MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

$64,270,000 Series 20 Bonds

TABLE OF CONTENTS

I. BASIC DOCUMENTS AND CERTIFICATION OF THE CORPORATION

1. Copy of the final Official Statement of the Corporation relating to the Series 19 Bonds and the supplement thereto relating to the Series 20 Bonds (the "Official Statement").


3. Extract of the Minutes of the Board of Directors Meeting held on October 31, 1979 showing (a) approval of Official Statement and authorization of distribution of Official Statement and (b) adoption of the Series 20 Resolution.

4. Copy of the Second General Bond Resolution.

5. Copy of the Series 20 Resolution.

6. Written order of the Corporation as to the authentication and delivery to The State Insurance Fund of the Series 20 Bonds.

7. Certificate of the Director of the Budget of New York State (the "State") with respect to the Official Statement.

8. Certificate of the Commissioner of Taxation and Finance of the State with respect to the Official Statement.

9. Certificate of the Mayor of The City of New York (the "City") or an appropriate Deputy with respect to the Official Statement.

10. Certificate of the Comptroller of the City or an appropriate Deputy with respect to the Official Statement.
11. The approval of the terms of sale of Comptroller of the State.


13. Certificate of the Corporation as to members, officers, terms of office and other details of the Corporation including by-laws, minutes, certain resolutions, specimen bonds, litigations, signatures and certificates required pursuant to Section 202 of the Second General Bond Resolution and Section 401 of the Series 20 Resolution.

14. Certificate of the Commissioner of Taxation and Finance of the State with respect to the amounts of sales and stock transfer taxes.

15. Certificate of the Director of Budget of the State with respect to the amount of Per Capita Aid.


II. PURCHASER'S DOCUMENTS

17. Approval of State Superintendent of Insurance.

18. Resolutions of the Board of Trustees.

III. TRUSTEE'S DOCUMENTS

19. Certificate as to acceptance of duties of Trustee and showing authority for Authorized Officers to authenticate the Series 20 Bonds.

20. Opinion of Messrs. Carter, Ledyard & Milburn, Counsel to the Trustee, with respect to the Trustee's authority to act as Trustee and authentication of the Bonds, together with reliance opinion to The State Insurance Fund.

IV. PAYING AGENT

21. Acceptance of the office of Paying Agent from Chase Manhattan Bank (National Association) and Bank of America National Trust and Savings Association.
V. OPINIONS

22. Opinion of Messrs. Paul, Weiss, Rifkind, Wharton & Garrison, General Counsel, addressed to The State Insurance Fund, together with reliance opinion to the Trustee.

23. Approving Opinion of Messrs. Hawkins, Delafield & Wood, Bond Counsel to the Corporation, addressed to the Corporation, with reliance opinion.

24. Opinion of Bond Counsel addressed to The State Insurance Fund.

25. Opinion of Bond Counsel addressed to the Corporation as to arbitrage.

26. Opinion of Bond Counsel addressed to the Corporation as to the 1978 State Covenant.

27. Opinion of the Attorney General of the State addressed to the Corporation.


VI. PROCEEDS


VII. MISCELLANEOUS

31. Receipt of Trustee for Accrued Interest on the Series 20 Bonds.

32. Order of Deposit and Investment for Accrued Interest on the Series 20 Bonds.


35. Letter Agreement as to Payment of Legal Expenses of The State Insurance Fund.

36. Memorandum of Closing.
SUPPLEMENT DATED NOVEMBER 15, 1979 TO OFFICIAL STATEMENT
DATED NOVEMBER 1, 1979

NEW ISSUE

In the opinion of Bond Counsel, under existing statutes and court decisions, interest on the Series 20 Bonds is exempt from Federal income taxes, and shall at all times be free from New York State and New York City personal income taxes.

$64,270,000

MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
(A Public Benefit Corporation of the State of New York)

8 1/2% SERIES 20 BONDS
(Issued pursuant to the Second General Bond Resolution)

Dated November 1, 1979

Due July 1, 2008

This Supplement to the Official Statement dated November 1, 1979 (the “Official Statement”) of the Municipal Assistance Corporation For The City of New York (the “Corporation”) is provided for the purpose of setting forth information with respect to the Corporation’s Series 20 Bonds, which are to be issued by the Corporation to The State Insurance Fund in exchange for the Series O Bonds and Series X Bonds of the Corporation, all of which were originally issued pursuant to the First General Bond Resolution and are held by the Fund.

Principal of and interest on the Series 20 Bonds are payable at the corporate trust office of The Chase Manhattan Bank, N.A., New York, New York, or at the option of the holder at Bank of America NT&SA, San Francisco, California, unless registered. Interest on the Series 20 Bonds is payable July 1, 1980 and semi-annually thereafter on each January 1 and July 1. The Series 20 Bonds will be issued as coupon bonds in the denomination of $5,000, registrable as to principal only, or as fully registered bonds in the denomination of $5,000 or any integral multiple of $5,000. Coupon and registered bonds are interchangeable as more fully described in the Official Statement. For information which may affect the market or market prices for and sources of payment of the Series 20 Bonds, see “PART I—INTRODUCTION” of the Official Statement and the references included therein.

The Series 20 Bonds are subject to redemption at the option of the Corporation on and after July 1, 1989, as a whole or in part by lot on any interest payment date or dates, at an initial redemption price of 102% (declining in increments of 15% every two years to a redemption price of 100% on and after July 1, 1997) of the principal amount thereof, and from mandatory sinking fund installments on and after July 1, 2000 at a redemption price of 100% of the principal amount thereof, plus, in each case, accrued interest to the redemption date, pursuant to the following schedule:

<table>
<thead>
<tr>
<th>Year</th>
<th>Sinking Fund Installment</th>
<th>Year</th>
<th>Sinking Fund Installment</th>
</tr>
</thead>
<tbody>
<tr>
<td>2000</td>
<td>$4,960,000</td>
<td>2005</td>
<td>$7,590,000</td>
</tr>
<tr>
<td>2001</td>
<td>5,400,000</td>
<td>2006</td>
<td>8,265,000</td>
</tr>
<tr>
<td>2002</td>
<td>5,880,000</td>
<td>2007</td>
<td>9,000,000</td>
</tr>
<tr>
<td>2003</td>
<td>6,405,000</td>
<td>2008</td>
<td>9,800,000*</td>
</tr>
<tr>
<td>2004</td>
<td>6,970,000</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

$64,270,000 8 1/2% Term Bonds due July 1, 2008
(Accrued Interest to be added)

The average life of the Series 20 Bonds is approximately 25-1/2 years

This Supplement must be read in conjunction with the Official Statement to which this Supplement refers. Such Official Statement relates to the Corporation's Series 19 Bonds.

Nothing in the Official Statement relating to underwriters or to an underwritten sale should be read as referring to the Series 20 Bonds.

* Payment at maturity.
NEW ISSUE

In the opinion of Bond Counsel, under existing statutes and court decisions, interest on the Series 19 Bonds is exempt from Federal income taxes, and shall at all times be free from New York State and New York City personal income taxes.

$90,000,000

MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
(A Public Benefit Corporation of the State of New York)

SERIES 19 BONDS
(Issued Pursuant to the Second General Bond Resolution)

Dated November 1, 1979

Principal of and interest on the Series 19 Bonds are payable at the corporate trust office of The Chase Manhattan Bank, N.A., New York, New York, or at the option of the holder at Bank of America NT & SA, San Francisco, California, unless registered. Interest on the Series 19 Bonds is payable July 1, 1980 and semi-annually thereafter on each January 1 and July 1. The Series 19 Bonds will be issued as coupon bonds in the denomination of $5,000 each, registrable as to principal only, or as fully registered bonds in the denomination of $5,000 or any integral multiple of $5,000. Coupon and registered bonds are interchangeable as more fully described herein.

The Series 19 Bonds are subject to redemption at the option of the Corporation on and after July 1, 1989 as a whole on any date, or in part on any interest payment date or dates, at an initial redemption price of 102% of the principal amount thereof, and from mandatory sinking fund installments, on each July 1 commencing July 1, 2000, at a redemption price of 100% of the principal amount thereof, plus, in each case, accrued interest to the redemption date, all as more fully described herein.

The Series 19 Bonds are to be issued in part for the purpose of refunding the Series U Bonds and the Series Y Bonds of the Corporation, all of which were issued pursuant to the First General Bond Resolution.

The Trustee under the Second General Bond Resolution (pursuant to which the Series 19 Bonds are to be issued) is United States Trust Company of New York.

9% Term Bonds due July 1, 2008
Price 100%
(Plus accrued interest)

The Series 19 Bonds are payable from certain per capita State aid and, to the extent not required for payment of certain other obligations of the Corporation, including bonds issued under the Corporation's First General Bond Resolution, revenues derived from certain sales and compensating use taxes imposed by the State of New York within The City of New York and, under certain conditions, the State stock transfer tax. The State is not bound or obligated to continue to appropriate such per capita State aid or to continue the imposition of such taxes or to make the necessary payments of such per capita State aid or the necessary appropriations of the revenues derived from such taxes. The Corporation has no taxing power. The Series 19 Bonds do not constitute an enforceable obligation, or a debt, of either the State or the City, and neither the State nor the City shall be liable thereon. Neither the faith and credit nor the taxing power of the State or the City is pledged to the payment of principal of or interest on the Series 19 Bonds.

The Series 19 Bonds are offered when, as and if issued by the Corporation and received by the Underwriters and subject to approval of legality by Hawkins, Delafield & Wood, New York, New York, Bond Counsel to the Corporation. Certain legal matters will be passed on for the Corporation by its General Counsel, Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York. Certain legal matters will be passed on for the Underwriters by their Counsel, White & Case, New York, New York. It is expected that the Series 19 Bonds in definitive form will be available for delivery on or about November 15, 1979. At the option of any underwriter, delivery will be available at the Depository Trust Company, New York, New York.

Salomon Brothers

Goldman, Sachs & Co.
Citibank, N.A.
Bache Halsey Stuart Shields

Merrill Lynch White Weld Capital Markets Group
Merrill Lynch, Pierce, Fenner & Smith Incorporated

The Chase Manhattan Bank, N.A.
Bear, Stearns & Co.
L.F. Rothschild, Unterberg, Towbin

The date of this Official Statement is November 1, 1979
No dealer, broker, salesman or other person has been authorized to give any information or to make any representations, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 19 Bonds or any other securities of the Municipal Assistance Corporation For The City of New York by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been provided by such Corporation and by other sources which are believed to be reliable by such Corporation, but it is not guaranteed as to its accuracy or completeness and is not to be construed as a representation by the Underwriters. The information herein is subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of such Corporation or of the State of New York or of The City of New York since the date hereof. This Official Statement is submitted in connection with the sale of the securities referred to herein and may not be reproduced or used, in whole or in part, for any other purpose.

IN CONNECTION WITH THE OFFERING OF THE SERIES 19 BONDS, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF SUCH BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

**TABLE OF CONTENTS**

<table>
<thead>
<tr>
<th>Part</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. INTRODUCTION</td>
<td>1</td>
</tr>
<tr>
<td>The Corporation</td>
<td>1</td>
</tr>
<tr>
<td>The Bonds</td>
<td>1</td>
</tr>
<tr>
<td>Payment of the Bonds and Debt Service Coverage</td>
<td>1</td>
</tr>
<tr>
<td>Limitations on Bond Issuance</td>
<td>2</td>
</tr>
<tr>
<td>Appropriation of Revenues</td>
<td>2</td>
</tr>
<tr>
<td>Outstanding Debt of the Corporation</td>
<td>2</td>
</tr>
<tr>
<td>Debt Issuance Plan</td>
<td>2</td>
</tr>
<tr>
<td>Certain Factors</td>
<td>3</td>
</tr>
<tr>
<td>2. THE CORPORATION</td>
<td>3</td>
</tr>
<tr>
<td>Background, Purposes and Powers</td>
<td>3</td>
</tr>
<tr>
<td>Outstanding Debt of the Corporation</td>
<td>4</td>
</tr>
<tr>
<td>3. PURPOSE OF ISSUE AND PLAN OF REFUNDING</td>
<td>4</td>
</tr>
<tr>
<td>4. PAYMENT OF THE BONDS</td>
<td>5</td>
</tr>
<tr>
<td>General</td>
<td>5</td>
</tr>
<tr>
<td>Appropriation By Legislation</td>
<td>8</td>
</tr>
<tr>
<td>Per Capita Aid</td>
<td>9</td>
</tr>
<tr>
<td>Sales Tax</td>
<td>9</td>
</tr>
<tr>
<td>Stock Transfer Tax</td>
<td>11</td>
</tr>
<tr>
<td>Restoration of Capital Reserve Aid Fund</td>
<td>12</td>
</tr>
<tr>
<td>5. DEBT SERVICE PAYMENT REQUIREMENTS AND ESTIMATED COVERAGE RATIOS</td>
<td>12</td>
</tr>
<tr>
<td>Adjusted Per Capita Aid</td>
<td>12</td>
</tr>
<tr>
<td>Aggregate Sales and Stock Transfer Taxes</td>
<td>13</td>
</tr>
<tr>
<td>Debt Service Requirements and Estimated Coverage Ratios</td>
<td>14</td>
</tr>
<tr>
<td>6. BONDS BEING OFFERED</td>
<td>16</td>
</tr>
<tr>
<td>Description of the Bonds</td>
<td>16</td>
</tr>
<tr>
<td>Additional Bonds and Notes</td>
<td>17</td>
</tr>
<tr>
<td>7. CERTAIN DEVELOPMENTS AFFECTING THE STATE</td>
<td>18</td>
</tr>
<tr>
<td>Long-Term Trends</td>
<td>18</td>
</tr>
<tr>
<td>Financial Developments—Fiscal Years 1975-1979</td>
<td>19</td>
</tr>
<tr>
<td>Program for the 1980 Fiscal Year</td>
<td>19</td>
</tr>
<tr>
<td>8. CERTAIN DEVELOPMENTS AFFECTING THE CITY</td>
<td>23</td>
</tr>
<tr>
<td>Recent Financial History: Fiscal Years 1975-1978</td>
<td>23</td>
</tr>
<tr>
<td>Fiscal Years 1979-1983</td>
<td>24</td>
</tr>
<tr>
<td>Litigation</td>
<td>27</td>
</tr>
<tr>
<td>Expiration of Plan</td>
<td>27</td>
</tr>
<tr>
<td>Federal Bankruptcy Legislation</td>
<td>28</td>
</tr>
<tr>
<td>9. FOUR YEAR DEBT ISSUANCE PLAN</td>
<td>28</td>
</tr>
<tr>
<td>10. VARIOUS CONTROL PROGRAMS</td>
<td>31</td>
</tr>
<tr>
<td>The Corporation</td>
<td>31</td>
</tr>
<tr>
<td>Control Board</td>
<td>32</td>
</tr>
<tr>
<td>11. AGREEMENT OF THE STATE OF NEW YORK</td>
<td>33</td>
</tr>
<tr>
<td>12. MANAGEMENT</td>
<td>33</td>
</tr>
<tr>
<td>13. LITIGATION</td>
<td>36</td>
</tr>
<tr>
<td>14. SUMMARY OF CERTAIN PROVISIONS OF THE SECOND GENERAL BOND RESOLUTION</td>
<td>37</td>
</tr>
<tr>
<td>15. TRUSTEE</td>
<td>44</td>
</tr>
<tr>
<td>16. LEGAL INVESTMENT</td>
<td>44</td>
</tr>
<tr>
<td>17. TAX EXEMPTION</td>
<td>44</td>
</tr>
<tr>
<td>18. LEGAL OPINIONS</td>
<td>45</td>
</tr>
<tr>
<td>19. UNDERWRITING</td>
<td>45</td>
</tr>
<tr>
<td>20. FINANCIAL STATEMENTS</td>
<td>45</td>
</tr>
<tr>
<td>Appendix—Definitions</td>
<td>46</td>
</tr>
<tr>
<td>Exhibit A—Financial Statements</td>
<td>46</td>
</tr>
<tr>
<td>Exhibits B &amp; C—Opinions of Bond Counsel</td>
<td>46</td>
</tr>
</tbody>
</table>

Lazard Frères & Co.—Financial Advisor
PART 1—INTRODUCTION

Certain factors and additional information that may affect decisions to invest in the Series 19 Bonds are described throughout this Official Statement which should be read in its entirety. Certain terms used in this Official Statement are defined in the Appendix beginning on page 46.

The Corporation . . . The Municipal Assistance Corporation for the City of New York is a public benefit corporation of the State created for the purpose of providing financing assistance and fiscal oversight for the City.

The Bonds . . . . The Series 19 Bonds will be issued pursuant to the Corporation's Second General Bond Resolution. Certain revenues of the Corporation described below are pledged to the payment of the Series 19 Bonds, which are general obligations of the Corporation and are not obligations of either the State or the City. The Series 19 Bonds are being issued in part for the purpose of refunding the outstanding Series U Bonds and Series Y Bonds, all of which were issued pursuant to the Corporation's First General Bond Resolution. The Series U Bonds are held by the New York State Insurance Fund.

Simultaneously with the issuance of the Series 19 Bonds, the Corporation will issue its Series 20 Bonds pursuant to its Second General Bond Resolution in exchange for its Series O Bonds and Series X Bonds, all of which were issued pursuant to the Corporation's First General Bond Resolution and are held by the New York State Insurance Fund. Upon such exchange, the Series O and X Bonds will be cancelled. See the "PART 3—PURPOSE OF ISSUE AND PLAN OF REFUNDING."

Payment of the Bonds and Debt Service Coverage . . .

The Corporation's revenues pledged to the payment of Second Resolution Bonds are derived from moneys that are paid to the Trustee, subject to annual appropriation by the State Legislature, from three sources: Per Capita Aid and (to the extent not needed to meet debt service, operating expenses and capital reserve funding requirements under the Corporation's First General Bond Resolution) the Sales Tax and the Stock Transfer Tax. "Per Capita Aid" consists of amounts that otherwise would have been payable to the City under the State law that provides for a general revenue sharing program applicable to localities throughout the State. The "Sales Tax" consists of a State sales tax imposed within the City, at the rate of 4%, on most retail and certain other sales. The "Stock Transfer Tax" consists of the State tax on the transfer of stocks and certain other securities. The Corporation has no taxing power.

Assuming that amounts available to the Corporation from Per Capita Aid, Sales Tax and Stock Transfer Tax continue at present levels, Available Revenues for debt service on all outstanding Second Resolution Bonds, including the Series 19 and 20 Bonds, would be as follows:

<table>
<thead>
<tr>
<th>(Dollars in millions)</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>$1,020</td>
<td></td>
</tr>
<tr>
<td>plus 385</td>
<td></td>
</tr>
<tr>
<td>minus 6</td>
<td></td>
</tr>
<tr>
<td>minus 358</td>
<td></td>
</tr>
<tr>
<td>$1,041</td>
<td></td>
</tr>
<tr>
<td>plus 424</td>
<td></td>
</tr>
<tr>
<td>divided by $ 391</td>
<td>$ 1,465</td>
</tr>
<tr>
<td></td>
<td>3.75</td>
</tr>
</tbody>
</table>

Sales Tax (12 months ended September 30, 1979)
Stock Transfer Tax (12 months ended September 30, 1979)
operating expenses of the Corporation
maximum annual debt service payments on currently outstanding First Resolution obligations after giving effect to the refunding of the Series U and Y Bonds and the exchange of the Series O and X Bonds (issuance test limits annual debt service to $425 million)
available tax revenues after provision for First Resolution obligations
available Per Capita Aid (paid in June 1979), net of $58 million of potential prior claims (none of which has been asserted since the inception of the Corporation)
Available Revenues
maximum annual debt service payments on currently outstanding Second Resolution Bonds (including the Series 19 and 20 Bonds)
Debt Service Coverage
will not take certain actions, including any action that will substantially impair the authority of the Control Board to act in specified respects with regard to the City. See "PART 10—VARIOUS CONTROL PROGRAMS" and, with respect to the 1978 State Covenant and its enforceability, "PART 11—AGREEMENT OF THE STATE OF NEW YORK."

**Outstanding Debt of the Corporation**

After the issuance of the Series 19 and 20 Bonds, the refunding of the Series U and Y Bonds and the exchange of the Series O and X Bonds, the Corporation will have issued $6.765 billion aggregate principal amount of bonds and notes for purposes of the $8.8 billion statutory issuance limit (which limit excludes the Series 20 Bonds and the refunding portion of the Series 19 Bonds and other refunding obligations). After such issuance, refunding and exchange, the Corporation will have outstanding (which term excludes the Series O, U, X and Y Bonds and other bonds that have been refunded or exchanged and cancelled) $3.302 billion aggregate principal amount of bonds issued under the Second General Bond Resolution and $2.847 billion aggregate principal amount of bonds issued under the First General Bond Resolution. The Second General Bond Resolution provides that all outstanding Second Resolution Bonds will be on a parity with each other, regardless of the date of issuance.

First Resolution obligations have a claim prior to that of Second Resolution Bonds on all amounts available to the Corporation from the Sales Tax and the Stock Transfer Tax. First Resolution obligations have no claim, however, on Per Capita Aid, which is a principal source of payment for the Second Resolution Bonds. The Corporation has covenanted not to issue additional First Resolution obligations if the maximum annual debt service payments on all First Resolution obligations would exceed $425 million.

For additional information concerning the financial condition of the Corporation, see the audited financial statements of the Corporation as at June 30, 1979 and the unaudited financial statements of the Corporation for the three months ended September 30, 1979, annexed hereto as Exhibit A, and "PART 20—FINANCIAL STATEMENTS."

**PART 3—PURPOSE OF ISSUE AND PLAN OF REFUNDING**

The net proceeds of the sale of the Series 19 Bonds will be $87.867 million. Approximately $5.2 million of such net proceeds will be paid to the City upon certification by the City that such payment will be used to pay expense items currently permitted to be included in the City's capital budget. Approximately $16.0 million will be deposited in the Capital Reserve Aid Fund established under the Second General Bond Resolution. As a result of such deposit, the Capital Reserve Aid Fund will be maintained at 100% of the debt service payable in calendar year 1980 on the Second Resolution Bonds. The Corporation intends in connection with any future issuances of its Second Resolution Bonds through the end of the 1980 calendar year to maintain the Capital Reserve Aid Fund at 100% of the debt service payable in the year of such issuance. The Act requires that as of calendar year 1981, 100% of the succeeding calendar year's debt service be maintained in such Fund. For further information with respect to the Capital Reserve Aid Fund, see "PART 4—PAYMENT OF THE BONDS—Restoration of Capital Reserve Aid Fund."

The balance of the net proceeds of the sale of the Series 19 Bonds, approximately $66.7 million, will be used to refund the Series U and Y Bonds originally issued by the Corporation in 1975. The Series U Bonds are held by the New York State Insurance Fund. An aggregate of $40 million of Series U Bonds and $20.85 million of Series Y Bonds are currently outstanding and scheduled to mature as shown below. Under the plan of refunding, the Series U Bonds will be redeemed on February 1, 1985 at a redemption price of 102% and the Series Y Bonds will be paid on their maturity date.

