

BUFFALO FISCAL STABILITY AUTHORITY

RESOLUTION NO. 05 - 27

APPROVING MINUTES AND RESOLUTIONS FROM FEBRUARY 23, 2005

BE IT RESOLVED that the Buffalo Fiscal Stability Authority approves the minutes of its meeting of February 23, 2005 and ratifies and affirms fifteen resolutions numbered 05-16 through 05-26 that were approved on February 23, 2005.

This Resolution shall take effect immediately.

Approved April 5, 2005

/S/ Richard Tobe
Richard Tobe
Secretary

BUFFALO FISCAL STABILITY AUTHORITY

RESOLUTION NO. 05-28

MODIFICATION TO THE 2004-2005 FINANCIAL PLAN TO ALLOW FOR FUNDING FOR SCHOOL NURSES AND RECEIVE ADDITIONAL STATE AID

WHEREAS, on April 4, 2005 the School District submitted a request for BFSA approval for a modification to the 2004-2005 Four-Year Financial Plan, and

WHEREAS, the 2004-2005 Four-Year Financial Plan originally contained a contribution of \$68,733,056 to the Buffalo Public Schools, and

WHEREAS, the modification that the School District requests is to fund school nurses under a contract with Erie I BOCES for \$110,000, and

WHEREAS, the School District has stated its intention to request approval of a contract for the provision of school nurse services by Erie I BOCES, immediately, should such a contract receive the approval of the Buffalo Board of Education, and

WHEREAS, the School District has \$55,000 in a contract line and is accepting \$55,000 from the City of Buffalo to fund school nurses for the remainder of the school year, and

WHEREAS, the State Legislature adopted a State budget that included more in State Aid than originally contemplated by the School District, and

NOW THEREFORE BE IT RESOLVED THAT, the Buffalo Fiscal Stability Authority approves the modification of the 2004-2005 Four-Year Financial Plan to accept the City's increased contribution to the Buffalo School District from \$68,733,056 to \$68,788,056 to fund school nurses, and

BE IT FURTHER RESOLVED THAT, the Buffalo Fiscal Stability Authority, having viewed a preliminary version of a financial plan modification, hereby requests the School District to reflect the actual amount of increased State Aid that has been approved by the State Legislature in the financial plan to be submitted to the BFSA on May 2, 2005.

This Resolution shall take effect immediately.

Approved April 5, 2005

/S/ Richard Tobe
Richard Tobe
Secretary

BUFFALO FISCAL STABILITY AUTHORITY

RESOLUTION NO. 05-29

APPROVAL OF CITY OF BUFFALO 2005 CAPITAL IMPROVEMENT BUDGET

WHEREAS, Chapter 122 of the Laws of 2003 as amended by Chapter 86 of the Laws of 2004 authorizes the Buffalo Fiscal Stability Authority (“BFSA”) to approve the City of Buffalo’s four-year financial plan that encompasses the City of Buffalo, the Buffalo Public Schools and other covered organizations, and may include a capital budget, and

WHEREAS, the Charter of the City of Buffalo requires the Mayor to prepare and submit a capital budget and four year recommended capital improvement program after receiving a recommendation from the Citizens Planning Council (“CPC”), and

WHEREAS, after receiving CPC’s recommendation, the Mayor submitted a capital budget to the Common Council for its consideration, and

WHEREAS, the Common Council has approved the Mayor’s capital budget as amended, and

WHEREAS, there are sufficient revenues in the City of Buffalo’s approved four-year financial plan to make the debt service payments required by this capital budget,

NOW THEREFORE BE IT RESOLVED, that the Buffalo Fiscal Stability Authority does hereby approve the City of Buffalo 2005-2009 Capital Improvement Program Budget as submitted by the Mayor on April 5, 2005, with the following caveats prior to submitting the 2006-2010 Capital Improvement Program Budget:

That the City of Buffalo submit a complete five-year capital program, fully fleshing out the out-years of the capital plan;

That the City of Buffalo reduce its use of capital borrowing for short-term operating expenses that are not supported by a long-term physical asset; and

That the City of Buffalo continue to rescind authorized but unissued debt whenever possible.

This Resolution shall take effect immediately.

Approved April 5, 2005

/S/ Richard Tobe
Richard Tobe
Secretary

BUFFALO FISCAL STABILITY AUTHORITY

RESOLUTION NO. 05-30

CITY OF BUFFALO 2005 MIRROR BOND SALE

WHEREAS, Chapter 122 of the Laws of 2003 as amended by Chapter 86 of the Laws of 2004 requires, with respect to any proposed borrowing by or on behalf of the City of Buffalo (the "City") or any covered organization, the Buffalo Fiscal Stability Authority ("BFSA") to review the terms of and comment, within thirty days after notification by the City or any covered organization of a proposed borrowing, on the prudence of each proposed issuance of bonds or notes and no such borrowing may be made without the BFSA's review, consent and approval; and

WHEREAS, on March 29, 2005, the Mayor of the City of Buffalo presented a capital improvement program budget to the BFSA; and

WHEREAS, the Mayor's request calls for capital borrowing for new projects or for projects that were approved in a prior capital budget; and

