

NASSAU COUNTY INTERIM FINANCE AUTHORITY
MINUTES OF THE MEETING OF THE DIRECTORS
HELD ON DECEMBER 21, 2010

Pursuant to notice dated December 9, 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
George Marlin
Thomas Stokes
Robert Wild
Christopher Wright

Also present from the Authority were Evan Cohen, Executive Director; Jeremy Wise, General Counsel; Maria Kwiatkowski, Deputy Director; Jane Cunneen, Acting Treasurer; and Laurie Boucher, Corporate Secretary.

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

Chairman Stack stated that the Directors were going to take care of ministerial items on the agenda and then go into executive session to discuss certain legal matters. He explained that the Directors could be in the executive session for a long time.

Chairman Stack asked the Executive Director 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 September 28, 2010 Directors' meeting.

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

Resolution No. 10-292

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE SEPTEMBER 28, 2010 MEETING OF THE DIRECTORS OF THE NASSAU COUNTY INTERIM FINANCE AUTHORITY

RESOLVED, that the Minutes of the meeting of the Authority held on September 28, 2010 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.

* * *

Mr. Cohen stated that the next item on the agenda was a resolution to authorize the hiring of the accounting firm, Grant Thornton. He stated that Grant Thornton was selected based on the responses to NIFA's solicitation of firms.

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

Resolution No. 10-293

APPOINTING A FIRM TO PROVIDE FINANCIAL AND ACCOUNTING ASSISTANCE TO THE NASSAU COUNTY INTERIM FINANCE AUTHORITY

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 based upon the Material presented to this meeting, the employment of Grant Thornton LLP (the “Firm”) is hereby authorized substantially upon the terms outlined in the Materials; and be it further

RESOLVED, that the immediate utilization of the Firm is deemed to be an extraordinary circumstance which makes advertising impractical or inappropriate; 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; and be it further

RESOLVED, that all actions heretofore taken by the Chairman or his designee(s) to implement this resolution, including but not limited to the engaging the Firm prior to this resolution, are hereby ratified and confirmed.

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Executive Director Cohen stated that the next item on the agenda was a resolution amending all of NIFA’s charters such that the Chair of NIFA appoints all committee members, that the Chair of NIFA appoints all committee Chairs, that the Chair of NIFA sits as an ex-officio member of each committee and that all committee appointments are for a three year term.

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

Resolution No. 10-294

REVIEW AND REVISION OF THE COMMITTEE CHARTERS OF THE NASSAU COUNTY

INTERIM FINANCE AUTHORITY

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 Directors of NIFA have reviewed the charters of the

1. FINANCE COMMITTEE
2. EMPLOYMENT AND COMPENSATION COMMITTEE
3. AUDIT AND INTERNAL CONTROLS COMMITTEE
4. GOVERNANCE COMMITTEE

(the “Committees”); and be it further

RESOLVED that based upon their review and discussion of the Materials, the charters of the Committees are hereby amended to reflect the changes indicated in the documents attached to the Materials, effective as of September 28, 2010; 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 take all actions deemed necessary to implement the foregoing and related actions.

* * *

Executive Director Cohen asked Laurie Boucher, NIFA’s Corporate Secretary and office administrator to introduce the next two items.

Ms. Boucher stated that the next item on the agenda was a resolution to continue using Eflexgroup as its third party administrator for the flexible spending program that NIFA has been enrolled in since 2004. She stated that based on the quotes she received, Eflexgroup was the most cost effective.

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

Resolution No. 10-295

AUTHORIZING TO CONNTINUE THE FLEXIBLE SPENDING ACCOUNT PLAN FOR NIFA EMPLOYEES, TO HIRE A THIRD PARTY ADMINISTRATOR, AND TO TAKE RELATED ACTIONS

RESOLVED, that the materials presented to the meeting of the Directors are hereby ordered to be filed with this resolution (the “Materials”); and be it further

RESOLVED, based upon said Materials, it is hereby determined by the Directors of the Nassau County Interim Finance Authority (“NIFA”), that NIFA shall continue to offer to its employees one or more flexible spending account plans (collectively, “Flexible Spending Plan(s)”); and be it further

RESOLVED, that the Chairman or his designee(s) are hereby authorized to enter into a contract with the Eflexgroup for a term or terms not to exceed ten years and to take all other actions deemed necessary or appropriate to implement the foregoing and related matters, including the execution and delivery of all documentation that is substantially in accordance with this resolution and the Materials; and be it further

RESOLVED, that all action heretofore taken by the Chairman or his designees in furtherance of NIFA’s Flexible Sending Plan are hereby ratified and confirmed.

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Ms. Boucher stated that the next item on the agenda was a resolution to continue using TotalWebcasting to webcast all of its public meetings for another three years. She stated that based on pricing obtained through the NYS approved vendors list, TotalWebcasting had the best overall package to fit NIFA’s needs.

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

Resolution No. 10-296

**AUTHORIZATION TO HIRE TOTAL WEBCASTING AND FOR THE TAKING OF
RELATED ACTIONS**

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

RESOLVED, that the Chairman or his designee(s) are hereby ordered to enter into an agreement with Total Webcasting for a three year term at a cost not to exceed \$36,000, for the purposes outlined in the Materials, 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 and to take related actions, and be it further

RESOLVED, that all actions taken in respect to the prior contract with Total Webcasting are hereby ratified and approved.

* * *

Chairman Stack stated that before going into executive session, he felt that he had to respond to Comptroller Maragos's press release claiming that NIFA's failure to act cost the county \$5.1 million. The Chairman stated that the Comptroller's figures were grossly inaccurate and gave a brief explanation of what he considered to be inaccurate. Chairman Stack also stated that the Comptroller left out that he had asked that NIFA consider closing out its swaps, which would have meant an early termination fee of \$80 million. The Chairman stated that he felt it was incumbent on him to respond to Comptroller Maragos' press release since it made an accusation about the NIFA Board that was absolutely totally misleading, not true, and frankly uninformed.

Director Wright stated that this is the third time that Comptroller Maragos has criticized the Board using misinformation. He stated that the Board would rather have a constructive dialogue

with the Comptroller about the serious issues that face the County than deal with this press release.

Chairman Stack then entertained a motion to go into executive session to discuss legal matters, including potential litigation.

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

RESOLUTION NO. 10-297

EXECUTIVE SESSION - PURSUANT TO SECTION 105 OF THE PUBLIC OFFICERS LAW

RESOLVED, that pursuant to Section 105 of the Public Officers Law, the Directors of the Nassau County Interim Finance Authority shall convene in Executive Session for the purpose of discussing legal matters.

* * *

At 3:44 PM the open session of the Directors was temporarily adjourned and an executive session of the Directors was convened. At 6:27 PM the executive session was adjourned and the open session was reconvened. The Chairman stated that no votes were taken during executive session.

Chairman Stack apologized to the public for the amount of time that the Directors were in executive session. He stated that the Directors of the Nassau County Interim Finance Authority had met with its attorneys and its advisors and accountants and had reviewed a myriad of issues and matters. He stated that NIFA will be meeting again on Thursday, December 30 at 10 AM and that the meeting again would include a potentially lengthy executive session. The Chairman concluded

by saying that the Directors of NIFA continue to be concerned about the 2011 budget beginning January 1, 2011.

The Chairman then entertained a motion to adjourn. Upon motion duly made and seconded, the Directors voted unanimously to adjourn the meeting at 6:35 PM.

Respectfully submitted,

Laurie A. Boucher
Corporate Secretary