

UTILITY DEBT SECURITIZATION AUTHORITY

MINUTES OF THE 32nd MEETING

HELD ON MARCH 24, 2025

The Board of Trustees of the Utility Debt Securitization Authority (“UDSA” or the “Authority”) was convened at approximately 10:33 a.m., at the offices of the Nixon Peabody LLP, Tower 46, 55 West 46th Street, New York, NY, pursuant to legal notice given on March 19, 2025; and electronic notice posted on LIPA’s website.

The following Trustees of the Authority were in attendance:

**Robert Gurman, Acting Chair
Bruce Levy
Jeff Pitkin**

Representing the Authority, in person, were John Rhodes, Acting Chief Executive Officer; Bobbi O’Connor, Secretary to the Board of Trustees; and Donna Mongiardo, Chief Financial Officer. Representing LIPA, in person, were Richard Tinelli, Controller; and Vinay Dayal, Director of Finance and Treasury. Appearing via video conferencing was Jason Horowitz, Assistant General Counsel.

Representing KPMG, in person, were Kevin Lyons, Lead Audit Engagement Partner; Todd Fowler, Client Service Partner & Audit Sector Leader Power, Utilities & Renewables; and Stephen Scelfo, Lead Audit Engagement Senior Manager.

Representing PFM, in person, was Mike Mace, Senior Director.

Also, in attendance from Nixon Peabody, LLP, in person, were Christopher Reitzel, Esq. and Elizabeth Columbo, Esq.

The Acting Chair welcomed everyone to the 32nd meeting of the Authority.

In his opening remarks, the Acting Chair welcomed and congratulated Jeff Pitkin on his appointment to the Board and then stated that the first item on the agenda is the adoption of minutes from the December 16, 2024 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:

107. APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE DECEMBER 16, 2024 MEETING OF THE BOARD OF TRUSTEES OF THE UTILITY DEBT SECURITIZATION AUTHORITY

RESOLVED, that the Minutes of the meeting of the Authority held on December 16, 2024 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 agenda is the Consideration of Approval of the 2024 Annual Investment Report and 2025 Investment Guidelines, to be presented by Vinay Dayal.

Mr. Dayal 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 2024 Annual Investment Report of the Utility Debt Securitization Authority (the “UDSA”) in the form attached as Exhibit “B” and the 2025 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 2024 (the “Investment Guidelines”). Staff of the Long Island Power Authority (“LIPA”) has reviewed the Investment Guidelines and recommends no changes for 2025.

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 2024 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:

108. APPROVAL OF THE UTILITY DEBT SECURITIZATION AUTHORITY 2024 ANNUAL INVESTMENT REPORT AND 2025 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 2024 (the "Investment Guidelines"); and

WHEREAS, Staff of the Long Island Power Authority ("LIPA") has reviewed the Investment Guidelines and is recommending no changes for 2025; 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 2024 Annual Investment Report in the form presented at this meeting; and

BE IT FURTHER RESOLVED, that the Board of Trustees hereby approve the 2025 Investment Guidelines in the form presented at this meeting.

The Acting Chair stated that the next item on 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 Procurement¹; (iv) Board Policy on Property Disposition²; (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:

109. 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 has reviewed the policies, list above, and recommends that the Board approve the annual review of the Board policies, 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.

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 next item on the agenda is the Discussion of 2024 Financial Report to be presented by Richard Tinelli.

Mr. Tinelli presented the Discussion of 2024 Financial Report and took questions from the Trustees.

The Acting Chair stated that the next item on the agenda is the Discussion of 2024 Audit Results with the Independent Auditors, to be presented by Kevin Lyons and KPMG.

Mr. Lyons and associates presented the Discussion of 2024 Audit Results with the Independent Auditors and took questions from the Trustees.

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:

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

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 11:12 a.m. the Open Session of the Board of Trustees was adjourned into Executive Session, and returned to public session at approximately 11:31 a.m.

The Acting Chair stated that the last item on the agenda is the Consideration of Approval of the 2024 Financial Report to be presented by Richard Tinelli.

Mr. Tinelli 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 2024 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:

111. RESOLUTION APPROVING THE 2024 FINANCIAL REPORT OF THE UTILITY DEBT SECURITIZATION AUTHORITY

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 2024 Financial Report of the Utility Debt Securitization Authority, in the form presented at this meeting.

At approximately 11:33 a.m. the Acting Chair entertained a motion to adjourn, which was duly made and seconded.
