

**UTILITY DEBT SECURITIZATION AUTHORITY  
MINUTES OF THE 28TH MEETING  
HELD ON MARCH 28, 2023**

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The Board of Trustees of the Utility Debt Securitization Authority (“UDSA” or the “Authority”) was convened at approximately 1:04 p.m., via video conferencing at the offices of the Long Island Power Authority (“LIPA”), 333 Earle Ovington Blvd., Uniondale, NY, pursuant to legal notice given on March 24, 2023; and electronic notice posted on LIPA’s website.

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

**Robert Gurman, Acting Chair  
Bruce Levy**

Representing the Authority via video conferencing were Thomas Falcone, Chief Executive Officer and Interim Chief Financial Officer; and Bobbi O’Connor, Secretary to the Board of Trustees. Representing LIPA, via video conferencing, were Donna Mongiardo, Vice President-Controller; Jason Horowitz, Assistant General Counsel; and Vinay Dayal, Director of Finance and Treasury.

Representing KPMG, via video conferencing, were Ed Lee, Lead Audit Partner; Maureen Evers-Willox, Client Relationship Partner; Stephen Scelfo, Lead Audit Manager, and Fernando Mabbayad, Audit Manager.

Also, in attendance, via video conferencing, 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 28th meeting of the Authority.*

*The Acting Chair stated that the first item on the agenda is the adoption of minutes from*

*the December 12, 2022 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:*

**87. APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE DECEMBER 12, 2022 MEETING OF THE BOARD OF TRUSTEES OF THE UTILITY DEBT SECURITIZATION AUTHORITY**

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**RESOLVED**, that the Minutes of the meeting of the Authority held on December 12, 2022 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.

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*The Acting Chair stated that the next item<sup>1</sup> 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.*

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*The Acting Chair stated that the next item on the agenda is the Discussion of the 2022 Financial Report to be presented by Donna Mongiardo.*

*Ms. Mongiardo presented the Discussion of the 2022 Financial Report and took questions from the Trustees.*

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*The Acting Chair stated that the next item on the agenda is the Discussion of the 2022*

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<sup>1</sup> Several agenda items were presented out of order from the originally posted Board Agenda.

*Audit Results with the Independent Auditors to be presented by Ed Lee and KPMG.*

*Mr. Lee and KPMG associates presented the Discussion of the 2022 Audit Results with the Independent Auditors and took questions from the Trustees.*

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*The Acting Chair stated that the next item on the agenda is the Consideration of Approval of the Annual Review of Board Policies 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 (the “UDSA”) is requested to adopt a Resolution reviewing and approving certain Board policies.

### **Discussion**

In accordance with the New York State Public Authorities Law (“PAL”) and governance best practices, the Board has adopted various policies relating to UDSA’s mission, governance and operations. Specifically, these include the: (i) Mission Statement; (ii) By-laws; (iii) Board Policy on Procurement<sup>1</sup>; (iv) Board Policy on Property Disposition<sup>2</sup>; (v) Board Policy on Real Property Acquisition; (vi) Board Policy on Lobbying; (vii) Trustee Code of Ethics and Conduct; and (viii) Board Policy on Prompt Payment.

### **Annual Review and Amendments to Certain Board Policies**

LIPA Staff recommends no changes to the Board policies listed above and recommends approval of the review of those policies, as written. The existing Board policies are located on the UDSA’s website at this [link](#) and, also, this [link](#).

### **Recommendation**

Based upon the foregoing, it is recommended that the Trustees adopt the resolution in the form attached hereto as Exhibit “A”.

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

### **88. RESOLUTION APPROVING THE ANNUAL REVIEW OF CERTAIN MISSION, GOVERNANCE AND COMPLIANCE BOARD POLICIES**

WHEREAS, in accordance with the New York State Public Authorities Law (“PAL”) and governance best practices, the Board has adopted various policies relating to the Authority’s

mission, governance and compliance, including the: (i) Mission Statement; (ii) By-laws; (iii) Board Policy on Procurement; (iv) Board Policy on Property Disposition; (v) Board Policy on Real Property Acquisition; (vi) Board Policy on Lobbying; (vii) Trustee Code of Ethics and Conduct; and (viii) Board Policy on Prompt Payment.

WHEREAS, LIPA Staff recommends that the Board approve the annual review of the Board policies, listed above, as written.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby approves the annual review of the: (i) Mission Statement; (ii) By-laws; (iii) Board Policy on Procurement; (iv) Board Policy on Property Disposition; (v) Board Policy on Real Property Acquisition; (vi) Board Policy on Lobbying; (vii) Trustee Code of Ethics and Conduct; and (viii) Board Policy on Prompt Payment.

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*The Acting Chair stated that the next item on the agenda is the Consideration of Approval of the 2022 Annual Investment Report and 2023 Investment Guidelines to be presented by Thomas Falcone.*

*Mr. Falcone presented the following action item and took questions from the Trustees:*

#### **Requested Action**

The Board of Trustees (the “Board”) is requested to adopt a resolution approving the 2022 Annual Investment Report of the Utility Debt Securitization Authority (the “UDSA”) in the form attached as Exhibit “B” and the 2023 Investment Guidelines in the form attached hereto as Exhibit “C”.

#### **Background**

Section 2925 of the Public Authorities Law (“PAL”) requires that the UDSA annually review and approve an investment report and to periodically review and approve investment guidelines, which detail the UDSA’s operative policy and instructions regarding the investing, monitoring and reporting of funds of the Authority. The UDSA adopted the Guidelines for Investing, Securing, Monitoring and Reporting Authority Funds Available for Investment in November 2013, and last reviewed and approved the Guidelines in March 2022 (the “Investment Guidelines”). Staff of the Long Island Power Authority (“LIPA”) has reviewed the Investment Guidelines and is recommending no changes for 2023.