WHEREAS, though the BFSA shall conduct the capital borrowing, the City of Buffalo must issue mirror bonds to allow the City to pay debt service on Authority obligations using real property tax dollars levied outside the two-percent limit established by Section 10, Article VIII of the New York State Constitution; and

WHEREAS, the Common Council has approved the necessary bond resolutions and the City Comptroller is ready to work with BFSA to successfully conduct the mirror bond sale;

NOW THEREFORE BE IT RESOLVED, that the Buffalo Fiscal Stability Authority does hereby authorize the City of Buffalo to conduct a mirror bond sale to the Buffalo Fiscal Stability Authority through private sale, in an amount not to exceed \$40 million dollars; and

BE IT FURTHER RESOLVED, that the Chairman, Vice Chair or Executive Director of the Buffalo Fiscal Stability Authority be hereby authorized and directed to execute and deliver any agreements, certificates, documents, papers or other written instrument, to make any changes, modifications or amendments as he or she deems necessary, to do all other things and to take all other actions necessary and appropriate in their judgment, to consummate the transactions contemplated by this resolution.

This Resolution shall take effect immediately.

Approved April 5, 2005

/S/ Richard Tobe
Richard Tobe
Secretary

BUFFALO FISCAL STABILITY AUTHORITY

RESOLUTION NO. 05-31

RESOLUTION CONCERNING STATE ENVIRONMENTAL QUALITY REVIEW ACT MATTERS IN CONNECTION WITH THE AUTHORIZATION, SALE AND ISSUANCE OF SALES TAX AND STATE AID SECURED BONDS, SERIES 2005 NEW MONEY BONDS

WHEREAS, the Buffalo Fiscal Stability Authority Act, incorporated in chapter 122 of the laws of 2003, as amended from time to time (the “Act”), authorizes the Buffalo Fiscal Stability Authority (the “Authority”) to issue bonds and notes for the purpose of financing Financeable Costs, as defined in the Act and to make the proceeds thereof available to the City of Buffalo (the “City”); and

WHEREAS, the Act authorizes the Authority to enter into appropriate and necessary contracts with its bondholders and others to provide for the issuance thereof, and the Directors of the Authority intend to provide from time to time for the authorization, issuance and sale of its sales tax and state aid secured bonds (the “Bonds”); and

WHEREAS, the proceeds of such series of Bonds (the “Series 2005 New Money Bonds”) will be used to finance Financeable Costs under the Act, which may include but are not limited to (i) refunding, repayment or restructuring of certain outstanding indebtedness of the City; (ii) the costs of issuance of such series of Bonds; and (iii) capitalized interest on such series of Bonds; and

WHEREAS, the Authority is required under the State Environmental Quality Review Act, as amended (“SEQRA”), to complete environmental reviews in connection with its activities, including the issuance of its bonds and notes from time to time or the expenditure of the proceeds thereof:

NOW, THEREFORE, the Authority hereby adopts the following resolutions:

I. Authorized Officers

RESOLVED, that each of the Chairperson, the Vice Chairperson, the Executive Director, the Chief Financial Officer, the Chief Counsel, the Treasurer and the Corporate Secretary of the Authority, and any other person duly authorized to act in such capacity, is designated an “Authorized Officer” for the purposes of the following resolutions; and further

II. SEQRA Findings and Delegation

RESOLVED, that the issuance of the Series 2005 New Money Bonds in order to finance Financeable Costs under the Act, which may include but are not limited to (i) refunding, repayment or restructuring of certain outstanding indebtedness of the City; and (ii) the

costs of issuance of such series of Bonds in each case constitutes a “Type II” action under SEQRA and, accordingly, no further action or review is required to be made with respect to the issuance of bonds and the application of the proceeds for such purposes; and further

RESOLVED, that no proceeds of the Series 2005 New Money Bonds shall be applied with respect to any Financeable Cost unless and until an Authorized Officer has taken all necessary action pursuant to the delegation in the following clause in order to comply with the requirements of SEQRA with respect to such Financeable Cost; and further

RESOLVED, that the Authorized Officers are each hereby authorized and directed to take any and all actions necessary to comply with the requirements of SEQRA prior to the disbursement of proceeds of the Series 2005 New Money Bonds with respect to each Financeable Cost; and provided, further, that such Authorized Officers may, to the extent permitted by law, rely upon information supplied by and representations and findings of authorized representatives of the City in connection therewith; and further

RESOLVED, that the Authorized Officers are each hereby authorized and directed to take any and all actions necessary to comply with the requirements of SEQRA with respect to any Financeable Costs to be financed with the proceeds of any future series of Bonds; and provided, further, that such Authorized Officers may, to the extent permitted by law, rely upon information supplied by and representations and findings of authorized representatives of the City in connection therewith; and further

RESOLVED, that the Authorized Officers are each hereby authorized and directed to approve and execute such documents or certifications and take such other actions, in the name of the Authority and on its behalf, as he or she may reasonably deem necessary or appropriate to carry out the foregoing resolutions (including without limitation the making of any findings and the preparation of any assessment forms required by SEQRA), and that all such actions heretofore taken in connection with the Series 2005 New Money Bonds by any Authorized Officer, or his or her designee, are hereby ratified and approved.

This Resolution shall take effect immediately.