<table>
<thead>
<tr>
<th>Maturity Date</th>
<th>Principal Amount</th>
<th>Coupon</th>
<th>Principal Amount</th>
<th>Coupon</th>
</tr>
</thead>
<tbody>
<tr>
<td>February 1, 1981</td>
<td>$40,000,000</td>
<td>11%</td>
<td>$20,850,000</td>
<td>10%</td>
</tr>
<tr>
<td>February 1, 1986-1990 (to be</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>redeemed February 1, 1985)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
To accomplish the refunding of the Series U and Y Bonds under the First General Bond Resolution, approximately $66.7 million of the net proceeds of the Series 19 Bonds will be used to purchase United States Treasury Obligations—State and Local Government Series (the “Government Obligations”), the principal of and interest on which, when due, will provide moneys sufficient to pay the principal or redemption price of and interest on the Series U and Y Bonds. The Government Obligations will be held in a special trust fund by the trustee under the First General Bond Resolution and will be available solely for the purpose of paying principal or redemption price of and interest on the Series U and Y Bonds. The Corporation will give such trustee irrevocable instructions to pay and redeem the Series U and Y Bonds as set forth above.

Upon the giving of such instructions and the deposit of the Government Obligations with such trustee, the Series U and Y Bonds will no longer be outstanding for purposes of the First General Bond Resolution and, accordingly, the obligation to pay the Series U and Y Bonds from the revenues, funds and assets pledged under such Resolution will be discharged and satisfied in accordance with the terms of such Resolution. The Series U and Y Bonds will then be payable solely from the special trust fund.

Simultaneously with the issuance of the Series 19 Bonds, the Corporation expects to issue its Series 20 Bonds in the aggregate amount of $64.27 million. The Series 20 Bonds will be issued as refunding bonds under the Act to the New York State Insurance Fund in exchange for and as a refunding of the Corporation’s Series O and X Bonds in the aggregate amount of $25 million and $35 million, respectively, which are held by such Fund. The Series O and X Bonds mature from 1990 through 1994 and bear interest at the rate of 11%. The Series 20 Bonds will mature July 1, 2008 and will bear interest at the rate of 8 1/2%. The Series O and X Bonds received by the Corporation will be cancelled and will no longer be outstanding for purposes of the First General Bond Resolution.

The refunding of the Series U and Y Bonds and the exchange of the Series O and X Bonds are part of the Corporation’s refunding program. This program is intended to produce more level debt service requirements by reducing peak debt service requirements through the issuance of refunding bonds with longer maturities. For the fifteen fiscal years through 1994, such refunding and exchange will have the effect of reducing the Corporation’s debt service payment requirements by an average of approximately $6.4 million a year, thereby increasing the moneys available to the City. However, aggregate debt service on the Series 20 Bonds and the refunding portion of the Series 19 Bonds will be greater than aggregate debt service currently remaining on the Series O, U, X and Y Bonds.

**PART 4—PAYMENT OF THE BONDS**

**General**

The Second Resolution Bonds are general obligations of the Corporation payable out of certain pledged revenues as well as any other available revenues of the Corporation. The Second Resolution Bonds are entitled to a first lien, created by the pledge under the Second General Bond Resolution, on all moneys and securities paid or deposited into the Corporation’s Bond Service Fund and Capital Reserve Aid Fund under the Second General Bond Resolution, which are held by United States Trust Company of New York, as Trustee. Such moneys and securities include the following:

(i) amounts derived from Per Capita Aid, less certain prior statutory claims, none of which has been asserted since the inception of the Corporation;

(ii) amounts derived from the Sales Tax and Stock Transfer Tax, after satisfying annual funding requirements for the Corporation’s outstanding First Resolution obligations and operating expenses of the Corporation;

(iii) amounts received from the State to replenish the Capital Reserve Aid Fund, see “Restoration of Capital Reserve Aid Fund” in this PART 4; and

(iv) any interest or income earned on investments of amounts deposited into the Bond Service Fund and Capital Reserve Aid Fund.
The amounts described in (i) and (ii) above are paid to the Corporation from two special funds established by the Finance Law and held in the custody of the State Comptroller, the Municipal Assistance State Aid Fund and Municipal Assistance Tax Fund, respectively. The Finance Law provides that the State Comptroller shall make payments from these special funds to the Corporation's Bond Service Fund and Capital Reserve Aid Fund, in accordance with certificates of the Corporation setting forth the amount and timing of its cash requirements on a quarterly basis in order to deposit these amounts in advance of interest and principal payment dates and capital reserve funding dates. (Although quarterly payments of Per Capita Aid are provided for by the Finance Law, substantially all of the Per Capita Aid payable to the Corporation is paid on an annual basis in June.) Payments of Sales Tax and Stock Transfer Tax revenues are made to the Corporation to meet requirements under the Second General Bond Resolution only to the extent such revenues are not needed to meet requirements under the First General Bond Resolution.

After the Corporation's certified requirements have been satisfied in full for a particular quarter, excess moneys in such special funds are paid to the City. Stock Transfer Tax revenues not required by the Corporation are paid to a fund established to provide rebates of the tax and then any excess moneys are paid to the City. Pursuant to the Finance Law, the State Comptroller may not disburse Sales or Stock Transfer Tax revenues or Per Capita Aid held by him to the City or any other entity so long as an amount certified by the Corporation as required to be paid by the date of disbursement to the City remains unpaid.

Payments to the Corporation by the State are required to be made by the State only if and to the extent that such amounts have been appropriated by the State Legislature or that revenues have otherwise been made available therefor by the State.

The holders of the Second Resolution Bonds do not have any lien on Per Capita Aid, Sales Tax or Stock Transfer Tax until the moneys derived therefrom are paid into the Corporation's Bond Service Fund and Capital Reserve Aid Fund. The Act provides that any provisions of the Second General Bond Resolution and the Second Resolution Bonds with respect to provision for payment by the State to the Corporation of Per Capita Aid, the Sales Tax or the Stock Transfer Tax are executory only to the extent of the moneys available from time to time from such Aid and Tax sources and held by the State, which moneys shall have been theretofore appropriated to the Corporation, and no liability on account thereof shall be incurred by the State beyond the moneys available from such sources.

The Corporation currently holds substantial amounts of bonds and notes of the City. Such obligations held from time to time by the Corporation are not subject to the lien created by the pledge under the First or Second General Bond Resolution. In certifying its requirements, the Corporation may not take into account any amounts payable on such City obligations but not yet received by the Corporation. However, the requirements for any fund may be reduced to the extent that such moneys are received and deposited into such fund of the Corporation.
The following chart illustrates the flow of money as described above:

1. Subject to appropriation by State Legislature
2. Upon certification by the Corporation
3. And operating expenses of the Corporation
4. After deduction of the amounts needed for First Resolution debt service and capital reserve funding and operating expenses
5. After payment of all amounts certified by the Corporation and after payment of rebates of the Stock Transfer Tax
The Corporation is a corporate governmental agency and instrumentality of the State and not of
the City. The Corporation has no taxing power. The Second Resolution Bonds do not constitute an
enforceable obligation, or a debt, of either the State or the City, and neither the State nor the City is
liable thereon. Neither the faith and credit nor the taxing power of the State or the City is pledged to
the payment of principal or interest on the Second Resolution Bonds.

If the Corporation were to become insolvent or unable to meet its debts as they mature, the
Corporation could file a petition for relief under Chapter 9 of the Federal Bankruptcy Code pursuant
to which the Series 19 Bonds could be adjusted or modified, if the Corporation were to be authorized by
State law to file such a petition and if it were to meet other conditions specified in Chapter 9. The
Corporation is not now authorized by the State to file a Chapter 9 petition and the Corporation does
not anticipate that it will seek such authorization or need the relief provided by Chapter 9.

Appropriation by Legislature

The Finance Law provides that the State Legislature shall appropriate Per Capita Aid, the Sales
Tax and the Stock Transfer Tax for the benefit of the Corporation, and the Legislature has so appro-
priated Per Capita Aid, the Sales Tax and the Stock Transfer Tax for each of the State’s fiscal years
since the inception of the Corporation. The Corporation expects that the Legislature will continue to
make such appropriations so long as the Corporation’s bonds are outstanding. Under the State Constit-
tution, however, the Legislature cannot be bound or obligated to appropriate such revenues for the
benefit of the Corporation.

The Corporation believes that any failure by the Legislature to make appropriations as expected
would have a serious impact on the ability of the State and its agencies to raise funds in the public credit
markets. See “PART 7—CERTAIN DEVELOPMENTS AFFECTING THE STATE.”

The State is not bound or obligated to continue payment of Per Capita Aid or to impose either the
Sales Tax or the Stock Transfer Tax or to make any appropriations to the Corporation of the revenues
received therefrom. The Second General Bond Resolution, however, provides that each of the following
shall constitute an event of default with respect to the Second Resolution Bonds: (i) the failure of the
State to continue to pay Per Capita Aid, as the laws relating to Per Capita Aid may be amended, or a
reduction by the State of the amount of Per Capita Aid payable during any fiscal year to an amount less
than the maximum annual debt service payable on the outstanding Second Resolution Bonds; (ii) the
failure of the State to continue the imposition of either the Sales Tax or the Stock Transfer Tax, each
imposed by the Tax Law, as such Law may be amended, or a reduction of the rates of such taxes to rates
less than those in effect on July 2, 1975; or (iii) the failure of the State Comptroller to pay to the
Corporation the amounts certified by the Corporation.

The Finance Law provides that in no event shall the State Comptroller pay over and distribute to
the City or any other entity other than the Corporation any Sales or Stock Transfer Tax revenues or
Per Capita Aid held in the special funds (other than for State administrative charges), unless and until
the aggregate of all cash required by the Corporation at the date of such distribution has been appropriated
and has been paid to the Corporation.

Provisions of the State Constitution and the Finance Law require the setting aside of the first revenues
received that are applicable to the State’s General Fund if the State Legislature fails to make an appro-
priation for the payment of State indebtedness. Although the Sales Tax and Stock Transfer Tax are
revenues of the State, they are applicable to special funds, rather than the State’s General Fund. Conse-
quently, under existing law, the provisions requiring money to be set aside to pay State obligations
would not apply to the Sales Tax and Stock Transfer Tax. However, Per Capita Aid is apportioned
and paid from the State’s General Fund and may be subject to being set aside to pay State obligations in
the event the State fails to pay such obligations.
Per Capita Aid

Per Capita Aid consists of revenues that would otherwise be paid to the City as the City’s share of the State’s general revenue sharing program for localities throughout the State. Beginning with the State’s current fiscal year, the statutory formula used to determine total aid available for payment to all localities as general revenue sharing has been changed from 18% of personal income tax collections (the formula in effect since the State’s 1972 fiscal year) to 8% of substantially all State tax receipts. The State has informed the Corporation that the changed formula results in approximately the same level of Per Capita Aid available to the Corporation for the State’s current fiscal year as the previous formula would have provided; however, of this amount approximately $49.8 million will be paid in April 1980.

The apportionment of general revenue sharing among localities is based on a statutory formula which takes into account the distribution of the State’s population, the total assessed valuation of real property taxable within the State, personal income, and other factors. Both the determination of the amount of statewide general revenue sharing and the apportionment of such revenue sharing among localities are legislative acts and the Legislature may amend or repeal the statutes relating to statewide general revenue sharing and the formulas which determine the amount of Per Capita Aid payable to the Corporation. Such amendments could result in the increase or decrease of the amount of Per Capita Aid available for the payment of debt service on Second Resolution Bonds. However, certain of such acts by the Legislature would be events of default under the Second General Bond Resolution, see “Appropriation by Legislature” in this Part 4. The financial condition of the State may affect the amount of Per Capita Aid appropriated by the Legislature.

The State has appropriated moneys which have been apportioned among local governmental entities, including the City, in each year since 1946 and has provided some measure of assistance to local governments since 1800. The following table, which presents data obtained from the City Office of Management and Budget, the State Comptroller’s office and the State Division of the Budget, indicates the aggregate payments of Per Capita Aid apportioned and paid to the City and, since 1976, to the Corporation for the ten fiscal years ended June 30, 1979:

<table>
<thead>
<tr>
<th>Year</th>
<th>Per Capita Aid (Dollars in thousands)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1970</td>
<td>$204,800</td>
</tr>
<tr>
<td>1971</td>
<td>323,900(a)</td>
</tr>
<tr>
<td>1972</td>
<td>272,250</td>
</tr>
<tr>
<td>1973</td>
<td>331,780</td>
</tr>
<tr>
<td>1974</td>
<td>360,870</td>
</tr>
<tr>
<td>1975</td>
<td>$405,118</td>
</tr>
<tr>
<td>1976</td>
<td>434,311</td>
</tr>
<tr>
<td>1977</td>
<td>434,311(b)</td>
</tr>
<tr>
<td>1978</td>
<td>434,324(b)</td>
</tr>
<tr>
<td>1979</td>
<td>481,569(c)</td>
</tr>
</tbody>
</table>

(a) Includes a non-recurring increase in Per Capita Aid apportioned because of an acceleration of payment otherwise to be made in 1972.

(b) Reflects State’s ceiling on Per Capita Aid payments at the 1976 level, with certain minor modifications applicable to 1978 payments.

(c) Does not include $49.276 million paid in October 1978 or approximately $49.8 million to be paid in April 1980.

Sales Tax

In addition to the 4% sales and compensating use taxes levied statewide, the Sales Tax is imposed within the City at the rate of 4% on receipts from most retail sales of tangible personal property and certain services. The Sales Tax is also imposed on receipts from parking, garaging or storing motor vehicles in the City at the rate of 6%. The Sales Tax is subject to certain limited exceptions, exemptions and exclusions. Under the Finance Law, the Sales Tax is paid into a special fund held by the State Comptroller on a monthly basis.
The Sales Tax is imposed on substantially the same tax base as the sales and compensating use taxes previously imposed by the City and collected by the State. A tax on sales of certain tangible personal property and services had been imposed by the City since 1934.

Collections of the Sales Tax and the sales and compensating use taxes previously imposed by the City have increased in each of the last ten years, although the primary cause of the growth of Sales Tax collections in recent years has been inflation. The level of Sales Tax receipts is necessarily dependent upon economic and demographic conditions in the City, and there can be no assurance that the historical data with respect to collections of such Tax are necessarily indicative of future receipts. The City has experienced adverse trends in certain economic and demographic factors which contributed in some years to a slowing of the growth rate of Sales Tax collections.

The following tables set forth State collections of the sales and compensating use taxes imposed by the City prior to July 1, 1975, and the Sales Tax imposed by the State since July 1, 1975, on a quarterly basis for the last ten fiscal years of the City, after deductions of the costs of administration, collection and distribution. Footnotes to the tables detail changes in law and administrative procedures affecting the collection and distribution of the Sales Tax which are important to an understanding of the tables.

<table>
<thead>
<tr>
<th>Fiscal Year Ended June 30</th>
<th>September 30</th>
<th>December 31</th>
<th>March 31</th>
<th>June 30</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(Dollars in thousands)</td>
<td>$106,046</td>
<td>$114,756</td>
<td>$105,560</td>
<td>$135,197</td>
</tr>
<tr>
<td>1970</td>
<td></td>
<td>114,093</td>
<td>121,190</td>
<td>129,224</td>
<td>130,138</td>
</tr>
<tr>
<td>1971</td>
<td></td>
<td>121,692</td>
<td>129,452</td>
<td>132,033</td>
<td>135,490</td>
</tr>
<tr>
<td>1972</td>
<td></td>
<td>130,857</td>
<td>129,541</td>
<td>146,528</td>
<td>142,258</td>
</tr>
<tr>
<td>1973</td>
<td></td>
<td>135,272</td>
<td>141,973</td>
<td>151,575</td>
<td>151,978</td>
</tr>
<tr>
<td>1974</td>
<td></td>
<td>173,824</td>
<td>198,990</td>
<td>212,671</td>
<td>201,715</td>
</tr>
<tr>
<td>1975(b)</td>
<td></td>
<td>194,560</td>
<td>193,690</td>
<td>247,203</td>
<td>167,155</td>
</tr>
<tr>
<td>1976(c)</td>
<td></td>
<td>215,794</td>
<td>210,383</td>
<td>248,927</td>
<td>183,280</td>
</tr>
<tr>
<td>1977</td>
<td></td>
<td>221,815</td>
<td>232,291</td>
<td>274,585</td>
<td>190,044</td>
</tr>
<tr>
<td>1978</td>
<td></td>
<td>232,732</td>
<td>239,852</td>
<td>317,400</td>
<td>208,750</td>
</tr>
<tr>
<td>1980</td>
<td></td>
<td>253,974</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Source: State Department of Taxation and Finance.

(a) Commencing March 1976, quarterly collections are distributed to localities based on historical collection data. Subsequent quarterly distributions to localities are adjusted to compensate for overdistributions or underdistributions when data on actual collections by locality are available. Such adjustments are reflected in the table for the quarter in which the subsequent distributions are made. Since March 1976, adjustments have ranged from $2.4 million to $11.1 million to reflect overdistributions for certain three-month periods and from $1.9 million to $5.6 million to reflect underdistributions for other three-month periods. Periods subsequent to December 1978 remain subject to the ongoing process of adjustment.

(b) The amounts of sales and compensating use taxes collected for fiscal 1975 and all subsequent years reflect the increases in the sales and compensating use taxes from 3% to 4%, effective July 1, 1974. The 6% tax on sales of certain parking services has remained the same.

(c) Commencing March 1976, certain large vendors (those with taxable receipts of $300,000 or more in any quarter of the preceding four quarters) are required to prepay in March estimated amounts of Sales Tax liability for March in addition to filing their normal quarterly reports for the December-February quarter. Any adjustments necessary to reflect actual amounts of Sales Tax liability for the month of March are reflected in the June collection figures.
**Stock Transfer Tax**

The Stock Transfer Tax is imposed at rates ranging from 1¼¢ to 5¢ (based on the selling price per share) on sales, agreements to sell, memoranda of sale and deliveries or transfers made within the State of shares or certificates of stock and certain other certificates. The imposition of the Stock Transfer Tax is subject to certain limited exceptions and is subject to a maximum tax of $350 on any taxable transaction which involves a sale on a single day of shares or certificates of the same class issued by the same issuer.

The level of Stock Transfer Tax revenues is related to the rate of tax imposed, the price of the shares traded and the volume of transactions on the securities exchanges located in the City. Such volume has fluctuated widely so that there can be no assurance that the historical data with respect to collections of such tax are necessarily indicative of future revenues.

The Corporation believes that it is not possible to predict the effect of developments with respect to the City's economic condition or other related economic developments in the City on Stock Transfer Tax collections. The volume of taxable securities transactions in the State may be adversely affected by (i) the evolution of a centralized nationwide securities market, (ii) the possible movement out of the State of the stock exchanges now located in the State, and (iii) other proposals which if implemented might tend to facilitate the execution of securities transactions not subject to the Stock Transfer Tax.

The revenues derived from the Stock Transfer Tax, including amounts subject to rebate as discussed below, after deduction of the costs of administration, collection and distribution of such Tax, are shown below for the previous ten fiscal years of the City, based upon the various rates prevailing and types of transactions taxable during the periods shown:

### Quarterly Collections of Stock Transfer Tax

<table>
<thead>
<tr>
<th>Fiscal Year Ended June 30</th>
<th>Three Months Ended:</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>September 30</td>
<td>December 31</td>
</tr>
<tr>
<td></td>
<td>(Dollars in thousands)</td>
<td></td>
</tr>
<tr>
<td>1970</td>
<td>56,571</td>
<td>70,509</td>
</tr>
<tr>
<td>1971</td>
<td>46,563</td>
<td>59,170</td>
</tr>
<tr>
<td>1972</td>
<td>62,573</td>
<td>65,894</td>
</tr>
<tr>
<td>1973</td>
<td>59,405</td>
<td>68,993</td>
</tr>
<tr>
<td>1974</td>
<td>43,612</td>
<td>59,782</td>
</tr>
<tr>
<td>1975</td>
<td>35,756</td>
<td>40,214</td>
</tr>
<tr>
<td>1976(a)</td>
<td>53,049</td>
<td>57,937</td>
</tr>
<tr>
<td>1977(a)</td>
<td>62,220</td>
<td>69,072</td>
</tr>
<tr>
<td>1978(a)</td>
<td>68,770</td>
<td>82,072</td>
</tr>
<tr>
<td>1979</td>
<td>112,478(a)</td>
<td>93,648</td>
</tr>
<tr>
<td>1980</td>
<td>107,772</td>
<td></td>
</tr>
</tbody>
</table>

**Source:** State Department of Taxation and Finance.

(a) Includes collections of the 25% surcharge imposed upon the Stock Transfer Tax effective as of August 1, 1975, which surcharge expired July 31, 1978.

In 1977, the State enacted a program of gradually increasing rebates for all Stock Transfer Tax payers. Rebates began October 1, 1977 with respect to transactions by non-residents subject to tax and
began October 1, 1979 with respect to transactions by residents. Rebates are to increase gradually to equal 100% of the tax beginning October 1, 1981. The legislation provides that taxpayers are to continue to pay the Stock Transfer Tax at the above-stated rates and that revenues are to continue to be paid into the Stock Transfer Tax Fund, although a substantial portion of such revenues (the rebatable portion of the tax) will be paid into the Stock Transfer Tax Fund only at the end of each calendar quarter. To the extent that the Corporation does not require the use of Stock Transfer Tax revenues for debt service on its outstanding obligations, such revenues are available on a quarterly basis for payment of rebates. Any such revenues not used by the Corporation or to pay rebates are to be paid to the City.

To date, the Corporation has not found it necessary to use the Stock Transfer Tax to pay its debt service. Based on present projections, the Corporation does not anticipate that it will be necessary to utilize the Stock Transfer Tax in the future, although no assurance can be given that it will not be so required. See “PART 5—DEBT SERVICE PAYMENT REQUIREMENTS AND ESTIMATED COVERAGE RATIOS.”

**Restoration of Capital Reserve Aid Fund**

Under the Act, additional payments are to be made by the State, subject to appropriation by the Legislature, to the Capital Reserve Aid Fund if for any reason (including a payment from such Fund to the Bond Service Fund to make up a deficiency in the Bond Service Fund) the Capital Reserve Aid Fund falls below specified levels. The amount of any such payment, if required, is to be in accordance with a certificate of the Corporation, to be delivered on or before December 1, stating the sum, if any, required to restore the Capital Reserve Aid Fund to such levels. For calendar years 1979 and 1980, the specified levels equal 75% and 100%, respectively, of the amount of debt service payable during such calendar year on all Second Resolution Bonds outstanding on the date of calculation. After 1980, the required amount of the Capital Reserve Aid Fund will be the amount of debt service payable in the succeeding calendar year on any Second Resolution Bonds then to be issued and on all other Second Resolution Bonds outstanding on the date of calculation.