Pursuant to the Investment Guidelines, an Annual Investment Report has been prepared and submitted to the Board for approval. The UDSA’s investments were compliant with the terms and conditions of the Policy for 2022 and performed consistent with Staff’s expectations given the nature of the investments.

**Recommendation**

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

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

**89. APPROVAL OF THE UTILITY DEBT SECURITIZATION AUTHORITY 2022 ANNUAL INVESTMENT REPORT AND 2023 INVESTMENT GUIDELINES**

WHEREAS, the Utility Debt Securitization Authority (the “UDSA”) is required by Section 2925 of the Public Authorities Law (“PAL”) to annually review and approve an investment report and to periodically review and approve investment guidelines which detail the UDSA’s operative policy and instructions regarding the investing, monitoring and reporting of funds of the Authority; and

WHEREAS, the UDSA adopted the Guidelines for Investing, Securing, Monitoring and Reporting Authority Funds Available for Investment in November 2013, and last reviewed and approved in March 2022 (the “Investment Guidelines”); and

WHEREAS, Staff of the Long Island Power Authority (“LIPA”) has reviewed the Investment Guidelines and is recommending no changes for 2023; and

WHEREAS, the Investment Guidelines and the PAL require that the Board annually approve an investment report prepared by LIPA Staff.

NOW THEREFORE BE IT RESOLVED, that the Board of Trustees hereby approve the 2022 Annual Investment Report in the form presented at this meeting; and

BE IT FURTHER RESOLVED, that the Board of Trustees hereby approve the 2023 Investment Guidelines in the form presented at this meeting.

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*The Acting Chair stated that the next item on the agenda is the Consideration of Authorizations Relating to the Issuance of Restructuring Bond, Series 2023 to be presented by Thomas Falcone.*

*Mr. Falcone presented the following action item and took questions from the Trustees:*

**Proposed Action**

The Trustees of the Utility Debt Securitization Authority (the “Securitization Authority”) are requested to adopt a resolution to (i) authorize the issuance by the Securitization Authority in the aggregate principal amount of up to \$2,000,000,000 (the “Authorized Principal Amount”) of Restructuring Bonds, Series 2023 in one or more series (collectively, the “Authorized Bonds”) for the purposes described herein, (ii) authorize execution and delivery of related documentation including one or more Bond Indentures, Bond Purchase Agreements, Restructuring Property Purchase and Sale Agreements, Servicing Agreements, Administration Agreements, one or more preliminary and final Official Statements, and miscellaneous other documents related to the Authorized Bonds, including one or more Invitations to Tender, Dealer Manager Agreements and other documents related to the tender and purchase of such bonds, and (iii) authorize officers of the Securitization Authority to do all acts necessary, convenient or desirable for carrying out the issuance of the Authorized Bonds.

### **Plan of Finance**

The Long Island Power Authority (the “Authority”) is requesting that the Securitization Authority issue the Authorized Bonds for the purpose of allowing the Authority (i) to refinance certain outstanding indebtedness of the Authority and certain outstanding indebtedness of the Securitization Authority through the purchase of one or more Restructuring Properties (described below) and the rights related thereto created by Restructuring Cost Financing Orders Nos. 7, 8, and 9 (the “Financing Orders”), approved and adopted on May 18, 2022 by the Board of Trustees of the Long Island Power Authority pursuant to Part B of Chapter 173 of the Laws of New York, 2013, as amended by Chapter 58 of the Laws of 2015 and by Chapter 369 of the laws of New York 2021 (as so amended, the “LIPA Reform Act”), (ii) to finance System Resiliency Costs (as defined in the LIPA Reform Act and as described below), and (iii) to pay Upfront Financing Costs (as defined in the Financing Orders). In accordance with the LIPA Reform Act, the Financing Orders were prepared in consultation with the Department of Public Service, and pursuant to Part B of the LIPA Reform Act, the Authority conducted two public hearings related thereto. The Authority received no comments at the public hearings or thereafter during the comment period provided. In accordance with the LIPA Reform Act, the Financing Orders were approved by the New York State Public Authorities Control Board on May 18, 2022.

The Financing Orders permit the Securitization Authority to issue restructuring bonds in an amount of up to \$8,000,000,000 less the sum of the original principal amount of restructuring bonds previously issued. Currently, the aggregate amount of bonds that may be issued under the Financing Orders is \$2,564,351,000.

Each Financing Order permits the Securitization Authority to issue restructuring bonds for the purpose of refinancing certain debt of the Authority and certain debt of the Securitization Authority, as described in the Financing Orders and to finance “System Resiliency Costs”, which are defined as the costs of rebuilding, improving or constructing transmission and distribution system assets to increase the resiliency of such assets, better withstand changes in climate, absorb impacts from outage-inducing events, and recover quickly from outages including but not limited to, improvements to and replacement of poles and wires, moving power lines underground, raising substations, constructing flood barriers, and system automation and costs of purchasing, redeeming or defeasing debt of the Authority incurred to finance such costs or reimbursing the Authority for amounts already spent on such costs. Each Financing Order creates the separate and distinct Restructuring Property as defined therein, which includes, among other things, the

**right to bill and collect from customers the non-bypassable charges that will be allocated towards payment of the principal of and interest on the related series of Authorized Bonds and related Upfront Financing Costs as defined in such Financing Order.**

