

NASSAU COUNTY INTERIM FINANCE AUTHORITY
MEETING OF THE DIRECTORS
MINUTES OF FEBRUARY 3, 2016

The Directors of the Nassau County Interim Finance Authority met on February 3, 2016 at 5:20 PM at the Marriott Long Island Hotel & Conference Center located at 101 James Doolittle Blvd, Uniondale, NY 11553.

Directors present: Jon Kaiman, Chairman
 Paul Annunziato
 John Buran
 Adam Haber
 Paul Leventhal

Directors absent: Lester Petracca
 Christopher Wright

Staff present: Evan Cohen, Executive Director
 Carl Dreyer, Treasurer
 Laurie Giardina, Corporate Secretary
 Maria Kwiatkowski, Deputy Director
 Jeremy Wise, General Counsel

1. Call to Order/Roll Call

The meeting was called to order at 5:20 PM.

2. Approval of Minutes

On a motion by Director Buran, the Directors approved the minutes from the meeting on January 6, 2016.

Positive votes: 5 Negative votes: 0

Resolution No. 16-606

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE JANUARY 6,
2016 MEETING OF THE DIRECTORS OF THE NASSAU COUNTY INTERIM FINANCE
AUTHORITY

RESOLVED, that the Minutes of the meeting of the Authority held on January 6, 2016 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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3. Replacement of a Remarketing Agent and Division of its Duties Between Two Existing Remarketing Agents

The Directors were asked to approve a resolution to replace Goldman Sachs as a remarketing agent for the Authority's variable rate debt. It is estimated that this will save the County approximately \$400,000 over the remaining life of the bonds.

On a motion by Director Buran, the Directors approved the resolution.

Positive votes: 5 Negative votes: 0

Resolution No. 16-607

REPLACEMENT OF A REMARKETING AGENT AND DIVISION OF ITS DUTIES BETWEEN TWO EXISTING REMARKETING AGENTS

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 ("NIFA"), and be it further

RESOLVED, that the Directors approve the reorganization of NIFA's VRDB remarketing agents such that all of the bonds will be remarketed by Bank of America Merrill Lynch, Pierce, Fenner & Smith or Citigroup Global Markets Inc. such that over the remaining life of the bonds their fees will be approximately equal, and be it further

RESOLVED, that to accomplish this reorganization, the Directors authorize the employment of a financial advisor, Lamont Financial Services Corporation, and a law firm, Sidley Austin LLP, 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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4. Extension of Comment Period Regarding NIFA's Amended Guidelines for the Review of Nassau County Contracts

The Directors were asked extend the comment period for the Amended Guidelines so that NIFA and the County can continue to work together on the Guidelines.

On a motion by Director Buran, the Directors approved the resolution.

Positive votes: 5 Negative votes: 0

Resolution No. 16-608

RESOLUTION EXTENDING THE COMMENT PERIOD REGARDING NIFA'S AMENDED

GUIDELINES FOR THE REVIEW OF COUNTY CONTRACTS AND THE TAKING OF RELATED ACTIONS

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 are incorporated into this Resolution by reference; and be it further

RESOLVED, that the Authority hereby approves the staff's recommendation that the time period for the County to comment on the Authority's Amended Guidelines for the Review of Contracts ("Amended Guidelines"), which amendments were passed at the Authority meeting on January 6, 2016, is hereby accepted and the deadline is extended until March 1, 2016); and be it further

REOLVED, that the Revised Guidelines shall automatically go into effect on March 2, 2016 unless further extensions or revisions are approved by the Directors; and be it further

RESOLVED, that Authority 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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5. Authorization to Release the Findings of a Consultant Regarding the County's Proposed Long-Term Lease of its Wastewater Treatment Facilities and the Taking of Related Actions

The Directors were asked to approve a resolution to release the report from Lamont Financial Services Corporation regarding the County's P3 Project for wastewater treatment.

On a motion by Director Leventhal, the Directors approved this resolution.

Positive votes: 4 Abstention: 1 (Chairman Kaiman)

Resolution No. 16-611

AUTHORIZATION TO RELEASE THE FINDINGS OF A CONSULTANT REGARDING THE COUNTY'S PROPOSED LONG-TERM LEASE OF ITS WASTEWATER TREATMENT FACILITIES AND THE TAKING OF RELATED ACTIONS

WHEREAS, the Nassau County Interim Finance Authority ("NIFA") was asked by Nassau County to comment about the County's proposal to privatize its wastewater treatment facilities ("P3 Project"); and

WHEREAS, the Directors deemed the decision to proceed with a P3 Project to be both technically complicated and financially significant and as a consequence hired a nationally recognized expert, Lamont Financial Services Corporation ("Lamont"), to review the proposal and advise the Directors; and

WHEREAS, Lamont has issued a report (the "Report") discussing the first steps that it recommends

if the County is going to proceed with the P3 Project;

WHEREAS, the Lamont Report is by an independent consultant whose views are its own and not necessarily shared by the Directors of NIFA; and

WHEREAS, notwithstanding disagreements with certain conclusions and suggestions in the Report, the Directors believe it presents valuable insights that should be put in a form that can be shared with the County;

NOW, THEREFORE, BE IT RESOLVED, that the Report submitted to NIFA by Lamont be transmitted to the County together with this resolution, and be it further

RESOLVED that based on NIFA's own analysis and that of Lamont, we believe that a potential P3 Project may be viable should specific issues be resolved and constraints adhered to as outlined in the Report; and be it further

RESOLVED that the items in the Report relate solely to NIFA's assessment of the possible viability of the P3 Project and offers guidance to the County on how to proceed with a request for proposals to hire a financial expert to advise accordingly; and be it further

RESOLVED that NIFA will have the opportunity to review and approve any such contract with a financial expert should the County decide to proceed.

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6. Consideration of the County Contract with Atlantic Tactical, Inc.

The contract is for \$5 million. This is 100% funded within the police funds operating budget.

On a motion by Director Buran, the Directors approved the contract with Atlantic Tactical, Inc. in the amount of \$5 million.

Positive votes: 5 Negative votes: 0

Resolution No. 16-609

CONSIDERATION OF THE COUNTY CONTRACT WITH ATLANTIC TACTICAL, 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/disapproves Nassau County's Contract with Atlantic Tactical, Inc., in the amount of \$5,000,000; 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.

* * *

7. Consideration of County Contract with Stratis Contracting Corp.

The contract is for approximately \$6.9 million to provide corrections and mitigation to the sewer system overflows from the Baldwin sewage collection system. This is 100% funded with capital funds that have already been approved by the County and NIFA. There is a 25% portion that is NYS grant funded.

On a motion by Director Buran, the Directors approved the contract with Stratis Contracting Corp., in the amount of \$5 million.

Positive votes: 5 Negative votes: 0

RESOLUTION NO. 16-610

CONSIDERATION OF THE COUNTY CONTRACT WITH STRATIS CONTRACTING CORP.

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/disapproves Nassau County’s Contract with Stratis Contracting Corp., in the amount of \$6,880,000; 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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The Chairman then announced that he was stepping down as NIFA Chairman. He stated that NIFA has saved the County hundreds of millions of dollars over the years. He thanked the Directors and staff for all of their hard work.

8. Adjournment

The Chairman made a motion to adjourn. The meeting was adjourned at 5:43 PM.

Respectfully submitted,

Laurie A. Giardina
Corporate Secretary