAS, in order to comply with the law, NIFA desires to rename its “Finance and Internal Controls Committee” as its “Audit and Internal Controls Committee” (“Committee”) and to adopt a new charter to govern the activities of the Committee; and

WHEREAS, the former Finance and Internal Controls Committee has met and adopted the attached charter, subject to approval by all of the Directors;

NOW THEREFORE BE IT RESOLVED, that notwithstanding any prior resolutions or policies of NIFA, the Finance and Internal Controls Committee of NIFA shall now be called the Audit and Internal Controls Committee and shall govern its actions in accordance with the charter presented to this meeting which is hereby adopted and approved by the Directors; and be if further

RESOLVED, that Directors Smith, Wright and Stack shall serve as members of the Committee with Director Smith serving as Chair.

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Mr. Cohen stated that the next item on the agenda was a resolution acknowledging receipt and acceptance of the Independent Auditors’ Report on NIFA’s Financial Statements for the fiscal year ended December 31, 2007. He stated that Deloitte and Touche reviewed NIFA’s internal controls over financial reporting and reviewed compliance with investment policies and procedures to make a reasonable assurance that the financial statements are free of material misstatements. The Chairman of the Audit and Internal Controls Committee, Bob Smith, stated that the Committee endorses this resolution.

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

Resolution No. 08-223

RECEIPT AND ACCEPTANCE OF INDEPENDENT AUDITORS' REPORT ON THE AUTHORITY'S FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED DECEMBER 31, 2007

RESOLVED, that the materials presented to this meeting (the "Materials") are ordered to be filed with the records of the Nassau County Interim Finance Authority (the "Authority"); and be it further

RESOLVED, that the Authority acknowledges receipt of the Deloitte & Touche LLP Independent Auditors' Report on NIFA's Financial Statements for fiscal year ended December 31, 2007 (the "Audit") presented at the April 16, 2008 meeting of the Directors; and be it further

RESOLVED, that the Authority accepts the Audit and approves the release of the Audit to the public; and be it further

RESOLVED, that the Executive Director of the Authority or his designee(s) are hereby directed to promptly submit the Audit to those persons identified in the Authority Act to whom the Audit must be submitted, to make a reasonable number of copies available on request to all persons that request copies, and to take all actions he or she may in his or her sole discretion consider necessary to effectuate the foregoing and related actions; and be it further

RESOLVED, that this resolution shall take effect immediately.

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Mr. Cohen stated that the next item on the agenda was a resolution to adopt an Employment and Compensation Committee charter. He stated that the Committee held its first meeting on January 9, 2008 and elected Director Wright as its Chairman. He also stated that the charter was subsequently reviewed and approved by the Committee at its meeting earlier today.

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

Resolution No. 08-224

ADOPTION OF AN EMPLOYMENT AND COMPENSATION COMMITTEE CHARTER AND THE TAKING OF RELATED ACTIONS

WHEREAS, the Nassau County Interim Finance Authority (“NIFA”) falls under the requirements of the Public Authorities Accountability Act of 2005 (“PAAA); and

WHEREAS, PAAA requires each State authority to establish an employment and compensation committee comprised of independent members; and

WHEREAS, Article IV of the NIFA By-Laws authorizes NIFA to create standing committees; and

WHEREAS, in order to comply with the law, NIFA established a committee for employment and compensation; and

WHEREAS, said employment and compensation committee has met and adopted the attached charter, subject to approval by all of the Directors;

NOW THEREFORE BE IT RESOLVED, that notwithstanding any prior resolutions or policies of NIFA, the employment and compensation committee charter presented to this meeting is hereby adopted and approved by the Directors.

* * *

Mr. Cohen stated that the next item on the agenda was a resolution to adopt a Governance Committee charter. He stated that the Committee met for the first time earlier today and elected Director Leventhal to serve as Chairman of the Committee.

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

Resolution No. 08-225

ADOPTION OF A GOVERNANCE COMMITTEE CHARTER AND THE TAKING OF RELATED ACTIONS.