**The Authority has recommended and requested that the Securitization Authority authorize and approve the appointment of representatives of the underwriters (the “Underwriters”) listed in Exhibit A, to be selected by the Authorized Officers pursuant to a Request for Qualifications to be issued by the Authority. The Underwriters have previously been selected by the Authority pursuant to a competitive process.**

**The Authority has also recommended and requested that the Securitization Authority authorize and approve the selection of a lead Dealer Manager, in connection with any tender, to be selected by the Authorized Officers pursuant to the responses received for the Request for Qualifications to be issued by the Authority.**

**The Authority has also recommended and requested that The Bank of New York Mellon be designated by the Securitization Authority as Trustee and Paying Agent for the Authorized Bonds, such institution having been selected in connection with the initial securitization bond offering in 2013.**

#### **Bonds Proposed to be Authorized**

**Each series of the Authorized Bonds shall bear interest, payable on the payment dates and on applicable redemption dates as shall be set forth in the applicable Bond Indenture, at a true interest cost on the Authorized Bonds of not to exceed 6% per annum, and shall have redemption terms and other provisions, as shall be approved by an Authorized Officer. A resolution authorizing the Authorized Bonds (the “Authorizing Resolution”) and various agreements and other documents that will be entered by the Securitization Authority in connection with the Authorized Bonds is attached hereto as Attachment 1.**

**The Authorized Bonds may be issued in one or more series as fixed rate bonds and sold on a negotiated basis to the Underwriters, for resale to investors. The Authorized Bonds may be issued as federally tax-exempt or taxable bonds.**

**The Financing Orders provide that the Authority may elect to make a cash contribution to fund the Reserve Subaccount to be established under the Bond Indenture in lieu of the Securitization Authority funding the same with the proceeds of the Authorized Bonds and, if so directed by the Authority, the Bond Issuer would issue a Subordinate Note (as defined in the applicable Financing Order) to the Authority in an amount not to exceed the initial cash contribution, if any, by the Authority to the Reserve Subaccount.**

#### **Agreements Related to the Authorized Bonds**

**In connection with the issuance of each series of the Authorized Bonds, the Securitization Authority will enter into one or more Bond Indentures, Bond Purchase Agreements, Restructuring Property Purchase and Sale Agreements, Servicing Agreements, Administration Agreements, Continuing Disclosure Agreements and miscellaneous other documents, including one or more Invitations to Tender and Dealer Manager Agreements and other documents related to the tender and purchase of bonds.**

Each Bond Indenture will provide for the form and terms of the related series of Authorized Bonds, including interest rates, terms of repayment, and redemption provisions, and will separately pledge the related Restructuring Property and other rights as collateral for the repayment of such series of the Authorized Bonds. The Bond Purchase Agreements will each provide for the sale of all or a portion of the related series of Authorized Bonds by the Securitization Authority to the Underwriters for resale to investors.

Each Restructuring Property Purchase and Sale Agreement will provide for the sale of the related Restructuring Property by the Authority to the Securitization Authority. The Securitization Authority will pay consideration to the Authority for such Restructuring Property in the form of a purchase price to be funded with the proceeds of the related series of Authorized Bonds. Each Servicing Agreement will provide the terms under which the Authority's subsidiary, Long Island Lighting Company d/b/a LIPA ("LIPA"), as Servicer, will undertake to service the Restructuring Property, including billing and collection services related to the restructuring charges charged to LIPA's customers. The Securitization Authority will pay an annual fee to LIPA for the services provided pursuant to each Servicing Agreement. Each Administration Agreement will require LIPA, as Administrator, to perform additional duties with respect to the related series of Authorized Bonds, including preparation of documents, reports, filings, instruments, notices, certificates and opinions to be prepared on behalf of the Securitization Authority, to the extent those duties are not performed by the Authority in its capacity as Servicer. The Securitization Authority will pay a semi-annual fee to LIPA for the services provided pursuant to each Administration Agreement.

Preliminary and final Official Statements will be provided to investors to disclose the material information related to the issuance of each series of the Authorized Bonds, and one or more Continuing Disclosure Agreements will provide the terms pursuant to which the Securitization Authority and the Authority, as agent for the Securitization Authority, will be obligated to assist the Underwriters in complying with their on-going disclosure requirements, such as their requirements to provide financial and operating information related to the Authority and the Securitization Authority and notices regarding material events related to such series of the Authorized Bonds, all pursuant to Rule 15c2-12 promulgated by the SEC under the Securities Exchange Act of 1934, as amended.

The Bond Indentures, Restructuring Property Purchase and Sale Agreements, Administration Agreements, Servicing Agreements, Bond Purchase Agreements, Preliminary and final Official Statements, Invitations to Tender, and Dealer Manager Agreements delivered in connection with the Series Authorized Bonds are each expected to be in substantially similar form to those delivered in connection with the Securitization Authority's Series 2022 Bonds, with such modifications thereto as may be approved by designated officers of the Authority.

#### Authorized Officers

Pursuant to the Authorizing Resolution, the Securitization Authority also will authorize certain officers and persons to do all acts necessary, convenient or desirable for carrying out the issuance of the Authorized Bonds, all as described in the Authorizing Resolution.

#### Proposed Resolution



If the Trustees determine the foregoing to be acceptable and appropriate, it is proposed that the Trustees adopt the Authorizing Resolution attached hereto.

