

NASSAU COUNTY INTERIM FINANCE AUTHORITY  
MINUTES OF THE MEETING OF THE DIRECTORS  
HELD ON DECEMBER 22, 2011

Pursuant to notice dated December 16, 2011, a meeting of the Nassau County Interim Finance Authority (“NIFA”) was convened at 4:10 PM at the Nassau Bar Association located at 15<sup>th</sup> and West Streets, Mineola, NY 11501.

The following Directors of the Authority were present:

Ronald Stack, Chairman  
George Marlin  
Thomas Stokes  
Dermond Thomas  
Robert Wild

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 then asked Executive Director Cohen to go through the items on the agenda.

Executive Director Cohen stated that the first item on the agenda was a resolution to approve the minutes of the December 8, 2011 Directors’ meeting.

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

unanimously:

Resolution No. 11-351

**APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE DECEMBER 8, 2011 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 December 8, 2011 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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General Counsel Wise stated that the next item on the agenda was a resolution to approve a liquidity facility with Sumitomo Mitsui Banking Corporation (“SMBC”) in connection with NIFA’s 2008B Bonds. He stated that the substitution would require an early termination of NIFA’s agreement with KBC Bank N.V. which has had a lot of problems with European debt. He stated that there is no termination penalty with KBC Bank. He stated that the replacement is projected to save NIFA between \$16-18,000 a week on the sale of its bonds.

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

Resolution No. 11-352

**AUTHORIZATION TO ENTER INTO LIQUIDITY FACILITY IN CONNECTION WITH NIFA’S 2008B 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 terminate the current agreement with KBC, N.V. and negotiate and execute one or more agreements with Sumitomo Mitsui Banking Corporation (“SMBC”) in connection with NIFA’s 2008B bonds (the “Bonds”) substantially upon the terms and conditions discussed in the Materials; and be it further

RESOLVED, that in connection with the substitution of liquidity providers for the Bonds, the Chairman or his designee(s) is authorized to cause a mandatory tender of said Bonds, and to take such steps as are necessary for the reoffering of said Bonds by the Remarketing Agent, including the preparation and distribution of a reoffering circular with respect to such Bonds, in such form as he may deem reasonable and appropriate; and be it further

RESOLVED, that reasonable outside counsel fees and disbursements for these liquidity provider substitutions are hereby approved, as well as fees and disbursements for NIFA’s outside counsel, Sidley Austin LLP, and such other expenditures as are deemed necessary or appropriate in connection with the completion of the aforesaid actions, 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 and related actions, including, but not limited to the hiring of a financial advisor in connection with this transaction.

\* \* \*

Chairman Stack stated that the next item on the agenda was a resolution to request that the NYS Comptroller perform an independent audit on the County’s contract process. He stated that due to certain irregularities NIFA believed it was important for an independent party to review the way contracts are processed.

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

Resolution No. 11-353

**AUTHORIZATION TO REQUEST AN AUDIT BY THE STATE COMPTROLLER 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 send the letter to the State Comptroller substantially in the same form as outlined in 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 related actions.

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General Counsel Wise stated that the next item on the agenda was a resolution regarding the Veolia Transportation Services contract for bus services in Nassau County. He stated that the contract would replace the MTA as the operator of the bus system and would cost the County approximately \$106 million per year. He stated that the County’s contribution was much lower at \$2.5 million rising to approximately \$2.7 million in year five. He stated that the other monies which support the contract would come from state and federal funds, fare box revenues and advertising revenues.

Chairman Stack stated that NIFA was taking no policy position on the bus contract and was approving a contract which was a policy decision made by the County.

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

unanimously:

Resolution No. 11-354

APPROVAL OF COUNTY CONTRACT FOR VEOLIA TRANSPORTATION SERVICES, INC.

RESOLVED, that the materials presented to this meeting of the Directors (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 discussion in the Materials and pursuant to Section 3669 2(d) of the Authority Act, the Authority hereby approves Nassau County’s Contract with Veolia Transportation Services, Inc., which is projected to cost \$106,357,856 (first year); and be it further

RESOLVED, that staff may take all actions and do all things that they deem necessary to carry out the intent of this resolution.

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Chairman Stack then read a statement from Director Wright stating that his absence did not mean he disagreed with any items on the agenda but would have recused himself from the Veolia contract if he had attended.

The Chairman then entertained a motion to adjourn. Upon motion duly made and seconded, the Directors voted unanimously to adjourn the meeting at 4:33 PM.

Respectfully submitted,

Laurie A. Boucher  
Corporate Secretary