

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

December 7, 2022

A meeting of the Governing Body of the Nassau County Sewer and Storm Water Finance Authority (the “Authority”) was convened at approximately 10:00 a.m. The following members were present at the meeting:

Kenneth G. Arnold
Francis X. Moroney
Jeffrey R. Schoen
Michele M. Darcy

A quorum was present. Peter J. Clines was excused due to illness. Mr. Arnold chaired the meeting. The members conducted the meetings for the Governance Committee, Finance Committee, and Audit Committee meetings concurrently with the meeting of the Governing Body.

First, a motion was made to approve the minutes of the September 9, 2022 Authority meeting. Upon a motion made by Ms. Darcy and duly seconded Mr. Schoen, the members unanimously voted to approve the minutes of the Authority meeting of September 9, 2022.

Second, the motion to waive the requirement that meeting materials be provided five (5) days in advance of the March 25, 2022 Authority meeting was discussed. Since the Authority lacked the five (5) member quorum necessary to pass this motion, the members resolved to not call this item and carry it over to the next meeting. A motion to do so was made by Ms. Darcy and seconded by Mr. Moroney and unanimously approved by the members.

Third, the motions for the election of officers and committee members was discussed and whether tabling these motions until the appointment of new members was appropriate. Counsel Patrick R. Gallagher advised the members that there was no prohibition against doing so in the bylaws and that Article II, Section 7 of the Authority Bylaws provided that members could hold office for one (1) year or until successors are elected and that nothing prevents members from succeeding themselves. The Authority resolved to wait until the member vacancies are filled before voting to elect officers and committee members and to not call this item and carry it over to the next meeting. Such motion was made by Mr. Moroney and seconded by Ms. Darcy.

Fourth, the Engagement Letter (the “Letter”) for Mayer Hoffman McCann P.C. (“MHM”) was discussed. Mr. Gallagher informed the members that the Authority had not reached a final agreement with MHM concerning the terms and conditions of the Letter and an open issue existed concerning MHM’s request that the Authority indemnify MHM for attorney fees relating to the legal review of any subpoenas received by MHM with respect to its engagement with the Authority. Mr. Gallagher advised the members that such request would likely require additional approval from the Nassau County Legislature and that such terms

relating to attorney fees for subpoena review did not exist in prior letters of engagement. The members resolved not to call this item and to carry this item over until the next meeting subject to the resolution of MHM's request to obligate the Authority to indemnify MHM for reasonable attorney fees for the legal review of any subpoenas involving MHM's engagement. Such motion was made by Mr. Schoen and duly seconded by Ms. Darcy.

Fifth, the annual approval of the Authority's Policies and Procedures (the "Policies") was discussed. Mr. Schoen requested that the following language be added to the end of the last sentence in subsection (c) of the section of Article I of the Policies entitled "Contracting Officer of the Authority" contained on Page 3 of the Policies: "by appropriate resolution of the Authority." Upon a motion made by Mr. Arnold and duly seconded by Ms. Darcy, the members voted unanimously to approve the Policies as so amended.

Sixth, upon a motion made Mr. Moroney and duly seconded by Ms. Darcy, the members voted unanimously for the annual approval of the Investment Guidelines.

Seventh, upon a motion made by Ms. Darcy and duly seconded by Mr. Moroney, the members voted unanimously for the annual approval of the Procurement Policy.

Eighth, upon a motion made by Ms. Darcy and duly seconded by Mr. Moroney, the members voted unanimously for the annual approval of the Self-Evaluation of Authority Mission Statement and Performance Measurements.

Ninth, upon a motion made by Mr. Schoen and duly seconded by Mr. Moroney, the members voted unanimously to approve the 2021 Investment Report.

Tenth, upon a motion made by Mr. Schoen and duly seconded by Mr. Moroney, the members voted unanimously to approve the 2021 Property Report.

Eleventh, upon a motion made by Mr. Arnold and duly seconded by Ms. Darcy, the members voted unanimously to approve the 2022 Personnel Report.

Twelfth, the members discussed securing a surety bond for the Authority Acting Treasurer. Steve Conkling from the County Office of Management and Budget informed the members of his due diligence relating to this topic and informed the members that the cost for a surety bond for the Treasurer had been quoted at \$1,750. Mr. Conkling also informed the members that the prior policy had expired in April, 2022. The members discussed whether the Authority should wait until a permanent Treasurer is appointed prior to approving the surety bond or whether the surety bond should currently be in place to cover the Acting Treasurer, Mr. Arnold. Mr. Gallagher advised that it would be best practice to bond the acting Treasurer in advance of the election of a permanent Treasurer. Mr. Gallagher further advised that this could be approved at the meeting via oral resolution and that a written resolution would also be provided to the members for nunc pro tunc approval at the next meeting. Upon a motion made by Mr. Arnold and duly seconded by Mr. Moroney, the members voted unanimously for the acquisition of a surety bond for the Acting Treasurer Mr. Arnold.

Thirteenth, members were reminded that online training courses are to be performed every three (3) years and were referenced to the website to do so.

Fourteenth, other business was discussed and whether the agenda and meeting minutes should be consistently posted on the Authority's website. Mr. Gallagher advised that this would be best practice even if the minutes were in draft form and that the minutes should be posted within two (2) weeks of an Authority meeting.

Fifteenth, on a motion made and duly seconded, the members voted unanimously to tentatively meet on Wednesday, January 25, 2023 at 10 am.

Sixteenth, upon a motion made by Mr. Schoen and duly seconded by Ms. Darcy, the members unanimously approved a motion for a work session for an off-the-record discussion of MHM's pre-audit presentation since MHM could only participate remotely (the "Work Session").

Seventeenth, upon a motion made by Mr. Arnold and duly seconded by Ms. Darcy, the members voted unanimously to close the Work Session.

Eighteenth, upon a motion made by Ms. Darcy and duly seconded by Mr. Schoen, the members voted unanimously to temporarily substitute Mr. Moroney for Mr. Clines on the Audit Committee.

There being no further business, the meeting was adjourned.