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

**90. RESOLUTION OF THE UTILITY DEBT SECURITIZATION AUTHORITY FOR ITS RESTRUCTURING BONDS**

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A Resolution of the Utility Debt Securitization Authority (the “Bond Issuer”) (1) authorizing and providing for the issuance of one or more series of its restructuring bonds, series 2023, each series for the purpose of purchasing restructuring property created by a financing order and the rights related thereto and paying related costs of issuance of such bonds and other upfront financing costs, thereby allowing certain outstanding indebtedness of the Long Island Power Authority (the “Authority”) and the Bond Issuer to be refinanced and to finance certain system resiliency costs of the Authority; (2) approving the form and authorizing the execution and delivery of various agreements and documents relating to such bonds; (3) providing for the selection or confirmation of a Trustee, Bond Registrar, Underwriters, Dealer Managers, and the specification of certain terms of such bonds; (4) authorizing certain Officers of the bond issuer to do all acts necessary, convenient and proper for carrying out the transactions contemplated by this Resolution; and (5) providing for other matters related thereto.

WHEREAS, the Trustees (the “Trustees”) of the Utility Debt Securitization Authority (the “Bond Issuer”) desire to authorize and proceed with the issuance, pursuant to Part B of Chapter 173 of the Session Laws of 2013 of The State of New York (“the State”), as amended by Chapter 58 of the Session Laws of 2015 and by Chapter 369 of the Session Laws of 2021 of The State of New York (the “Act”), of its Restructuring Bonds, Series 2023 in one or more series (collectively, the “Authorized Bonds”) in an aggregate principal amount not to exceed \$2,000,000,000 (the “Authorized Principal Amount”) to pay to the Long Island Power Authority (the “Authority”) the purchase price of the Restructuring Property and to pay costs of issuance and other Upfront Financing Costs (as defined in the Act); and

WHEREAS, each series of the Authorized Bonds is to be issued pursuant to a Bond Indenture (an “Indenture” and all such Indentures being referred to herein as the “Indentures”), between the Bond Issuer and The Bank of New York Mellon, as Bond Trustee (the “Bond Trustee”), and

WHEREAS, the Act, among other things, allows for the financing of System Resiliency Costs and the refinancing of certain existing indebtedness of the Authority and of the Bond Issuer through the adoption by the Authority’s Board of Trustees of restructuring cost financing orders (as defined in the Act) and the issuance by the Bond Issuer of restructuring bonds (as defined in the Act); and

WHEREAS, the Authority, in consultation with the Department of Public Service, prepared Restructuring Cost Financing Orders Nos. 7, 8, and 9 (collectively, the “Financing Orders”). Pursuant to Part B of the LIPA Reform Act, the Authority also conducted two public hearings related thereto at which no parties appeared to comment or provided comments thereafter during the comment period provided thereafter and the Financing Orders were adopted and approved by the Authority on May 18, 2022; and

**WHEREAS, the Authority submitted such the Financing Orders to the Public Authorities Control Board, which approved the same on May 18, 2022 in accordance with section 3 of the Act; and**

**WHEREAS, each of the Financing Orders authorizes and approves (i) the issuance and sale of the Bond Issuer’s Restructuring Bonds, (ii) the creation of the separate Restructuring Property described in such Financing Order, including the right to impose, bill and collect the transition charges described in such Financing Orders, (collectively, the restructured properties created by all such Financing Orders, the “Authorized Restructuring Properties”), (iii) the sale of the Authorized Restructuring Property created by such Financing Order by the Authority to the Bond Issuer for the consideration described in such Financing Orders, (iv) the imposition, billing and collection of the Charges (as defined in such Financing Order) on, to and from consumers as provided in such Financing Order (v) the use of the proceeds of the sale of the Authorized Bonds to pay Upfront Financing Costs (as defined in such Financing Order) and the purchase price of the Authorized Restructuring Property created by such Financing Order and (vi) the use of the proceeds of the sale of such Authorized Restructuring Properties to pay the approved restructuring costs described in such Financing Orders; and**

**WHEREAS, the Authorized Restructuring Properties are to be purchased by the Bond Issuer pursuant to the terms of separate Restructuring Property Purchase and Sale Agreements (the “Restructuring Property Purchase and Sale Agreements”) between the Bond Issuer and the Authority; and**

**WHEREAS, each Financing Order creates a distinct Restructuring Property that is to be sold separately to the Bond Issuer pursuant to a Restructuring Property Purchase and Sale Agreement and is pledged to secure the related series of Restructuring Bonds pursuant to the related Indenture; and**

**WHEREAS, the Bond Issuer wishes to engage the Authority’s subsidiary, Long Island Lighting Company d/b/a LIPA (“LIPA”), as servicer of the Authorized Restructuring Properties, to carry out the functions described in one or more Servicing Agreements between the Bond Issuer and LIPA; and**

**WHEREAS, each of the Trustees in his capacity as a member of the Finance Committee of the Bond Issuer has reviewed the proposed Authorized Bond financing and has made a recommendation with respect thereto; and**

**WHEREAS, the Bond Issuer wishes to approve the form and content of and authorize the execution and delivery of the Indenture providing for the issuance of the Authorized Bonds; and**

**WHEREAS, the Bond Issuer finds it desirable to authorize the issuance and sale of the Authorized Bonds under one or more Indentures in an amount not to exceed the Authorized Principal Amount at private, negotiated sale and to take all other actions related to such issuance and sale; and**

**WHEREAS, it is expected that the net debt service savings achievable may be increased if the Bond Issuer invites the owners of certain of its bonds to tender them to the Bond Issuer for purchase, allowing such bonds to be more quickly retired than would otherwise be the case; and**

