

**MINUTES**  
**Buffalo Fiscal Stability Authority**  
**Governance Committee**  
**March 21, 2007**

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The regular meeting of the Buffalo Fiscal Stability Authority (BFSA) Governance Committee was called to order at 12:31 PM on March 21, 2007 at the Buffalo & Erie County Central Public Library. The meeting was convened with a Notice of Meeting sent to the Directors and announced to the public and the press.

Directors Present: Townsend and Norwood

Directors Absent (excused): Lipke & Stenhouse

Staff Present: Johnson, Kelly, Link, Lopardi, Mobley, Miller, Mitchell, and Stefko

**Opening Statement**

Vice-Chair Townsend called the meeting to order and called roll. Finding a quorum present, the Committee meeting commenced.

**Open Issues**

Vice-Chair Townsend invited Deputy Director Joseph V. Stefko, PhD to address the committee. Mr. Stefko provided a summary of the Authority's internal controls compliance and certification.

There being no further business, Director Norwood entertained a motion to adjourn that was duly seconded. The meeting adjourned at 12:36 PM.

MINUTES  
**Buffalo Fiscal Stability Authority**  
**March 21, 2007**

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The regular meeting of the Buffalo Fiscal Stability Authority (BFSA) was called to order at 1:07 PM on March 21, 2007 at the Buffalo & Erie County Central Public Library by Ms. Alair Townsend, Vice-Chair of the Board. The meeting was convened by a Notice of Meeting sent to the Directors by Chairman Lipke and announced to the public and press.

**Directors Present:** Brown, Colucci, Giambra, Norwood, Townsend & Wilmers

**Directors Absent (excused):** Lipke, Giardino & Stenhouse

**Staff Present:** Johnson, Kelly, Link, Lopardi, Mobley, Miller, Mitchell, & Stefko

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**Opening Remarks:**

Vice-Chair Townsend welcomed attendees and provided a review of the day's agenda. She noted that the day's meeting included a review of the City's Efficiency Grant Proposals, a BMHA hiring freeze waiver request and review and authorization of the sale and issuance of capital bonds. Following her opening statements, Vice-Chair Townsend requested a roll call of the Directors. In Secretary Stenhouse's absence, Director Norwood called roll and confirmed that a quorum was present. The meeting commenced

**Approval of Minutes**

The Directors voted to approve Resolution 07-11 to ratify the January 31, 2007 Board Meeting Minutes and to ratify resolutions numbered 07-01 through 07-10. Motion to approve by Mayor Brown, second by Norwood, Vote 6-0 to take effect immediately.

**RESOLUTION NO. 07-11**

**APPROVING MINUTES AND RESOLUTIONS FROM JANUARY 31, 2007**

BE IT RESOLVED that the Buffalo Fiscal Stability Authority approves the minutes of its meeting of January 31, 2007 and ratifies and affirms ten resolutions numbered 07-01 through 07-10 that were approved on January 31, 2007.

**City of Buffalo**

***Efficiency Incentive Grants***

Vice-Chair Townsend stated that the City has submitted a proposal for BFSA review to spend the first installment of the Efficiency Incentive Grant monies provided by the State of New York. She requested that Executive Director Dorothy A. Johnson provide summary to the board.

Ms. Johnson utilized a Power-Point presentation and provided a review for the Board. The presentation summarized the following:

- An overview of New York State's Efficiency Incentive Program,
- A side-by-side comparison of the City's 2006 and 2007 proposals,

- A break-down by percentage point of how much of the \$10 million dollars is proposed to be sent by project, and
- A summary of each proposed efficiency project.

Following the presentation, Mayor Brown stated that approval of these proposals will make the services provided by the City of Buffalo more effective and efficient. Additionally, they will generate more dollars and save revenues.

County Executive Giambra commended the Mayor Brown and his staff for the proposal. He speculated that there appears to be a dichotomy in the interpretation of which proposals qualify for funding under the Efficiency Incentive Grant program between BFSA and ECFSA, specifically in the area of revenue enhancement.

Director Wilmers voiced that the proposals made good sense. He queried whether the \$900,000 cost for the “Pay and Display Parking Meters” proposal was a one-time cost or an on-going cost. He approved of the “City-Wide Phone System Upgrade” proposal but suggested that the \$1,550,000 cost was excessive. Mayor Brown replied that the “Pay and Display Parking Meters” proposal was a one-time expenditure. He stated that proposed cost for the phone system upgrade was a maximum amount and that all avenues to reduce the cost will be explored.