WHEREAS, the Nassau County Interim Finance Authority (“NIFA”) falls under the requirements of the Public Authorities Accountability Act of 2005 (“PAAA”); and

WHEREAS, PAAA requires each State authority to establish a standing governance committee comprised of independent members; and

WHEREAS, Article IV of the NIFA By-Laws authorizes NIFA to create standing committees; and

WHEREAS, in order to comply with the law, it is in the best interest of the NIFA to establish a standing committee for governance; and

WHEREAS, said Governance Committee has met and adopted the attached charter, subject to approval by all of the Directors;

NOW THEREFORE BE IT RESOLVED, that notwithstanding any prior resolutions or policies of NIFA, the Governance Committee charter presented to this meeting is hereby adopted and approved by the Directors.

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Executive Director Cohen stated that the next item on the agenda was a resolution to appoint Jane Cunneen as Acting Treasurer. He stated that NIFA is currently looking for a replacement for NIFA Treasurer Susan Rich who left NIFA at the end of March.

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

Resolution No. 08-226

APPOINTING AN OFFICER OF THE NASSAU COUNTY INTERIM FINANCE AUTHORITY

WHEREAS, Susan Rich has tendered her resignation as Treasurer of the Nassau County Interim Finance Authority ("NIFA"), and

WHEREAS, Chapter 84 of the Laws of 2000, as amended and supplemented, requires that the NIFA appoint a Treasurer;

NOW, THEREFORE, BE IT RESOLVED that the NIFA appoints the Jane Cunneen, formerly the Deputy Treasurer of NIFA, as the Acting Treasurer of NIFA;

and be it further,

RESOLVED, that said appointment shall take effect as of March 29, 2008 and all actions taken in the newly appointed position since March 29, 2008, are hereby ratified and confirmed.

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Mr. Cohen stated that the next item on the agenda was a resolution to hire Albrecht, Viggiano, Zureck & Company, P.C. as consultants to the Authority for a term not to exceed one year or the expenditure of \$50,000, whichever comes first. He stated that the accounting firm will be needed until a replacement can be found for the Treasurer position. Chairman Stack stated that NIFA will continue to search diligently to fill the position permanently.

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

Resolution No. 08-227

APPOINTING A CONSULTANT TO PROVIDE TEMPORARY ASSISTANCE TO THE NASSAU COUNTY INTERIM FINANCE AUTHORITY

WHEREAS, the Nassau County Interim Finance Authority ("NIFA") or the

("Authority") was created by Chapter 84 of the Laws of 2000 (the "Act") to be a corporate governmental agency constituting a public benefit corporation to issue bonds that are backed by county sales tax revenues as well as to perform certain budgetary oversight functions as set out in the Act; and

WHEREAS, the Authority currently has a Treasury Department that performs a variety of functions, including the principal and interest payments on approximately \$2 billion of outstanding NIFA bonds; and

WHEREAS, NIFA's Treasurer resigned, effective March 28, 2008 and even though NIFA has advertised for a replacement, a satisfactory candidate has not been found; and

WHEREAS, the accounting firm of Albrecht, Viggiano, Zureck & Company, P.C. ("AVZ") was recommended and interviewed by senior staff; and

WHEREAS, AVZ has a large presence on Long Island and has experience in the types of areas that NIFA needs to compensate for the absence of its Treasurer; and

WHEREAS, AVZ is being hired on an emergency basis because extraordinary circumstances have left NIFA understaffed in its Treasury Department.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director or his designee(s) shall take all actions necessary to hire AVZ as consultants to the Authority for a term not to exceed one year or the expenditure of \$50,000, whichever comes first.

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Mr. Cohen stated that the next item on the agenda was a resolution to adopt a Records Retention and Disposition Policy. He stated that he was appointing Laurie Leat as Records Management Officer and she will establish this program to ensure NIFA's compliance with these regulations.