Moneys in the Capital Reserve Aid Fund may not be withdrawn at any time in such amounts as would reduce the amount of such Fund to less than the amount of debt service payable on the Second Resolution Bonds in the succeeding calendar year, except for the purpose of paying debt service on such Bonds if other moneys of the Corporation are not available.

The provision of the Act referred to above does not constitute an enforceable obligation or debt of the State and no moneys may be paid to the Corporation pursuant thereto absent an appropriation by the Legislature. See “Appropriation by Legislature” in this PART 4.

**PART 5—DEBT SERVICE PAYMENT REQUIREMENTS AND ESTIMATED COVERAGE RATIOS**

In order to estimate coverage ratios for the Second Resolution Bonds that will be outstanding after the issuance of the Series 19 and 20 Bonds, the refunding of the Series U and Y Bonds and the exchange of the Series O and X Bonds, the Corporation has assumed certain amounts of Per Capita Aid and Sales Tax and Stock Transfer Tax collections. There is shown below the basis on which such amounts were calculated. The debt service payment requirements for the First and Second Resolution Bonds as well as certain coverage ratios are also shown below.

**Adjusted Per Capita Aid**

The Corporation has sought to estimate the amounts of the following potential claims and liabilities on Per Capita Aid that are payable prior to the payment of Per Capita Aid to the Corporation, although
since the inception of the Corporation no such claims have been asserted. In making such estimates the Corporation has relied on information which it believes to be accurate.

Per Capita Aid paid to the Corporation in June 1979 ........................................ $481,569

(Dollars in thousands)

Less annual potential claims and liabilities:

(a) City University Construction Fund ("CUCF").

Amounts equal to 50% of CUCF's share of certain State Dormitory Authority debt service and other expenses would be a claim against Per Capita Aid if not paid by the City to CUCF. The Corporation has been informed by CUCF that such debt service and other expenses are approximately $63.16 million during its current fiscal year, which amount does not include debt service on approximately $211.1 million of bonds that the State Dormitory Authority expects to issue in December 1979. State law permits a maximum claim of $65 million in any fiscal year of the City* .................................................. $31,582

(b) New York City Housing Development Corporation ("HDC").

Amounts required to restore the HDC capital reserve fund to the amount to be on deposit in such fund would be a claim against Per Capita Aid if not otherwise paid. The Corporation has been informed by HDC that the maximum capital reserve fund requirement on all outstanding bonds of HDC as of this date is approximately $19.9 million. HDC has outstanding $36.7 million in bond anticipation notes which, if funded by the issuance of bonds, would have the effect of increasing the maximum capital reserve fund requirement by an amount approximately equivalent to the annual debt service on the bonds issued therefor. State law currently permits a maximum claim of $30 million in any fiscal year .................................................. $19,900

(c) New York City Transit Authority ("NYCTA").

Amounts required to retire $10.2 million of NYCTA notes through 1982 would be a claim against Per Capita Aid if not paid by the City to NYCTA .............................................. $ 5,916

(d) New York City Police Pension Fund.

Amounts due annually from Per Capita Aid to the Trustees of the City Police Pension Fund ................................................................. $ 500 $ 57,898

Adjusted Per Capita Aid ................................................................. $423,671

* Although State law purports to limit claims on the Per Capita Aid, such limitation may not be effective in the event that the then outstanding bonds of the State Dormitory Authority issued to finance CUCF facilities are accelerated pursuant to the occurrence of an event of default under the related Dormitory Authority bond resolutions. In such event, all such outstanding bonds of the Dormitory Authority could be due and payable and could, to the extent of fifty percent of such principal amount, have a prior claim on the Per Capita Aid. The Dormitory Authority has outstanding $776.48 million in such bonds and expects to issue an additional $211.1 million of such bonds as set forth above.

Aggregate Sales and Stock Transfer Taxes

Assuming that the Sales Tax and Stock Transfer Tax collections (after deduction of costs of administration, collection and distribution) in each fiscal year remain at the levels for the 12 months
ended September 30, 1979, see "PART 4—PAYMENT OF THE BONDS—Sales Tax" and "Stock Transfer Tax", and operating expenses of the Corporation remain at $6 million (the estimate for the current fiscal year), the aggregate annual amount which would be available from the Sales Tax and the Stock Transfer Tax, if needed (the "Aggregate Sales and Stock Transfer Taxes"), to pay debt service of the Corporation is shown below:

<table>
<thead>
<tr>
<th>Description</th>
<th>Dollars in thousands</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales Tax collections for the 12 months ended September 30, 1979</td>
<td>$1,019,976</td>
</tr>
<tr>
<td>Stock Transfer Tax collection for the 12 months ended September 30, 1979</td>
<td>384,606</td>
</tr>
<tr>
<td>Sub-total</td>
<td>$1,404,582</td>
</tr>
<tr>
<td>Less: Operating expenses of Corporation</td>
<td>6,000</td>
</tr>
<tr>
<td>Aggregate Sales and Stock Transfer Taxes</td>
<td>$1,398,582</td>
</tr>
</tbody>
</table>

**Debt Service Requirements and Estimated Coverage Ratios**

As shown above, Adjusted Per Capita Aid is approximately $423.7 million and Aggregate Sales and Stock Transfer Taxes are approximately $1,398.6 million, for a total of $1,822.3 million.

The following table shows the aggregate annual debt service payment requirements on the First Resolution obligations (after giving effect to the refunding of the Series U and Y Bonds and the exchange of the Series O and X Bonds), which have a prior claim to that of the Second Resolution Bonds on the Sales and Stock Transfer Taxes. The Series 19 Resolution and certain other resolutions include a covenant by the Corporation that it will not issue any obligations under the First General Bond Resolution, if the aggregate annual debt service in any fiscal year on all obligations issued and outstanding under the First General Bond Resolution would exceed $425 million (with certain adjustments with respect to up to $25 million of small denomination obligations).

In addition, the table shows the annual principal payments, interest payments and the aggregate debt service payment requirements on all outstanding Second Resolution Bonds after giving effect to the issuance of the Series 19 and 20 Bonds. The table also shows the coverage of aggregate annual debt service on Second Resolution Bonds by all revenues (Adjusted Per Capita Aid plus Aggregate Sales and Stock Transfer Taxes) after deducting from such revenues the aggregate annual debt service requirements with respect to the First Resolution obligations.

There is no assurance that Adjusted Per Capita Aid, Aggregate Sales and Stock Transfer Taxes or operating expenses will in fact remain at the levels referred to above in subsequent years. Furthermore, the Corporation reserves the right to issue additional obligations pursuant to the First and Second General Bond Resolutions within the limitations contained in such Resolutions and the Series 19 Resolution.
DEBT SERVICE PAYMENT REQUIREMENTS AND ESTIMATED COVERAGE RATIOS  
(after issuance of Series 19 and 20 Bonds, the refunding of the Series U and Y Bonds and the exchange of the Series O and X Bonds)

(Dollars in thousands)

<table>
<thead>
<tr>
<th>12-Month Period Ended June 30</th>
<th>Total Debt Service Payment Requirements on First Resolution Obligations</th>
<th>Debt Service Payment Requirements on Second Resolution Bonds</th>
<th>Estimated Coverage Ratios on Second Resolution Bonds—All Revenues after deducting Debt Service on First Resolution Obligations</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Principal Payments ($)</td>
<td>Interest Payments ($)</td>
<td>Total Debt Service ($)</td>
</tr>
<tr>
<td>1980</td>
<td>$274,976</td>
<td>$36,555</td>
<td>$244,657</td>
</tr>
<tr>
<td>1981</td>
<td>256,242</td>
<td>65,645</td>
<td>269,482</td>
</tr>
<tr>
<td>1982</td>
<td>266,716</td>
<td>70,150</td>
<td>261,923</td>
</tr>
<tr>
<td>1983</td>
<td>349,529</td>
<td>85,815</td>
<td>255,824</td>
</tr>
<tr>
<td>1984</td>
<td>329,331</td>
<td>126,475</td>
<td>247,259</td>
</tr>
<tr>
<td>1985</td>
<td>304,362</td>
<td>137,190</td>
<td>236,405</td>
</tr>
<tr>
<td>1986</td>
<td>349,212</td>
<td>161,365</td>
<td>224,112</td>
</tr>
<tr>
<td>1987</td>
<td>355,220</td>
<td>180,705</td>
<td>210,026</td>
</tr>
<tr>
<td>1988</td>
<td>352,907</td>
<td>185,305</td>
<td>195,099</td>
</tr>
<tr>
<td>1989</td>
<td>358,065</td>
<td>210,230</td>
<td>179,081</td>
</tr>
<tr>
<td>1990</td>
<td>354,008</td>
<td>226,490</td>
<td>161,343</td>
</tr>
<tr>
<td>1991</td>
<td>351,531</td>
<td>240,920</td>
<td>142,329</td>
</tr>
<tr>
<td>1992</td>
<td>353,182</td>
<td>260,060</td>
<td>121,924</td>
</tr>
<tr>
<td>1993</td>
<td>351,219</td>
<td>289,690</td>
<td>99,617</td>
</tr>
<tr>
<td>1994</td>
<td>347,380</td>
<td>89,455</td>
<td>84,295</td>
</tr>
<tr>
<td>1995</td>
<td>354,543</td>
<td>95,735</td>
<td>76,819</td>
</tr>
<tr>
<td>1996</td>
<td>108,725</td>
<td>68,524</td>
<td>177,249</td>
</tr>
<tr>
<td>1997</td>
<td>77,430</td>
<td>50,971</td>
<td>128,401</td>
</tr>
<tr>
<td>1998</td>
<td>51,670</td>
<td>55,731</td>
<td>107,401</td>
</tr>
<tr>
<td>1999</td>
<td>55,645</td>
<td>51,338</td>
<td>106,983</td>
</tr>
<tr>
<td>2000</td>
<td>79,050</td>
<td>45,818</td>
<td>124,868</td>
</tr>
<tr>
<td>2001</td>
<td>39,020</td>
<td>40,929</td>
<td>79,949</td>
</tr>
<tr>
<td>2002</td>
<td>42,460</td>
<td>37,490</td>
<td>79,950</td>
</tr>
<tr>
<td>2003</td>
<td>46,200</td>
<td>33,747</td>
<td>79,947</td>
</tr>
<tr>
<td>2004</td>
<td>50,275</td>
<td>29,675</td>
<td>79,950</td>
</tr>
<tr>
<td>2005</td>
<td>54,705</td>
<td>25,242</td>
<td>79,947</td>
</tr>
<tr>
<td>2006</td>
<td>59,530</td>
<td>20,419</td>
<td>79,949</td>
</tr>
<tr>
<td>2007</td>
<td>64,775</td>
<td>15,170</td>
<td>79,945</td>
</tr>
<tr>
<td>2008</td>
<td>70,495</td>
<td>9,457</td>
<td>79,952</td>
</tr>
<tr>
<td>2009</td>
<td>76,710</td>
<td>3,240</td>
<td>79,950</td>
</tr>
</tbody>
</table>

(a) Includes Sinking Fund Installments.

(b) Coverage ratios for the years 1996 to 2009 are not shown because of the relatively small amount of debt service in such years compared to the amount of revenues.

All revenues (Adjusted Per Capita Aid plus Aggregate Sales and Stock Transfer Taxes) would cover the aggregate of the debt service on all First and Second Resolution obligations, shown in the table above for the years 1980 through 1995, ranging from a low of 2.44 times in 1987 and 1989 to a high of 3.50 times in 1994 and such coverages average approximately 2.75 times.
The Corporation anticipates that an aggregate of approximately $1.5 billion of additional First Resolution obligations and Second Resolution Bonds will be issued pursuant to the Debt Issuance Plan (after the issuance of the Series 19 and 20 Bonds), and that such issuances can be made within the issuance coverage tests imposed under the First and Second General Bond Resolutions, the Series 19 Resolution and certain other resolutions of the Corporation, see "PART 6—BONDS BEING OFFERED—Additional Bonds and Notes", on the basis of the assumptions described in this PART 5 and reflected in the above coverage table. The Corporation estimates that if such principal amount of bonds is issued, the total annual debt service on First and Second Resolution Bonds will increase to approximately $900 million in the late 1980's and early 1990's, assuming for the purpose of this calculation that such bonds are issued at rates comparable to current market rates and that all bonds so issued are Second Resolution Bonds.

In addition to the aggregate debt service payments with respect to the First Resolution obligations shown in the above table, the Corporation is required to make deposits into the Capital Reserve Fund established pursuant to the First General Bond Resolution. The required deposit into the Capital Reserve Fund for calendar 1980 has been provided from the proceeds of the sale of previous issues of the Corporation's bonds.

PART 6—BONDS BEING OFFERED

Description of the Bonds

General

The Series 19 Bonds will be issued pursuant to the Second General Bond Resolution and the Series 19 Resolution. The Series 19 Bonds will be dated, bear interest and mature as set forth on the cover of this Official Statement.

The Series 19 Bonds will be issued as coupon bonds in the denomination of $5,000 each, registrable as to principal only, or as fully registered bonds in the denomination of $5,000 or any integral multiple of $5,000. Coupon bonds and fully registered bonds will be interchangeable. The Series 19 Bonds will be registrable on the books of the Corporation at the corporate trust office of the Trustee.

For every exchange or transfer of the Series 19 Bonds, the Corporation or the Trustee may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. The cost of preparing each new Series 19 Bond issued upon such exchange or transfer and any other expenses of the Corporation or the Trustee incurred in connection therewith (except any applicable tax, fee or other governmental charge) will be paid by the Corporation as operating expenses.

Pursuant to the Act, the Series 19 Bonds include the 1978 State Covenant to the effect that the State will not take certain actions, including any action that will substantially impair the authority of the Control Board to act in specified respects with regard to the City. See "PART 11—AGREEMENT OF THE STATE OF NEW YORK."

Optional Redemption

The Series 19 Bonds are subject to redemption at the option of the Corporation on and after July 1, 1989, as a whole on any date, or in part by lot on any interest payment date or dates, at the following redemption prices (expressed as percentages of the principal amount), plus accrued interest to the date of redemption:

<table>
<thead>
<tr>
<th>Redemption Period</th>
<th>Redemption Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>July 1, 1989 to June 30, 1991</td>
<td>102 %</td>
</tr>
<tr>
<td>July 1, 1991 to June 30, 1993</td>
<td>101 1/2 %</td>
</tr>
<tr>
<td>July 1, 1993 to June 30, 1995</td>
<td>101 %</td>
</tr>
<tr>
<td>July 1, 1995 to June 30, 1997</td>
<td>100 1/2 %</td>
</tr>
<tr>
<td>July 1, 1997 and thereafter</td>
<td>100 %</td>
</tr>
</tbody>
</table>
Sinking Fund Redemption

The Series 19 Bonds are also subject to redemption, in part by lot, on July 1 in each of the years, and in the respective principal amounts, set forth below, at 100% of the principal amount thereof, plus accrued interest to the date of redemption, from mandatory "Sinking Fund Installments" which are required to be made in amounts sufficient to redeem on July 1 of each year, the principal amount of such Series 19 Bonds specified for each of the years shown below:

SINKING FUND INSTALLMENTS
(Dollars in thousands)

<table>
<thead>
<tr>
<th>July 1</th>
<th>Amount</th>
<th>July 1</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2000</td>
<td>$6,790</td>
<td>2005</td>
<td>$10,650</td>
</tr>
<tr>
<td>2001</td>
<td>7,430</td>
<td>2006</td>
<td>11,635</td>
</tr>
<tr>
<td>2002</td>
<td>8,130</td>
<td>2007</td>
<td>12,755</td>
</tr>
<tr>
<td>2003</td>
<td>8,895</td>
<td>2008</td>
<td>13,960*</td>
</tr>
<tr>
<td>2004</td>
<td>9,735</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* Payment at maturity.

Giving effect to the Sinking Fund Installments set forth above, the average life of the Series 19 Bonds would be approximately 25 3/4 years calculated from November 1, 1979.

The Corporation may from time to time direct the Trustee to purchase with moneys in the Bond Service Fund, Series 19 Bonds at or below par plus unpaid interest accrued to the date of such purchase, and apply any Series 19 Bonds so purchased as a credit, at par, against and in fulfillment of a required Sinking Fund Installment on such Series 19 Bonds. See "PART 14—SUMMARY OF CERTAIN PROVISIONS OF THE SECOND GENERAL BOND RESOLUTION—Bond Service Fund." To the extent the Corporation fulfills its obligations to make Sinking Fund Installments in a particular year through such purchases, the likelihood of redemption by lot of any bondholder's Series 19 Bonds through the operation of the sinking fund will be reduced for such year. The Corporation has in the past made such purchases with respect to certain series of its Second Resolution Bonds and may in the future do so with respect to the Series 19 Bonds.

Trustee

United States Trust Company of New York is the Trustee under the Second General Bond Resolution. Its corporate trust office is located at 130 John Street, New York, New York 10038. For further information concerning the Trustee, see "PART 15—TRUSTEE."

Additional Bonds and Notes

Pursuant to the Act, the Corporation is authorized to issue bonds and notes in an aggregate principal amount not exceeding $8.8 billion (exclusive of the Series 20 Bonds and the refunding portion of the Series 19 Bonds and other bonds and notes issued to refund outstanding bonds and notes, and notes issued to meet the City's seasonal borrowing requirements). For purposes of this authorization, the Corporation will have issued $6.765 billion after issuance of the Series 19 and 20 Bonds. All bonds, other than refunding bonds, are required to be issued under the First or Second General Bond Resolutions.

Additional Second Resolution Bonds may be issued on a parity with the Series 19 Bonds, provided that (a) the amount equal to the lesser of (i) the most recent collections of the Sales Tax and Stock Transfer Tax for 12 consecutive calendar months ended not more than two months prior to the date of such determination or (ii) the amounts estimated by the State Commissioner of Taxation and Finance to be collectible during the succeeding 12-month period from such sources, plus (b) the estimated or actual amount of Per Capita Aid to be or theretofore apportioned and paid to the Municipal Assistance State Aid Fund for the fiscal year of the State during which such additional Bonds are to be issued, less (c) the maximum annual debt service on outstanding obligations of the Corporation issued pursuant to the First General Bond Resolution, less (d) estimated operating expenses of the Corporation for its then current
fiscal year, is at least 2 times (e) the maximum annual debt service on outstanding Second Resolution Bonds (including the particular series of such additional bonds then proposed to be issued).

Pursuant to the Series 19 Bond Resolution and certain other series resolutions of the Corporation, the Corporation may issue additional obligations under the First General Bond Resolution only to the extent that the issuance thereof would not cause the maximum annual debt service on outstanding First Resolution obligations to equal or exceed $425 million (with certain adjustments with respect to up to $25 million of small denomination obligations that the Corporation may offer to the public under the First General Bond Resolution).

The Second General Bond Resolution contains further limitations upon the issuance by the Corporation of additional obligations under the First General Bond Resolution, see “Part 14—Summary of Certain Provisions of the Second General Bond Resolution.”

PART 7—CERTAIN DEVELOPMENTS AFFECTING THE STATE

Although the Series 19 Bonds are not obligations of the State, financial developments with respect to the State may affect the market for, market price of, and sources of payment of the Series 19 Bonds. As described under “Part 4—Payment of the Bonds”, the revenues of the Corporation that are pledged to payment of debt service on the Second Resolution Bonds derive from Per Capita Aid and the Sales Tax and, in certain circumstances, the Stock Transfer Tax. The payment of these revenues to the Corporation is subject to appropriation by the State Legislature. The State Legislature has made appropriations to the Corporation for each of the State’s fiscal years since the inception of the Corporation, including appropriations for the State’s current fiscal year, and it is expected, but the Corporation has no assurance, that the State Legislature will make such appropriations for subsequent fiscal years. It is possible that the willingness of the State Legislature to make such appropriations in the future may be affected by the financial condition of the State, which may in turn depend upon the financial condition of the City. Such willingness might also be adversely affected if the Secretary of the Treasury withheld payments to the State as an offset against any claim the Secretary might have in connection with the issuance of Federal guarantees of obligations of the City. See “Part 9—Four Year Debt Issuance Plan.”

The factors affecting the State’s financial condition are complex, and the following description constitutes only a brief summary. This Part 7 is based entirely on information supplied by the State.

Long-Term Trends

The State and the City face serious potential long-term economic problems. The City accounts for approximately 40% of the State’s population and personal income, and the City’s financial health affects the State in numerous ways.

The State has long been one of the wealthiest states in the nation. For decades, however, the State economy has grown more slowly than that of the nation as a whole, resulting in the gradual erosion of its relative economic affluence. The causes of this relative decline are varied and complex, in many cases involving national and international developments beyond the State’s control.

Part of the reason for the long-term relative decline in the State economy has been attributed to the combined state and local tax burden, which is the highest in the 48 contiguous States. The existence of this tax burden limits the State’s ability to impose higher taxes in the event of future financial difficulties.

Since the financial difficulties of the mid-1970’s, attempts have been made to bring the rate of growth in the public sector in the State into line with the slower expansion in the private economy. Prior to those efforts, annual increases in expenditures at both the State and local levels exceeded the increases in revenues generated by economic growth and were therefore financed in part through tax increases at both levels of government.
The burdens of State and local taxation, in combination with the many other causes of regional economic dislocation, may have contributed to the decisions of businesses and individuals to relocate outside, or not locate, within the State. In order to bring about a reversal of these trends, the State has implemented a series of tax reductions and other programs that are intended both to limit expansion in the public sector and to encourage expansion in the private sector. No immediate reversal of the erosion of the State’s economic position relative to the nation as a whole has been projected, but the State anticipates that actions taken thus far will help to reverse or at least slow this trend over time.

Financial Developments—Fiscal Years 1975-1979

During the last several years, some of the State’s public benefit corporations (the “Authorities”) and municipalities (in particular, the City) have faced extraordinary financial difficulties, which have affected the State’s own financial condition. These events, which included a default on short-term notes issued by the New York State Urban Development Corporation (“UDC”) in February 1975, which default was cured shortly thereafter, and a continuation of the financial difficulties of the City, created substantial investor resistance to securities issued by the State and by some of its municipalities and Authorities. For a time, in late 1975 and early 1976, these difficulties resulted in a virtual closure of public credit markets for State and many State-related securities.

The State’s 1976 fiscal year showed a deficit of $447 million, which was financed by transferring $65 million from reserve funds and by issuing $382 million of tax anticipation notes which were paid early in the State’s succeeding fiscal year.