Approved April 5, 2005

/S/ Richard Tobe
Richard Tobe
Secretary

BUFFALO FISCAL STABILITY AUTHORITY

RESOLUTION NO. 05-32

RESOLUTION CONCERNING THE AUTHORIZATION, SALE AND ISSUANCE OF SALES TAX AND STATE AID SECURED BONDS

WHEREAS, the Buffalo Fiscal Stability Authority Act, incorporated in chapter 122 of the laws of 2003, as amended from time to time (the “Act”) authorizes the Buffalo Fiscal Stability Authority (the “Authority”) to issue bonds and notes for the purpose of financing Financeable Costs, as defined in the Act and to make the proceeds thereof available to the City of Buffalo (the “City”); and

WHEREAS, the Authority is authorized by the Act, upon submission by the City to the Authority of an approved declaration of need in accordance with the Act, to enter into agreements, in the Authority’s discretion, providing for the financing of Financeable Costs by the Authority and to issue its bonds, notes, or other obligations therefor; and

WHEREAS, the Act authorizes the Authority to enter into appropriate and necessary contracts with its bondholders and others to provide for the issuance thereof, and the Directors of the Authority hereby intend to provide for the authorization, issuance and sale of additional series of its sales tax and state aid secured bonds (the “Bonds”) through the approval of appropriate documentation, including, without limitation, the approval of the Supplemental Indentures (as such term is defined below), the issuance, sale and delivery of such series of Bonds, and the preparation, negotiation and approval of appropriate documents in connection therewith; and

WHEREAS, the proceeds of such series of Bonds will be used to finance Financeable Costs under the Act, which may include but are not limited to (i) refunding, repayment or restructuring of certain outstanding indebtedness of the City; (ii) cash flow needs of the City; (iii) capital projects; (iv) operating costs of the City; (v) the costs of issuance of such series of Bonds; (iii) funding, to the extent necessary under the Indenture, the Debt Service Reserve Account; and (iv) capitalized interest on such series of Bonds; and

WHEREAS, the Authority is authorized by the Act to enter into interest rate exchange agreements or similar arrangements under such terms and conditions as the Authority may determine, and in accordance with such authority has adopted an Interest Rate Swap Policy (the “Swap Policy”) and proposes to enter into [one or more](#) ISDA Master Agreement, [Schedules](#) and related [Confirmations](#), to be dated as of the date of their execution, to complete [one or more](#) variable-to-fixed rate interest rate [swaps](#) in connection with the issuance of the Series 2005B Bonds (as defined below); and

WHEREAS, the Authority is required to obtain the written approval of the State Comptroller for the sale of the Bonds and the terms thereof if such sale be a private sale to other than the State Comptroller; and

WHEREAS, the Authority will obtain the required approval of the State Comptroller prior to the delivery of the Bonds; and

WHEREAS, the Authority has previously caused to be executed and delivered an indenture entitled “Indenture between Buffalo Fiscal Stability Authority and The Bank of New York, as Trustee, dated as of June 1, 2004” (the “General Indenture”), authorizing the issuance of one or more series of Bonds or notes, including bond anticipation notes, for the purposes set forth therein and containing certain other terms, restrictions and covenants with respect to such Bonds or notes and the security pledged to the payment thereof; and

WHEREAS, the Authority shall caused to be prepared forms of supplemental indentures entitled “Third Supplemental Indenture between Buffalo Fiscal Stability Authority and The Bank of New York, as Trustee Authorizing Up To \$40,000,000 Buffalo Fiscal Stability Authority Sales Tax and State Aid Secured Bonds, Series 2005A” (the “Third Supplemental Indenture”) and “Fourth Supplemental Indenture between Buffalo Fiscal Stability Authority and The Bank of New York, as Trustee Authorizing Up To \$25,000,000 Buffalo Fiscal Stability Authority Sales Tax and State Aid Secured Bonds, Series 2005B” (the “Fourth Supplemental Indenture” and, collectively, with the Third Supplemental Indenture, the “Supplemental Indentures”), pursuant to which the Authority will authorize the issuance of the Sales Tax and State Aid Secured Bonds, Series 2005A and Series 2005B (the “Series 2005 New Money Bonds”) (the General Indenture, as amended and supplemented, including by the Supplemental Indentures, being hereinafter collectively referred to as the “Indenture”); and

WHEREAS, the Authority has previously caused to be executed and delivered a financing agreement dated as of June 1, 2004 (the “Financing Agreement”), by and between the Authority and the City, pursuant to which the City has made certain agreements and covenants relating to the issuance of bonds or notes by the Authority, and has agreed to the pledge of said covenants to the Trustee on behalf of the Bondholders; and

WHEREAS, pursuant to the Act and the Financing Agreement, the City has requested (and has submitted an approved Declaration of Need in accordance with the Financing Agreement in form satisfactory to the Authority) that the Authority undertake this financing through the issuance of the Series 2005A Bonds, to be issued as fixed rate bonds and the Series B Bonds, to be issued as auction rate securities; and

WHEREAS, the Authority shall cause to be prepared one or more Preliminary Offering Circulars (the “Preliminary Offering Circulars”), relating to the offering of the Series 2005 New Money Bonds; and

WHEREAS, officers and employees of the Authority will participate in revisions to the Preliminary Offering Circulars and the preparation of final Offering Circulars to be used in connection with the issuance and sale of the Series 2005 New Money Bonds (the

