

**NASSAU COUNTY INTERIM FINANCE AUTHORITY  
MINUTES OF THE MEETING OF THE DIRECTORS  
HELD ON APRIL 22, 2010**

Pursuant to notice dated April 15, 2010, a meeting of the Nassau County Interim Finance Authority (“NIFA”) was convened at 3:30 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  
Stanley Kreitman  
Paul Leventhal  
Greg Raphael  
Christopher Wright**

Also representing the Authority were Evan Cohen, Executive Director; Jeremy Wise, General Counsel; Maria Kwiatkowski, Deputy Director; Jane Cunneen, Acting 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 was a resolution to approve the minutes of the November 17, 2009 Directors’ meeting.

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

**Resolution No. 10-267**

**APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE NOVEMBER 17, 2009 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 November 17, 2009 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 acknowledging the receipt and acceptance of the Independent Auditors' Report on NIFA's Financial Statements for the Year Ended December 31, 2009 as required by the NIFA Act.

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

**Resolution No. 10-268**

**RECEIPT AND ACCEPTANCE OF INDEPENDENT AUDITORS' REPORT ON THE AUTHORITY'S FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED DECEMBER 31, 2009**

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**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 the Year Ended December 31, 2009 (the "Audit") presented at the April 22, 2010 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.**

**\* \* \***

**Executive Director Cohen stated that the next item on the agenda was a resolution to approve NIFA's 2009 Annual Report. He stated that NIFA is required to submit an annual report each year. Executive Director Cohen stated that members of the Audit and Internal Controls Committee met earlier in the month to discuss NIFA's Annual Report and recommended that it be forwarded to the entire Board for adoption.**

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

**Resolution No. 10-269**

**APPROVAL OF REPORTS REQUIRED BY THE NASSAU COUNTY INTERIM FINANCE AUTHORITY ACT, PUBLIC AUTHORITIES LAW, PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AND PUBLIC AUTHORITIES REFORM ACT OF 2009,**

## **AND AUTHORIZATION TO TAKE RELATED ACTIONS**

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**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 (“Authority”); and be it further

**RESOLVED**, that in accordance with the Materials, the 2009 Annual Report of the Authority is hereby approved together with all the attachments thereto including but not limited to:

- 1. Authority Report on Debt Issuance**
- 2. Audited Financial Statements for the Year Ended December 31, 2009 together with Independent Auditor’s Compliance Report on Investment Policies and Procedures;**
- 3. Authority Report on Investments;**
- 4. Authority Prompt Payment Report;**
- 5. Authority Procurement Contracts Guidelines Report;**
- 6. Authority Property Disposition Report; and**
- 7. Authority Code of Ethics.**

and be it further

**RESOLVED**, that the Chairman of the Authority or his designees(s) be, and each of them hereby is, authorized in the name and on behalf of the Authority to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider necessary or proper to effectuate the foregoing and related actions.

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Executive Director Evan Cohen stated that the next items on the agenda were resolutions readopting the Investment Guidelines, Procurement Guidelines, Property Disposition Guidelines and the Code of Ethics. He stated that the Investment Guidelines were reviewed and approved for submission to the entire Board at the Audit and Internal Control Committee meeting held on April 13, 2010. He stated that all of the guidelines remain unchanged from last year.

Upon motion duly made and seconded, the following resolutions were approved unanimously:

**Resolution No. 10-270**

**RE-ADOPTION OF INVESTMENT GUIDELINES AND THE TAKING OF RELATED ACTIONS**

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**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 Investment Guidelines, which are annexed to the Materials, are found to be satisfactory and are hereby re-adopted; and be it further

**RESOLVED** that the Chairman of the Authority or his designees(s) be, and each of them hereby is, authorized in the name and on behalf of the Authority to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider necessary or proper to effectuate the foregoing and related actions.

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**Resolution No. 10-271**

**RE-ADOPTION OF PROCUREMENT CONTRACTS GUIDELINES AND THE TAKING OF RELATED ACTIONS**

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**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 “Nassau County Interim Finance Authority Guidelines Regarding the Use, Awarding, Monitoring and Reporting of Procurement Contracts,” (the “Procurement Guidelines”), annexed to the Materials, are hereby re-adopted; and be it further

**RESOLVED**, that the Chairman of the Authority or his designees(s) be, and each of them hereby is, authorized in the name and on behalf of the Authority to execute and

deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider necessary or proper to effectuate the foregoing and, as deemed necessary, make non-material exceptions to said Procurement Guidelines, and to take related actions; and be it further

RESOLVED, that all actions previously taken by the Chairman at the Authority, or his designees, in furtherance of the foregoing are hereby ratified and approved.