Laurie Leat stated that by adopting this policy, NIFA will be following all of the State and Federal government retention requirements. She stated that this will also allow NIFA to apply for grants through the NYS Archives to help set up the required inventory and Record Retention and Disposition Policy.

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

Resolution No. 08-228

Adoption of the Records Retention and Disposition Schedule MI-1

RESOLVED, By the Directors of the Nassau County Interim Finance Authority that Records Retention and Disposition Schedule MI-1, issued pursuant to Article 57-A of the Arts and Cultural Affairs Law, and containing legal minimum retention periods for local government records, is hereby adopted for use by all officers in legally disposing of valueless records listed therein.

FURTHER RESOLVED, that in accordance with Article 57-A:

- (a) only those records will be disposed of that are described in Records Retention and Disposition Schedule MI-1 after they have met the minimum retention periods described therein.;**
- (b) only those records will be disposed of that do not have sufficient administrative, fiscal, legal, or historical value to merit retention beyond established legal minimum periods.**

* * *

Mr. Cohen stated that the last item on the agenda was a resolution to refund NIFA's outstanding auction rates securities. He asked Chief Borrowing Officer Jeremy Wise to brief the Directors.

Mr. Wise introduced members of the financing team who were present at the meeting including representatives of the underwriters and bond counsel. He then discussed the dislocations that had taken place in the auction rate bond market and the resultant increase in the rates that NIFA was paying on its auction rate bonds. He noted that after consultation with the County and underwriters, it was

being suggested that NIFA refund all of its auction rate bonds or ARS into variable rate demand obligation bonds. He pointed out that there were risks in continuing in the variable rate mode, including the need to renew NIFA's liquidity providers after three years and the possibility that short term rates might rise.

He asked the Directors to approve the resolution presented to them including the authorization to sell up to \$750 million in bonds, which was more than the amount of auction rate bonds being refunded. He stated that the reason for the higher amount was that the financing also needed to account for costs of issuance, possible State issuance fees, and up to \$10 million to smooth out NIFA's debt service and thereby provide relief to the County to offset the dislocations caused by NIFA's high ARS rates.

Chairman Stack pointed out that the relief to the County was approved by the State Comptroller and answered several questions by Directors. He then asked for a motion to accept the resolution that was being presented.

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

Resolution No. 08-229

RESOLUTION CONCERNING THE AUTHORIZATION, SALE AND ISSUANCE OF SALES TAX SECURED BONDS, SERIES 2008A, SERIES 2008B, SERIES 2008C, SERIES 2008D, SERIES 2008E, SERIES 2008F AND SERIES 2008G

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 refund any bonds of the Authority by the issuance of new bonds, whether the bonds to be refunded have or have not matured; 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 Sixteenth 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, as a result of recent market dislocations created by credit difficulties faced by certain bond insurers, the auction rates on the Authority’s outstanding Auction Rate Securities insured by such bond insurers have been resetting at levels significantly higher than anticipated resulting in higher debt service costs to the Authority and decreased residual sales tax revenue transfers to the County; and

WHEREAS, the County has requested, and the Authority has agreed, that the Authority refund such Auction Rate Securities with the proceeds of variable rate demand obligations in order to reduce debt service costs; and

WHEREAS, the County has requested, and the Authority has agreed, that the Authority also refund certain other bonds of the Authority for the purpose of smoothing Authority debt service, due to the unanticipated increases in debt service on the Authority’s Auction Rate Securities, in an amount not to exceed \$10,000,000; and

WHEREAS, it is expected that the Bonds will be issued in two separate issuances on different dates using transaction documents that are substantially similar in each such issuance, the forms of which are described below; and

WHEREAS, the proceeds of such series of Bonds will be used (i) subject to the terms hereof, to refund outstanding bonds of the Authority (the “Refunded Bonds”) and (ii) to pay the costs of issuance of such series of Bonds; and