“Offering Circulars”) and will negotiate the Contracts of Purchase therefor (the “Purchase Contracts”); and

WHEREAS, the Authority has negotiated a form of contract of purchase between the Authority and the City relating to the purchase by the Authority of the bonds from the City (the “City Bond Purchase Contract”); and

WHEREAS, the Authority has caused to be prepared a Buffalo Fiscal Stability Authority Bonds, Series 2005 New Money Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”) between the Authority and the Trustee in order to assist the Underwriter (as defined below) in complying with the requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934, as amended;

WHEREAS, the duly authorized officers of the Authority shall cause to be prepared an Auction Agency Agreement (the “Auction Agreement”) by and among the Authority, the Trustee and the Auction Agent to be determined by the Authority and set forth in the Fourth Supplemental Indenture (the “Auction Agent”), obligating the Auction Agent to conduct auctions for the Series 2005B Bonds bearing interest at an auction rate and calculate the interest rate that results from such auctions or default interest rates if such auctions are not held; and

WHEREAS, the duly authorized officers of the Authority shall cause to be prepared a Broker-Dealer Agreement (the “Broker-Dealer Agreement”) by and among the Authority, the Auction Agent and each Broker-Dealer to be determined by the Authority and set forth in the Fourth Supplemental Indenture (the “Broker-Dealer”), which obligates each Broker-Dealer to submit bids, sell orders or hold orders to the Auction Agent on behalf of the persons listed in their records as beneficial owners of the Series 2005B Bonds bearing interest at an auction rate or to submit bids on behalf of persons who wish to obtain the beneficial ownership of the Series 2005B Bonds bearing interest at an auction rate under certain conditions; and

WHEREAS, the duly authorized officers of the Authority shall cause to be prepared a Market Agent Agreement (the “Market Agent Agreement”) by and between the Authority and Lehman Brothers Inc. (the “Market Agent”), which obligates the Market Agent to provide index rates for the Series 2005B Bonds bearing interest at an auction rate under certain conditions; and

WHEREAS, the duly authorized officers of the Authority shall cause to be prepared an ISDA Master Agreement, Schedule and Confirmation thereto, in connection with the issuance of all or any portion of the Series 2005B Bonds to complete a variable-to-fixed rate interest rate swap with the counterparty selected by the Authority in accordance with the Swap Policy, which shall be the provider of such swap;

NOW, THEREFORE, the Authority, hereby adopts the following resolutions:

A. Third Supplemental Indenture

RESOLVED, that the form of Third Supplemental Indenture in substantially the form presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit A, is hereby approved, and any Authorized Officer is hereby authorized to execute and deliver the Third Supplemental Indenture in substantially such form with such changes thereto prior to the issuance and delivery of the Series 2005 New Money Bonds (which may be issued in one or more series or subseries) as may be approved by an Authorized Officer subject to the terms referred to in item XIV below; and further

B. Fourth Supplemental Indenture

RESOLVED, that the form of Fourth Supplemental Indenture in substantially the form presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit B, is hereby approved, and any Authorized Officer is hereby authorized to execute and deliver the Fourth Supplemental Indenture in substantially such form with such changes thereto prior to the issuance and delivery of the Series 2005 New Money Bonds (which may be issued in one or more series or subseries) as may be approved by an Authorized Officer subject to the terms referred to in item XIV below; and further

C. Declaration of Need

RESOLVED, that pursuant to the Act and the Financing Agreement, the City has requested the Authority to undertake this financing and has submitted a Declaration of Need in substantially the form set forth in the Financing Agreement and any Authorized Officer is hereby authorized to execute and deliver an acceptance of such Declaration of Need consistent with this resolution; and further

D. Preliminary Offering Circulars

RESOLVED, that the Preliminary Offering Circulars of the Authority in substantially the form presented to this meeting, copies of which shall be annexed to this resolution as Exhibit C, are hereby approved for use in marketing the Series 2005 New Money Bonds with such changes as any Authorized Officer may approve; and further

E. Offering Circulars

RESOLVED, that any Authorized Officer is authorized to execute and deliver, on behalf of the Authority, the Offering Circulars, with such changes to the Preliminary Offering Circulars as may be approved by an Authorized Officer, said execution being conclusive evidence of such approval, and any amendments or supplements thereto which may be necessary or desirable; and any Authorized Officer is further hereby authorized and directed to execute the same on behalf of the Authority, as well as any certificates

necessary in connection therewith to allow the Underwriter to comply with SEC rules; and further

F. Purchase Contracts

RESOLVED, that the Purchase Contracts by and between the Authority and the Underwriter, in substantially the form presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit D, is hereby approved with such changes as an Authorized Officer may approve, and any Authorized Officer is hereby authorized and directed to execute the same on behalf of the Authority; and further

G. City Bond Purchase Contract

RESOLVED, that the City Bond Purchase Contract by and among the Authority and the City, in substantially the form previously used by the Authority and the City, is hereby approved with such changes as an Authorized Officer may approve, and any Authorized Officer is hereby authorized and directed to execute the same on behalf of the Authority; and further