In response to the financial problems confronting it, the State developed and implemented programs for its 1977 fiscal year that included (i) the adoption of a balanced budget (a deficit of $92 million that actually resulted was financed by issuing notes that were paid on June 14, 1977), (ii) a $4.53 billion borrowing plan, (iii) a plan (the “Authority Build-Out Plan”) to meet the borrowing requirements through September 30, 1978 of four Authorities (the “Build-Out Authorities”), including the New York State Housing Finance Agency (“HFA”), and (iv) provisions for appropriations to certain Authorities as part of a program to complete projects under construction and to avoid defaults on their outstanding obligations. In addition, legislation was enacted limiting the incurrence of additional so-called “moral obligation” and certain other Authority debt, which legislation does not, however, apply to debt of the Corporation.

The 1978 fiscal year saw an improvement in the financial condition of the State, its Authorities and municipalities generally, although certain municipalities (including the City) and certain Authorities continued to face financial difficulties. The State adopted and adhered to a balanced budget, with receipts and expenditures of approximately $11.18 billion. The State also adopted and implemented a $4.96 billion borrowing plan. Nearly all of the capital financing and all of the seasonal financing were made through sales to the public at interest rates substantially lower than those that applied in the preceding fiscal year.

For its 1979 fiscal year, the State achieved a balanced budget with receipts of $11.936 billion and expenditures of $11.931 billion, after implementation of a tax reduction program and repayment of $16.2 million of the reserve funds used by the State to help meet its fiscal 1976 deficit. The State implemented a $4.14 billion borrowing plan, including $3.79 billion in seasonal borrowings, at interest rates which reflected the continued improvement in the State’s financial affairs.

Program for the 1980 Fiscal Year

The State’s 1980 Financial Plan, which reflects legislative actions through April 6, 1979, provides for a balanced budget in the 1980 fiscal year, with General Fund expenditures and receipts of $12.826 billion. The 1980 Financial Plan reflects, among other factors, continuation of cost containment programs at the State level, continued implementation of the tax reduction program begun in the 1978 fiscal year, modification of certain State aid formulas, increased assistance to local governments and continuation of capital investment programs for projects intended to stimulate private sector growth and employment.
residential housing projects and medical care facilities. Inability or unwillingness to pass increased costs on to residents or users of such projects would adversely affect the fiscal stability of the Authorities, and possibly cause the State to be requested to make appropriations to support such projects. There is no assurance, however, that the Legislature would make such appropriations.

Failure of the State to appropriate necessary amounts or to take other action to permit the Authorities, especially the Build-Out Authorities, to meet their obligations or the failure of Build-Out Plan II to meet its objectives could result in a default by one or more of the Authorities. If a default were to occur, it would likely have a significant adverse effect on the market price of obligations of the State and its Authorities, including the Corporation.

Certain localities other than the City may face financial problems during the State's 1980 fiscal year and thereafter. The anticipated and potential problems stem in part from litigations and judicial decisions relating to property tax assessments and rates and pension contributions by such localities as well as from longer range economic trends. Such factors may result in the inability of certain localities to achieve balanced budgets during the State's 1980 fiscal year. Legislation has been enacted to provide additional State aid to such localities during the State's 1980 fiscal year.

**Litigation**

Various litigations are pending that may, if decided adversely to the State or the localities involved, adversely affect the State. Among the more significant of these litigations are those that challenge: (i) the authority of the Director of the Budget to withhold or impound local assistance funds to control or avoid deficits; (ii) the validity and fairness of agreements and treaties by which the Oneida Indians transferred title to the State of approximately six million acres of land in central New York; (iii) the adequacy of supervision by certain State agencies over the construction of Co-op City, which failure will allegedly result in the expenditure of large sums of money for remedial construction and has resulted in claims of $200 million in damages by the tenant-owned corporation that manages Co-op City; (iv) the conduct of the State, HFA and others in the construction, financing and management of Co-op City, which allegedly resulted in damages in excess of $233 million to present and former Co-op City residents; (v) the State's conduct in suppressing the 1971 Attica uprising; (vi) the valuation of a major utility company's franchises in 43 municipalities and the taxes based on such valuations; (vii) the fulfillment by the State of various obligations arising out of contracts entered into by the State's Department of Transportation; (viii) the methods and rates the State uses to make reimbursement for Medicaid services; (ix) the State's action in conveying title to certain parcels of real property in the Love Canal area of Niagara Falls without serving notice that such parcels were contaminated; and (x) the validity of State recoupment practices with respect to Aid to Dependent Children programs in the City.

The present system of levying taxes and applying funds for public school purposes was ruled unconstitutional by the State Supreme Court (trial court) in 1978. The State has appealed the decision. It is extremely unlikely that this decision will have an effect on the State's tax structure, budget or economy during the 1980 fiscal year. However, unless the effects of the decision are modified by legislation, the decision, if upheld on appeal, could entail substantial additional State expenditures.

In 1978, the State Court of Appeals held unconstitutional State legislation that authorized certain cities and city school districts to impose a special increase of real property tax rates in order to raise funds for pension contributions and for certain other uses. Over $100 million annually was collected pursuant to rates in excess of the State constitutional limits in reliance on this legislation. State loans aggregating up to $52 million were authorized to be made in the 1980 fiscal year for certain school districts; approximately $20 million of such loans were made in April 1979. Such loans have also been authorized for the 1981 fiscal year for certain school districts. These measures are expected to enable the affected cities and school districts to balance their budgets for the 1979 and 1980 fiscal years.
PART 8—CERTAIN DEVELOPMENTS AFFECTING THE CITY

Although bonds of the Corporation are not obligations of the City, financial developments with respect to the City may affect the market for or market prices of the Second Resolution Bonds, including the Series 19 Bonds. The Corporation believes that its ability to repay the Second Resolution Bonds is not dependent upon the financial condition of the City. However, economic and demographic conditions in the City may affect the levels of Sales Tax receipts and Per Capita Aid, see “Expiration of Plan” in this PART 8. During the time the Series 19 Bonds are outstanding, financial developments and other matters concerning the City will be the subject of reviews and reports by various agencies of Federal and State Governments, see “PART 10—VARIOUS CONTROL PROGRAMS.”

This section describes the City’s projections for its 1980 to 1983 fiscal years, major assumptions and uncertainties with respect to those years, and some of the financial difficulties the City is expected to face in the future. It provides only a brief summary of the complex factors affecting the City’s financial condition. This section is based entirely on information reported to the Corporation by the City and the Control Board, presented in the City’s four year financial plans or the Official Statements prepared by the City in connection with the issuance of its securities, or contained in other reports and statements referred to herein.

Recent Financial History: Fiscal Years 1975-1978

During 1975 the City became unable to market its securities and entered a period of extraordinary financial difficulties. In response to this crisis, the State in June 1975 created the Corporation (1) to issue long-term bonds and other obligations to provide funds to pay maturing City short-term notes and to meet certain operating expenses of the City, and (2) to monitor the City’s compliance with various financial reforms. In response to the City’s continuing financial difficulties and upon recommendation of the Corporation, the State Legislature, in September 1975, adopted the Emergency Act, which created the Control Board. See “PART 10—VARIOUS CONTROL PROGRAMS.” Among other State actions was an advance to the City at the end of the City’s 1975 fiscal year of $800 million of State assistance moneys due the City in the succeeding fiscal year (an action repeated in each of the next three fiscal years).

After it lost access to the public credit markets, the City took a number of steps which were intended to enable it to balance its budget and to regain access to the public credit markets. As required by the Emergency Act, these included accounting reforms and development of a three-year financial plan (the “Three Year Financial Plan”) to provide for a budget balanced in accordance with accounting principles permitted by State law by the 1978 fiscal year. State law permits two major deviations from GAAP: (1) accounting for contributions to employee retirement systems and recipients of supplemental benefits on a cash basis rather than on an accrual basis, and (2) inclusion of certain expense items in the City’s Capital Budget in decreasing amounts during a phase-out period.

To provide seasonal and long-term financing for the City, the City and the Federal government entered into an agreement which provided the City with seasonal financing for three years. Certain City pension funds agreed to provide the City with long-term financing through June 30, 1978, by purchasing City bonds and the City’s sinking funds exchanged City notes for City bonds. In addition, certain commercial banks and City pension funds purchased bonds of the Corporation, and the Corporation sold bonds to the public and paid the proceeds to the City, and exchanged its bonds for outstanding City notes. In addition, in November 1975, the State Legislature enacted the New York State Emergency Moratorium Act, which suspended the rights of holders of short-term notes of the City to bring suit to enforce payment of such notes. The State Court of Appeals subsequently held the Moratorium Act unconstitutional; all the notes affected by this decision were subsequently provided for.

During the 1976 through 1978 fiscal years, the City, among other actions, took steps to reduce the number of its employees, entered into labor contracts consistent with the assumptions contained in the Three Year Financial Plan and with the wage guidelines adopted by the Control Board, increased the transit fare, began charging general tuition at the City University of New York, and received additional
For fiscal year 1983 and thereafter, the City has no commitments for necessary financing. The City plans to meet such financing needs in the public credit markets. However, the City Comptroller recently expressed concern that, despite compliance by the City with the 1980 Four Year Plan, the possibility of achieving less than full reentry into the long-term public credit markets by the 1983 fiscal year exists. If it is not possible for the City to sell its notes and bonds, on reasonable terms and in sufficient amounts, there is no assurance that either the Federal government or the State would continue programs of financing assistance similar to those currently being relied on.

Federal Bankruptcy Legislation

The City projects meeting its cash needs through the 1982 fiscal year from its own revenues, Federal and State aid, seasonal borrowings, and the sale of the City's and the Corporation's bonds pursuant to the Debt Issuance Plan. If the City's cash sources are insufficient to meet its obligations, Federal and State statutes provide for certain remedies.

Chapter 9 of the Federal Bankruptcy Code permits any State political subdivision or agency to file a petition for relief under its provisions if the subdivision or agency is authorized to do so by State law. Both the City and the Control Board (on behalf of the City) are so authorized, and either could file such a petition if the City were (a) insolvent or unable to meet its debts as they mature, (b) desirous of effecting a plan to adjust its debts, and (c) able to meet the other prerequisites for filing a Chapter 9 petition with respect to negotiations between the City and its creditors and other matters. Any plan to adjust the City's debts would become effective only upon Court approval, after the requisite approval by creditors of the City had been obtained.

If a Chapter 9 petition were filed, certain financial institutions and City pension funds would not be required to purchase bonds of the Corporation; and the Secretary of the Treasury could refuse to guarantee any additional City bonds.

Although the filing of such petition might have a general adverse effect on the economic health of the City, the Corporation believes that such a filing would not have a materially adverse effect on the Corporation's ability to repay its obligations, including the Series 19 Bonds. The filing of such a petition, as with other financial developments with respect to the City, might affect the market for and market prices of the Series 19 Bonds.

PART 9—FOUR YEAR DEBT ISSUANCE PLAN

The Corporation, in conjunction with the City, has developed the Debt Issuance Plan to provide approximately $4.5 billion of long-term financing for the City during the 1979 through 1982 fiscal years. For a description of the City's financial plan for such fiscal years, see "PART 8—CERTAIN DEVELOPMENTS AFFECTING THE CITY—FISCAL YEARS 1979-1983."

The funds to be provided by the Debt Issuance Plan are expected to be used to fund the following items: approximately $2.3 billion for the City's capital needs; approximately $900 million for certain expense items permitted to be included in the City's capital budget under State law during the period of the phase-out of such items from the capital budget, but not permitted to be included under GAAP; approximately $600 million to refund prior to their maturity certain outstanding bonds of the Corporation; approximately $300 million to fund the Corporation's capital reserve funds and the Guarantee Fund; and $400 million to reduce the need for an advance from the State to the City of State assistance moneys, an advance made by the State in each of the City's 1975 through 1978 fiscal years in the amount of $800 million. The City has stated that it is considering using $100 million of available cash instead of $100 million it would receive from the future sales of the Corporation's bonds during the 1980 fiscal year to fund expense items in the capital budget. In such event the Corporation would use an additional $100 million of bond proceeds to refund outstanding bonds or for other corporate purposes.

The Debt Issuance Plan includes four long-term financing components: (bracketed figures indicate the amount of issuance to date, including the Series 19 Bonds) (1) the sale of up to $1.8 billion of the Corporation's Second Resolution Bonds [$578 million] to various New York City commercial banks, savings banks and insurance companies (the "Financial Institutions") and four City employee pension funds (the "City Pension Funds"); (2) the sale of up to $750 million of federally guaranteed City bonds
[$500 million] to the City Pension Funds and two State employee pension funds (the “State Pension Funds”); (3) sales to the public of up to $1 billion of the Corporation's bonds [$722 million]; and (4) sales to the public of up to $950 million of City bonds [none] that are not federally guaranteed (or, if neither the City nor the Corporation is able to sell its bonds to the public in sufficient amounts on reasonable terms to fulfill this element of the Plan, the City and State Pension Funds have agreed to chase up to $900 million of federally guaranteed City bonds).

Bonds of the Corporation to be purchased by the Financial Institutions and City Pension Funds will bear interest at a rate computed in accordance with a formula specified in the Financing Agreement. The formula takes into account various market factors and will result in a rate equal to or somewhat higher than the rate at which such bonds would be successfully distributed in the public credit markets.

The year-by-year sources of funds under the Debt Issuance Plan are set forth on the following schedule:

**DEBT ISSUANCE PLAN**

**Sources of Funds**

**Fiscal Years Ending June 30, 1979-1982**

<table>
<thead>
<tr>
<th>Source</th>
<th>1979*</th>
<th>1980*</th>
<th>1981</th>
<th>1982</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Private Placements of the Corporation's Bonds</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>City Pension Funds</td>
<td>$60,375</td>
<td>$224,225</td>
<td>$224,275</td>
<td>$116,125</td>
<td>$625,000</td>
</tr>
<tr>
<td>Commercial Banks</td>
<td>60,375</td>
<td>224,225</td>
<td>224,275</td>
<td>116,125</td>
<td>625,000</td>
</tr>
<tr>
<td>Savings Banks</td>
<td>75,000</td>
<td>75,000</td>
<td>75,000</td>
<td>75,000</td>
<td>300,000</td>
</tr>
<tr>
<td>Insurance Companies</td>
<td>205,250</td>
<td>13,550</td>
<td>13,450</td>
<td>17,450</td>
<td>249,700</td>
</tr>
<tr>
<td><strong>Subtotals</strong></td>
<td>401,000</td>
<td>537,000</td>
<td>537,000</td>
<td>324,700</td>
<td>1,799,700</td>
</tr>
<tr>
<td><strong>Sales to the Public of the Corporation's Bonds</strong></td>
<td>500,000</td>
<td>500,000</td>
<td>500,000</td>
<td>500,000</td>
<td>1,000,000</td>
</tr>
<tr>
<td><strong>Private Placements of Guaranteed City Bonds</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>City Pension Funds</td>
<td>150,000**</td>
<td>225,000**</td>
<td>225,000**</td>
<td>225,000**</td>
<td>375,000</td>
</tr>
<tr>
<td>State Pension Funds</td>
<td>250,000</td>
<td>125,000</td>
<td>125,000</td>
<td>125,000</td>
<td>375,000</td>
</tr>
<tr>
<td><strong>Subtotals</strong></td>
<td>400,000</td>
<td>350,000</td>
<td>350,000</td>
<td>350,000</td>
<td>750,000</td>
</tr>
<tr>
<td><strong>Sales to the Public of City Bonds</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total Sources</strong></td>
<td>$1,301,000</td>
<td>$1,387,000</td>
<td>$837,000</td>
<td>$974,700</td>
<td>$4,499,700</td>
</tr>
</tbody>
</table>

* Including amounts previously issued as set forth in the brackets above.

** Reflects the deferral of $100 million of sales initially scheduled in 1979 to 1980.

The sale of the Series 19 Bonds is the second sale to the public of the Corporation's bonds scheduled to be made by the Corporation during the 1980 fiscal year. It is the present intention of the Corporation to issue to the public an aggregate of $500 million of its bonds during the 1980 fiscal year under the Debt Issuance Plan. To date, including the Series 19 Bonds, the Corporation has issued $222 million of such bonds and intends to issue the remainder in two quarterly issues.

The City met its seasonal financing needs for the 1979 fiscal year through the sale of $375 million of short-term notes to commercial banks and City Pension Funds and the sale of $275 million of notes to the public. These were the first sales of City notes to the public since 1975.

The City projects its seasonal financing needs for the 1980 fiscal year to be approximately $600 million and projects such needs to range from $700 to $900 million for each of the 1981 through 1983 fiscal years. The City has met in part its seasonal needs for the 1980 fiscal year through the sale to the public in September 1979 of $200 million of short term revenue anticipation notes and expects to meet the balance of these needs through sales to the public or through a back-up loan agreement which the City has entered into with private lenders.
The Corporation believes that the Debt Issuance Plan can be successfully implemented; however, the obligations of each of the purchasers to make further purchases under the Plan, and the obligation of the United States to issue guarantees, are subject to numerous and complex conditions imposed by Federal and State legislation or contained in the agreements pursuant to which such purchases are to be made and such guarantees are to be issued (the "Agreements"). Certain of such conditions may be difficult to fulfill, and many conditions are not within the control of the Corporation or the City or both. If the Debt Issuance Plan does not continue to be fulfilled as planned and an alternative financing and retirement plan were not developed, the market for and market prices of the Corporation's bonds would be adversely affected.

The obligations of the parties under the Agreements are conditioned on the completion of substantially all the purchases and guarantee issuances previously scheduled under the Agreements. Therefore, the failure to satisfy any condition under any Agreement could jeopardize the entire Debt Issuance Plan. Among the other conditions which must be satisfied for successful implementation of the Debt Issuance Plan are the following: the City is required to submit a budget balanced in accordance with GAAP for the 1982 fiscal year and thereafter, must make substantial progress in its 1980 and 1981 fiscal years toward that goal, and must not have seasonal borrowing requirements in excess of specified limits. In the 1980 and 1981 fiscal years, the State must provide the Secretary of the Treasury with assurance that State financial aid to the City will not be less than the amount of aid provided in fiscal 1979. There must be no change in the Corporation's affairs that would materially adversely affect the prospects for payment when due of principal or interest on the Corporation's bonds. There must have been no default by the State, the Corporation or the City in the payment of any bond or note and no default shall have occurred and be continuing with respect to payment of any general obligation of any agency or authority of the State or City whose bonds are backed by a "moral obligation" provision.

In addition, specified State and Federal legislation, including the 1978 State Covenant and portions of the Emergency Act and legislation regarding past and future purchases of City and Corporation bonds by the City and State Pension Funds, must not have been repealed or determined to be invalid or unenforceable in whole or in material part by any action of the State or by judicial decision. There must be no litigation pending (other than certain actions pending at the time the Agreements were executed) that seriously challenges the powers, duties or duration of the Control Board, the obligations of the City under the Emergency Act, the 1978 State Covenant or the validity of an agreement by the City to comply with the provisions of the Emergency Act. The obligation of the Financial Institutions to make the purchases called for by the Financing Agreement is conditioned upon the absence of certain specified threats to the continued status of the bonds as tax exempt securities. The City and State Pension Funds may not purchase obligations of the Corporation or the City in excess of certain statutory percentage limitations. Furthermore, neither the United States House of Representatives nor the Senate shall have disapproved issuance of Federal guarantees in either the 1980 or 1981 fiscal years. The Secretary of the Treasury is authorized to withhold payments of Federal assistance from the State and the City as an offset against any claim the Secretary might have in connection with the issuance of Federal guarantees.

Before the Secretary of the Treasury can issue guarantees, he must determine that the City is effectively unable to obtain sufficient credit on reasonable terms in the public credit markets or elsewhere to meet its borrowing needs. Failure of the Secretary of the Treasury to issue guarantees for this reason will not prevent future purchases under the Financing Agreement. In a letter to the Secretary of the Treasury dated August 20, 1979 and prior to the sale of $100 million of federally guaranteed City bonds which occurred on August 30, 1979, Senator William Proxmire, chairman of the United States Senate Committee on Banking, Housing, and Urban Affairs, urged the Secretary to address the question whether the amount of City bonds proposed to be guaranteed should be reduced by $100 million as a result of the estimated $200 million available as a result of the actual operating budget deficit under GAAP for the City's 1979 fiscal year being lower than had been previously projected for such year, rather than permitting, as proposed by the City, that $100 million of such available funds be used to reduce the capitalized expenses to be financed during its 1980 fiscal year by the Corporation and permitting more
Corporation indebtedness to be refunded than had been anticipated. The Mayor advised the Secretary
by letter dated August 30, 1979, that the federal guarantees continued to be an important part of
the financing program, that the total $4.5 billion financing program, including the guarantees, is still
necessary, and that the reduction in Corporation-financed capitalized expenses and corresponding increase
refunding is expected to improve the City's financial condition. The Mayor also stated that further
- al guarantees scheduled to be issued during the 1980 fiscal year will not be requested unless the
or believes they are warranted by the City's capital spending rate and, therefore, are truly necessary
to meet the City's financing needs and to achieve the goal of long-term financial stability and independence
for the City.

PART 10—VARIOUS CONTROL PROGRAMS

This Part describes the powers of the Corporation to aid the City, the requirements imposed upon
the City by the Act and the Emergency Act, and the powers of the Corporation and the Control Board
to review and take action with respect to the City's compliance with such requirements.

The Corporation

The Act authorizes the Corporation to make direct payments to or purchase obligations of the City.
At the time of any payment to the City, the City is required to agree to observe and perform a number
of statutory conditions which the Corporation may modify from time to time, but may not waive. The
Act provides that the statutory conditions, as modified by the Corporation and agreed to by the City,
shall cease to apply when all bonds and notes of the Corporation have been repaid or such repayment
is provided for as specified in the Act.

The statutory conditions are designed to (i) reform and unify the City's system of accounting,
(ii) provide independent review of the City's expenditures, and (iii) establish limits and controls over
the City's debt-incurring power. These conditions, and the City's compliance therewith to date, may
be briefly summarized as follows:

(i) The City has adopted as its method of accounting the accounting principles permitted
by State law. The City's audited financial statements provided to the Corporation for the City's
1978 fiscal year were prepared and those to be prepared for each subsequent fiscal year are to be
prepared in accordance with GAAP, with the adjustments necessary to show results in accordance
with the accounting principles permitted by State law for fiscal years through 1981.

(ii) The Act requires the City to comply with various provisions of the Emergency Act relating
to balanced budgets, provisions for debt service and other financial requirements. The City is
required to submit its proposed operating budgets (and any subsequent increases in expenditures
therein) and operations reports for each fiscal year and each quarter to the Corporation for review to
determine whether the City is adhering to an operating budget in which revenues equal or exceed
expenditures under the accounting principles permitted by State law.

(iii) The Act sets forth limitations for the issuance by the City of its short-term notes. The
Corporation is required to police these limitations by making an advance determination as to whether
a proposed issuance of short-term obligations by the City violates these limitations and by reporting
any adverse determination to the City Comptroller, who is then prohibited from issuing such
obligations. The Corporation anticipates that these limitations will not prevent the City from issuing
any of the short-term obligations contemplated in the Debt Issuance Plan.

