

**FINANCE AND AUDIT COMMITTEE OF THE  
UTILITY DEBT SECURITIZATION AUTHORITY  
MINUTES OF THE 4<sup>th</sup> MEETING  
HELD ON APRIL 27, 2015  
IN UNIONDALE, NY AND BY PHONE**

The Finance Committee (the “Committee”) of the Utility Debt Securitization Authority (the “Authority”) was convened at 10:04 a.m., at the offices of the Long Island Power Authority (“LIPA”) in Uniondale, NY, pursuant to legal notice given on April 22, 2015; and electronic notice posted on the LIPA website.

The following Trustees of the Authority participated by phone:

**Paul Francis, Chair  
Bruce Levy  
Robert Gurman**

Representing the Authority were Tom Falcone, Chief Financial Officer; and Jon Mostel, Secretary. Representing the Long Island Power Authority were Bobbi O’Connor, Deputy General Counsel; Kenneth Kane, Managing Director of Finance and Budgeting; Donna Mongiardo, Controller; John Little, Director of Strategic Planning and Rates; Kathleen Mitterway, Director of Audit; and Sid Nathan, Director of Public Information.

Also participating by phone were Bruce Van Dusen, Hawkins Delafield & Wood; Elizabeth Columbo, Nixon Peabody; and Eugene Devlin and Michael Mace, both of Public Financial Management, Inc.

*The Chair welcomed everyone to the Finance and Audit Committee meeting of the Authority.*

*The Chair stated that the first item on the agenda is the adoption of minutes from the March 30, 2015 meeting. He asked if there were any changes or deletions. Upon hearing none, the resolution was then adopted by the Trustees.*

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

**APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE MARCH 30, 2015 MEETING OF THE FINANCE AND AUDIT COMMITTEE OF THE BOARD OF TRUSTEES OF THE UTILITY DEBT SECURITIZATION AUTHORITY**

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**RESOLVED**, that the Minutes of the meeting of the Finance and Audit Committee held on March 30, 2015 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 Committee.

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*The Chair stated that the next item on the agenda is a discussion of the first quarter financial results to be presented by John Little and Donna Mongiardo.*

*John Little and Donna Mongiardo presented the financial results from the first quarter and took questions from the Trustees.*

*The Chair stated that the next item on the agenda is a discussion of the upcoming financing to be presented by Ken Kane and Tom Falcone.*

*Ken Kane and Tom Falcone presented a summary of the Authority's upcoming financing activities and took questions from the Trustees.*

*The Chair stated that the next item on the agenda is a discussion of the Authority's Policies and Procedures, to be presented by Tom Falcone, John Little, Ken Kane, and Donna Mongiardo.*

*Tom Falcone, John Little, Ken Kane, and Donna Mongiardo discussed the types of activities that LIPA performs on behalf of the Authority and the Policy and Procedure Manual that sets forth the applicable policies and procedures.*

*The Chair stated that the next items on the agenda are consideration of Approval of the Authority's Internal Audit Charter and a discussion of the Internal Audit Plan.*

*Ms. Mitterway discussed the proposed Utility Debt Securitization Authority Internal Audit Charter and the 2015 Internal Audit Plan. After Ms. Mitterway's presentation and a discussion by the Trustees, the Chair requested a motion on the matter of Approval of the Utility Debt Securitization Authority Internal Audit Charter, which was seconded. The following resolution was unanimously adopted by the Trustees:*

**APPROVAL BY FINANCE & AUDIT COMMITTEE OF THE UTILITY DEBT SECURITIZATION AUTHORITY INTERNAL AUDIT CHARTER**

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**WHEREAS, the Finance & Audit Committee (the "Committee") of the Utility Debt Securitization Authority (the "Authority") has reviewed the proposed Internal Audit Charter and believes it is reasonable and appropriate to adopt:**

**NOW, THEREFORE, BE IT RESOLVED, that the Committee hereby adopts the Authority's "Internal Audit Charter" in the form presented at this meeting; and be it further**

**RESOLVED, that this resolution take effect immediately.**

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*At approximately 11:08 a.m. the Chair entertained a motion to adjourn, which was duly made and seconded.*

**Respectfully submitted,**

**Jon R. Mostel**