WHEREAS, 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 (as defined below) of the Authority have caused to be prepared a form of supplemental indenture entitled “Sixteenth Supplemental Indenture between Nassau County Interim Finance Authority and The Bank of New York, as Trustee Authorizing \$ _____ Nassau County Interim Finance Authority Sales Tax Secured Bonds, Series 2008A, Series 2008B, Series 2008C, Series 2008D, Series 2008E, Series 2008F and Series 2008G dated as of April 1, 2008” (the “Sixteenth Supplemental Indenture”), pursuant to which the Authority will authorize the issuance of the Sales Tax Secured Bonds, Series 2008A (the “Series 2008A Bonds”), Series 2008B (the “Series 2008B Bonds”), Series 2008C (the “Series 2008C Bonds”), Series 2008D (the “Series 2008D Bonds”), Series 2008E (the “Series 2008E Bonds”), Series 2008F (the “Series 2008F Bonds”) and Series 2008G (the “Series 2008G Bonds” and, collectively with the Series 2008A Bonds, Series 2008B Bonds, Series 2008C Bonds, Series 2008D Bonds, Series 2008E Bonds and Series 2008F Bonds, the “Series 2008 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 of Nassau (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, the duly authorized officers of the Authority have caused to be prepared a form of Preliminary Offering Circular (the “Preliminary Offering Circular”) relating to one or more series of the Series 2008 Bonds, which form will be used in each of the issuances described above; and

WHEREAS, officers and employees of the Authority will participate in revisions to the Preliminary Offering Circulars and the preparation of one or more final Offering Circulars to be used in connection with the issuance and sale of one or more series of the Series 2008 Bonds (the “Offering Circulars”) and have negotiated the Contracts of Purchase therefor (the “Purchase Contracts”); and

NOW, THEREFORE, the Authority, hereby adopts the following resolutions (collectively hereinafter referred to as the “resolution”):

I. Sixteenth Supplemental Indenture

RESOLVED, that the form of Sixteenth 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 Sixteenth Supplemental Indenture in substantially such form with such changes thereto prior to the issuance and delivery of the Series 2008 Bonds (which may be issued in one or more series or subseries) as may be approved by the Authorized Officer subject to the terms referred to in item X below; and further

II. Offering Circulars

RESOLVED, that the Preliminary Offering Circulars of the Authority in substantially the form of the Preliminary Offering Circular presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit B, are hereby approved for use in marketing one or more series of the Series 2008 Bonds in one or more separate transactions, 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, that any Authorized Officer is authorized to execute and deliver, on behalf of the Authority, the Offering Circulars, with such changes, insertions and omissions to the Preliminary Offering Circulars 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

III. Purchase Contracts

RESOLVED, that the Purchase Contracts by and among the Authority and the Underwriters of the Series 2008A Bonds, Series 2008B Bonds, Series 2008C Bonds, Series 2008D Bonds, Series 2008E Bonds and the Series 2008F Bonds and the Underwriters of the Series 2008G, respectively, in substantially the form presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit C, 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

IV. Escrow Deposit Agreements

RESOLVED, that one or more Escrow Deposit Agreements relating to the retirement of the Refunded Bonds, in substantially the form presented to this meeting and annexed to this resolution as Exhibit D, are hereby approved, and any Authorized Officer is hereby authorized to execute and deliver the Escrow Deposit 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

V. Liquidity Facilities

RESOLVED, that the Standby Bond Purchase Agreements by and between the Authority and BNP Paribas, acting through its San Francisco Branch, Dexia Credit Locale, acting through its New York Agency, KBC Bank, N.V. acting through its New York Branch, and Bank of America, N.A., in substantially the form presented to this meeting and annexed to this resolution as Exhibit E, are hereby approved, and any Authorized Officer is hereby authorized to execute and deliver each Standby Bond Purchase Agreement in substantially such form as is so approved with such

changes therein as the Authorized Officer executing the same may approve, including, but not limited to, the determination of interest rates on Bonds purchased by the Bank, the level of priority under the Indenture of payments due the Bank under such Agreement and the circumstances under which the Banks obligations to purchase Bonds may be suspended or terminated, such approval to be evidenced by such Authorized Officer's execution thereof, provided, however, that each Standby Bond Purchase Agreement shall have an initial term not to exceed five years, shall be renewable upon mutual agreement of the parties, and shall have customary industry provisions for the replacement of the liquidity provider, and further