H. Continuing Disclosure Agreement

RESOLVED, that the Continuing Disclosure Agreement in substantially the form presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit E, is hereby approved, and any Authorized Officer is hereby authorized to execute and deliver the Continuing Disclosure Agreement in substantially such form as is so approved with such changes therein as an Authorized Officer may approve; and further

I. Auction Agreement

RESOLVED, that the form of the Auction Agreement in substantially the form presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit F, is hereby approved, and any Authorized Officer is hereby authorized to execute and deliver the Auction Agreement in substantially such form as is so approved with such changes therein as an Authorized Officer may approve; and further

J. Broker-Dealer Agreement

RESOLVED, that the form of the Broker-Dealer Agreement in substantially the form presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit G, is hereby approved, and any Authorized Officer is hereby authorized to execute and deliver the Broker-Dealer Agreement in substantially such form as is so approved with such changes therein as an Authorized Officer may approve; and further

K. Market Agent Agreement

RESOLVED, that the form of the Market Agent Agreement in substantially the form presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit

H, is hereby approved, and any Authorized Officer is hereby authorized to execute and deliver the Market Agent Agreement in substantially such form as is so approved with such changes therein as an Authorized Officer may approve; and further

L. ISDA Master Agreement, Schedule and Confirmation thereto

RESOLVED, that the form of the ISDA Master Agreement, Schedule and Confirmation thereto in substantially the form presented to this meeting, a copy of which shall be annexed to this resolution as Exhibit I, are hereby approved, and any Authorized Officer is hereby authorized to execute and deliver the ISDA Master Agreement, Schedule and Confirmation thereto, in substantially such forms as are so approved with such changes therein as an Authorized Officer may approve; and further

M. Issuance and Sale of the Series 2005 New Money Bonds

RESOLVED, that the Authority shall issue, award, sell and deliver the Series 2005 New Money Bonds to the Underwriter upon the terms and conditions set forth in the Purchase Contract at a purchase price of not less than ninety-five percent (95%) of the aggregate original principal amount (issuance value) of the Series 2005 New Money Bonds to be sold and shall apply the proceeds thereof in accordance with the provisions of the Indenture and certain other certificates to be delivered upon issuance of the Series 2005 New Money Bonds; and further

N. Terms of Series 2005 New Money Bonds

RESOLVED, that there is hereby delegated to any Authorized Officer of the Authority, subject to the limitations, if any, contained in the Indenture, the power with respect to the Series 2005 New Money Bonds to determine and carry out the following:

- (a) The principal amount of the Series 2005 New Money Bonds to be issued in an aggregate total principal amount not to exceed \$40,000,000;
- (b) The date or dates, maturity date or dates and principal amount of each series and maturity of the Series 2005 New Money Bonds, the amount and date of each sinking fund installment, if any, and which Series 2005 New Money Bonds, if any, are serial bonds or term bonds; provided, however, that the Series 2005 New Money Bonds shall mature no later than June 30, 2037;
- (c) The interest rate or rates of each series of the Series 2005 New Money Bonds (including a zero interest rate), the dates from which interest on each series of the Series 2005 New Money Bonds shall accrue, the interest payment dates, if any, therefor and the interest rate mode or modes thereof; provided, however, that the true interest cost of the Series 2005 New Money Bonds, either fixed or synthetically fixed (as determined by an Authorized Officer of the Authority, which determination shall be conclusive) shall not exceed 8% per annum and that any Series 2005A and Series 2005B Bonds issued at an auction rate shall be subject to a

- maximum interest rate of not greater than 15% per annum, or such higher rate or rates as determined by an Authorized Officer;
- (d) The redemption price or redemption prices, if any, and the redemption terms, if any, for each series of the Series 2005 New Money Bonds; provided; however, that the redemption price of any Series 2005 New Money Bond subject to redemption at the election of the Authority or in accordance with the General Indenture shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2005 New Money Bonds or portion thereof to be redeemed, plus accrued interest thereon to the date of redemption;
 - (e) Additional provisions for the sale or exchange of the Series 2005 New Money Bonds and for the delivery thereof not otherwise set forth herein, including, but not limited to, provisions for the negotiated sale thereof and preparation and approval of the Series 2005 New Money Bonds;
 - (f) Directions for the application of the proceeds of the Series 2005 New Money Bonds and investment thereof not in conflict with the provisions hereof;
 - (g) Convert from time to time, the interest rate mode or modes of the Series 2005B Bonds, as provided in the Fourth Supplemental Indenture;
 - (h) The advisability of entering into one or more swap transactions as described in and subject to the terms referred to in item XV below;
 - (i) Any other provisions deemed necessary or advisable by an Authorized Officer of the Authority, not in conflict with the provisions hereof or of the Indenture, including, without limitation, changing the designation of the Series 2005 New Money Bonds, incorporating bond insurance or other form of credit enhancement, acquiring mirror bonds from the City, or changes to address rating agency considerations, in each case to the extent that an Authorized Officer of the Authority determine that such changes would be in the best interest of the Authority; and further