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**Resolution No. 10-272**

**RE-ADOPTION OF PROPERTY DISPOSITION CONTRACT GUIDELINES AND THE TAKING OF RELATED ACTIONS**

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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 Property Disposition Contract Guidelines annexed to the Materials, are hereby re-adopted; and be it further

RESOLVED, that the Chairman of the Authority or his designees(s) be, and each of them hereby is, authorized in the name and on behalf of the Authority to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider necessary or proper to effectuate the foregoing and related actions.

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**Resolution No. 10-273**

**RE-ADOPTION OF NIFA CODE OF ETHICS AND THE TAKING OF RELATED ACTIONS**

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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 Code of Ethics, which is annexed to the Materials, is found to be satisfactory and is hereby re-adopted; and be it further

RESOLVED, that the Chairman of the Authority or his designees(s) be, and each of

them hereby is, authorized in the name and on behalf of the Authority to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider necessary or proper to effectuate the foregoing and related actions.

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Executive Director Cohen stated that the next item on the agenda was a resolution to approve a three year extension of a liquidity facility with JPMorgan Chase Bank in connection with NIFA's 2008C Bonds.

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

Resolution No. 10-274

**AUTHORIZATION TO EXTEND A LIQUIDITY FACILITY WITH JPMORGAN CHASE BANK IN CONNECTION WITH NIFA'S 2008C BONDS AND TO TAKE RELATED ACTIONS.**

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**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 ("NIFA"); and be it further

**RESOLVED**, that in accordance with the Materials, the Chairman or his designee(s) is hereby authorized to negotiate and execute an agreement with JPMorgan Chase Bank ("JP Morgan") for an extension of its liquidity agreement in connection with NIFA's 2008C Bonds, for a three year term substantially upon the terms and conditions discussed in the Materials; and be it further

**RESOLVED**, that outside counsel fees for JP Morgan in an amount not to exceed \$5,000 are approved, and if deemed necessary by NIFA, a similar amount for outside NIFA counsel, and be it further

**RESOLVED**, that all actions heretofore taken by the Chairman or his designee(s) in furtherance of the foregoing resolutions are hereby ratified and approved; and be it further

**RESOLVED** that the Chairman or his designee(s) are further authorized to take all actions deemed necessary or appropriate to implement the foregoing.

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Executive Director Cohen stated that the next item on the agenda was a resolution to create a finance committee which is required by the Public Authorities Reform Act of 2009.

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

Resolution No. 10-275

**CREATION OF A FINANCE COMMITTEE AND THE TAKING OF RELATED ACTIONS.**

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**WHEREAS**, the Nassau County Interim Finance Authority (“NIFA”) falls under the 2009 Laws of New York, Chapter 506 (hereinafter, the “Public Authorities Reform Act of 2009” or “Act.”); and

**WHEREAS**, the Act requires each State authority to establish a finance committee; 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 finance committee; and

**NOW THEREFORE BE IT RESOLVED**, that pursuant to Article IV of the By-Laws, NIFA does hereby establish a “Finance Committee”; and be it further

**RESOLVED**, that the Governance Committee of NIFA is hereby directed to discuss the roles of the Finance Committee and take all actions necessary to prepare a draft

charter for adoption by the Directors of NIFA at a subsequent meeting and/or recommend to the Directors if said Finance Committee should be consolidated into an existing NIFA committee.

\* \* \*

Executive Director Cohen stated that the next item on the agenda was a resolution to create a mission statement which is required by the Public Authorities Reform Act of 2009, section 2824-a.

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

Resolution No. 10-276

**ADOPTION OF A MISSION STATEMENT AND MEASUREMENT REPORT FOR NIFA AND AUTHORIZATIONS TO TAKE RELATED ACTIONS.**

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**WHEREAS, provisions: Chapter 506 of the Laws of 2009 (the “2009 Public Authorities Reform Act” or “Act”) added a new Section 2824-a in Public Authorities Law requiring state and local public authorities to develop and adopt a mission statement.**

**WHEREAS, the Act also requires public authorities to develop performance measures to assist the authority determine how well it is carrying out its mission.**

**WHEREAS, pursuant to Section 2824-a of the Act, each State authority is to provide a copy of its mission statement and performance measures to the Authorities Budget Office (“ABO”).**

**WHEREAS, for subsequent reporting years the mission statement is to be included as part of the Annual Report required to be filed with the ABO pursuant to Section 2800 of Public Authorities Law.**

**WHEREAS, every public authority is also expected to annually review its mission statement and measures and publish a measurement report.**

**NOW, THEREFORE, BE IT 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; and be it further

**RESOLVED**, that the attached “MISSION STATEMENT AND MEASUREMENT REPORT,” are hereby adopted; and be it further

Resolved, that the Chairman or his designee(s) are further authorized to take all actions deemed necessary or appropriate in regard to the filing or distribution of said “MISSION STATEMENT AND MEASUREMENT REPORT.”