Motion by Giambra, second by Colucci, Vote 6-0 to take effect immediately

## **RESOLUTION NO. 07-12**

### **APPROVAL OF EFFICIENCY INCENTIVE GRANT REQUESTS**

WHEREAS, in 2006, New York State amended the Buffalo Fiscal Stability Authority Act (“Act”) to add in a new Section 3857-A, which provides for Efficiency Incentive Grants to the City of Buffalo (“City”), and

WHEREAS, according to Section 3857-A of the Act, the City “shall develop and submit to the Authority a plan for achieving recurring savings through innovations and reengineering,” and

WHEREAS, New York State has informed the Buffalo Fiscal Stability Authority (“BFSA”) that ten million dollars (\$10,000,000) in Efficiency Incentive Grants will be made available to the BFSA, for City use, this month, and

WHEREAS, the City has submitted to the BFSA a plan to utilize ten million dollars (\$10,000,000) in Efficiency Incentive Grant monies, and

WHEREAS, BFSA staff has studied the City’s Efficiency Incentive Grant proposals and finds them reasonable initiatives toward achieving efficiencies, increasing revenues or enhancing the delivery of certain City services,

NOW THEREFORE, BE IT RESOLVED, that the Buffalo Fiscal Stability Authority hereby approves the City of Buffalo's request for \$10 million in Efficiency Incentive Grants to fund the following initiatives in the following amounts:

Buffalo Citywide Cameras and Wi-Fi	\$4,420,000
Housing Inspectors Technology	\$2,150,000
Citywide Phone System Upgrade	\$1,550,000
Pay and Display Parking Meters	\$900,000
Fire Safety Equipment Modernization	\$330,000
Citizen Services Technology (311 System)	\$300,000
Legal Case Management System (ProLaw)	\$250,000
Mail Management System	\$100,000

This resolution shall take effect immediately.

**Buffalo Municipal Housing Authority**  
***Executive Director Hiring Freeze Waiver Request***

Vice-Chair Townsend introduced a hiring freeze waiver request submitted by BMHA to hire Ms. Dawn E. Sanders as Executive Director and approve the employment contract. Ms. Johnson summarized the details of the contract for the Board.

Motion by Wilmers, second by Norwood, Vote 5-0 to take effect immediately

**RESOLUTION NO. 07-13**

WAIVER OF HIRING FREEZE ORDERED ON THE BUFFALO MUNICIPAL HOUSING AUTHORITY AUTHORIZING THE HIRING OF AN EXECUTIVE DIRECTOR AND APPROVAL OF THE EMPLOYMENT CONTRACT FOR EXECUTIVE DIRECTOR OF THE BUFFALO MUNICIPAL HOUSING AUTHORITY ("BMHA")

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 review and approve or disapprove contracts or other obligations binding or purporting to bind the City or any covered organization; and

WHEREAS, Section 3858(2)(C) of the Public Authorities Law authorizes the BFSA to impose a hiring freeze during a control period upon a finding by the BFSA that a hiring freeze is essential to the maintenance of a financial plan; and

WHEREAS, Section 3858(2)(O) of the Public Authorities Law further provides that the BFSA may, to the extent it deems necessary or desirable in order to accomplish the purposes of the BFSA Act, including but not limited to the timely and satisfactory implementation of an approved financial plan, issue a binding order to the appropriate City official; and

WHEREAS, on January 26, 2005 the BFSA approved Resolution 05-08, ordering a hiring freeze

on the BMHA; and

WHEREAS, on September 8, 2004 the BFSA approved Resolution 04-89, ordering an approval process for contracts or other obligations that may bind the Buffalo Municipal Housing Authority as a covered organization under the Buffalo Fiscal Stability Authority Act; and

WHEREAS, the Chair of the BMHA has submitted a request to consider and approve an unsigned employment contract dated March 6, 2007 with Ms. Dawn Sanders (attached hereto and made a part of this Resolution) and a request to waive the BFSA hiring freeze for the hiring of Ms. Sanders as the executive director of the BHMA,

NOW THEREFORE BE IT RESOLVED, that the BFSA recognizes that the approval of the employment contract with Ms. Sanders and the related hiring freeze waiver request from the BMHA are essential to the maintenance of its financial plan, and the services provided to City of Buffalo public housing residents; and be it further