**WHEREAS, it is desirable to authorize the appointment of an information agent and one or more dealer managers to assist the Bond Issuer in any such tender offer and agreements with the firms selected; and**

**WHEREAS, the Bond Issuer wishes to approve the form and content of and authorize the execution and delivery of one or more Invitations to Tender and Dealer Manager Agreements; and**

**WHEREAS, each Financing Orders provides that the Authority may elect to make a cash contribution to fund the Reserve Subaccount to be established under such Indenture in lieu of the Bond Issuer funding the same with Authorized Bond proceeds and, if so directed by the Authority, the Bond Issuer shall issue a Subordinate Note (as defined in the Financing Orders) to the Authority in an amount not to exceed the initial cash contribution, if any, by the Authority to the Reserve Subaccount; and**

**WHEREAS, the Bond Issuer also wishes to engage LIPA to perform certain duties of the Bond Issuer in connection with the Authorized Bonds and the collateral therefor pledged pursuant to each of the Indentures and to maintain its existence and comply with applicable laws and to provide certain additional services as the Bond Issuer may from time to time request pursuant to Administration Agreements; and**

**WHEREAS, as part of the consideration for the acquisition by the Bond Issuer of each Restructuring Property to be provided to the Authority, the Bond Issuer intends to deliver to or upon the order of the Authority an amount equal to the net proceeds of the sale of the related series of Authorized Bonds (net of the Upfront Financing Costs to be paid from such proceeds) as shall be set forth in an Issuance Advice Letter (the “Issuance Advice Letter”) relating to such series of Authorized Bonds, to be filed by the Servicer with the Authority and the Bond Issuer pursuant to Section 3.5 of the Act, the form of which appears in each Financing Order; and**

**WHEREAS, the Bond Issuer wishes to approve the form and content of and authorize the execution and delivery of the Restructuring Property Purchase and Sale Agreements; and**

**WHEREAS, the Bond Issuer shall determine, based on a Request for Qualifications, the representative of the underwriters listed in Exhibit A hereto (the “Underwriters”) of the Authorized Bonds, which are expected to submit an offer or offers to purchase the Authorized Bonds pursuant to one or more Bond Purchase Agreements; and**

**WHEREAS, the Bond Issuer wishes to authorize the preparation and distribution of one or more preliminary Official Statements regarding each series of the Authorized Bonds and to authorize the execution and delivery of one or more final Official Statements regarding each series of the Authorized Bonds (collectively, the “Official Statements”); and**

**WHEREAS, the Bond Issuer desires to take certain other actions with respect to, and to make other authorizations related to, the issuance of each series of the Authorized Bonds, the purchase of the Authorized Restructuring Properties, the invitation to holders of certain bonds of the Bond Issuer to tender the same to the Bond Issuer and the payment, defeasance of retirement of any bonds of the Bond Issuer refinanced with the proceeds of the Authorized Bonds;**

**NOW, THEREFORE, BE IT RESOLVED BY THE TRUSTEES OF THE UTILITY DEBT SECURITIZATION AUTHORITY, AS FOLLOWS:**

- 1. Definitions.** For purposes of this Resolution, the term “Authorized Officer” shall mean each Trustee, the Chief Executive Officer, the Chief Financial Officer and the Secretary of the Bond Issuer. All other terms used herein and not otherwise defined shall have the respective meanings ascribed thereto in the Indenture.
- 2. Findings.** It is hereby ascertained, determined and declared that:
  - (A)** The Bond Issuer is created under the Act solely to purchase and own restructuring property, including the Authorized Restructuring Properties, to issue restructuring bonds, including each series of the Authorized Bonds which are to be separately secured by the related Authorized Restructuring Property, to pay principal and interest on such Authorized Bonds and to perform any activity incidental thereto as provided in the Act, the Financing Orders, and any other restructuring cost financing order.
  - (B)** The Bond Issuer will purchase each Authorized Restructuring Property in accordance with the provisions of the related Restructuring Property Purchase and Sale Agreements.
  - (C)** The Bond Issuer is authorized under the Act and the Financing Orders to issue the Authorized Bonds, and to use the proceeds thereof to finance the purchase of the Authorized Restructuring Properties and to pay the Upfront Financing Costs.
  - (D)** It is necessary, advisable, desirable, and in furtherance of the purposes of the Bond Issuer that the Authorized Bonds be authorized and issued in an aggregate amount not to exceed the Authorized Principal Amount to finance the purchase of the Authorized Restructuring Properties and to pay the Upfront Financing Costs.
  - (E)** Each of the Authorized Restructuring Properties so purchased by the Bond Issuer will be separately pledged, along with certain other amounts, to secure repayment of the related series of Authorized Bonds under the related Indentures.
  - (F)** In accordance with the Act, the Authorized Bonds shall not constitute a debt, a general obligation or a pledge of the faith and credit or taxing power of the State or of any county, municipality or any other political subdivision, agency or instrumentality of the State.
  - (G)** It is necessary, advisable, desirable, and in furtherance of the purposes of the Bond Issuer to authorize the acceptance of an offer or offers by the Underwriters to purchase the Authorized Bonds in the aggregate principal amount not to exceed the Authorized Principal Amount at private negotiated sale as further prescribed herein.
  - (H)** It is necessary, advisable, desirable, and in furtherance of the purposes of the Bond Issuer to authorize the distribution of one or more invitations to tender inviting the owners of certain outstanding bonds of the Bond Issuer to tender them to the Bond Issuer for purchase, allowing such bonds to be more quickly retired than would otherwise be the case.
- 3. Authorization of Execution and Delivery of the Indentures.** The Trustees hereby authorize and direct the execution and delivery of one or more Indentures by any Authorized Officer on behalf of the Bond Issuer, each substantially in the form of the bond indenture executed in connection with the Bond Issuer’s Restructuring Bonds, Series 2022 (the “Series 2022 Bonds”) with any such modifications thereto as the Authorized Officer executing the same, in his sole discretion, shall approve, such execution to be conclusive evidence of the approval of the Indenture by the Trustees.