If the Board of Directors of the Corporation determines, after review of the City's books and
records and consultation with the Mayor, that the City's operating budget will not be balanced in
accordance with State law, or that any of the conditions summarized above have not been fulfilled or
should be modified, the Corporation must notify the Governor, the Mayor and certain other State and
City officials and must disclose such determinations to the public.

31
Control Board

The Control Board, created pursuant to the Emergency Act in 1975, is composed of the Governor and the Comptroller of the State, the Mayor and the Comptroller of the City and three appointees of the Governor: Gilroy A. Griffin, Jr., John C. Sawhill and Stanley S. Shuman. (Two of the gubernatorial appointees must be residents of, or have their principal place of business in, the City.) Comer S. Cor is the Executive Director of the Control Board. Sidney Schwartz is Special Deputy State Compt, and assists the Control Board and the Corporation in carrying out their functions.

The most significant powers of the Control Board are exercisable during a “control period” defined in the Emergency Act to mean the period ending when (i) there is no longer effective or outstanding any Federal guarantee (see “PART 9—FOUR YEAR DEBT ISSUANCE PLAN”), (ii) the Control Board has determined that the City has adopted and adhered to an operating budget balanced in accordance with GAAP for each of the three immediately preceding fiscal years, and (iii) the State and City Comptrollers have jointly certified that securities sold by or for the benefit of the City during the preceding and current fiscal year in the public market satisfied the capital and seasonal financing requirements of the City during such period and that there is a substantial likelihood that such securities can be sold in the public credit markets through the end of the next succeeding fiscal year in amounts that will satisfy substantially all of the capital and seasonal financing requirements of the City during such period. Thereafter, a control period is to be reimposed by the Control Board at such times and for such durations as are made necessary by the actual (or substantially likely and imminent) occurrence of certain events relating to the City’s ability to pay debt service on its bonds and notes when due or its ability to adopt or adhere to a balanced operating budget or to satisfy its capital and seasonal financing needs in the public credit markets. After the termination of a control period, the Control Board is required to consider annually whether, in its judgment, any of the specified events has occurred. No control period may extend beyond the earlier of (i) July 1, 2008 or (ii) such date as no bonds or notes containing the 1978 State Covenant remain outstanding and there is no longer effective or outstanding any Federal guarantee.

During a control period, the four year financial plans for the City and the covered organizations, including modifications thereof, are subject to review and approval by the Control Board. In addition, the Control Board must formulate and adopt a financial plan, in the event a plan shall not have been approved prior to the beginning of the first fiscal year covered by such plan, and may modify a plan, in the event a modification required pursuant to the Emergency Act shall not have been approved within the time period specified by such Act. The Control Board is required to disapprove a financial plan or financial plan modification if the plan or modification is incomplete or fails to comply with the applicable standards specified in the Emergency Act, except that the Control Board may authorize a method of phasing into the operating budget the requirements of any changes in GAAP over a reasonable period if immediate compliance would cause a substantial adverse impact on the delivery of essential services. The Control Board may also approve modifications to a financial plan that would cause the financial plan to no longer be in compliance with the applicable standards if compliance would result in a material adverse impact upon the delivery of essential services because of unforeseen events during the fiscal year. Beginning with the 1983 fiscal year, any deficit in the results of the City’s operations must be provided for in the following fiscal year.

The Control Board’s current program for determining the City’s compliance with its four year financial plan includes monitoring the City’s new system of monthly expenditure projections and quarterly allocations for each agency, review of cost reduction programs, and review of revenue by category on an ongoing basis.

For the duration of a control period all revenues, funds and accounts of the City and any covered organization are revenues, funds and accounts of a fund established pursuant to the Emergency Act (the “Board Fund”) and are held for the account of the City or the appropriate covered organization except to the extent prohibited by law or previous agreement relating to outstanding securities and except for moneys deposited into a City debt service fund or repayment accounts for tax or revenue anticipation
notes. Responsibility for disbursements from and day-to-day management of the Board Fund is in the hands of the City, although the Control Board has established procedures through which it may assume immediate control of such fund, subject to certain conditions. The Control Board has the power to exempt revenues, funds or accounts from these requirements.

In addition to its responsibilities with respect to the four year financial plans, during a control period the Control Board is also charged with responsibility for the review and approval of proposed bond issues and certain obligations of the City and the covered organizations, and, in coordination with the Corporation, the approval of long-term or short-term borrowing by the City or any covered organization.

PART 11—AGREEMENT OF THE STATE OF NEW YORK

In the legislation which established the Corporation in 1975 the State pledged to and agreed with the holders of the Corporation’s bonds, that the State will not limit or alter the rights vested by the Act in the Corporation to fulfill the terms of any agreements made with holders of any such bonds, or in any way impair the rights and remedies of such holders, until any such bonds, together with the interest thereon, with interest on any unpaid installments of interest, and all costs and expenses in connection with any action or proceedings by or on behalf of such holders, are fully met and discharged. The Corporation has included such pledge in the Second General Bond Resolution.

In addition, pursuant to legislation enacted in 1978, the City is authorized and the Corporation is required to include the 1978 State Covenant in any agreement with holders or guarantors of their notes or bonds. By the terms of the 1978 State Covenant, the State agrees not to take any action that will (a) substantially impair the authority of the Control Board during a control period to approve, disapprove or modify any financial plan or modification, to disapprove contracts of the City or covered organizations, to approve or disapprove proposed borrowings of the City or covered organizations, and to establish procedures for deposits to and disbursements from the Board Fund; (b) substantially impair the authority of the Control Board to review financial plans and modifications, contracts and proposed borrowings of the City or covered organizations; (c) substantially impair the independent maintenance of a separate fund for the payment of debt service on bonds and notes of the City; (d) alter the Control Board so that a majority of the voting members are not elected State officials or appointees of the Governor; (e) terminate the existence of the Control Board before the earlier of July 1, 2008 or the date when all notes or bonds containing the 1978 State Covenant are no longer outstanding and there is no longer effective or outstanding any Federal guarantee; (f) substantially modify the requirement that the City’s financial statements be independently audited; or (g) alter the definition of control period or substantially alter the authority of the Control Board to reimpose or terminate a control period. The Emergency Act provides that the pledge and agreement of the State shall cease to be effective when notes and bonds subject to the pledge are no longer outstanding or when sufficient moneys have been set aside for their payment.

Enactment of the 1978 State Covenant was considered by the Financial Institutions to be an essential condition to their participation in the Debt Issuance Plan. In the opinion of Bond Counsel, given to the Financial Institutions and City Pension Funds pursuant to the Financing Agreement, while the matter is not free from doubt, the 1978 State Covenant is enforceable, provided a court would hold that the pledge is an “important security provision” of the Bonds, “subject at all times to the proper exercise of the State’s reserved police power.” The enforceability of the 1978 State Covenant is subject to various factual requirements and legal uncertainties and there can be no assurance that any purchaser seeking to enforce the 1978 State Covenant will be able to meet such factual requirements or that such legal uncertainties will be resolved in favor of such enforcement.

PART 12—MANAGEMENT

Under the Act, the Corporation is administered by a Board of Directors (the “Board”), consisting of nine directors. All of the directors are appointed by the Governor with the advice and consent of the State Senate; four of the directors are appointed upon written recommendation of the Mayor. The Act also provides for the appointment of representatives to the Board (the “Representatives”) by certain
(g) the State shall fail to maintain the existence of either the special account in the Municipal Assistance Tax Fund or the Stock Transfer Tax Fund; or

(h) the State shall for any reason fail or refuse to apportion and pay Per Capita Aid or shall fail to maintain the State Aid Fund and the Special Aid Account therein or shall reduce the amount of Per Capita Aid payable during the current Fiscal Year to an amount less than the maximum amount of principal of and interest on the Outstanding Bonds maturing or otherwise coming due in the current or any future Fiscal Year.

(Resolution, Section 1202)

Remedies

The Resolution vests the Trustee with all rights, powers and duties of a trustee appointed by Bondholders pursuant to the Act.

(Resolution, Section 1201)

Upon the happening and continuance of any event of default specified in paragraph (a) or (b) of Section 1202 of the Resolution, the Trustee shall proceed, or upon the happening and continuance of any event of default specified in paragraph (c), (d), (e), (f), (g) or (h) of said Section, the Trustee may proceed, and upon the written request of the holders of not less than 25% in principal amount of the Outstanding Bonds shall proceed, in its own name, to protect and enforce its rights and the rights of the Bondholders by such one or more of the following remedies, as the Trustee, being advised by counsel, shall deem most effectual to protect and enforce such rights:

(a) by mandamus or other suit, action or proceeding at law or in equity, to enforce all rights of the Bondholders and to require the Corporation to carry out any other covenant or agreement with Bondholders and to perform its duties under the Act;

(b) by bringing suit upon the Bonds;

(c) by action or suit in equity, to require the Corporation to account as if it were the trustee of an express trust for the holders of the Bonds;

(d) by action or suit in equity, to enjoin any acts or things which may be unlawful or in violation of the rights of the holders of the Bonds; or

(e) in accordance with the provisions of the Act (including the requirement of 30 days notice to the Governor, the Corporation and the Attorney General of the State) to declare all Bonds due and payable, and if all defaults shall be made good, then, with the written consent of the holders of not less than 25% in principal amount of the Outstanding Bonds, to annul such declaration and its consequences.

In the enforcement of any remedy under the Resolution, the Trustee shall be entitled to sue for, enforce payment on and receive any and all amounts then or during any default becoming, and at any time remaining, due under any provision of the Resolution or a Series Resolution or of the Bonds, together with any and all costs and expenses of collection and of all proceedings thereunder, without prejudice to any other right or remedy of the Trustee or of the Bondholders.

(Resolution, Section 1203)

Series Resolutions and Supplemental Resolutions

The Corporation may adopt (without the consent of any Bondholders) a Series Resolution or Supplemental Resolution not inconsistent with the Resolution, to provide for the issuance of a Series of Bonds and specify the terms thereof; to add additional covenants and agreements for the purpose of each affected Series; excluding, in each case, from such consent, and from the Outstanding Bonds,
restrictions on the issuance of Bonds; to surrender any right, power, or privilege reserved to the Corporation; and, with the consent of the Trustee, to cure any ambiguity or defect or inconsistent provision in the Resolution.

(Resolution, Section 1001)

Any of the provisions of the Resolution may be amended by a Supplemental Resolution with the written consent of the holders of at least 66²⁄₃% in principal amount in each case of (a) all Bonds then Outstanding, and (b) if less than all the Series of Bonds then Outstanding are affected, the Bonds of each affected Series; excluding, in each case, from such consent, and from the Outstanding Bonds, the Bonds of any specific Series and maturity, if such amendment by its terms will not take effect so long as any such Bonds remain Outstanding; provided that any such amendment shall not permit a change in the terms of redemption or maturity of the principal of or any installment of interest on any such Bond or make any reduction in principal, Redemption Price, or interest without the consent of the affected holder, or reduce the percentages of consents required for a further amendment.

(Resolution, Section 1101)

Amendments may be made in any respect with the written consent of the holders of all of the Bonds then Outstanding.

(Resolution, Section 1103)

Investment of Funds

The Corporation may direct the Trustee to invest moneys in the Bond Service Fund and the Capital Reserve Fund in (a) direct obligations of the United States of America, direct obligations of the State or obligations the principal and interest of which are guaranteed by the United States of America or the State, (b) any obligation issued by certain Federal agencies, (c) any other obligation of the United States of America or any Federal agencies which may then be purchased with funds belonging to the State of New York or held in the State Treasury, (d) interest-bearing time deposits, and (e) repurchase agreements covering obligations of issuers enumerated as aforesaid.

The Trustee shall not be liable or responsible for the making of any authorized investment made in the manner provided in the Resolution or for any loss resulting therefrom.

(Resolution, Sections 702 and 703)

Defeasance

1. If the Corporation shall pay or cause to be paid to the holders of all Bonds and coupons then Outstanding, the principal and interest and Redemption Price, if any, to become due thereon, at the times and in the manner stipulated therein and in the Resolution, then the covenants, agreements and other obligations of the Corporation to the Bondholders shall be discharged and satisfied.

2. Bonds or coupons or interest installments for the payment or redemption of which moneys shall have been set aside and shall be held in trust by the Trustee or any Paying Agent (through deposit by the Corporation of funds for such payment or redemption or otherwise) at the maturity or redemption date thereof shall be deemed to have been paid within the meaning and, with the effect expressed in paragraph 1 above. All Outstanding Bonds of any Series and all coupons appertaining to such Bonds shall, prior to the maturity or redemption date thereof, be deemed to have been paid within the meaning and with the effect expressed in such paragraph 1 above if (a) there shall have been deposited with the Trustee either moneys in an amount which shall be sufficient, or direct obligations of the United States of America the principal of and the interest on which, when due, will provide moneys which, together with the moneys, if any, deposited with the Trustee at the same time, shall be sufficient to pay, when due, the principal or Redemption Price, if applicable, and interest due and to become due on said Bonds on
and prior to the redemption date or maturity date thereof, as the case may be, and (b), the Corporation shall have given the Trustee in form satisfactory to it irrevocable instructions to publish a notice to the effect and in accordance with the procedures provided in the Resolution. Neither direct obligations of the United States of America or moneys deposited with the Trustee nor principal or interest payments on any such securities shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal or Redemption Price, if applicable, and interest on said Bonds.

(Resolution, Section 1401)

PART 15—TRUSTEE

United States Trust Company of New York (the "Trust Company") is the Trustee under the Second General Bond Resolution. Its principal office is located at 45 Wall Street, New York, New York 10005, and its corporate trust office is located at 130 John Street, New York, New York 10038. The Trustee has accepted the duties and responsibilities imposed upon it by the First and Second General Bond Resolutions and is vested with all of the rights, powers and duties of a trustee appointed by Bondholders pursuant to the Act. Upon the happening of an "event of default" as defined in the Second General Bond Resolution, the Trustee may, and in certain circumstances is required to, proceed to protect and enforce its rights and the rights of the Bondholders. See "PART 14—SUMMARY OF CERTAIN PROVISIONS OF THE SECOND GENERAL BOND RESOLUTION." In the performance of its duties, the Trustee is entitled to indemnification for any act which would involve it in expense or liability and will not be liable as a result of any action taken in connection with the performance of its duties except for its own negligence or default. The Trustee is protected in acting upon any direction or document believed by it to be genuine and to be signed by the proper party or parties or upon the opinion or advice of counsel. The Trustee may resign at any time upon 60 days written notice to the Corporation and publication thereof. Any such resignation shall take effect on the day specified in the notice, but in the event that a successor has been appointed, the resignation shall take effect immediately.

As of the date hereof, the Trust Company, which is a party to the Financing Agreement, owns $6.633 million of First Resolution obligations and $4.920 million of Second Resolution Bonds for its own account. The Trust Company also acts as Trustee under the First General Bond Resolution and has performed, and may in the future perform, certain banking services for the Corporation.

PART 16—LEGAL INVESTMENT

The Second Resolution Bonds are legal investments, under present provisions of State law, for all public officers and bodies of the State and political subdivisions of the State and other persons carrying on an insurance business, all banks, bankers, trust companies, savings banks, and savings associations, including savings and loan associations, building and loan associations, investment companies and other persons carrying on a banking business, all administrators, guardians, executors, trustees and other fiduciaries, and all other persons whatsoever who are now or may hereafter be authorized to invest in bonds or other obligations of the State. Pursuant to the Act, the Second Resolution Bonds may be deposited with, and may be received by, all public officers and bodies of the State and all political subdivisions thereof and public corporations for any purpose for which the deposit of bonds or other obligations of the State is now or may hereafter be authorized.

PART 17—TAX EXEMPTION

In the opinion of Bond Counsel, under existing statutes and court decisions, interest on the Series 19 Bonds is exempt from Federal income taxes, and shall at all times be free from State and City income taxes.
PART 18—LEGAL OPINIONS

All legal matters incident to the authorization, issuance, sale and delivery of the Series 19 Bonds are subject to the approval of Hawkins, Delafield & Wood, New York, New York, Bond Counsel to the Corporation. The approving opinion of Bond Counsel will be in substantially the form attached to this Official Statement as Exhibit B. Certain legal matters, including the accuracy and completeness of this Official Statement, will be passed on for the Corporation by its General Counsel, Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York. Carter, Ledyard & Milburn, New York, New York, have acted as counsel for the Trustee.

Certain matters will be passed upon for the underwriters by their counsel, White & Case, New York, New York.

PART 19—UNDERWRITING

The underwriters have jointly and severally agreed, subject to certain conditions, to purchase the Series 19 Bonds from the Corporation at a discount equal to 2.37% from the initial public offering price. The underwriters may offer to sell such Series 19 Bonds to certain dealers and others at prices lower than the initial public offering price and the public offering price may be changed from time to time by the underwriters. The Corporation has agreed to indemnify the underwriters against certain liabilities.

Commercial banks, some of which are underwriters, hold substantial amounts of bonds of the Corporation and the City, and such banks may, from time to time during and after the time when the Series 19 Bonds are being offered to the public, purchase and sell bonds of the Corporation and the City for their own respective accounts or for the accounts of others.

PART 20—FINANCIAL STATEMENTS

The audited financial statements of the Corporation as at June 30, 1979 and the accompanying report thereon by Price Waterhouse & Co., the Corporation’s independent accountants, and the unaudited financial statements of the Corporation for the three months ended September 30, 1979 are annexed hereto as Exhibit A.

*   *   *

Lazard Frères & Co. is acting without compensation as financial advisor to the Corporation. Félix G. Rohatyn, Chairman of the Corporation, is a General Partner of such firm, and Eugene J. Keill, a Director of the Corporation, is a Vice President of such firm.

The references herein to the Act, the Emergency Act, the Tax Law, the Finance Law, the Agreements, the First and Second General Bond Resolutions, and Series Resolutions promulgated thereunder, are summaries of certain provisions thereof. Such summaries do not purport to be complete and reference is made to such Acts, Laws, Agreements and Resolutions for full and complete statements of such provisions. Copies of such Acts, Laws, Agreements and Resolutions are available at the office of the Corporation.

The delivery of this Official Statement has been duly authorized by the Corporation.

MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

By ROBERT F. VATG

Executive Director
APPENDIX

Definitions

The following are definitions of certain of the terms used in this Official Statement.

Act—New York State Municipal Assistance Corporation Act and the Municipal Assistance Corporation For The City of New York Act, each as amended to date (Sections 3001 through 3040 of the State Public Authorities Law).

Agreements—Financing Agreement and the agreements relating to the issuance of bonds by the City guaranteed by the United States of America.

Board—Board of Directors of the Corporation.

Bond Service Fund—the bond service fund established under the Second General Bond Resolution and held by the Trustee.

Capital Reserve Aid Fund—the capital reserve fund established under the Second General Bond Resolution and held by the Trustee.

Capital Reserve Fund—the capital reserve fund established under the First General Bond Resolution and held by the trustee.

City Pension Funds—various City employee pension funds which are participants in the Debt Issuance Plan.

Control Board—New York State Financial Control Board which was created in September 1975 pursuant to the Emergency Act.

Corporation—Municipal Assistance Corporation For The City of New York.

Debt Issuance Plan—the four year financing plan calling for the issuance of bonds and notes of the Corporation and the City.

Emergency Act—the New York State Financial Emergency Act for the City of New York, as amended to date.

Financing Agreement—an agreement dated as of November 15, 1978 among the Corporation, the Financial Institutions and the City Pension Funds.


First General Bond Resolution—the General Bond Resolution of the Corporation dated July 2, 1975, as amended and supplemented.

First Resolution obligations—Bonds, Notes or Other Obligations (each as defined in the First General Bond Resolution) that are or may be issued pursuant to the First General Bond Resolution.

Fiscal Year—for the Corporation and the City, the 12 months ended June 30; for the State, the 12 months ended March 31.

Guarantee Fund—fund created in connection with the guarantee of bonds of the City by the United States of America, which, prior to the issuance of any Federal guarantees, must contain an amount equal to five percent of the sum of the principal of and one year's interest on the outstanding and then to be issued bonds of the City.

Municipal Assistance State Aid Fund—a fund established for the Corporation pursuant to the Finance Law and in the custody of the State Comptroller into which Per Capita Aid is paid.

Municipal Assistance Tax Fund—a fund established for the Corporation pursuant to the Finance Law and in the custody of the State Comptroller into which Sales Tax and, if necessary, Stock Transfer Tax is paid.

1978 State Covenant—a covenant of the State that it will not take certain actions with respect to the Control Board.

Per Capita Aid—amounts of revenue available to the Corporation (that otherwise would have been payable to the City) from the General Fund of the State as per capita State aid pursuant to Section 54 of the Finance Law.
Sales Tax—collections of the State sales and compensating use taxes formerly imposed by the City, and now imposed by the State within the City.

Second General Bond Resolution—the second general bond resolution of the Corporation adopted November 25, 1975, as amended and supplemented.

Second Resolution Bonds—bonds that are or may be issued pursuant to the Second General Bond Resolution.

Series 19 Bonds—the Bonds described in this Official Statement.

Series 19 Resolution—the Series Resolution of the Corporation authorizing the Series 19 Bonds.

Stock Transfer Tax—collections of the State stock transfer tax.

Stock Transfer Tax Fund—the fund established for the Corporation pursuant to the Finance Law in the custody of the Commissioner of Taxation and Finance into which the Stock Transfer Tax is paid.

Tax Law—the State Tax Law of New York.