RESOLVED, that the BFSA hereby finds that the BMHA request to waive the hiring freeze with regard to the hiring of an executive director complies with the exemption criteria contained in Resolution 05-08; and be it further RESOLVED that the BMHA employment contract with Ms. Sanders is consistent with Resolution 04-89 and that such contract is being brought before the entire Board for consideration in that the contract is for the position of Executive Director; and be it further

RESOLVED that the BFSA approves the waiver request from the Chair of the BMHA to hire an Executive Director for the BMHA and be it further

RESOLVED that the BFSA approves the employment contract between the BMHA and Ms. Sanders provided that Section 1(a) (2) of the Contract only be adhered to after approval of the BFSA and only if the wage freeze for the BMHA has been lifted at that time.

This Resolution shall take effect immediately.

### **Bond Issue**

Vice-Chair Townsend stated that BFSA had reviewed and approved the City's Capital Improvement Budget during the January 31<sup>st</sup> meeting. The bond sale for the borrowing will be reviewed by the Board. She requested that Ms. Johnson summarize the borrowing and the proposed resolutions.

Ms. Johnson provided a summary of the Capital Borrowing and three proposed resolutions. She stated that the Declaration of Need required to proceed with the borrowing had not yet been received but was expected to be forth-coming.

Motion by Wilmers, seconded by Norwood - no vote taken, but discussion on motion.

Mayor Brown queried why the initial steps had been taken to proceed with the bond sale prior to the receipt of the Declaration of Need. He noted that cities with the same bond rating as

Buffalo's have issued debt on their own behalf across the State. Ms. Johnson stated that staff had initiated the steps needed for the bond issuance in advance of its receipt as done in prior years and that the staff has had regular dialogue with the City Comptroller's office to expedite the process.

Vice-Chair Townsend stated that BFSA had issued bonds on the City's behalf in the past because it has been more cost-effective to do so. The Authority's bond rating is superior to the City's which allows for cost savings. BFSA staff estimates that the cost avoidance of bond issuance on the behalf of the City at \$427,000.

Director Colucci requested clarification on how the Authority's bond team had been chosen. Ms. Johnson replied that the firms chosen by BFSA as members of the bond team had all successfully responded to RFPs.

Mayor Brown recommended and moved to change the language of the RES 07-14. Mayor Brown's suggested additional language and concerns were discussed. County Executive Giambra suggested that resolutions 14, 15 and 16 be voted on together. Mayor Brown recommended that the three bond issuance resolutions remain and be voted on separately.

Following further deliberation, a motion was made by County Executive Giambra to table RES 07-14. The motion was seconded by Colucci and passed (6-0 approval to table RES 07-14).

## **RESOLUTION 07-14**

### **FINANCING RESOLUTION**

WHEREAS, the Buffalo Fiscal Stability Authority Act ("Act") sets forth the conditions of Control Period oversight and Advisory Period oversight by the Buffalo Fiscal Stability Authority ("BFSA"); and

WHEREAS, the BFSA has initiated heretofore certain initial steps for the Buffalo Fiscal Stability Authority Sales Tax and State Aid Secured Bonds Series 2007A ("Bonds") in an approximate aggregate principal amount of thirty million dollars (\$30,000,000).

NOW, THEREFORE, BE IT RESOLVED, that, while the City has the ability to undertake the financing directly, because the BFSA has already initiated the financing it will undertake the issuance of the Bonds on behalf of the City without extending the time under which the City would be subject to Control Period oversight by the BFSA under the Act; and be it further

RESOLVED, that the BFSA hereby finds and declares that all future financings on behalf of the City, and the planning thereof, will commence only upon the receipt of a written Declaration of Need from the Mayor; and be it further

RESOLVED, that the BFSA hereby finds and declares that, for any future financing needs of the City, the City itself will have the opportunity to demonstrate its access to financial

markets and improving fiscal strength.

This Resolution has been tabled.

A motion was made and duly seconded to ratify RES 07-15.

Motion by Colucci, second by Norwood, Vote 6-0 to take effect immediately

## **RESOLUTION 07-15**

### **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 2007 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 2007 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) 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; and (vi) 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 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 2007 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; (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 and (vi) capitalized interest on such series of Bonds, in each case, except clause (iii) 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 2007 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 2007 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 2007 New Money Bonds by any Authorized Officer, or his or her designee, are hereby ratified and approved.

This resolution shall take effect immediately.

A motion was made and duly seconded to ratify RES 07-16

Motion by Norwood, second by Brown, Vote 6-0 to take effect immediately.