- 4. Authorization of Execution and Delivery of the Restructuring Property Purchase and Sale Agreements.** The Trustees hereby authorize and direct the execution and delivery of one or more Restructuring Property Purchase and Sale Agreements by any Authorized Officer on behalf of the Bond Issuer, each substantially in the form of the Restructuring Property Purchase and Sale Agreement executed in connection with the Series 2022 Bonds, with any such modifications thereto as the Authorized Officer executing the same, in his or her sole discretion, shall approve, such execution to be conclusive evidence of the approval of such Restructuring Property Purchase and Sale Agreement by the Trustees.
- 5. Authorization of Execution and Delivery of the Servicing Agreements.** The Trustees hereby authorize and direct the execution and delivery of one or more Servicing Agreements by any Authorized Officer on behalf of the Bond Issuer, each substantially in the form of the servicing agreement executed in connection with the Series 2022 Bonds, with any such modifications thereto as the Authorized Officer executing the same, in his or her sole discretion, shall approve, such execution to be conclusive evidence of the approval of such Servicing Agreement by the Trustees.
- 6. Authorization of Execution and Delivery of the Administration Agreements.** The Trustees hereby authorize and direct the execution and delivery of one or more Administration Agreements by any Authorized Officer on behalf of the Bond Issuer, substantially in the form of the administration agreement executed in connection with the Series 2022 Bonds, with any such modifications thereto as the Authorized Officer executing the same, in his or her sole discretion, shall approve, such execution to be conclusive evidence of the approval of such Administration Agreement by the Trustees.
- 7. Approval of Representative and Underwriters; Authorization of Execution and Delivery of Bond Purchase Agreements.** The Trustees hereby authorize and approve the appointment of the representative of the Underwriters to be selected by the Authorized Officers pursuant to a Request for Qualifications to be issued by the Authority. The Trustees hereby authorize and direct the execution and delivery of one or more Bond Purchase Agreements by any Authorized Officer on behalf of the Bond Issuer, each substantially in the form of the bond purchase agreement executed in connection with the Series 2022 Bonds, with any such modifications thereto as the Authorized Officer executing the same, in his or her sole discretion (exercised in accordance with the parameters prescribed in this Resolution), shall approve, including provisions permitting the forward delivery or delayed delivery of the Authorized Bonds, such execution to be conclusive evidence of the approval thereof by the Trustees; provided, however, that the aggregate purchase price for a series of the Authorized Bonds to be paid by the Underwriters pursuant to the related Bond Purchase Agreement shall not be less than par, less (i) any net original issue discount, and (ii) an underwriters' discount, each of which shall have been approved by an Authority Designee (as defined in the applicable Financing Order) in accordance with such Financing Orders.
- 8. Authorization of Tender; Authorization of Execution and Delivery of Invitations to Tender and the Dealer Manager Agreements.** The Trustees hereby authorize and approve the selection of a lead Dealer Manager, in connection with any tender, to be selected by the Authorized Officers pursuant to the responses received for the Request for Qualifications to be issued by the Authority. The Trustees hereby authorize and direct the delivery of one or more Invitations to Tender to the owners of certain outstanding bonds of the Bond Issuer

inviting such owners to tender them to the Bond Issuer for purchase, each substantially in the form of the invitation to tender issued in connection with the Series 2022 Bonds, with any such modifications thereto as the Authorized Officer executing the same, in his or her sole discretion (exercised in accordance with the parameters prescribed in this Resolution), shall approve, such execution to be conclusive evidence of the approval thereof by the Trustees. The Trustees hereby authorize and direct the execution and delivery of one or more Dealer Manager Agreements by any Authorized Officer on behalf of the Bond Issuer, each substantially in the form of the dealer manager agreement executed in connection with the Series 2022 Bonds, with any such modifications thereto as the Authorized Officer executing the same, in his or her sole discretion, shall approve, such execution to be conclusive evidence of the approval of such Dealer Manager Agreement by the Trustees.

The Trustees further authorize each Authorized Officer to appoint an information agent and one or more dealer managers to assist the Bond Issuer in a tender offer for any portion of the Target Debt issued by the Bond Issuer approved by an Authorized Officer and to execute and deliver, in the name of and on behalf of the Bond Issue, all such agreements, instruments and other documents with the firms selected to act as information agent and dealer managers, and to approve and execute any invitation to tender relating thereto and to take any and all such further action to effect such tender offer, as any Authorized Officer determines to be necessary or desirable to effect such tender offer.

