

**MINUTES OF THE MEETING OF THE GOVERNING BODY  
NASSAU COUNTY SEWER AND STORM WATER FINANCE AUTHORITY**

March 25, 2022

A meeting of the Governing Body of the Nassau County Sewer and Storm Water Finance Authority (the “Authority”) was convened at approximately 2:00 p.m. The following members were present at the meeting:

Kenneth G. Arnold  
Peter J. Clines  
Jeffrey R. Schoen  
Michele M. Darcy

A quorum was present. Francis X. Moroney was not in attendance. Mr. Arnold chaired the meeting. The members conducted the Audit Committee meeting concurrently with the meeting of the Governing Body.

First, a motion was made to approve the minutes of the January 14, 2022 Authority meeting. Mr. Clines requested that the minutes be amended to include certain details relating to the basis for the tabling of Item C which was the approval of the engagement letter (the “Engagement Letter”) with Mayer Hoffman McCann P.C. (“MHM”). Specifically, Mr. Clines requested that the minutes reflect that this item was tabled pending the completed assignment of the underlying agreement from Marks Paneth LLP to MHM. This conditional motion was made by the members and duly seconded and the members voted unanimously to approve the minutes of the Authority meeting of January 14, 2022 as so amended.

Second, on a motion made and duly seconded, the members voted unanimously to approve the 2021 annual report of the Authority in substantially the form presented to the members.

Third, upon a motion made and duly seconded, the members voted unanimously to approve a resolution to engage MHM to audit the Authority’s year-end 2021 financial statements, with fees of \$28,000.

Fourth, following presentations by Brian Petersen of PKF O’Connor Davies, LLP and Philip Marciano of MHM and a discussion among the members, upon a motion made and duly seconded, the members voted unanimously to accept the Authority’s audited financial statements and management letter for year-ended 2021 in the form presented to the members. The members discussed this item concurrently with the Audit Committee.

Fifth, Article III, Section 2-a of the Authority’s Bylaws was discussed. This section of the bylaws provides that agendas and materials for any meetings are to be delivered to each member of the Authority five (5) days in advance of a meeting unless waived upon the approval of at least five (5) members of the Authority. Certain materials discussed at the meeting were delivered to the members outside of this time range. Since the Authority lacked the five (5) member quorum needed to pass a motion to waive this requirement, the members resolved to

ratify the motion to waive the delivery requirement with a five (5) member vote during the next meeting.

Sixth, officer vacancies for Vice Chairman and Treasurer of the Authority were discussed. Counsel Patrick R. Gallagher discussed Article II, Section 6 of the Authority Bylaws which allows the Chairperson to appoint acting officers on a temporary basis. Mr. Gallagher also discussed Article II, Section 1 of the Authority Bylaws which allows Authority officers to also hold the office of Treasurer concurrently with other offices. Subsequently, upon a motion made and duly seconded, the members voted unanimously to approve the appointment of Ms. Darcy as the Acting Vice Chairman of the Authority and Mr. Arnold as Acting Treasurer of the Authority.

Seventh, on a motion made and duly seconded, the members voted unanimously to tentatively meet on September 9, 2022 at 10 a.m. to consider approval of the Authority's 2023 budget.

There being no further business, the meeting was adjourned.