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## **NASSAU COUNTY INTERIM FINANCE AUTHORITY (NIFA) MISSION STATEMENT AND MEASUREMENT REPORT**

### **MISSION**

Created by the State of New York as a public benefit corporation, it is the mission of NIFA to provide fiscal oversight of Nassau County (the “County”) in a manner that discourages certain practices which have occurred in the past and provides direction and assistance in budgetary and financial matters to restore the County to fiscal health while retaining the County’s right to operate independently as a municipal corporation of the State of New York.

### **DESCRIPTION**

The Authority is a corporate governmental agency and instrumentality of the State of New York, constituting a public benefit corporation. The Authority’s operations are supported entirely through sales tax revenues (“NIFA Revenues”) and investment earnings.

### **GOALS**

1. Evaluate Nassau County's financial condition.
2. Comment upon the County's Operating Budget, Multi-Year Financial Plan and related financial issues.
3. Serve as liaison between the County’s legislative and executive branches.
4. Manage NIFA's bond and swap portfolio on behalf of the County.
5. Enhance NIFA's commitment to implement its mission through continued internal development and growth.

### **OBJECTIVES**

1. Utilize analytic tools, economic indicators, and policy trends to evaluate the County's short-term and long-term fiscal stability.

2. Produce reports and correspondence to inform the County's stakeholders of NIFA's assessment of the County's spending and revenue decisions.
3. Facilitate meetings among Nassau County elected officials, administration and NIFA Board members and staff.
4. Monitor the financial markets for opportunities to refund NIFA bonds and swaps to achieve cost savings and ensure fiscal stability.
5. Conduct periodic bids for the investment of NIFA's debt service set-asides to maximize interest earnings.
6. Provide professional development opportunities to NIFA staff via training, seminars and conferences.

### PERFORMANCE MEASURES

	<u>FY 2009 Actual</u>	<u>FY 2010 Estimated</u>	<u>FY 2011 Projected</u>
Analysis of County Financial Reports (% completed)	100%	100%	100%
NIFA Reports Produced (# of)	3	3	3
Leadership Meetings Held (# of)	5	6	6
Hospital Meetings Held (# of)	6	6	6
Bond and Portfolio Adjustments (# completed)	5	1	3
Investment Bids (# of bids solicited)	12	12	12
Training Sessions (# attended)	3	4	4

\* \* \*

Executive Director Cohen stated that the next item on the agenda was a resolution to authorize an increase in the amount of NIFA's contract with Lamont Financial Services from \$50,000 to \$90,000 plus disbursements.

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

Resolution No. 10-277

**AUTHORIZATION TO INCREASE THE AMOUNT OF NIFA'S CONTRACT WITH LAMONT FINANCIAL SERVICES AND TO TAKE RELATED ACTIONS**

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**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 approximately \$2 billion of outstanding NIFA bonds of which \$600 million are supported by interest rate exchange contracts or swaps; and**

**WHEREAS, the global lack of liquidity has negatively affected the municipal bond markets and caused them to change rapidly and often behave in an unexpected manner;**

**WHEREAS, the Directors deem these to be extraordinary circumstances that may require emergency actions to be taken by the Authority to fulfill its statutory responsibilities; and**

**WHEREAS, Lamont Financial Services Corporation ("Lamont") had previously been selected by NIFA as its Financial Advisor pursuant to a resolution dated October 21, 2008;**

**NOW, THEREFORE, BE IT 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 ("NIFA"); and be it further**

**RESOLVED, that the Executive Director or his designee(s) shall take all actions necessary to amend NIFA's existing contract with Lamont for a term not to exceed three years from the date of this resolution and for a total amount not to exceed \$90,000, plus disbursements, and be it further**

**RESOLVED, that Lamont, under the supervision of NIFA personnel, shall complete the Scope of work as said term is defined in the Materials for a cost not to exceed \$40,000, plus disbursements; and be it further**

**RESOLVED, that all actions heretofore taken by the Chairman or his designee(s) in furtherance of the foregoing resolutions 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 4:30 PM.**

**Respectfully submitted,**

**Laurie A. Leat  
Corporate Secretary**