

BUFFALO FISCAL STABILITY AUTHORITY

RESOLUTION NO. 07-10

APPROVING ENGAGEMENT OF LEHMAN BROTHERS AS SENIOR MANAGING UNDERWRITERS

WHEREAS, the Buffalo Fiscal Stability Authority (“BFSA”) was formed by Chapter 122 of the Laws of 2003 to “oversee the city’s budget, financial and capital plans; to issue bonds, notes or other obligations to achieve budgetary savings through debt restructuring; to finance short-term cash flow or capital needs; and if necessary, to develop financial plans on behalf of the city if the city is unwilling or unable to take the required steps toward fiscal stability,”; and

WHEREAS, the BFSA requires and is empowered to retain advisors and counsel to assist in the performance of its duties; and

WHEREAS, the BFSA is a public authority of the state of New York and as such is governed by certain state laws that specify the method for the procurement of certain services; and

WHEREAS, the BFSA issued a request for proposals for underwriter services in November 2003; and

WHEREAS, a selection committee consisting of BFSA Directors and staff selected Lehman Brothers as the firm most capable of carrying out the required duties; and

WHEREAS, the BFSA engaged the law firm Lehman Brothers to provide managing underwriter services to the Authority on an as-needed basis as requested by the Chairman for a period of three years; and

WHEREAS, this firm has performed their duties to the full satisfaction of the BFSA, and have expressed an interest in continuing their services for an additional year at the same or lower rates that those offered in the last year; and

WHEREAS, the BFSA requires these services for the issuance of long-term and cash flow debt for the next twelve months and wishes to extend the engagements with the above firms.

NOW THEREFORE BE IT RESOLVED, that the BFSA engage the investment bank of Lehman Brothers to provide managing underwriter services to the Authority on an as-needed basis as requested by the Chairman. Such services shall be undertaken for such amounts and on such terms as agreed upon by the Chairman, Vice Chairman or Executive Director.

This resolution shall take effect immediately.

Approved January 31,2007

/S/ Reverend Richard A. Stenhouse, Secretary