9. **Authorization for Bonds and Delegation of Authority.** The Trustees hereby authorize the issuance of the Authorized Bonds, in one or more series or subseries, from time to time, on the following terms and conditions and there is hereby delegated to any Authorized Officer the authority to establish, subject to the limitations contained herein and in the Act, the respective Indentures, and the Financing Orders including without limitation, the approval of the pricing and all terms of each of the series of Authorized Bonds by an Authority Designee in accordance with the related Financing Orders and receipt of an Issuance Advice Letter by the Authorized Bond Issuer:
- (A) The principal amount of such series of the Authorized Bonds to be issued and the principal amount of such series of the Authorized Bonds to be issued; provided, however, that the aggregate principal amount of all Authorized Bonds to be issued shall not exceed the Authorized Principal Amount;
  - (B) The date or dates and principal amount of each maturity of such series of the Authorized Bonds, the redemption provisions, if any, of such series of the Authorized Bonds, the Payment Dates (as defined in the Indenture) of the Authorized Bonds, which of such series of Authorized Bonds are serial Authorized Bonds or term Authorized Bonds, if any, and, with respect to term Authorized Bonds of such series, the amount and date or dates of each Scheduled Sinking Fund Redemption Date (as defined in the respective Indenture), the Scheduled Sinking Fund Payments (as defined in the related Indenture) and the Scheduled Maturity Dates (as defined in the respective Indenture), provided, however, that each series of the Authorized Bonds shall be initially dated their date of delivery, shall be stated to have a Final Maturity Date (as defined in the respective Indenture) of all Authorized Bonds of such series not later than 30 years after the date of delivery of such series and a Final Maturity Date of any Authorized Bonds of such series not later than the final scheduled maturity date of the Authority bonds to be purchased, redeemed, repaid or defeased with the proceeds of such series of Authorized Bonds, shall bear interest, payable on the earlier payment dates and on applicable redemption dates as shall be set forth in the Indenture;

- (C) The denomination or denominations of and the manner of numbering and lettering such series of Authorized Bonds and any additional title or designation of such series of Authorized Bonds;
- (D) Provisions for the sale or exchange of such series of Authorized Bonds and for the delivery thereof;
- (E) Provisions with respect to the Grant of the Collateral (as such terms are defined in the related Indenture) made to the Bond Trustee in trust to secure the payment of principal of, interest on, and all other amounts owing in respect of, of such series of Authorized Bonds;
- (F) Provisions with respect to funds and accounts and subaccounts in the related Indenture and the deposit of the related Authorized Restructuring Property and other amounts remitted under the related Servicing Agreement or otherwise received with respect to the Collateral as provided in Article VIII of the related Indenture;
- (G) Any changes in the title and/or designation of the Authorized Bonds authorized hereunder;
- (H) If so directed by the Authority, any provisions necessary for the issuance of a Subordinate Note under the Indenture relating to such series of Authorized Bonds in accordance with the terms of the related Financing Order; and
- (I) The authority to make such other determinations and to take such other actions deemed advisable by any Authorized Officer in connection with the issuance, sale and delivery of the Authorized Bonds authorized hereby, not inconsistent with the provisions hereof or of the Financing Orders or the Act.

**10. Authorization of Execution and Delivery of and Distribution of Preliminary and Final Official Statements and Continuing Disclosure Agreements.** The Trustees hereby authorize the preparation and distribution and use of one or more Preliminary Official Statements, each substantially in the form distributed in connection with each series of the Series 2022 Bonds, with any such changes, insertions or deletions and such completion of blanks therein as any Authorized Officer, in his or her sole discretion, may approve, and one or more preliminary term sheets by the Underwriters in connection with the public offering of sale of such series of the Authorized Bonds. The Trustees further authorize each Authorized Officer, together with an officer of the Authority, to deem a Preliminary Official Statement to be “final” within the meaning of Rule 15c2 12 under the Securities Exchange Act of 1934, and in furtherance thereof to execute a certificate evidencing same.

The use and distribution of one or more final Official Statements in connection with the offering and sale of each series of the Authorized Bonds by the Underwriters is hereby authorized. The Trustees hereby authorize and direct the execution and delivery of one or more final Official Statements by any Authorized Officer, such final Official Statements being substantially in the form of the applicable preliminary Official Statement with any such changes, insertions or deletions as the Authorized Officer executing the same, in his or her sole discretion, may approve, such execution to constitute conclusive evidence of the approval thereof by the Trustees.

The Trustees hereby authorize and direct the execution and delivery of one or more Continuing Disclosure Agreements by any Authorized Officer on behalf of the Bond Issuer, each substantially in the form executed in connection with prior issuances of restructuring bonds, with any such changes, insertions or deletions and such completion of blanks therein

as the Authorized Officer executing the same, in his or her sole discretion, shall approve, such execution to be conclusive evidence of the approval thereof by the Trustees.

