

NOTICE OF PRELIMINARY ACCEPTANCE

relating to the
Invitation to Tender Bonds for Purchase, dated January 19, 2024
made by

NASSAU COUNTY INTERIM FINANCE AUTHORITY
to the Beneficial Owners of
NASSAU COUNTY INTERIM FINANCE AUTHORITY
SALES TAX SECURED BONDS,
Series 2021B (Federally Taxable)

The purpose of this Notice of Preliminary Acceptance, dated February 5, 2024 is to provide notice of the Authority's preliminary acceptance for purchase of certain Target Bonds. All other terms relating to the Invitation remain unchanged

Pursuant to the Invitation to Tender Bonds for Purchase, dated January 19, 2024 (the “**Invitation**”), including the Preliminary Offering Circular, dated January 19, 2024, for the Nassau County Interim Finance Authority (the “**Authority**”) Sales Tax Secured Bonds, Series 2024A (the “**Series 2024A Bonds**”), attached thereto as Appendix A, the Authority provided Holders of its Sales Tax Secured Bonds, Series 2021B (Federally Taxable) listed on page (ii) hereof (the “**Target Bonds**”) the opportunity to offer to sell all or a portion of their Target Bonds to the Authority for cash purchase by the Authority, subject to the terms and conditions described therein.

All capitalized terms used herein and not otherwise defined have the meanings given to such terms in the Invitation.

The Invitation expired at 5:00 p.m., Eastern time, on Friday, February 2, 2024.

Pursuant to the terms and conditions set forth in the Invitation, the Authority is preliminarily accepting for purchase the Target Bonds as listed on page (ii) hereof, subject to the conditions set forth in the Invitation.

As described in the Invitation, in those instances in which the Authority chooses to purchase some but not all the Target Bonds tendered for purchase of a particular CUSIP or tendered Target Bonds of a particular CUSIP exceeded the “Maximum Principal Amount that May be Accepted for Purchase” for such CUSIP, the Authority will accept those tendered Target Bonds on a pro rata basis; the Proration Factor for each such CUSIP can be found on page (ii) hereof.

On February 7, 2024, unless such date is extended by the Authority, the Authority will make a final determination of the principal amounts of Target Bonds of each CUSIP Number that it wishes to purchase from among those Target Bonds of each such CUSIP Number initially accepted for purchase as listed on page (ii) hereof. The Authority is under no obligation to purchase any Target Bonds preliminarily accepted, and the Authority will determine in its sole discretion if it will purchase any Target Bonds. **The purchase of any Target Bonds tendered pursuant to the Invitation is contingent on, among other things, the issuance of the Series 2024A Bonds, and is also subject to certain other conditions, including, without limitation, the Financing Conditions (as defined in the Invitation).**

The final determination whether to purchase Target Bonds that were initially accepted for purchase, and, if less or more than all of the Target Bonds that were initially accepted for purchase are finally accepted for purchase, the reduction or increase of the amounts of Target Bonds that will be purchased, will be made as described in the Invitation. Any questions can be directed to the Information and Tender Agent, Globic Advisors Inc., at 212-227-9622, Attention: Robert Stevens, rstevens@globic.com.

**NASSAU COUNTY INTERIM FINANCE AUTHORITY
SALES TAX SECURED BONDS,
Series 2021B (Federally Taxable)**

Base CUSIP Number:

631663

The table below provides a listing of the respective principal amount of the Target Bonds of each CUSIP Number that have been *preliminarily accepted* for purchase by the Authority.

<u>CUSIP Suffix*</u>	<u>Maturity (November 15)</u>	<u>Interest Rate</u>	<u>Outstanding Principal Amount</u>	<u>Maximum Principal Amount that May be Accepted for Purchase</u>	<u>Bonds Tendered</u>	<u>Proration Factor***</u>	<u>Bonds Accepted**</u>	<u>Bonds Rejected**</u>
RE3	2024	0.434%	\$ 44,360,000	\$42,142,000	\$ 8,985,000	n/a	\$ 8,985,000	-
RF0	2025	0.709	90,595,000	86,065,000	19,900,000	n/a	19,900,000	-
RG8	2026	0.829	82,985,000	78,835,000	24,530,000	n/a	24,530,000	-
RH6	2027	1.128	81,195,000	77,135,000	25,335,000	n/a	25,335,000	-
RJ2	2028	1.278	103,700,000	98,515,000	33,818,000	n/a	33,818,000	-
RK9	2029	1.459	97,130,000	92,273,000	46,100,000	n/a	46,100,000	-
RL7	2030	1.639	5,080,000	4,826,000	3,000,000	n/a	3,000,000	-

* Copyright 2023, American Bankers Association. CUSIP® is a registered trademark of the American Bankers Association. CUSIP Number information herein is provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc. This information is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. CUSIP Numbers are provided for convenience of reference only. None of the Authority, the Dealer Managers, or the Information and Tender Agent nor their respective agents or counsel assumes responsibility for the accuracy of such numbers.

++ As applicable, the Proration Factor is calculated as the Bonds Accepted, where applicable up to the Maximum Principal Amount that May be Accepted for Purchase divided by the Bonds Tendered while accounting for the rounding of the principal amount of any individual tender as follows. As set forth in the Invitation, if the principal amount of any individual tender, when adjusted by the Proration Factor, resulted in an amount that is not a multiple of the applicable authorized denomination, such principal amount has been rounded down to the nearest multiple of \$1,000.

** Preliminary subject to change.

February 5, 2024