Trustee—United States Trust Company of New York, as Trustee under the Second General Bond Resolution.
REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors of
Municipal Assistance Corporation
For The City of New York

In our opinion, the accompanying Statement of Financial Position and the related Debt Service Fund, Capital Reserve Fund and Operating Fund Statements of Transactions present fairly the financial position of Municipal Assistance Corporation For The City of New York at June 30, 1979 and the Debt Service Fund, Capital Reserve Fund and Operating Fund transactions for the year then ended, in conformity with generally accepted accounting principles consistently applied. Our examinations of these statements were made in accordance with generally accepted auditing standards and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

153 East 53rd Street
New York, N. Y. 10022
July 27, 1979

Price Waterhouse & Co.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

STATEMENT OF FINANCIAL POSITION

<table>
<thead>
<tr>
<th></th>
<th>June 30, 1979</th>
<th>September 30, 1979 (Unaudited)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Debt Service Fund</td>
<td>Operating Fund</td>
</tr>
<tr>
<td><strong>LIABILITIES:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>First General Resolution Bonds</td>
<td>$3,086,678,000</td>
<td></td>
</tr>
<tr>
<td>Second General Resolution Bonds</td>
<td>2,838,415,000</td>
<td></td>
</tr>
<tr>
<td>Total Bonds Payable</td>
<td>5,925,093,000</td>
<td>6,115,483,000</td>
</tr>
<tr>
<td>Accrued interest on bonds payable</td>
<td>106,156,380</td>
<td></td>
</tr>
<tr>
<td>Required Guaranty Fund balance</td>
<td>21,836,250</td>
<td></td>
</tr>
<tr>
<td>Accounts payable</td>
<td>78,904</td>
<td>$ 807,051</td>
</tr>
<tr>
<td>Advances under First Instance Appropriation</td>
<td></td>
<td>790,932</td>
</tr>
<tr>
<td>Accrued expenses</td>
<td>1,410,727</td>
<td></td>
</tr>
<tr>
<td><strong>Total Liabilities</strong></td>
<td>6,053,164,534</td>
<td>3,008,710</td>
</tr>
</tbody>
</table>

**ASSETS:**

|                          |               |                  |                  |
| Cash                     | 904           | 33,159           | 2,151            |
| Investments in marketable securities, at cost which approximates market value | 224,103,922 | 5,500,000 | 284,870,025 |
| Accrued interest on marketable securities | 1,516,467 | 1,394    | 741,330          |
| Capital Reserve Fund assets | 551,402,343 | 593,430,975 |
| Guaranty Fund assets      | 28,892,797   | 40,667,627      |
| Unexpended portion of allocated funds held by New York State | 5,577,097 | 736,110 |
| **Total Assets**          | 805,916,433  | 11,111,650       | 919,712,108     |
| **Net funding requirements** | $5,247,248,101 | ($ 8,102,940) | $5,325,994,102 | ($6,808,156) |

F-2
<table>
<thead>
<tr>
<th>Receipts:</th>
<th>For the fiscal year ended June 30, 1979</th>
<th>For the three months ended September 30, 1979</th>
</tr>
</thead>
<tbody>
<tr>
<td>Principal amount of bonds issued</td>
<td>$901,000,000</td>
<td>$309,235,000</td>
</tr>
<tr>
<td><strong>Less:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Discount on bonds issued</td>
<td>$17,531,750</td>
<td>2,657,113</td>
</tr>
<tr>
<td>Net proceeds from issuance of bonds and notes</td>
<td>$883,468,250</td>
<td>306,577,887</td>
</tr>
<tr>
<td>Transfer to Capital Reserve Fund</td>
<td>$(130,000,000)</td>
<td>$(30,900,000) $30,900,000</td>
</tr>
<tr>
<td>Sales tax allocations received from the State of New York</td>
<td>$394,000,000</td>
<td></td>
</tr>
<tr>
<td>Per capita aid received from the State of New York</td>
<td>$30,500,000</td>
<td></td>
</tr>
<tr>
<td>Accrued interest received on issuance of bonds</td>
<td>$1,851,831</td>
<td>1,539,943</td>
</tr>
<tr>
<td>Income from investments</td>
<td>$16,898,580</td>
<td>6,076,252 $11,128,632</td>
</tr>
<tr>
<td>Interest and principal received on obligations of The City of New York</td>
<td>$123,803,775</td>
<td>115,029,784</td>
</tr>
<tr>
<td><strong>Total receipts</strong></td>
<td>$1,320,522,436</td>
<td>398,333,866 $42,028,632</td>
</tr>
</tbody>
</table>

| Expenditures:                                |                                        |                                            |
| Disbursements to The City of New York        | $726,218,250                          | 70,528,000                                |
| Guaranty Fund requirement                     | $21,836,250                           | 5,462,300                                  |
| Deposit for defeasance                       |                                        | 129,577,887                                |
| **Debt Service:**                            |                                        |                                            |
| Principal repayment on First General Resolution Bonds | $45,710,000                           |                                            |
| Interest on First General Resolution Bonds   | $254,697,296                          | 61,080,945                                 |
| Principal repayment on Second General Resolution Bonds | $36,555,000                           |                                            |
| Interest on Second General Resolution Bonds  | $198,481,825                          | 62,059,167                                 |
| **Total debt service**                       | $535,444,121                          | 123,140,112                                |
| **Total expenditures**                       | $1,283,498,621                        | 328,708,499                                |

| Excess (deficiency) of receipts over expenditures: |                                        |                                            |
| For the period                                    | 37,023,815 $164,201,786 $69,615,367 $42,028,632 |                                           |
| At beginning of period                            | 89,418,741 $387,220,557 $126,442,556 $551,402,343 |                                           |
| At end of period                                  | 126,442,356 $551,402,343 $196,057,923 $593,430,975 |                                           |
| Principal amount of bonds payable                 | 5,925,093,000                           | 6,115,483,000                              |
| Balance                                           | (5,798,650,446 $551,402,343) $5,919,425,077 $593,430,975 | |
| **Net funding requirement**                      | $5,247,248,101                         | $5,325,994,102                             |

F-3
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
OPERATING FUND
STATEMENT OF TRANSACTIONS

<table>
<thead>
<tr>
<th>Description</th>
<th>For the fiscal year ended June 30, 1979</th>
<th>For the three months ended September 30, 1979 (Unaudited)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Receipts:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Municipal Assistance Tax Fund</td>
<td>$12,379,114</td>
<td>$72,116</td>
</tr>
<tr>
<td>Income from investments</td>
<td>1,394</td>
<td>139,920</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>12,380,508</td>
<td>212,036</td>
</tr>
<tr>
<td>Expenditures:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Debt issuance and service:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Printing and public notices</td>
<td>953,347</td>
<td>158,295</td>
</tr>
<tr>
<td>Legal services</td>
<td>1,376,327</td>
<td>122,996</td>
</tr>
<tr>
<td>Trustee and related services</td>
<td>418,216</td>
<td>191,221</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>2,747,890</td>
<td>472,512</td>
</tr>
<tr>
<td>Oversight functions:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Office of Special Deputy Comptroller</td>
<td>832,610</td>
<td>506,656</td>
</tr>
<tr>
<td>Financial Control Board</td>
<td>762,565</td>
<td>223,495</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>1,595,175</td>
<td>730,151</td>
</tr>
<tr>
<td>General and administration:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Personnel services—</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Salaries and benefits</td>
<td>325,540</td>
<td>102,307</td>
</tr>
<tr>
<td>Other personnel services</td>
<td>139,089</td>
<td>51,868</td>
</tr>
<tr>
<td>Accountancy services</td>
<td>63,302</td>
<td>34,244</td>
</tr>
<tr>
<td>Office rental</td>
<td>69,145</td>
<td>30,701</td>
</tr>
<tr>
<td>General office expenses</td>
<td>124,640</td>
<td>12,276</td>
</tr>
<tr>
<td>Travel expenses</td>
<td>7,607</td>
<td>1,539</td>
</tr>
<tr>
<td>Communications</td>
<td>21,563</td>
<td>5,978</td>
</tr>
<tr>
<td>Data processing services</td>
<td>73,302</td>
<td>16,381</td>
</tr>
<tr>
<td>Printing and distribution</td>
<td>59,058</td>
<td>48,863</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>883,246</td>
<td>304,157</td>
</tr>
<tr>
<td><strong>Total expenditures</strong></td>
<td>5,226,311</td>
<td>1,506,820</td>
</tr>
<tr>
<td>Excess of receipts over expenditures for the period</td>
<td>7,154,197</td>
<td>(1,294,784)</td>
</tr>
<tr>
<td>Excess of receipts over expenditures at beginning of period</td>
<td>948,743</td>
<td>8,102,940</td>
</tr>
<tr>
<td>Excess of receipts over expenditures at end of period</td>
<td>$ 8,102,940</td>
<td>$ 6,808,156</td>
</tr>
</tbody>
</table>
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

NOTES TO FINANCIAL STATEMENTS
(All data relating to September 30, 1979 and the period then ended are unaudited)

Note 1—Organization and Functions of the Corporation:

Municipal Assistance Corporation For The City of New York (the “Corporation") is a corporate governmental agency and instrumentality of the State of New York (the “State") constituting a public benefit corporation. The Corporation was created by State legislation adopted in June 1975 (as amended to date, the “Act”) for purposes of providing financing assistance and fiscal oversight for The City of New York (the “City”). To carry out such purposes, the Corporation, among other things, issues and sells bonds and notes to pay or loan funds received from such sales to the City and exchanges the Corporation’s obligations for those of the City.

Note 2—Summary of Significant Accounting Policies:

The Debt Service Fund follows the modified accrual basis of accounting. Receipts from tax allocations are recorded as received and disbursements to the City are recorded as made. Interest income from investments and interest expense on the Corporation’s debt are recorded on the accrual basis. The Corporation’s debt is recorded at the principal amount of the obligations outstanding. Original issue discounts are charged to the Debt Service Fund as incurred and become part of net funding requirements. Amounts required for the payment of debt service due on July 1 and January 1 are accounted for as if paid on the immediately preceding June 30 and December 31, respectively, by which dates such amounts are segregated for that purpose by the Trustee under the bond resolutions. The net funding requirements of the Corporation reported in the Statement of Financial Position do not include future interest requirements.

The Operating Fund accounts have been prepared on the accrual basis of accounting. The Corporation’s administrative expenses of debt issuance and service are charged to the Operating Fund as incurred.

The Statement of Financial Position gives no recognition to obligations of the City held by the Corporation as described in Note 7. Interest payments and principal redemptions on such obligations are recorded as received.

Note 3—Bonds of the Corporation: Authorization, Funding, Payment and Refunded Bonds:

Debt Authorization: The Corporation is authorized by the Act to issue obligations in an aggregate principal amount of $8,800 million, exclusive of obligations issued to refund outstanding obligations of the Corporation and of notes issued to enable the City to fulfill its seasonal borrowing requirements. Pursuant to the Act new obligations of the Corporation may not mature later than July 1, 2008 and no new obligation may be issued after June 30, 1982 except to renew or refund outstanding obligations. The Corporation may issue additional obligations provided their issuance would not cause certain debt service limitations and debt service coverage ratios to be exceeded.

Funding Methods: The Corporation funds its debt service requirements and operating expenses from the State's collection of sales tax (imposed by the State within the City at the rates formerly imposed by the City), the stock transfer tax and certain per capita aid, subject in each case to appropriation by the State Legislature. Net collections of taxes and per capita aid not required by the Corporation are available to the City.

All the outstanding bonds are general obligations of the Corporation. The Corporation has no taxing power. The bonds are entitled to liens, created by pledges under the respective resolutions, on moneys paid into the Debt Service and Capital Reserve Funds.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

NOTES TO FINANCIAL STATEMENTS—(Continued)

(All data relating to September 30, 1979 and the period then ended are unaudited)

Debt service for obligations issued under the First General Bond Resolution is payable from funds paid into the Debt Service Fund from the State’s Municipal Assistance Tax Fund, which is funded from revenues collected, less the State’s charges for collection and administration, from the sales tax and, if necessary, the stock transfer tax. The net revenues from such sales and stock transfer taxes which were collected by the State during the 12 months ended June 30, 1979 and September 30, 1979 amounted to $1,388 million and $1,404.6 million, respectively. Payments made to the Corporation from the Municipal Assistance Tax Fund are to be made quarterly and at such other times as the Corporation requests.

Debt service for obligations issued under the Second General Bond Resolution is payable from two sources: funds paid annually into the Debt Service Fund from the Municipal Assistance State Aid Fund, which is funded from per capita aid otherwise payable by the State to the City, and after satisfying the debt service requirements for obligations issued under the First General Bond Resolution as described above, funds paid quarterly from the Municipal Assistance Tax Fund. Per capita aid is subject to prior claims asserted by certain other State or City entities; however, no such claims have been asserted since the inception of the Corporation. Total per capita aid paid into the Municipal Assistance State Aid Fund during the 12 months ended June 30, 1979 and September 30, 1979 amounted to $531 million.

To the extent that funds are available from investment income and other sources they may be used to reduce the Corporation’s funding requirements.

The Corporation certified to and was paid on October 12, 1979, $48.5 million and $3.8 million of sales tax revenues from the Municipal Assistance Tax Fund for First and Second General Bond Resolution purposes, respectively.

Payment dates: Principal payments at maturity or mandatory sinking fund calls are made February 1 and interest is paid semi-annually on February 1 and August 1 for bonds outstanding under the First General Bond Resolution. Principal payments at maturity or mandatory sinking fund calls are made July 1 and interest is paid semi-annually on July 1 and January 1 for bonds outstanding under the Second General Bond Resolution.

Refunded Bonds: The Corporation’s bonds may be refunded in advance of their maturity in accordance with provisions of the First and Second General Bond Resolutions by placing in trust with the Trustee sufficient moneys or certain securities which together with investment income will be sufficient to pay principal and interest when due on the bonds which have been refunded. As a result, the refunded bonds are deemed to have been paid within the meaning of the First and Second General Bond Resolutions and are therefore no longer presented as liabilities of the Corporation, although they remain valid debt instruments with regard to principal and interest payable thereon from the moneys or securities placed in trust. In August 1979, the Corporation issued $132.2 million of its Second General Resolution Series 16 Bonds and used $129.6 million, the net proceeds of the sale, to advance refund its previously issued Series G and Series M Bonds in the aggregate principal amount of $118.8 million.

Note 4—Capital Reserve Fund:

The Act provides for the establishment of a Capital Reserve Fund to provide security for payment of interest on and principal of the Corporation’s bonds. The amount required to be on deposit in the Capital Reserve Fund is a fixed percentage of principal (including sinking fund installments) and interest maturing or otherwise due or becoming due on outstanding bonds during a calendar year. For 1979 and 1980, the percentages are 75% and 100% of such year’s requirements, respectively. Following 1980, the percentage is 100% of the succeeding year’s requirements.

The Capital Reserve Fund balance at June 30, 1979 of $551.4 million comprised $247.1 million relating to First General Resolution Bonds and $304.3 million relating to Second General Resolution F-6
Bonds. The Capital Reserve Fund balance at September 30, 1979 of $593.4 million comprised $279.0 million relating to First General Resolution Bonds and $314.4 million relating to Second General Resolution Bonds.

The Capital Reserve Fund may be invested only in direct obligations of, or obligations guaranteed by, the State or the United States of America, or in certain other permitted investments. At June 30, 1979 the Fund comprised $541 million of such investments and $10 million of accrued interest. At September 30, 1979 the fund comprised of $580.4 million of such investments and $13 million of accrued interest. Investments in the Capital Reserve Fund are recorded at amortized cost, which exceeded market value by approximately $31 million at June 30, 1979 and approximately $46 million at September 30, 1979.

Note 5—Guaranty Fund:

In connection with the issuance of Federally guaranteed City obligations, a Guaranty Fund has been established by the Corporation. The moneys on deposit in the Guaranty Fund, up to a specified amount, are available for the benefit of the United States of America in the event the City is unable to meet debt service requirements on certain City obligations for which the payment of principal and interest is guaranteed by the United States of America. Such specified amount is presented as a liability of the Corporation. To the extent moneys on deposit in the Guaranty Fund exceed the amount required, the Corporation is entitled to withdraw such excess from the Guaranty Fund and the United States of America has no further claim on such moneys. At September 30, 1979, no claim had been asserted. Moneys on deposit in the Guaranty Fund are invested in direct obligations of the United States of America.

Note 6—Investments in Marketable Securities:

Debt service funds paid to the Corporation in advance of disbursement to bondholders are temporarily invested pursuant to the terms of the bond resolutions and the income therefrom is credited to the Debt Service Fund. Proceeds of debt issues may also be temporarily invested for the Corporation by the Trustee.

Such investments may be made on the same basis as described in Note 4 and at June 30 and at September 30, 1979 comprised U. S. Treasury obligations, other permitted investments and repurchase agreements secured by permitted obligations.

Note 7—New York City Obligations Held by the Corporation:

As a result of certain exchanges and payments to the City, the Corporation had acquired approximately $4.2 billion of notes of the City. Pursuant to an agreement among the United States of America, the Corporation, the State, the City and the New York State Financial Control Board (the "FCB"), the Corporation surrendered approximately $3.2 billion of such notes to the City in November 1978 for cancellation without the payment of principal or interest, after which the Corporation held approximately $1.0 billion of such notes. The Corporation entered into an agreement with the City on March 30, 1979, pursuant to which $20 million of such notes were exchanged for an equal principal amount of City bonds. The Corporation also entered into an agreement with the City on May 14, 1979, pursuant to which approximately $654 million of such notes were exchanged for City bonds and which provides for the amortization or cancellation of the remaining approximately $340 million. Pursuant to the May 14, 1979 Agreement, the City redeemed during June 1979 approximately $52 million of such notes.

During the year ended June 30, 1979 and the quarter ended September 30, 1979 the Corporation received approximately $123.8 million and $115.0 million, respectively, from the City as payment of principal and interest due on City obligations which it held. Any amounts received as payment on City
obligations have the effect of reducing the amounts to be funded from the Corporation’s other sources. The Corporation, in making its certification for funds, is required to exclude from consideration any amounts it expects to receive as payment on City obligations until such amounts are received. Accordingly, the City obligations held have not been included in the accompanying Statement of Financial Position.

Note 8—Operating Fund:

The Operating Fund provides for the expenses of carrying out the Corporation’s duties and functions and is funded from the Municipal Assistance Tax Fund. The amount certified to for Operating Fund purposes during the 1980 fiscal year of the Corporation is $6.0 million (1979—$5.5 million).

In addition, the Corporation may request and utilize repayable First Instance Appropriations from the State. The amount of these appropriations remaining to be repaid to the State at June 30 and September 30, 1979 was $790,932 and $736,110, respectively.

The accompanying financial statements do not include any expenses for the Corporation’s Financial Advisor which is serving without compensation.

During the year ended June 30, 1979, pursuant to an agreement among the Corporation, the City, and the New York State Office of the Special Deputy Comptroller for the City of New York (the “OSDC”), the State has withheld certain moneys otherwise payable to the City to provide for the payment for the services of the OSDC. Accordingly, the Corporation has reduced by $0.5 million during 1979 the amount it had accrued for the payment for such services.

Note 9—Commitments and Contingencies:

The Corporation, together with the City, has developed a four-year debt issuance plan to provide for the City’s long-term financing requirements through 1982. Under the plan, the Corporation is expected to issue approximately $1.0 billion of its bonds publicly during 1979 and 1980 and $1.8 billion of its bonds pursuant to an agreement among the Corporation, various commercial banks, savings banks, insurance companies and New York City Pension Funds during fiscal years 1979 through 1982. Proceeds from these sales are expected to provide for a significant portion of the City’s long-term financing requirements during the four-year period.

The Corporation to date has sold a total of $578 million of its Second General Resolution Bonds pursuant to the agreement and sold $500 million of its bonds to the public during fiscal year 1979 and $132.2 million during the first quarter of fiscal year 1980. The Corporation is scheduled to issue $360 million pursuant to the agreement during November 1979 and in addition is to offer approximately $125 million publicly during each of the remaining quarters of fiscal year 1980.

Another component of the Debt Issuance Plan is the Agreement to Guarantee which provides, subject to various terms and conditions, for the United States of America to guarantee the payment of principal and interest on up to $1.65 billion of City bonds which various City and State pension funds have agreed to purchase, also subject to various conditions. The agreement also provides that the Corporation will establish a Guaranty Fund (Note 5).

The Corporation’s responsibilities, pursuant to the requirements of the Act, for the oversight of the City’s financial affairs are substantially similar to the responsibilities of the OSDC and the FCB. To avoid duplication of efforts, the Corporation has contracted for the OSDC to provide certain services for the oversight of the City’s financial affairs and for certain other oversight services to be performed by the staff of the FCB at an annual cost not to exceed $1.2 million. The Corporation has been informed by the New York State Department of Audit and Control that approximately $91,000 of fringe benefit costs relating to the quarter ended March 31, 1978 may not have been properly reflected as chargeable to the operations of the OSDC. The Corporation may be liable for the reimbursement of a portion of that amount.
## MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

### BONDS OUTSTANDING

*(In thousands)*

<table>
<thead>
<tr>
<th>Series</th>
<th>Redemption date</th>
<th>Interest rate</th>
<th>Principal June 30, 1979</th>
<th>Principal September 30, 1979</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>First General Resolution Bonds:</strong></td>
<td></td>
<td></td>
<td>$440,175</td>
<td>$440,175</td>
</tr>
<tr>
<td>A</td>
<td>1979-1990</td>
<td>7.5%-9.25%</td>
<td>37,795</td>
<td>—</td>
</tr>
<tr>
<td>G</td>
<td>1979-1985</td>
<td>9.5%-11%</td>
<td>1,090</td>
<td>1,090</td>
</tr>
<tr>
<td>J</td>
<td>1984-1985</td>
<td>11%</td>
<td>81,050</td>
<td>—</td>
</tr>
<tr>
<td>M</td>
<td>1980-1995</td>
<td>10%-11%</td>
<td>25,000</td>
<td>25,000</td>
</tr>
<tr>
<td>O</td>
<td>1990-1994</td>
<td>11%</td>
<td>40,000</td>
<td>40,000</td>
</tr>
<tr>
<td>U</td>
<td>1986-1990</td>
<td>11%</td>
<td>35,000</td>
<td>35,000</td>
</tr>
<tr>
<td>X</td>
<td>1991-1994</td>
<td>11%</td>
<td>20,850</td>
<td>20,850</td>
</tr>
<tr>
<td>Y</td>
<td>1987</td>
<td>10%</td>
<td>99,730</td>
<td>99,730</td>
</tr>
<tr>
<td>BB</td>
<td>1984-1993</td>
<td>10.25%</td>
<td>250,000</td>
<td>250,000</td>
</tr>
<tr>
<td>EE</td>
<td>1991-1995</td>
<td>7.5%</td>
<td>53,475</td>
<td>53,475</td>
</tr>
<tr>
<td>FF</td>
<td>1987</td>
<td>7.5%</td>
<td>70,200</td>
<td>70,200</td>
</tr>
<tr>
<td>GG</td>
<td>1988-1995</td>
<td>7.5%</td>
<td>1,414,738</td>
<td>1,414,738</td>
</tr>
<tr>
<td>HH</td>
<td>1987</td>
<td>7.5%</td>
<td>11,170</td>
<td>11,170</td>
</tr>
<tr>
<td>JJ</td>
<td>1982-1995</td>
<td>7.25%-8.25%</td>
<td>230,155</td>
<td>230,155</td>
</tr>
<tr>
<td><strong>Total First Resolution</strong></td>
<td></td>
<td></td>
<td>3,086,678</td>
<td>2,967,833</td>
</tr>
</tbody>
</table>

| **Second General Resolution Bonds:** | | | 70,030 | 70,030 |
| 1                | 1979-1986       | 8%            | 149,250                 | 149,250                     |
| 2                | 1979-1986       | 8%            | 61,275                  | 61,275                      |
| 3                | 1979-1986       | 8%            | 76,270                  | 76,270                      |
| 4                | 1982-1991       | 8%            | 139,860                 | 139,860                     |
| 5                | 1982-1991       | 8%            | 18,215                  | 18,215                      |
| 7                | 1980-1992       | 7.5%          | 200,000                 | 200,000                     |
| 8                | 1980-1992       | 7.5%          | 819,230                 | 819,230                     |
| 9                | 1999-2008       | 8.375%        | 250,000                 | 250,000                     |
| 10               | 1985-1998       | 8.375%        | 139,525                 | 139,525                     |
| 11               | 1985-1998       | 8.375%        | 60,375                  | 60,375                      |
| 12               | 1985-1998       | 7.85%-8.5%    | 201,100                 | 201,100                     |
| 13               | 1989-1999       | 8.1%-8.625%   | 125,000                 | 125,000                     |
| 14               | 1999-2008       | 8.125%        | 125,000                 | 125,000                     |
| 15               | 1993-1999       | 7.4%-7.625%   | 132,235                 | 132,235                     |
| 16               | 1983-1999       | 7.75%         | 103,095                 | 103,095                     |
| 17               | 1983-1999       | 7.75%         | 73,905                  | 73,905                      |
| **Total Second Resolution** | | | 2,838,415 | 3,147,650 |
| **Total bonds outstanding** | | | $5,925,093 | $6,115,483 |
MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK
New York, New York

DEAR SIRS:

We have examined a record of proceedings relating to the issuance of $90,000,000 aggregate principal amount of Series 19 Bonds (the “Series 19 Bonds”) of the Municipal Assistance Corporation For The City of New York (the “Corporation”), a corporate governmental agency and instrumentality of the State of New York (the “State”) constituting a public benefit corporation, created and existing under and pursuant to the Constitution and statutes of the State, including the New York State Municipal Assistance Corporation Act, as amended by the Municipal Assistance Corporation for the City of New York Act, being Titles I, II and III of Article 10 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State, as amended to the date hereof (the “Act”).