VI. Remarketing Agreements

RESOLVED, that Remarketing Agreements by and between the Authority and the Remarketing Agents named below in substantially the form presented to this meeting and annexed to this resolution as Exhibit F, are hereby approved, and any Authorized Officer is hereby authorized to enter execute and deliver a Remarketing Agreement with each of the Remarketing Agents named below 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. Tender Agent Agreement

RESOLVED, that the Tender Agent Agreements by and between the Authority and The Bank of New York presented to this meeting, in substantially the form presented to this meeting and annexed to this resolution as Exhibit G, are hereby approved, and any Authorized Officer is hereby authorized to execute and deliver the Tender Agent 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

VIII. Swap Agreements

RESOLVED, that any interest rate swap heretofore entered into in connection with any Refunded Bonds may be modified, terminated, suspended or reversed or supplemented by a basis swap (the "Swap Agreement Modifications") if and to the extent determined by an Authorized Officer, after consultation with the Swap Advisor identified below, to be necessary or appropriate, and such Authorized Officer is hereby authorized to negotiate and execute any such Swap Agreement Modifications and is hereby authorized and directed to take all such actions as shall be necessary or appropriate in connection with the Swap Agreement Modifications; and further

IX. Terms of Series 2008 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 2008 Bonds to determine and carry out the following:

(a) The number of series of the Series 2008 Bonds and the designation for each series;

(b) The principal amount of each series of the Series 2008 Bonds to be issued in an aggregate total principal amount up to \$750,000,000;

(c) The series of Refunded Bonds which are to be refunded or restructured with a portion of the proceeds of the Series 2008 Bonds, including Bonds of the Authority other than Auction Rate Securities to be refunded for the purpose of smoothing Authority debt service, due to the unanticipated increases in debt service on Authority Auction Rate Securities, and the date or dates, if any, on which such refunded obligations 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, and any other matters necessary as determined by such Authorized Officer to best carry out the Authority's statutory purposes;

(d) The date or dates, maturity date or dates and principal amount of each series and maturity of the Series 2008 Bonds, the amount and date of each sinking fund installment, if any, and which Series 2008 Bonds, if any, are serial bonds or term bonds; provided, however, that the final maturity of the Series 2008 Bonds shall mature no later than November 15, 2025;

(e) The interest rate or rates of each series of the Series 2008 Bonds (including a zero interest rate), whether such interest rate or rates shall be fixed or variable, the dates from which interest on each series of the Series 2008 Bonds shall accrue, the interest payment dates, if any, therefor and the interest rate mode or modes thereof, as provided in the Sixteenth Supplemental Indenture;

(f) The redemption price or redemption prices, if any, and the redemption terms, if any, for each series of the Series 2008 Bonds; provided, however, that the redemption price of any Series 2008 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 2008 Bonds or portion thereof to be redeemed, plus accrued interest thereon to the date of redemption;

(g) Additional provisions for the sale or exchange of the Series 2008 Bonds and for the delivery thereof not otherwise set forth herein;

(h) Directions for the application of the proceeds of the Series 2008 Bonds and investment thereof not in conflict with the provisions hereof;

(i) Convert from time to time, the interest rate mode or modes of the Series 2008 Bonds, as provided in the Sixteenth Supplemental Indenture;

(j) The deposit of one or more Surety Bonds into the Debt Service Liquidity Account in accordance with the Indenture to the extent approved by such Authorized Officer;

(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 or other form of credit facility to the extent that an Authorized Officer of the Authority determines that such change`s would be in the best interest of the Authority; and further