11. **Appointment of Bond Trustee and Bond Registrar.** The Trustees hereby confirm the appointment of The Bank of New York Mellon to serve as Bond Trustee and Bond Registrar under each Indenture.
12. **Authorizations.** (A) The Authorized Officers are each hereby authorized and directed, on behalf of the Bond Issuer, to execute each series of the Authorized Bonds (including any temporary bond or bonds) as provided in the related Indenture. Authorized Officers are hereby authorized and directed, upon the execution of such Authorized Bonds in the form and manner set forth in the related Indentures and herein, to deliver the Authorized Bonds in the amount authorized to be issued hereunder, to the Bond Trustee for authentication and delivery to or upon order of the Underwriters pursuant to the applicable Bond Purchase Agreement, upon payment of the purchase price and upon compliance by the Underwriters with the terms of the applicable Bond Purchase Agreement.
  - (B) The Authorized Officers are each designated as agents of the Trustees and the Bond Issuer in connection with the issuance and delivery of the Authorized Bonds and are authorized and empowered, collectively or individually, to take all action and steps and to execute all instruments, documents and contracts on behalf of the Trustees and the Bond Issuer that are necessary, convenient or desirable in connection with the execution and delivery of the Authorized Bonds and for carrying out the transactions and other matters contemplated by this Resolution, which are specifically authorized or are not inconsistent with the terms and provisions of this Resolution, the Act or the applicable Indenture or any action relating to the Authorized Bonds heretofore taken by the Trustees. The Authorized Officers are hereby authorized to do all things necessary, convenient or desirable to provide for the issuance of the Authorized Bonds.
  - (C) It is the intent of the Trustees hereby to authorize the Authorized Officers to do all things, to take all actions, and to execute and deliver all agreements, certificates, instruments and other documents necessary, convenient or desirable in connection with the issuance of the Authorized Bonds, including, but not limited to, agreements related to the investment of the proceeds of the Authorized Bonds, a depository trust agreement, if necessary or desirable, escrow deposit agreements with respect to bonds refinanced with the Authorized Bonds and tax certificates or tax regulatory agreements with respect to the Authorized Bonds, and the performance of all agreements and covenants on the part of the Bond Issuer contained therein without the need for further action by the Trustees.
  - (D) In addition, the Trustees authorize any Trustee to retain on behalf of the Bond Issuer such auditors, accountants, financial consultants, verification agents and other professional advisors as may from time to time be necessary, convenient or desirable in connection with the issuance of the Authorized Bonds under the Indentures.
  - (E) All acts heretofore performed on behalf of the Bond Issuer which are in conformity with the purposes and intents of this Resolution and in furtherance of the issuance of the Authorized Bonds and the execution, delivery and performance of the Indentures, the Restructuring Property Purchase and Sale Agreements, the Servicing Agreements, the Administration Agreements, the Continuing Disclosure Agreements, the Bond Purchase Agreements, the Invitations to Tender and Dealer Manager Agreements and as contemplated by the preliminary and final Official Statements shall be, and the same hereby are in all respects, ratified, approved and confirmed.



**13. Effective Date.** This Resolution shall take effect immediately upon its adoption by the Trustees.

**LIST OF UNDERWRITERS**

**UDSA Senior Managing Underwriters:**

**Barclays Capital Inc.  
Citigroup Global Markets Inc.  
Goldman Sachs & Co.  
J.P. Morgan Securities, LLC  
UBS Financial Services, Inc.  
BofA Securities, Inc.  
Morgan Stanley & Co. LLC  
Ramirez & Co., Inc. - MBE  
RBC Capital Markets, LLC  
Siebert Williams Shank & Co, LLC - MBE  
Wells Fargo Bank NA  
Loop Capital Markets LLC - MBE  
TD Securities (USA) LLC**

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*The Acting Chair then asked for a motion to adjourn to Executive Session to discuss personnel matters with KPMG and announced that no votes would be taken, and the Trustees would be returning to public session. The motion was duly made and seconded and the following resolution was adopted:*

**91. EXECUTIVE SESSION - PURSUANT TO SECTION 105 OF THE PUBLIC OFFICERS LAW**

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**RESOLVED**, that pursuant to Section 105 of the Public Officers Law, the Trustees of the Long Island Power Authority shall convene in Executive Session for the purpose of discussing personnel matters.

*At approximately 2:05 p.m. the Open Session of the Board of Trustees was adjourned into Executive Session, and returned to public session at approximately 2:14 p.m.*

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*The Acting Chair stated that the last item on the agenda is the Consideration of Approval of the 2022 Financial Report to be presented by Donna Mongiardo.*

*Ms. Mongiardo presented the following action item and took questions from the Trustees:*

### **Requested Action**

The Board of Trustees (“Board”) is being requested to approve the proposed financial report section of the 2023 annual report of the Utility Debt Securitization Authority (the “UDSA”), prepared in accordance with Section 2800(1) of the Public Authorities Law (“PAL”), in the form attached hereto as Exhibit “B”.

### **Background**

Section 2800(1) of the PAL requires that the UDSA submit an annual report to the Governor, the Chairman and ranking minority member of the Senate Finance committee, the Chairman and ranking minority member of the Assembly Ways and Means Committee, the State Comptroller, and the Authorities Budget Office, within ninety days after the end of the Authority’s fiscal year. The annual report includes, among other things, the Authority’s financial report for the fiscal year just ended. Under Section 2800(1)(a)(2) of PAL, the financial report shall include the following: audited financials; grant and subsidy programs; operating and financial risks; current bond ratings; and long-term liabilities (the “Financial Report”). Section 2800(3) of PAL requires the Financial Report to be approved by the Trustees.

### **Recommendation**

Based upon the foregoing, it is recommended that the Board adopt a resolution in the form attached hereto as Exhibit “A”.

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

## **RESOLUTION APPROVING THE 2022 FINANCIAL REPORT OF THE UTILITY DEBT SECURITIZATION AUTHORITY**

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WHEREAS, Section 2800(1) of the Public Authorities Law (“PAL”) requires public authorities such as the Utility Debt Securitization Authority (the “UDSA”) to prepare an annual report; and

WHEREAS, the UDSA’s annual report includes, among other things, a financial report, as defined under Section 2800(1)(a)(2) of PAL (the “Financial Report”); and

WHEREAS, the UDSA has prepared its Financial Report, which, pursuant to Section 2800(3) of PAL, is subject to the approval of the Trustees.

**NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby approves the 2023 Financial Report of the Utility Debt Securitization Authority, in the form presented at this meeting.**

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*At approximately 2:16 p.m. the Acting Chair entertained a motion to adjourn, which was duly made and seconded.*

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