

MINUTES TO THE MEETING HELD ON JULY 25, 2016  
AT 10AM IN THE COUNTY ATTORNEY'S CONFERENCE ROOM

ATTENDING: James M. Fedorchak  
Ronald Wozniak  
Michael Betros  
Heidi Seelbach  
Beth Ferguson  
Tom Myers

Jerry Simonetty – Jim called his cell phone 914-715-2768, and spoke to him prior to the meeting and all attending the meeting heard him state that he agrees to whatever the board decides as he trusts their judgment.

Tom: We are getting closer to mailing the disclosure documents; to give you an idea - this is not complete and this is what we are talking about. It describes the bond, the security and the bulk of this relates to tobacco companies, their positions, market shares, who is paying what and histories of payment and party settlement with the tobacco companies and what will be done with respect to the tobacco in the future. There is credit(?) for the tobacco manufacturers to disclosure cigarette sales. That is what is unique of this without or lack of sales tax to non-native Indians. That was one of the big concerns, how do you calculate the credit, getting the information from the Indian nations which operate casinos and contract with the State, they will share with the State.

Tom indicated that: Price the bonds later, and so to get us to that point we prepared a resolution that authorizes Jim to execute the necessary documents to move it forward and reach a conclusion. This is the last meeting before closing this transaction. Highlight the matter: last week informed by Ned that S&P basically says they need three (3) more weeks. S&P needs to get more rating information and do internal calculations so they need three more weeks. We have been doing a lot of calls and working with counsel to make the documents ready. This is monumental. Tom continues: The hope was to be able to mail the documents today or tomorrow, however, because of the S&P delay that is not being done.

Jim asked: is there anything in the capital bond or in the resolution that we are considering today that may be changed because of S&P?

Tom: No, we would not proceed today if we think we would get what we should from S&P.

Jim: If S&P pulls the rug, we are on the hook for the ratings fee and global insights which is about \$75,000 in expenses that is our share. We have no control over S&P. S&P and global is what we are committed to.

Ron: S&P what are the chances they are different?

Tom: We call that a “fitch”. If S&P are pulling a fitch, we have asked S&P – please let us know. The S&P said absolutely not, we are not going in that direction. The S&P board of directors are reviewing the policy and procedures to just do a double check.

In order to proceed there must be a certain rating. S&P collects the information and submits to the committee, then there is an analysis of the submission, based upon that then the person who made the analysis is then brought before the committee to answer questions from the committee.

Beth: Believes we should hear the middle of August from S&P.

Jim: We do not have to meet during that time, when we receive the ratings from S&P.

Beth: Do we need to approve on the date of the sale?

Tom: We could make a provision for someone else to sign if necessary. The first thing to sign should be after Labor Day. The time frame is probably: receive rating by August 19-20, then we mail it out, then price after Labor Day.

Ron: When did all of this start?

Jim: September or November of 2014. Beth answered this as well, same dates/time frame.

We are approving the various documents, drafts of which were circulated, these documents were: a continuing disclosure document, after you issues the bonds, we have been using BLX to do this on our behalf, we have an indenture, and a bond purchase agreement that tells that we are okay with the bonds and flow to the County.

Tom: If any modifications are made, they are made pursuant to the review of legal. There is no additional work after issuance of the bond.

Jim reads the resolved paragraphs of the Resolution indicating that is what is being voted on. Jim asks if there are any questions.

Ron votes yes.

Mike votes yes.

Jim states: The record will reflect that Jerry's call in and agreed to whatever we are voting on.

Beth indicates that a triple b is what we are looking for from S&P.

No one opposed.

It was questioned as to whether or not they were voting on behalf of Jerry, he had called, however, Jim indicated no as we must have a visual of his vote, not just by phone.

The meeting was closed at 10:30am.

/kvh