X. Issuance of Bonds

RESOLVED, that the Authority shall issue, award and deliver each series of the Series 2008 Bonds pursuant to the Purchase Contracts, 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 2008 Bonds; and further

XI. Authorized Officers

RESOLVED, that each of the Chairperson, the Vice Chairperson, the Executive Director, 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 this entire resolution; and further

XII. Appointment of Underwriters and Remarketing Agents

RESOLVED, that the firms of Goldman, Sachs & Co. and UBS Securities LLC are hereby appointed as senior managing underwriters for the Series 2008 Bonds with respect to such series of the Series 2008 Bonds as determined by an Authorized Officer. The other members of the underwriting team for each series of the Series 2008 Bonds will include: M.R. Beal & Company and Citigroup Global Markets Inc. These other members shall participate in the financing in the capacities as determined by an Authorized Officer. Further, the firms of Goldman, Sachs & Co., UBS Securities LLC, M.R. Beal & Company and Citigroup Global Markets Inc. are appointed remarketing agents for those Series 2008 Bonds as further specified by an Authorized Officer.

XIII. Appointment of Bidding Agents

RESOLVED, that, if required or deemed necessary, the firms of Goldman, Sachs & Co., UBS Securities LLC, M.R. Beal & Company and Citigroup Global Markets Inc. may each serve as bidding agent for the purchase of escrow securities or in connection with any forward purchase agreement utilized to invest amounts credited to the Bond Account, each to the extent specified by an Authorized Officer.

XIV. Appointment of Swap Advisor

RESOLVED, that the firm of Lamont Financial Services is hereby selected to provide financial advice to the Authority with respect to the Swap Agreement Modifications, if any, or any issues relating to the Authority's outstanding swap agreements; and further

XV. Appointment of Verification Agent

RESOLVED, that the firm of Samuel Klein and Company is hereby selected to provide services as verification agent with respect to the Escrow Deposit Agreements described in clause IV hereof and the calculation of the yields on the Refunded Bonds or Series 2008 Bonds, as necessary; and further

XVI. Negotiated Sale

RESOLVED, that the use of a negotiated underwriting in connection with the sale of each series of the Series 2008 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 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 2008 Bonds; and

(iii) the Underwriters will have the flexibility to sell the Series 2008 Bonds on short notice and make rapid changes in structure to accommodate the market; and further

provided, that each series of the Series 2008 Bonds shall be awarded and sold to the respective Underwriters named in the Purchase Contracts upon the terms and conditions set forth in the related 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 2008 Bonds to be sold; and further

XVII. Sale of Series 2008 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 2008 Bonds to the Underwriters; and further

XVIII. Cost Recovery System Alternative Agreement

RESOLVED, that any Authorized Officer is hereby authorized to negotiate, execute and deliver a Cost Recovery System Alternative Agreement with the New York State Director of the Budget with respect to the Bond Issuance Charge

contemplated by Section 2976 of the New York State Public Authorities Law; and further

XIX. Appointment of Bond Counsel

RESOLVED, that the law firm of Sidley Austin LLP is hereby appointed bond counsel for the Series 2008 Bonds; and further

XX. 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 Circulars 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

XXI. Escrow Agent

RESOLVED, that The Bank of New York is hereby selected to serve as escrow agent with respect to the Escrow Deposit Agreements described in item IV hereof; and further

XXII. Printer

RESOLVED, that any Authorized Officer shall solicit proposals by means of a request for proposals for the service of a Printer with respect to the Preliminary Offering Circulars and the Offering Circulars; and further

XXIII. 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 and the Authority 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; and further

XXIV. 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 2008 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 this resolution, including without limitation the execution, sale and delivery of the Series 2008 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 2008 Bonds by any Authorized Officer, or his or her designee, are hereby ratified and approved.

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The Chairman then entertained a motion to adjourn. Upon motion duly made and seconded, the Directors voted unanimously to adjourn the meeting at 5:00 PM.

Respectfully submitted,

Laurie A. Leat

Corporate Secretary