Swap Transactions

RESOLVED, that, consistent with the Swap Policy, the Authorized Officers are hereby authorized, in connection with all or any portion of the Series 2005 New Money Bonds, from time to time to enter into one or more swap agreements and other documents necessary or appropriate to completing a variable-to-fixed rate interest rate swap, substantially in the forms of the standard ISDA Master Agreement, Schedule and Confirmation thereto, and to negotiate the terms thereof with Lehman Brothers Inc. or an affiliate of Lehman Brothers Inc., as the counterparty, which shall be the provider of such swap, or competitively bid such swap in accordance with the Swap Policy among such other parties selected by the Confirming Officers, with such changes therein as the Confirming Officers may approve, provided, however, that the notional amount of such

interest rate swap agreement or agreements shall not exceed the limit prescribed by the Act and, provided, further, (i) the notional amount of any such swap transaction shall not exceed \$25,000,000, (ii) the synthetically fixed yield on such swap transaction, including costs, shall be not less than 30 basis points lower than the yield on a comparable fixed rate transaction, (iii) the variable rate on such swap transaction shall be LIBOR based, with such structuring elements deemed prudent by the Confirming Officers, to reduce basis risk; and further

P. Authorized Officers and Confirming Officers

RESOLVED, that each of the Chairperson, the Vice Chairperson, the Executive Director, the Chief Financial Officer, the Chief Counsel, the Treasurer and the Corporate Secretary of the Authority, and any person duly authorized to act in such capacity, is designated an "Authorized Officer" and either the Executive Director or the Chief Financial Officer, acting with either the Chairperson or the Vice Chairperson, are designated "Confirming Officers" for the purposes of the foregoing resolutions; and further

RESOLVED, that the Confirming Officers are hereby authorized to find and determine on behalf of the Authority the reasons for entering into any such swap transaction, including that such transactions are reasonably expected to, among other things, reduce the Authority's exposure to changes in interest rates and/or are projected to result in a lower net cost of borrowing than other alternatives; and further

RESOLVED, that the Confirming Officers are hereby further authorized in connection with any such swap agreement entered into in accordance with the provisions of the Fourth Supplemental Indenture to terminate, amend, supplement, replace, extend or otherwise modify such swap agreement at any time during the term thereof for purposes including, but not limited to, the effectuation of a change in the basis for or timing of the payments to be made thereunder, modifications of the terms or provisions relating to termination provisions, the provision of collateral thereunder, or the granting of option rights to the counterparty, as the Confirming Officers determine to be necessary or desirable and consistent with the terms and provisions of the Swap Policy; and further

Q. Appointment of Underwriter

RESOLVED, that the firm of Lehman Brothers Inc. is hereby appointed as senior managing underwriter for the financings authorized by this resolution. Additional co-managing underwriters may be designated by the Authorized Officers; and further

R. Negotiated Sale

RESOLVED, that the use of a negotiated underwriting in connection with the sale of the Series 2005 New Money Bonds is found to be appropriate; and further

S. Appointment of Bond Counsel

RESOLVED, that the law firm of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. is hereby appointed bond counsel for the Series 2005 New Money Bonds; and further

T. Supplement to Resolution No. 05-22

RESOLVED, that the supplemental indentures and series of Bonds authorized pursuant to Resolution No. 05-22 may be redesignated as deemed appropriate by an Authorized Officer; and further

U. Further Action

RESOLVED, that the Authorized Officers or their designee(s) are each hereby authorized and directed to approve and execute such documents or certifications (including certifications as to the federal tax status of interest on the Series 2005 New Money Bonds), make such payments and take such other actions, in the name of the Authority and on its behalf, as he or she may reasonably deem necessary or appropriate to carry out the foregoing resolutions, including without limitation the execution, sale and delivery of the Series 2005 New Money Bonds, any amendment to the Financing Agreement deemed necessary or convenient in carrying out the intent of this resolution, and that all such actions heretofore taken in connection with the Series 2005 New Money Bonds by any Authorized Officer, or his or her designee, are hereby ratified and approved.

This Resolution shall take effect immediately.

Approved April 5, 2005

/S/ Richard Tobe
Richard Tobe
Secretary

BUFFALO FISCAL STABILITY AUTHORITY

RESOLUTION NO. 05-33

AUTHORIZE CITY OF BUFFALO TO ENTER INTO FIVE CONTRACTS

WHEREAS, Chapter 122 of the Laws of 2003 as amended by Chapter 86 of the Laws of 2004 permits the Buffalo Fiscal Stability Authority (“BFSA”) to review and approve or disapprove contracts or other obligations binding or purporting to bind the City or any covered organization; and

WHEREAS, Chapter 122 of the Laws of 2003 as amended by Chapter 86 of the Laws of 2004 permits the BFSA to review and approve or disapprove the terms of any proposed settlement of claims against the City or any covered organization in excess of \$50,000.00; and

WHEREAS, in order to carry out the mission of the BFSA, the BFSA will review contracts or other obligations in excess of \$50,000, though the BFSA Act provides no limitation for contracts or obligations; and

WHEREAS, the BFSA will review contracts or other obligations in excess of \$50,000, but will require approval by the full BFSA Board when the contract or other obligation is valued at \$200,000 or more; and

WHEREAS, the Mayor and other City officials have submitted the contract and other obligations for approval at the April 5, 2005 BFSA meeting, and have signed the BFSA Remittance Approval Request Form (“RARF”) in which they indicate that there are sufficient funds available for such items; and

WHEREAS, BFSA Staff have reviewed such items and the RARF and recommend approval of such contracts; and

NOW THEREFORE BE IT RESOLVED, that the Buffalo Fiscal Stability Authority approve and authorize the City of Buffalo to enter into five contracts and obligations as listed below:

- | | |
|---|-----------|
| 1. Marquis Engineering – Citywide Infrastructure Inspections | \$42,500 |
| 2. CGM Construction Management – Inspection Services | \$73,920 |
| 3. South Buffalo Electric – Traffic Signal Construction | \$68,466 |
| 4. Nature’s Way Environmental – Boone Street Park Remediation | \$532,218 |
| 5. P&J Construction – Citywide Sidewalk Replacement | \$411,592 |

This Resolution shall take effect immediately.

