

UTILITY DEBT SECURITIZATION AUTHORITY

MINUTES OF THE 20TH MEETING

HELD ON NOVEMBER 13, 2019

AT THE OFFICES OF THE LONG ISLAND POWER AUTHORITY

333 EARLE OVINGTON BLVD., UNIONDALE, NY

The Board of Trustees of the Utility Debt Securitization Authority (“UDSA” or the “Authority”) was convened at approximately 2:04 p.m., by phone and at the offices of the Long Island Power Authority (“LIPA”), 333 Earle Ovington Blvd., Uniondale, NY, pursuant to legal notice given on November 8, 2019; and electronic notice posted on LIPA’s website.

The following Trustees of the Authority were in attendance via conference call:

**Robert Gurman, Acting Chair
Bruce Levy**

Representing the Authority were Thomas Falcone, Chief Executive Officer, Bobbi O’Connor, Secretary to the Board of Trustees; Kenneth Kane, Chief Financial Officer; and Anna Chacko, General Counsel. Representing LIPA were Donna Mongiardo, Vice President, Controller; Kathleen Mitterway, Vice President of Audit; Jason Horowitz, Assistant General Counsel; Christopher DiGilio, Director of Finance and Treasury Operations; Larry Golodner, Manager of Accounting; and Jennifer Udell, Manager of Financial Oversight.

Representing KPMG were Ed Lee, John Pontecorvo and via phone, Mike Percent.

Also, in attendance, by phone, were Bruce Van Dusen, Esq. of Hawkins Delafield & Wood LLP; Elizabeth Columbo, Esq. of Nixon Peabody and Christopher Reitzel, Esq. of Nixon Peabody.

The Acting Chair welcomed everyone to the 20th meeting of the Authority.

The Acting Chair stated that the first item on the agenda is the Approval of Amendments to the Authority's By-Laws to be presented by Bobbi O'Connor.

Ms. O'Connor presented the following action item and took questions from the Trustees:

Requested Action

The Board of Trustees (the "Board") of the Utility Debt Securitization Authority ("UDSA" or the "Authority") is requested to adopt a resolution amending the Authority's By-Laws, which resolution is attached hereto as Exhibit "A".

Discussion

Consistent with the Public Authorities Law ("PAL"), the Authority created a Finance and Audit Committee and a Governance Committee. The responsibilities of each of these Committees is set for in the Authority's By-Laws. Pursuant to the LIPA Reform Act, the UDSA is governed by a three-member Board of Trustees. As of the date of this Memorandum, two trustees have been appointed to the Board. Because of the small composition of the Authority's Board of Trustees, Staff is proposing to amend the UDSA By-Laws to allow each of the Authority's Committees to operate as a "committee of the whole", meaning that all members of the Board of Trustees are also members of the respective Committees, that the Chair acts as the Chair of the Committees, and that all matters before the Board are considered by the Board as a whole. These changes are intended to allow more efficient handling of Authority agenda planning and Board meetings.

The suggested changes are more fully set forth in Exhibit "B".

Recommendation

Based upon the foregoing, I recommend the approval of the above requested action by adoption of resolution in the form attached hereto as Exhibit "A".

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

58. RESOLUTION APPROVING AMENDMENTS TO THE AUTHORITY'S BY-LAWS

RESOLVED, that the Board of Trustees hereby approves and adopts the revised By-Laws in the form presented at this meeting to be effective immediately.

The Acting Chair stated that the next item on the agenda is the adoption of minutes from the March 18, 2019 meeting. He asked if there were any changes or deletions. Hearing none,

the Acting Chair entertained a motion to adopt the minutes. Upon motion duly made and seconded, the following resolution was approved:

59. APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE MARCH 18, 2019 MEETING OF THE BOARD OF TRUSTEES OF THE UTILITY DEBT SECURITIZATION AUTHORITY

RESOLVED, that the Minutes of the meeting of the Authority held on March 18, 2019 are hereby approved and all actions taken by the Trustees present at such meeting, as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Authority.

The Acting Chair stated that the next item on the agenda is the Overview of Quarterly Financials Ended September 30th to be presented by Donna Mongiardo.

Ms. Mongiardo presented the Overview of Quarterly Financials Ended September 30th and took questions from the Trustees.

The Acting Chair stated that the next item on the agenda is the Discussion of Internal Audit Activities to be presented by Kathleen Mitterway.

Ms. Mitterway presented the Discussion of Internal Audit Activities and took questions from the Trustees.

The Acting Chair stated that the next item on the agenda is the Presentation from KPMG on the 2019 Audit Plan to be presented by Ed Lee, John Pontecorvo and Mike Percent of KPMG.

The KPMG Representatives presented the Presentation on the 2019 Audit Plan and took questions from the Trustees.

The Acting Chair stated that the next item on the agenda is the Discussion of Year-to-

Date Tracking Report to be presented by Donna Mongiardo.

Ms. Mongiardo presented the Discussion of Year-to-Date Tracking Report and took questions from the Trustees.

The Acting Chair stated that the last item on the agenda is the Adoption of Resolution Approving the 2020 Budget to be presented by Kenneth Kane.

Mr. Kane presented the proposed 2020 Budget and upon motion duly made and seconded, the following resolution was approved:

**60. APPROVAL OF THE UTILITY DEBT SECURITIZATION AUTHORITY'S
2020 BUDGET**

RESOLVED, that the proposed 2020 budget of the Utility Debt Securitization Authority (“Authority”), which is attached hereto as Exhibit “A”, is hereby approved.

At approximately 2:36 p.m. the Acting Chair entertained a motion to adjourn, which was duly made and seconded.