The Series 19 Bonds are authorized and issued under and pursuant to the Act and the Second General Bond Resolution of the Corporation, adopted November 25, 1975, as amended and supplemented to the date hereof (the “Second General Bond Resolution”), and the Series 19 Resolution, adopted October 31, 1979 (the “Series Resolution”). Said resolutions are herein collectively called the “Resolutions”.

The Series 19 Bonds are part of an issue of bonds of the Corporation (the “Bonds”) which the Corporation has established and created under the terms of the Second General Bond Resolution and is authorized to issue from time to time for the corporate purposes of the Corporation authorized by the Act, as then in effect and without limitation as to amount except as provided in the Resolutions or as may be limited by law. The Corporation has covenanted with the holders of certain bonds of the Corporation to limit the issuance of additional bonds. The Series 19 Bonds are being issued for the purpose of refunding the 1975 Series U Bonds and the 1975 Series Y Bonds issued under the General Bond Resolution of the Corporation, adopted July 2, 1975, and for other purposes set forth in the Resolutions.

The Corporation is authorized to issue Bonds, in addition to the Series 19 Bonds, only upon the terms and conditions set forth in the Second General Bond Resolution and such Bonds, when issued, shall with the Series 19 Bonds and with all other such Bonds theretofore issued, be entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the Second General Bond Resolution.

The Series 19 Bonds are dated November 1, 1979 except as otherwise provided in the Resolution with respect to fully registered Series 19 Bonds, will mature on July 1, 2008 and will bear interest payable July 1, 1980 and semi-annually thereafter on January 1 and July 1 in each year at the rate of nine per centum (9%) per annum.
The Series 19 Bonds are issued either in coupon form in the denomination of $5,000, registrable
as to principal only, or in fully registered form without coupons in the denomination of $5,000 or an
integral multiple thereof. Coupon and fully registered Series 19 Bonds are interchangeable as provided
in the Resolutions. Coupon Series 19 Bonds are numbered 19-08- and fully registered Series 19 Bonds
are lettered and numbered 19R-08-, followed, in each case, by the number of the Series 19 Bonds. Coupon
Series 19 Bonds and fully registered Series 19 Bonds are numbered consecutively from one upward in
order of issuance.

The Series 19 Bonds are subject to redemption, commencing on July 1, 2000 and on each
July 1 thereafter prior to maturity, in part, as provided in the Resolutions, by operation of the Bond
Service Fund through application of Sinking Fund Installments as defined in the Second General Bond
Resolution in the amounts set forth in the Series Resolution, at the redemption price of 100% of the
principal amount of each Series 19 Bond or portion thereof to be redeemed, plus accrued interest,
if any, to the date of redemption.

In addition, the Series 19 Bonds are subject to redemption at the election of the Corporation
on and after July 1, 1989, as a whole on any date or in part, by lot, on any interest payment date,
at the redemption prices (expressed as percentages of the principal amount), plus accrued interest,
if any, to the date of redemption, as set forth in the Series Resolution.

Chapters 168, 169, 868 and 870 of the Laws of 1975, as amended to the date hereof, each enacted
by the People of the State, represented in Senate and Assembly of the State and signed into law by the
Governor of the State (the “Enabling Legislation”) provide for, among other things, the insertion of the
Act in the Public Authorities Law, creating the Corporation as aforesaid, adding a new section 92-e to
Article 6 of the State Finance Law, constituting Chapter 56 of such Consolidated Laws, establishing a
municipal assistance aid fund (the “Aid Assistance Fund”) and a special account for the Corporation
within the Aid Assistance Fund (the “Special Aid Account”), amending section 54 of the State Finance
Law to provide for the apportionment and payment into the Special Aid Account of amounts of per
capita aid appropriated by the Legislature of the State and otherwise payable out of the General Fund
of the State to The City of New York, New York (“The City”) thereunder subject to payments being
made as follows: (i) any amounts required to be paid to the City University Construction Fund pursuant
to the City University Construction Fund Act, Article 125-B of the Education Law, constituting
Chapter 16 of such Consolidated Laws; (ii) any amounts required to be paid to the New York City
Housing Development Corporation pursuant to the New York City Housing Development Corporation
Act, Article XII of the Private Housing Finance Law, constituting Chapter 41 of such Consolidated
Laws; (iii) any amounts required to be paid by The City to the New York City Transit Authority
pursuant to the provisions of Chapter seven of the laws of the State of nineteen hundred seventy-two;
(iv) any amounts required to be paid by The City to the State to repay an advance made in nineteen
hundred seventy-four to subsidize the fare of the New York City Transit Authority; and (v) five hundred
thousand dollars to the chief fiscal officer of The City for payment to the trustees of the police pension
fund of such City pursuant to the provisions of paragraph e of subdivision 7 of such section 54 of the
State Finance Law, suspending the power of The City to adopt local laws for the imposition of certain
sales and compensating use taxes pursuant to sections 1210 and 1212-A of Article 29 of the Tax Law,
constituting Chapter 60 of such Consolidated Laws, and the taxes imposed pursuant to said sections,
until all notes and bonds of the Corporation, including the Series 19 Bonds, and interest thereon
have been fully paid and discharged, adding a new section 92-d to Article 6 of the State Finance Law
establishing a municipal assistance tax fund (the “Tax Assistance Fund”) and a special account for the
Corporation within the Tax Assistance Fund (the “Special Tax Account”), and adding a new section 1107
to Article 28 of said Tax Law imposing sales and compensating use taxes in The City at a rate of four
percent (4%) on certain items therein described and at a rate of six percent (6%) on the sale of
certain parking services (the “Sales Tax”), the revenues derived from which, less such amounts as the
Commissioner of Taxation and Finance determines to be necessary for reasonable costs in administering,
collecting and distributing such taxes, are required to be paid into the Special Tax Account, together
with, after deducting such costs, such amounts as may be required under the Enabling Legislation to be transferred from the Stock Transfer Tax Fund established by section 92-b of Article 6 of said State Finance Law, into which the revenues derived from a tax imposed by Article 12 of the Tax Law (the "Stock Transfer Tax") are deposited.

We are of the opinion that:

1. The Corporation is duly created and validly exists as a corporate governmental agency and instrumentality of the State constituting a public benefit corporation under the laws of the State, including the Constitution of the State and the Act, with the good right and lawful authority and power to adopt the Resolutions, to issue the Bonds including the Series 19 Bonds thereunder, and to perform the obligations and covenants contained in the Resolutions and the Series 19 Bonds. Under the laws of the State, including the Constitution of the State, and under the Constitution of the United States, the Enabling Legislation, including the Act, is valid with respect to all provisions thereof material to the subject matters of this opinion letter.

2. The Series Resolution has been duly and lawfully adopted in accordance with the provisions of the Second General Bond Resolution and is authorized and permitted by the Second General Bond Resolution. The Resolutions have been duly and lawfully adopted by the Corporation and both are in full force and effect and are valid and binding upon the Corporation and enforceable in accordance with their terms, except for the covenant on behalf of the State required to be set forth in each Series 19 Bond pursuant to Chapter 201 of the Laws of New York of 1978 (the "State Covenant") as to which a separate opinion has been rendered on the date hereof, and no other authorization for the Resolutions is required. The Resolutions create the valid pledge and lien which they purport to create of the revenues, moneys, securities and funds held or set aside under the Resolutions, subject only to the application thereof to the purposes and on the conditions permitted by the Resolutions. The lien created by the Resolutions on such revenues, moneys, securities and funds in the Bond Service and the Capital Reserve Fund is and will be prior to all other liens thereon. All revenues, moneys and securities, as and when received, in the Bond Service Fund and the Capital Reserve Fund in accordance with the Resolutions, will be validly subject to the pledge and lien created by the Resolutions.

3. The Series 19 Bonds have been duly and validly authorized and issued by the Corporation in accordance with the laws of the State, including the Constitution of the State and the Act, and in accordance with the Resolutions. The Series 19 Bonds are valid and binding general obligations of the Corporation payable as provided in the Resolutions, are enforceable in accordance with their terms, respectively, and the terms of the Resolutions, except as the enforceability thereof may be limited by bankruptcy, insolvency or similar laws validly enacted affecting creditors' rights or remedies generally, and, except as otherwise set forth with respect to the State Covenant as to which a separate opinion has been rendered as aforesaid, are entitled, together with additional Bonds issued under the Second General Bond Resolution, to the equal benefit, protection and security of the provisions, covenants and obligations of the Second General Bond Resolution and of the Act.

4. Pursuant to the Act and the Second General Bond Resolution, the Corporation has validly covenanted that the Chairman of the Corporation shall annually, on or before December 1, make and deliver to the Governor and Director of the Budget of the State his certificate stating such sum, if any, as shall be necessary to restore the amount in such Capital Reserve Fund to an amount equal to the Capital Reserve Fund requirement under the Second General Bond Resolution. Subdivision 3 of Section 3036-a of the Act providing for the appropriation and payment to the Corporation for deposit in the Capital Reserve Fund of such sum as shall be so certified by the Chairman, does not constitute an enforceable obligation or debt of the State, the amount of such sum being subject to annual appropriation for such purpose by the Legislature of the State, which is empowered, but is not bound or obligated, to appropriate such amount.
5. Pursuant to the Act and the Second General Bond Resolution, the Corporation has validly covenanted that the Chairman of the Corporation shall certify to the State Comptroller and the Mayor of The City, the amounts required, pursuant to subdivision 1 of Section 3036 and of Section 3036-a of the Act, for deposit in the funds established by the Second General Bond Resolution at the time or times and in the manner provided therein, including the amounts required for deposit in the Bond Service Fund to pay all interest and all principal and redemption premium, if any, on bonds maturing or otherwise coming due and for deposit in the Capital Reserve Fund to maintain such Fund at such Capital Reserve Fund requirement. Said subdivisions provide for the State Comptroller to pay such amounts to the Corporation for deposit as aforesaid, the source of such payments being the Aid Assistance Fund into which is paid such per capita aid, subject to certain prior claims as described above, and, to the extent required, subject to the prior claim of the holders of obligations of the Corporation issued or to be issued pursuant to the First General Bond Resolution (as such term is defined in the Second General Bond Resolution), the Tax Assistance Fund into which is paid the Sales Tax, and to the extent required, out of the Stock Transfer Tax Fund, the Stock Transfer Tax. The amount of per capita aid payable to The City and available for apportionment and payment from the General Fund of the State treasury and of such payments out of the Aid and Tax Assistance Funds to the Corporation are subject to annual appropriation for such purposes by the Legislature of the State which is empowered, but is not bound or obligated, to appropriate any such amounts so certified by the Chairman, as aforesaid.

6. The Series 19 Bonds do not constitute a debt either of the State or of The City, and neither the State nor The City shall be liable thereon, nor shall the Series 19 Bonds be payable out of any funds other than those of the Corporation.

7. The State has the good right and lawful authority:

(a) to provide for the appropriation of, and at least annually to appropriate out of the General Fund of the State amounts for the purpose of per capita aid and to provide, with respect to certain amounts of such per capita aid payable to The City in accordance with the provisions of section 54 of the State Finance Law, for the apportionment and payment into the Special Aid Account, of amounts sufficient to enable the Corporation to fulfill the terms of the Resolutions and to carry out its corporate purposes, but the State is not bound or obligated to make any, or maintain any level of, such appropriation of per capita aid or to continue such procedure for apportionment and payment of such aid;

(b) to provide for the appropriation of, and at least annually to appropriate to, the Corporation, from the Special Tax Account and from the Stock Transfer Tax Fund, amounts sufficient to enable the Corporation to fulfill the terms of the Resolutions and to carry out its corporate purposes, but the State is not bound or obligated to make such appropriations;

(c) to suspend the power of The City to adopt local laws for the imposition of certain sales and compensating use taxes and the taxes levied thereunder, in accordance with the Enabling Legislation;

(d) to impose and to increase or decrease the Sales Tax and the Stock Transfer Tax but the State is not bound or obligated to continue the imposition of said taxes; and

(e) to establish the Aid Assistance Fund and the Special Aid Account within the Aid Assistance Fund, the Stock Transfer Tax Fund, the Tax Assistance Fund and the Special Tax Account within the Tax Assistance Fund but the State is not bound or obligated to maintain the existence of said funds or accounts.

8. The Corporation, the holders of the Bonds, holders of any evidence of indebtedness of the Corporation or the holders of bonds or notes of The City do not have nor will they have a lien on the per capita aid referred to hereinbefore or the Stock Transfer Tax or the Stock Transfer Tax Fund, the Sales Tax, or the Special Accounts for the Corporation in the Aid and Tax Assistance Funds. We are further of the opinion that, in any suit, action or other proceeding (whether under Chapter 9 of the
Federal Bankruptcy Act or otherwise) wherein a creditor of The City or The City seeks to assert a right to any such Taxes, such Stock Transfer Tax Fund or such Special Accounts superior or equal to the rights of holders of bonds issued under the Second General Bond Resolution, neither The City nor such creditor will prevail in the court of final jurisdiction.

9. Under existing law, upon any failure of the State Legislature to make required appropriations for State debt obligations or upon the establishment of a note repayment account pursuant to Section 55 of the State Finance Law, moneys on deposit in the Stock Transfer Tax Fund and the Tax Assistance Fund, including the Special Tax Account therein (each such account or fund as presently constituted being a special fund of the State), would not constitute revenues applicable to the General Fund of the State and hence neither Article 7, Section 16 of the State Constitution nor said Section 55 authorizes or mandates such moneys to be set apart by the State Comptroller either for the payment of State obligations or for deposit into such note repayment account. We are further of the opinion that, under existing law, collections of the Sales Tax and the Stock Transfer Tax which are to be deposited into the Special Tax Account and the Stock Transfer Tax Fund, do not constitute revenues applicable to the General Fund of the State and hence such collections would likewise not be authorized or mandated to be set apart or applied by the State Comptroller either for the payment of the State obligations or for deposit into such note repayment account. Per capita aid is, under existing law, derived from the General Fund of the State and hence, in the event of a failure to appropriate as above described, revenues of the State, otherwise applicable to the General Fund and therefore available for appropriation as per capita aid will be subject to being set apart, or applied as aforesaid.

10. Under existing statutes and court decisions, interest on the Series 19 Bonds is exempt from Federal income taxes and shall at all times be free from New York State and New York City personal income taxes.

11. No registration with, consent of, or approval by any governmental agency or commission is necessary for the execution and delivery and the issuance of the Series 19 Bonds.

12. The adoption and performance of, and compliance with, all of the terms and conditions of the Resolutions and the Series 19 Bonds, and the execution and delivery of the Series 19 Bonds, will not result in a violation of or be in conflict with any term or provision of any existing law.

We have examined the executed Series 19 Bond numbered 19-08-1 and, in our opinion, the form of said Bond and its execution are regular and proper.

Very truly yours,
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
Series 20 Bonds

BOND PURCHASE AGREEMENT

November 15, 1979

The State Insurance Fund
199 Church Street
New York, New York 10007

Gentlemen:

Subject to the terms and conditions herein, the undersigned Municipal Assistance Corporation For The City of New York (the "Corporation") hereby confirms its agreement with you (sometimes referred to herein as the "Purchaser"), with respect to the issuance by the Corporation to you of $64,270,000 aggregate principal amount of the Corporation's Series 20 Bonds, maturing and bearing interest as set forth on the cover of the final Official Statement (the "Bonds"), in exchange for the delivery to the Corporation by you of (i) all of the Corporation's 1975 Series 0 Bonds (the "Series 0 Bonds"), originally issued and currently outstanding in the aggregate principal amount of $25,000,000 pursuant to the Corporation's General Bond Resolution dated July 2, 1975 (the "First General Bond Resolution") and the 1975 Series 0 Resolution, and (ii) all of the Corporation's 1975 Series X Bonds (the "Series X Bonds") originally issued and currently outstanding in the aggregate principal amount of $35,000,000 pursuant to the First General Bond Resolution and the 1975 Series X Resolution, all of which Series 0 Bonds and Series X Bonds are currently held by you. Upon such exchange the Series 0 Bonds and Series X Bonds will be cancelled. The Series 20 Bonds are to be issued pursuant to the Second General Bond Resolution and the Series 20 Resolution, adopted by the board of directors of the Corporation on November 25, 1975 and October 31, 1979, respectively (collectively, the "Resolution").

Attached hereto is a copy of a final Official Statement of the Corporation including the cover page and exhibits thereto, dated November 1, 1979, relating to the Series 19
Bonds of the Corporation and a supplement thereto relating to the Bonds (collectively, the "final Official Statement").

SECTION 1. **Representations and Agreements of the Corporation.**

The Corporation hereby represents to and agrees with you that:

(a) The Corporation is a corporate governmental agency and instrumentality of the State of New York constituting a public benefit corporation created and validly existing under the provisions of the New York State Municipal Assistance Corporation Act, as amended by the Municipal Assistance Corporation for the City of New York Act, being Titles I, II and III of Article 10 of the Public Authorities Law, each as further amended (the "Act"); it is a purpose of the Corporation to assist The City of New York (the "City") in providing essential services to its inhabitants without interruption and in creating investor confidence in the soundness of the obligations of the City; and the Act has been validly adopted and is in full force and effect.

(b) A specimen Bond, a copy of this Agreement executed by the Corporation and a copy of the Resolution certified by an appropriate officer of the Corporation shall be delivered to you at or prior to the Closing Time (hereinafter defined).

(c) The information concerning the Corporation and the Bonds in the final Official Statement is true at the time of acceptance hereof by you in all material respects. The final Official Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

(d) When delivered to and paid for by you, the Bonds will have been duly authorized, executed, authenticated, issued and delivered and will constitute valid and legally binding obligations of the Corporation and will be entitled to the benefits of the Resolution, except as enforceability may be limited by bankruptcy, moratorium or similar laws validly enacted and applicable to the rights of holders of the Bonds.
(e) Except as set forth in the final Official Statement, there is no action, suit, proceeding or investigation at law or in equity before or by any court or public board or body pending (or to the best of the knowledge of the Corporation threatened) against the Corporation or (to the best of the knowledge of the Corporation, no independent investigation having been made) any other person, wherein an unfavorable decision, ruling or finding might in any material respect adversely affect the transactions contemplated by this Agreement, or which in any way might adversely affect provisions for the payment of principal, premium, if any, or interest on the Bonds, the exchange and cancellation of the Series 0 and Series X Bonds or the validity of the Bonds, the Resolution, this Agreement or any agreement or instrument to which the Corporation is a party which is required in connection with the consummation of the transactions contemplated hereby.

(f) The execution, delivery and receipt of the final Official Statement, this Agreement, the Bonds and the Resolution, under the circumstances contemplated hereby and by the final Official Statement, and compliance with the provisions thereof, will not conflict with or constitute on the part of the Corporation a breach of, or a default under, any existing law, or administrative regulation, decree, or order, or any agreement, indenture, mortgage, lease or other instrument to which the Corporation is subject or by which it is bound.

(g) Any certificate signed by any officer of the Corporation and delivered to you shall be deemed a representation by the Corporation to you as to the truth of the statements therein made.

(h) The execution, delivery and performance of this Agreement, the Bonds and the exchange and cancellation of the Series 0 and Series X Bonds have been duly authorized by proper proceedings and will not contravene any provisions of law or regulation or by-law of the Corporation or any agreement, decree or instrument binding upon the Corporation or any of its property. This Agreement constitutes a legal, valid and binding agreement of the Corporation enforceable against the Corporation in accordance with its terms, except as enforceability may be limited by bankruptcy, moratorium or similar laws validly enacted and applicable to the rights of the parties to this Agreement.
(i) Except for liens created by the bonds and notes heretofore issued by the Corporation, by the Resolution and by the First General Bond Resolution, there is no lien on the revenues or property of the Corporation as of the date of this Agreement and as of the Closing Time there will be no liens on the revenues or property of the Corporation except for the liens created by such bonds and notes, by the Resolution and by the First General Bond Resolution.

(j) The Corporation has complied with all of the covenants contained in, and no event of default exists pursuant to, the Resolution, the Bonds, or the First General Bond Resolution or the Bonds issued thereunder.

(k) No authorization, consent or approval of, or filing or registration with, any court or governmental department, commission, board, bureau, agency or instrumentality is or will be necessary for the valid execution, delivery or performance by the Corporation of this Agreement, the Resolution or the Bonds, or, if necessary, such authorization, consent, approval, filing or registration has been duly obtained or made.

(l) The financial statements of the Corporation contained in the final Official Statement (i) fairly present the financial position and results of operations of the Corporation as of the dates and for the periods therein set forth and (ii) were prepared in accordance with generally accepted accounting principles. Since June 30, 1979, the date of the audited financial statements, there has been no material adverse change in the financial position of the Corporation or transactions in the Bond Service Fund, Debt Service Fund, either of the Capital Reserve Funds and Operating Fund established under the Resolution and the First General Bond Resolution, except as referred to in the final Official Statement.

Section 2. Purchase, Sale and Delivery of the Bonds.