Approved April 5, 2005

/S/ Richard Tobe
Richard Tobe
Secretary

BUFFALO FISCAL STABILITY AUTHORITY

RESOLUTION NO. 05-34

SETTLEMENT OF ONE CLAIM

WHEREAS Chapter 122 of the laws of 2003 permits the Buffalo Fiscal Stability Authority (“BFSA”) to review and approve or disapprove the terms of any proposed settlement of claims against the City of Buffalo in excess of \$50,000.00; and

WHEREAS, in order to carry out the mission of the BFSA, the BFSA will review contracts or other obligations in excess of \$50,000, though the BFSA Act provides no limitation for contracts or obligations; and

WHEREAS, the Mayor has submitted an item for approval at the April 5, 2005 BFSA meeting, and has signed the BFSA Remittance Approval Request Form (“RARF”) in which it indicates that there are sufficient funds available for the item; and

WHEREAS, BFSA Staff have reviewed the information and the RARF and recommend approval of the claim; and

NOW THEREFORE BE IT RESOLVED, that the Buffalo Fiscal Stability Authority does hereby authorize the City of Buffalo to settle the matter of Estate of Daren Alexis v. City of Buffalo, *et al* in the amount of \$245,000.

This Resolution shall take effect immediately.

Approved April 5, 2005

/S/ Richard Tobe
Richard Tobe
Secretary

BUFFALO FISCAL STABILITY AUTHORITY

RESOLUTION NO. 05-35

AUTHORIZE CITY OF BUFFALO TO ENTER INTO AMBULANCE PROVIDER CONTRACT

WHEREAS, Chapter 122 of the Laws of 2003 as amended by Chapter 86 of the Laws of 2004 permits the Buffalo Fiscal Stability Authority (“BFSA”) to review and approve or disapprove contracts or other obligations binding or purporting to bind the City or any covered organization; and

WHEREAS, Chapter 122 of the Laws of 2003 as amended by Chapter 86 of the Laws of 2004 permits the BFSA to review and approve or disapprove the terms of any proposed settlement of claims against the City or any covered organization in excess of \$50,000.00; and

WHEREAS, in order to carry out the mission of the BFSA, the BFSA will review contracts or other obligations in excess of \$50,000, though the BFSA Act provides no limitation for contracts or obligations; and

WHEREAS, the BFSA will review contracts or other obligations in excess of \$50,000, but will require approval by the full BFSA Board when the contract or other obligation is valued at \$200,000 or more; and

WHEREAS, the Mayor and other City officials have submitted contracts for approval at the April 5, 2005 BFSA meeting, and have signed the BFSA Remittance Approval Request Forms (“RARF”); and

WHEREAS, the contract provides for a \$350,000 payment to the City in exchange for serving as the exclusive ambulance provider in the City; and

WHEREAS, BFSA Staff have reviewed the contract and the RARF and recommend approval of the contract; and

NOW THEREFORE BE IT RESOLVED, that the Buffalo Fiscal Stability Authority approve and authorize the City of Buffalo to enter into an exclusive ambulance provider contract with Rural/Metro Medical Services.

This Resolution shall take effect immediately.

Approved April 5, 2005

/S/ Richard Tobe
Richard Tobe
Secretary

BUFFALO FISCAL STABILITY AUTHORITY

RESOLUTION NO. 05-36

AUTHORIZE THE BUFFALO SCHOOL DISTRICT TO ENTER INTO SIX CONTRACTS

WHEREAS, Chapter 122 of the Laws of 2003 as amended by Chapter 86 of the Laws of 2004 permits the Buffalo Fiscal Stability Authority (“BFSA”) to review and approve or disapprove contracts or other obligations binding or purporting to bind the City or any covered organization; and

WHEREAS, Chapter 122 of the Laws of 2003 as amended by Chapter 86 of the Laws of 2004 permits the BFSA to review and approve or disapprove the terms of any proposed settlement of claims against the City or any covered organization including the School District in excess of \$50,000.00; and

WHEREAS, in order to carry out the mission of the BFSA, the BFSA will review contracts or other obligations in excess of \$50,000, though the BFSA Act provides no limitation for such items; and

WHEREAS, the BFSA will review contracts or other obligations in excess of \$50,000, but will require approval by the full BFSA Board when the contract or obligation is valued at \$200,000 or more; and

WHEREAS, School District officials submitted correspondence to BFSA in which they seek the approval of contracts, together with signed BFSA Remittance Approval Request Forms (“RARF”) in which they indicate that there are sufficient funds available for such contracts; and

WHEREAS, BFSA Staff have reviewed such contracts and the RARF and recommend approval of six contracts; and

NOW THEREFORE BE IT RESOLVED, that the Buffalo Fiscal Stability Authority approve and authorize the Buffalo School District to enter into six contracts as listed below:

- | | |
|--|-----------|
| 1. Consortium on Reading Excellence – Literacy program | \$311,113 |
| 2. Buffalo State College – Mathematics courses | \$184,080 |
| 3. Buffalo State College – SINI and SURR tutors | \$200,000 |
| 4. Canisius College – SINI and SURR tutors | \$200,000 |
| 5. Tuition Reimbursement Program | \$241,500 |
| 6. Erie I BOCES – Data warehousing services | \$175,000 |

This Resolution shall take effect immediately.