## **RESOLUTION 07-16**

### **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 Indenture (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 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 a form of supplemental indenture entitled "Tenth Supplemental Indenture between Buffalo Fiscal Stability Authority and The Bank of New York, as Trustee Authorizing Up To \$30,000,000 Buffalo Fiscal Stability Authority Sales Tax and State Aid Secured Bonds, Series 2007A" (the "Tenth Supplemental Indenture") or the "Supplemental Indenture"), pursuant to which the Authority will authorize the issuance of the Sales Tax and State Aid Secured Bonds, Series 2007A (the "Series 2007 New Money Bonds") (the General Indenture, as amended and supplemented, including by the Supplemental Indenture, 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 is expected to submit 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 2007A Bonds, to be issued as fixed rate bonds; and

WHEREAS, the Authority shall cause to be prepared a Preliminary Offering Circular (the "Preliminary Offering Circular"), relating to the offering of the Series 2007 New Money Bonds; and

WHEREAS, officers and employees of the Authority will participate in revisions to the Preliminary Offering Circular and the preparation of a final Offering Circular to be used in connection with the issuance and sale of the Series 2007 New Money Bonds (the "Offering Circular") and will negotiate the Contract of Purchase therefor (the "Purchase Contract"); 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 2007 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;

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

I. Tenth Supplemental Indenture

RESOLVED, that the form of Tenth 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 Tenth Supplemental Indenture in substantially such form with such changes thereto prior to the issuance and delivery of the Series 2007 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

II. Declaration of Need

RESOLVED, that pursuant to the Act and the Financing Agreement, the City has requested the Authority to undertake this financing and is expected to submit 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

III. Preliminary Offering Circular

RESOLVED, that the Preliminary Offering Circular of the Authority in substantially the form presented to this meeting, copies of which shall be annexed to this resolution as Exhibit B, is hereby approved for use in marketing the Series 2007 New Money Bonds with such changes as any Authorized Officer may approve; and further

IV. Offering Circular

RESOLVED, that any Authorized Officer is authorized to execute and deliver, on behalf of the Authority, the Offering Circular, with such changes to the Preliminary Offering Circular 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

V. Purchase Contract

RESOLVED, that the Purchase Contract 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 C, 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

VI. 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

## VII. 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 D, 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

## VIII. Issuance and Sale of the Series 2007 New Money Bonds

RESOLVED, that the Authority shall issue, award, sell and deliver the Series 2007 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 2007 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 2007 New Money Bonds; and further

## IX. Terms of Series 2007 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 2007 New Money Bonds to determine and carry out the following:

(a) The principal amount of the Series 2007 New Money Bonds to be issued in an aggregate total principal amount not to exceed \$30,000,000;

(b) The date or dates, maturity date or dates and principal amount of each series and maturity of the Series 2007 New Money Bonds, the amount and date of each sinking fund installment, if any, and which Series 2007 New Money Bonds, if any, are serial bonds or term bonds; provided, however, that the Series 2007 New Money Bonds shall mature no later than June 30, 2037;

(c) The interest rate or rates of each series of the Series 2007 New Money Bonds (including a zero interest rate), the dates from which interest on each series of the Series 2007 New Money Bonds shall accrue, the interest payment dates, if any, therefore; provided, however, that the true interest cost of the Series 2007 New Money Bonds; shall not exceed 8% per annum;

(d) The redemption price or redemption prices, if any, and the redemption terms, if any, for each series of the Series 2007 New Money Bonds; provided; however, that the redemption price of any Series 2007 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 2007 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 2007 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 2007 New Money Bonds;

(f) Directions for the application of the proceeds of the Series 2007 New Money Bonds and investment thereof not in conflict with the provisions hereof;

(g) 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 2007 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

X. Authorized Officers

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

XI. 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

XII. Negotiated Sale

RESOLVED, that the use of a negotiated underwriting in connection with the sale of the Series 2007 New Money Bonds is found to be appropriate; and further

XIII. 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 2007 New Money Bonds; and further

XIV. 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 2007 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 2007 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 2007 New Money Bonds by any Authorized Officer, or his or her designee, are hereby ratified and approved.

This resolution shall take effect immediately.

**Closing Remarks**

Vice-Chair Townsend thanked all who attended the meeting. Having no further business, Vice-Chair Townsend made a motion to adjourn, which was duly seconded unanimously. The meeting adjourned at 2:28 PM.