Approved April 5, 2005

/S/ Richard Tobe
Richard Tobe
Secretary

BUFFALO FISCAL STABILITY AUTHORITY

RESOLUTION NO. 05-37

AUTHORIZE THE BUFFALO SCHOOL DISTRICT TO ENTER INTO EIGHT CONTRACTS FOR JOINT SCHOOLS CONSTRUCTION BOARD E-RATE PROGRAM YEAR 8

WHEREAS, Chapter 122 of the Laws of 2003 as amended by Chapter 86 of the Laws of 2004 permits the Buffalo Fiscal Stability Authority (“BFSA”) to review and approve or disapprove contracts or other obligations binding or purporting to bind the City or any covered organization; and

WHEREAS, Chapter 122 of the Laws of 2003 as amended by Chapter 86 of the Laws of 2004 permits the BFSA to review and approve or disapprove the terms of any proposed settlement of claims against the City or any covered organization including the School District in excess of \$50,000.00; and

WHEREAS, in order to carry out the mission of the BFSA, the BFSA will review contracts or other obligations in excess of \$50,000, though the BFSA Act provides no limitation for such items; and

WHEREAS, the BFSA will review contracts or other obligations in excess of \$50,000, but will require approval by the full BFSA Board when the contract or obligation is valued at \$200,000 or more; and

WHEREAS, School District officials submitted correspondence to BFSA in which they seek the approval of contracts, together with signed BFSA Remittance Approval Request Forms (“RARF”) in which they indicate that there are sufficient funds available for such contracts; and

WHEREAS, BFSA Staff have reviewed such contracts and the RARF and recommend approval of eight contracts; and

NOW THEREFORE BE IT RESOLVED, that the Buffalo Fiscal Stability Authority approve and authorize the Buffalo School District to enter into eight contracts as listed below:

- | | |
|--|----------------|
| 1. Erie I BOCES – servers | \$1,020,659.00 |
| 2. Verizon – network electronics | \$1,005,749.53 |
| 3. Verizon - cabling | \$5,179,060.90 |
| 4. Ferguson Electronics – video distribution | \$8,250,000.00 |
| 5. Erie I BOCES – electronic mail | \$31,744.00 |
| 6. Erie I BOCES – LAN maintenance | \$459,688.40 |
| 7. Erie I BOCES – server maintenance | \$100,810.00 |
| 8. Erie I BOCES – network electronics/insulation | \$25,175.00 |

This Resolution shall take effect immediately.

Approved April 5, 2005

/S/ Richard Tobe
Richard Tobe
Secretary

BUFFALO FISCAL STABILITY AUTHORITY

RESOLUTION NO. 05-38

MODIFICATION TO THE 2004-2005 FINANCIAL PLAN TO INCREASE CONTRIBUTION TO SCHOOL DISTRICT AND TO REPLACE LOSS OF SALES TAX REVENUE

WHEREAS, on March 16, 2005 the Mayor of the City of Buffalo submitted a request for BFSA approval for a modification to the 2004-2005 Four-Year Financial Plan, and

WHEREAS, the 2004-2005 Four-Year Financial Plan originally contained a contribution of \$68,733,056 to the Buffalo Public Schools, and

WHEREAS, the modification that the Mayor requests is to increase the City's contribution to the Buffalo School District by \$55,000 to provide funding for school nurses, and

WHEREAS, the additional funding will come from savings achieved through the City's copier contract, and

WHEREAS, the 2004-2005 Four-Year Financial Plan also contemplated a \$7 million increase in sales tax revenue from the County of Erie in the City's 2005-2006 fiscal year, and

WHEREAS, the 2005 County budget did not include additional sales tax revenue for the City of Buffalo, and

WHEREAS, the BFSA required the City to prepare a modification in the event that the additional sales tax revenue was not received, and

WHEREAS, the City is also contemplating an increase in State Aid, and

NOW THEREFORE BE IT RESOLVED THAT, the Buffalo Fiscal Stability Authority approves the modification of the 2004-2005 Four-Year Financial Plan to increase the City's contribution to the Buffalo School District from \$68,733,056 to \$68,788,056, and

BE IT FURTHER RESOLVED THAT, the Buffalo Fiscal Stability Authority, having viewed a preliminary version of a financial plan modification, hereby requests the City of Buffalo to reflect the actual amount of increased State Aid that has been approved by the State Legislature in the financial plan to be submitted to the BFSA on May 2, 2005.

This Resolution shall take effect immediately.

Approved April 5, 2005

/S/ Richard Tobe
Richard Tobe
Secretary