On the basis of the representations and agreements herein contained, and subject to the terms and conditions herein set forth, at the Closing Time the Corporation agrees to issue the Bonds to you in exchange for the delivery to the Corporation by you of all of the outstanding Series 0 Bonds and Series X Bonds. The Bonds shall be issued under and
secured by the Resolution to the extent therein provided. The Bonds shall mature and bear the interest rate and be subject to redemption as set forth in the final Official Statement. Delivery of the Series O Bonds and Series X Bonds shall be made at the Closing Time, at the offices of the Corporation, One World Trade Center, Suite 8901, New York, New York. The Closing Time shall be 8:30 A.M., New York time, on November 15, 1979, or such other time and place as may otherwise be agreed to by you and the Corporation. The Bonds shall be delivered in definitive form, fully registered in the aggregate principal amount of $64,270,000. The paying agents for the Bonds are as set forth in the final Official Statement.

SECTION 3. Conditions of the Purchaser's Obligations.

The Purchaser's obligations hereunder shall be subject to the performance by the Corporation of its obligations and agreements to be performed hereunder at or prior to the Closing Time, to the accuracy of and compliance with the representations and agreements of the Corporation contained herein, as of the date hereof and as of the Closing Time, and to the following conditions:

(a) At the Closing Time you shall receive the following:

(1) Opinions, dated the Closing Time, of (i) Paul, Weiss, Rifkind, Wharton & Garrison, General Counsel to the Corporation, in the form attached hereto as Exhibit A, (ii) Hawkins, Delafield & Wood, Bond Counsel, in the forms attached hereto as Exhibits B and C and further as to the enforceability of the 1978 State Covenant (as defined in the final Official Statement) and (iii) the Attorney General of the State of New York, in the form attached hereto as Exhibit D, in each case with such changes, and with such annexed opinions of other counsel referred to therein, if any, as you shall reasonably approve.

(2) An opinion, dated the Closing Time and addressed to the Corporation, of Weil, Gotshal & Manges, counsel for the Purchaser, reasonably satisfactory in form and substance to the Corporation, to the effect that (i) the execution and delivery by the Purchaser of, and the performance by the Purchaser of all its obligations under, the
Agreement have been duly authorized by all necessary action, (ii) the Agreement has been duly and validly executed and delivered by the Purchaser and constitutes the legal, valid and binding agreement of the Purchaser enforceable in accordance with its terms, except as enforceability may be limited by any applicable bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or affecting the enforcement of creditors' rights generally and that the remedy of specific performance is subject to judicial discretion.

(3) A certificate, reasonably satisfactory in form to you, of an appropriate officer of the Corporation reasonably satisfactory to you, dated the Closing Time, to the effect that (i) each of the representations of the Corporation set forth in Section 1 hereof is true, accurate and complete in all material respects as though made with respect to and as of the Closing Time (with regard to the final Official Statement, such certification shall be based on the final Official Statement, as the same has been theretofore supplemented or amended as of the Closing Time); (ii) each of the agreements of the Corporation set forth in Section 1 hereof to be complied with at or prior to the Closing Time has been complied with as of such time; and (iii) the Bonds and the Resolution conform in all material respects to the description thereof in the final Official Statement.

(4) A certificate, reasonably satisfactory in form to you, of the Director of the Budget of the State of New York, dated the Closing Time, to the effect that the information concerning the State of New York in the final Official Statement, as the same has been theretofore supplemented or amended as of the Closing Time, under the caption "Certain Developments Affecting the State" is true in all material respects and does not omit any statement of a material fact necessary to make such information therein contained, in the light of the circumstances under which such information is furnished, not misleading and to the effect that the numerical information concerning the amount of Per Capita Aid in the final Official Statement, as the same has been theretofore
supplemented or amended as of the Closing Time, under the caption "Payment of the Bonds--Per Capita Aid" is true.

(5) A certificate of the Commissioner of Taxation and Finance of the State, in the form attached hereto as Exhibit E, with such changes, if any, as you shall approve.

(6) Certificates, reasonably satisfactory in form to you, dated the Closing Time, of the Mayor and the Comptroller of the City, or an appropriate deputy, to the effect that certain specified information contained in the final Official Statement, as the same has been theretofore supplemented or amended as of the Closing Time, under the caption "Certain Developments Affecting the City" is true in all material respects or is a fair presentation of the information set forth therein.

(7) A certificate, reasonably satisfactory in form to you, of an appropriate officer of the Corporation reasonably satisfactory to you, dated the Closing Time, setting forth sufficient facts, estimates and circumstances to support the conclusion, stated in the certificate that on the date of issue it is not expected that the proceeds of the Bonds will be used in a manner that will cause the Bonds to be arbitrage bonds within the meaning of Section 103(c) of the Internal Revenue Code of 1954, as amended, and stating that to the best of the knowledge and belief of the certifying officer there are no other facts, estimates or circumstances that would materially change such expectation.

(8) An opinion, dated the Closing Time and addressed to the Corporation, of Hawkins, Delafield & Wood, to the effect that, based upon their examination of law and review of the certification by the Corporation provided for in (7) above, they are of the opinion that the facts, estimates and circumstances are sufficiently set forth in such certificate to satisfy the criteria which are necessary under Section 103(c) of the Internal Revenue Code of 1954, as amended, and Sections 1.103-13, 1.103-14 and 1.103-15 of the regulations promulgated thereunder, as amended to the date thereof, to support the
conclusion that the Bonds will not be arbitrage bonds, and that no matters have come to their attention which make unreasonable or incorrect the representations made in such certificate.

(9) Such additional certificates, instruments and other documents as you may reasonably request, to evidence the truth and accuracy, as of the Closing Time, of the representations of the Corporation herein contained and of the final Official Statement (as the same has been theretofore amended or supplemented), and the due performance and satisfaction by the Corporation at or prior to such time of all agreements to be performed and all conditions then to be satisfied by it in connection with the transactions contemplated hereby or by the final Official Statement (as the same has been theretofore amended or supplemented).

(b) No order, decree or injunction of any court of competent jurisdiction, and no order, ruling, regulation or administrative proceeding by any governmental body or board, shall have been issued or commenced, and no legislation shall have been enacted by the Congress, or the State of New York, with the purpose or effect of prohibiting the issuance, offering or sale of the Bonds as contemplated hereby or by the final Official Statement.

(c) The Comptroller of the State of New York shall have approved in writing the sale of the Bonds and the terms thereof as provided in this Agreement.

(d) At the Closing Time, Price Waterhouse & Co. shall have furnished to you a letter or letters, dated the Closing Time, in the form attached hereto as Exhibit F, with such changes, if any, as you shall approve.

(e) There shall not have been a default on or after the date hereof upon the general obligations of the State of New York or any instrumentality, agency or political subdivision thereof.

(f) At or prior to the Closing Time, the Corporation shall have issued its Series 19 Bonds in the aggregate principal amount of $90,000,000, which Bonds shall have been issued in part to refund the outstanding 1975 Series U Bonds of the Corporation which were originally issued
pursuant to the First General Bond Resolution and are held by you.


The Corporation's obligations hereunder, other than pursuant to Section 6 hereof, are subject to:

(a) the performance by you of your obligations hereunder;

(b) the satisfaction of the conditions set forth above in (a)(4), (a)(5), (a)(6), (b), (c), (d), (e) and (f) of Section 3 hereof; and

(c) the receipt at the Closing Time of the opinions described in (a)(1), (a)(2) and (a)(8) of Section 3 hereof.

SECTION 5. Representations and Agreements to Survive Delivery.

All representations and agreements of the Corporation shall remain operative and in full force and effect, regardless of any investigation made by or on behalf of you and shall survive delivery of the Bonds to you.

SECTION 6. Payment of Expenses.

The Corporation shall pay all costs and expenses incident to the performance of its obligations under this Agreement including all expenses incident to the delivery of the Bonds to the Purchaser, the fees and expenses of Bond Counsel and General Counsel for the Corporation, the costs and expenses incident to the preparing and printing of this Agreement, the Official Statement, the Resolution and related documents and for any fees charged by investment rating agencies for the rating of the Bonds, it being understood that, except as provided in this Section 6, the Purchaser will pay all its own costs and expenses including fees and expenses of its counsel.
SECTION 7. Parties in Interest.

This Agreement has been and is made solely for the benefit of the Purchaser and the Corporation and their respective successors and assigns, and no other person, partnership, association or corporation shall acquire or have any right under or by virtue of this Agreement. The terms "successors" and "assigns" shall not include any purchaser of Bonds from the Purchaser merely because of such purchase.

Any provisions of Article 10 of the Public Authorities Law of the State of New York or in this Agreement which relate to taxes imposed under Article 12 or Section 1107 or 1108 of Article 28 of the Tax Law of the State of New York or the apportionment and payment of per capita aid under Section 54 of the State Finance Law or to the funds created by Sections 92-b, 92-d and 92-e of the State Finance Law of the State of New York shall be deemed executory only to the extent of the moneys available to the State of New York in such funds from time to time and no liability on account thereof shall be incurred by the State of New York beyond the moneys available in such funds.

SECTION 8. Notice.

All communications hereunder shall be in writing and, if sent to the Corporation, shall be mailed, delivered or telegraphed and confirmed to it at One World Trade Center, Suite 8901, New York, New York 10048, with a copy to Paul, Weiss, Rifkind, Wharton & Garrison, 345 Park Avenue, New York, New York 10022; and, if sent to the Purchaser, shall be mailed, delivered or telegraphed and confirmed to it at 199 Church Street, New York, New York 10007, with a copy to Weil, Gotshal & Manges, 767 Fifth Avenue, New York, New York 10022.


This Agreement shall be governed by the laws of the State of New York and may not be assigned by the Corporation or the Purchaser.
If the foregoing is in accordance with the your understanding of the agreement among the Corporation and you, kindly sign and return to the Corporation the enclosed duplicates hereof, whereupon it will constitute a binding agreement between the Corporation and you in accordance with its terms.

Yours very truly,

MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

(SEAL)

By

Authorized Officer

Accepted and confirmed as of the date first above written:

THE STATE INSURANCE FUND

By
November 1, 1979

The State Insurance Fund
199 Church Street
New York, New York 10007

Gentlemen:

We have been requested by our client, Municipal Assistance Corporation For The City of New York, a corporate governmental agency and instrumentality of the State of New York constituting a public benefit corporation (the "Corporation"), to furnish you our opinion as to the matters herein set forth in connection with the execution of a bond purchase agreement, dated November 15, 1979 (the "Agreement"), by and between the Corporation and you and the issuance by the Corporation of $64,270,000 aggregate principal amount of its Series 20 Bonds (the "Bonds") in exchange for the 1975 Series O Bonds and the 1975 Series X Bonds of the Corporation held by you.

In this connection, we have examined the New York State Municipal Assistance Corporation Act, as amended by the Municipal Assistance Corporation For The City of New York Act, being Titles I, II and III of Article 10 of the Public Authorities Law, each as further amended (the "Act"), the Official Statement of the Corporation, dated November 1, 1979, with respect to the Series 19 Bonds of the Corporation, as amended or supplemented to the date hereof, and the supplement to such Official Statement relating to the Bonds (collectively, the "final Official Statement"), the By-laws of the Corporation, records of its corporate proceedings, including the Second General Bond Resolution and the Series 20 Resolution adopted by the Board of Directors of the Corporation on November 25, 1975 and on October 31, 1979, respectively (the "Resolutions"), and the Agreement and the exhibits attached thereto, and have made such further examination of law and fact as we considered necessary in order to form the opinions herein expressed.
Based on the foregoing, we are of the opinion that:

1. The Corporation is a corporate governmental agency and instrumentality of the State of New York constituting a public benefit corporation, duly created by and validly existing under the Act, with the right and power under the Act to execute and deliver and to perform its obligations under the Agreement, to adopt the Resolutions and to issue the Bonds thereunder.

2. Under the Act, it is a purpose of the Corporation to assist The City of New York (the "City") in providing essential services to its inhabitants without interruption and in creating investor confidence in the soundness of the obligations of the City.

3. The execution and delivery of, and the performance of the obligations under, the Agreement and the issuance of the Bonds have been duly authorized by proper corporate proceedings of the Corporation. The Agreement constitutes the legal, valid and binding agreement of the Corporation enforceable in accordance with its terms except as enforceability may be limited by bankruptcy, moratorium or similar laws validly enacted and applicable to the rights created pursuant to the Agreement. The Resolutions have been duly and lawfully adopted by the Corporation and both are in full force and effect and are valid and binding upon the Corporation and enforceable in accordance with their terms except as enforceability may be limited by bankruptcy, moratorium or similar laws validly enacted and applicable to the rights of the holders of the Bonds, and no other authorization for, or filing or recording of, the Resolutions is required. Anything in this opinion to the contrary notwithstanding, we express no opinion with respect to the 1978 State Covenant as that term is defined in the final Official Statement.

4. The Bonds have been duly authorized, executed, authenticated, issued and delivered and constitute legal, valid, binding, direct and general obligations of the Corporation and are entitled to the benefits of the Resolutions except as enforceability may be limited by bankruptcy, moratorium or similar laws validly enacted and applicable to the rights of holders of the Bonds.

5. The execution, delivery and receipt of the final Official Statement, the Agreement, the Bonds and the Resolutions, under the circumstances contemplated by the Agreement
and the final Official Statement, and compliance with the provisions thereof, will not conflict with or constitute on the part of the Corporation a breach of, or a default under, any existing law, court or administrative regulation, decree, order, or any agreement, indenture, mortgage, lease or other instrument, in each such case of which we have knowledge, to which the Corporation is subject or by which it is bound.

6. Except as set forth in the final Official Statement, to the best of our knowledge, there is no action, suit, proceeding or investigation at law or in equity before or by any court or public board or body pending or threatened against the Corporation wherein an unfavorable decision, ruling or finding would in any material respect adversely affect the transactions contemplated by the Agreement or which in any way would adversely affect provisions for the payment of principal or interest on the Bonds or the validity of the Bonds, the Resolutions, the Agreement, or any agreement or instrument to which the Corporation is a party which is used or contemplated for use in connection with consummation of the transactions contemplated by the Agreement.

7. The issuance of the Bonds by the Corporation to you is exempt from registration under the Securities Act of 1933, as amended, pursuant to Section 3(a)(2) of such Act and there is no requirement for the qualification of the Resolutions or any indenture with respect to the Bonds pursuant to the Trust Indenture Act of 1939, as amended. The Bonds constitute "municipal securities" as such term is defined in the Securities Exchange Act of 1934, as amended.

8. In the course of the preparation by the Corporation of the final Official Statement, we participated in numerous conferences and conversations with certain of the Corporation's officials. In this connection, we did not undertake any independent examination or review of, or otherwise attempt to make any independent verification of, (i) any records or proceedings of, or any factual matters relating to or otherwise involving, the Corporation, the State of New York or any authority, agency or political subdivision thereof or therein, or (ii) any other factual matters contained in the final Official Statement. Accordingly, except with respect to the statements and summaries referred to in paragraph 9 hereof, we do not assume any responsibility for the accuracy, completeness or fairness of the statements contained in the final Official Statement; it being understood that you are relying on the preparation
of the final Official Statement by the Corporation, and certifications of various officials as to the accuracy, completeness and fairness of the statements contained therein. Further, we are not in a position to provide, and we hereby expressly disclaim, any commentary or assurances as to the adequacy or accuracy of the financial statements and other financial and statistical data contained in the final Official Statement. Subject to the foregoing limitations with respect to our engagement, no information was disclosed to us in connection with the preparation of the final Official Statement or in our conferences or conversations referred to above which has caused us to believe that the final Official Statement, as of the date thereof, and as of the date hereof, contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

9. The statements set forth in the final Official Statement under the headings "Certain Developments Affecting the City -- Federal Bankruptcy Legislation", "Four Year Debt Issuance Plan", "Various Control Programs" and "Litigation" are in all material respects accurate statements or summaries of the statutory provisions, documents or matters therein set forth.

All opinions rendered herein relating to the effect of the Constitution of the State of New York, or state or local finance laws upon the validity, binding effect or enforceability of the Resolutions, the Agreement or the Bonds, are rendered in reliance upon the opinion of Hawkins, Delafield & Wood, Bond Counsel, of even date herewith addressed to the Corporation and delivered to you in accordance with the Agreement, and, although we have made no independent investigation with respect thereto, such opinion is in form and substance satisfactory to us, and we believe that you and we are justified in relying thereon.

Very truly yours,
November 1979

Municipal Assistance Corporation
For The City of New York
New York, New York

Dear Sirs:

We have examined a record of proceedings relating to the issuance of $64,270,000 aggregate principal amount of Series 20 Bonds (the "Series 20 Bonds") of the Municipal Assistance Corporation For The City of New York (the "Corporation"), a corporate governmental agency and instrumentality of the State of New York (the "State") constituting a public benefit corporation, created and existing under and pursuant to the Constitution and statutes of the State, including the New York State Municipal Assistance Corporation Act, as amended by the Municipal Assistance Corporation for the City of New York Act, being Titles I, II and III of Article 10 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State, as amended to the date hereof (the "Act").

The Series 20 Bonds are authorized and issued under and pursuant to the Act and the Second General Bond Resolution of the Corporation, adopted November 25, 1975, as amended and supplemented to the date hereof (the "Second General Bond Resolution"), and the Series 20 Resolution, adopted October 31, 1979 (the "Series Resolution"). Said resolutions are herein collectively called the "Resolutions".

The Series 20 Bonds are part of an issue of bonds of the Corporation (the "Bonds") which the Corporation has established and created under the terms of the Second General Bond Resolution and is authorized to issue from time to time for the corporate purposes of the Corporation authorized by the Act, as then in effect and without limitation as to amount except as provided in the Resolutions or as may be limited by law. The Corporation has covenanted with the holders of certain bonds of the Corporation to limit the issuance of additional bonds. The Series 20 Bonds are being issued for the purpose of exchanging the Series 20 Bonds for the 1975...

The Corporation is authorized to issue Bonds, in addition to the Series 20 Bonds, only upon the terms and conditions set forth in the Second General Bond Resolution and such Bonds, when issued, shall with the Series 20 Bonds and with all other such Bonds theretofore issued, be entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the Second General Bond Resolution.

The Series 20 Bonds are dated November 1, 1979 except as otherwise provided in the Resolution with respect to fully registered Series 20 Bonds, will mature on July 1, 2008 and will bear interest payable July 1, 1980 and semi-annually thereafter on January 1 and July 1 in each year at the rate of eight and one-half per centum (8-1/2%) per annum.

The Series 20 Bonds are issued either in coupon form in the denomination of $5,000, registrable as to principal only, or in fully registered form without coupons in the denomination of $5,000 or an integral multiple thereof. Coupon and fully registered Series 20 Bonds are interchangeable as provided in the Resolutions. Coupon Series 20 Bonds are numbered 20-08- and fully registered Series 20 Bonds are lettered and numbered 20R-08-, followed, in each case, by the number of the Series 20 Bonds. Coupon Series 20 Bonds and fully registered Series 20 Bonds are numbered consecutively from one upward in order of issuance.

The Series 20 Bonds are subject to redemption, commencing on July 1, 2000 and on each July 1 thereafter prior to maturity, in part, as provided in the Resolutions, by operation of the Bond Service Fund through application of Sinking Fund Installments as defined in the Second General Bond Resolution in the amounts set forth in the Series Resolution, at the redemption price of 100% of the principal amount of each Series 20 Bond or portion thereof to be redeemed, plus accrued interest, if any, to the date of redemption.

In addition, the Series 20 Bonds are subject to redemption at the election of the Corporation on and after July 1, 1989, as a whole on any date or in part, by lot, on any interest payment date, at the redemption prices (expressed as percentages of the principal amount), plus accrued interest, if any, to the date of redemption, as set forth in the Series Resolution.
Chapters 168, 169, 868 and 870 of the Laws of 1975, as amended to the date hereof, each enacted by the People of the State, represented in Senate and Assembly of the State and signed into law by the Governor of the State (the "Enabling Legislation") provide for, among other things, the insertion of the Act in the Public Authorities Law, creating the Corporation as aforesaid, adding a new section 92-e to Article 6 of the State Finance Law, constituting Chapter 56 of such Consolidated Laws, establishing a municipal assistance aid fund (the "Aid Assistance Fund") and a special account for the Corporation within the Aid Assistance Fund (the "Special Aid Account"), amending section 54 of the State Finance Law to provide for the apportionment and payment into the Special Aid Account of amounts of per capita aid appropriated by the Legislature of the State and otherwise payable out of the General Fund of the State to The City of New York, New York ("The City") thereunder subject to payments being made as follows: (i) any amounts required to be paid to the City University Construction Fund pursuant to the City University Construction Fund Act, Article 125-B of the Education Law, constituting Chapter 16 of such Consolidated Laws; (ii) any amounts required to be paid to the New York City Housing Development Corporation pursuant to the New York City Housing Development Corporation Act, Article XII of the Private Housing Finance Law, constituting Chapter 41 of such Consolidated Laws; (iii) any amounts required to be paid by The City to the New York City Transit Authority pursuant to the provisions of Chapter seven of the laws of the State of nineteen hundred seventy-two; (iv) any amounts required to be paid by The City to the State to repay an advance made in nineteen hundred seventy-four to subsidize the fare of the New York City Transit Authority; and (v) five hundred thousand dollars to the chief fiscal officer of The City for payment to the trustees of the police pension fund of such City pursuant to the provisions of paragraph e of subdivision 7 of such section 54 of the State Finance Law, suspending the power of The City to adopt local laws for the imposition of certain sales and compensating use taxes pursuant to sections 1210 and 1212-A of Article 29 of the Tax Law, constituting Chapter 60 of such Consolidated Laws, and the taxes imposed pursuant to said sections, until all notes and bonds of the Corporation, including the Series 20 Bonds, and interest thereon have been fully paid and discharged, adding a new section 92-d to Article 6 of the State Finance Law establishing a municipal assistance tax fund (the "Tax Assistance Fund") and a special account for the Corporation within the Tax Assistance Fund (the "Special Tax Account"), and adding a new section 1107 to Article 28 of said
Tax Law imposing sales and compensating use taxes in The City at a rate of four percent (4%) on certain items therein described and at a rate of six percent (6%) on the sale of certain parking services (the "Sales Tax"), the revenues derived from which, less such amounts as the Commissioner of Taxation and Finance determines to be necessary for reasonable costs in administering, collecting and distributing such taxes, are required to be paid into the Special Tax Account, together with, after deducting such costs, such amounts as may be required under the Enabling Legislation to be transferred from the Stock Transfer Tax Fund established by section 92-b of Article 6 of said State Finance Law, into which the revenues derived from a tax imposed by Article 12 of the Tax Law (the "Stock Transfer Tax") are deposited.

We are of the opinion that:

1. The Corporation is duly created and validly exists as a corporate governmental agency and instrumentality of the State constituting a public benefit corporation under the laws of the State, including the Constitution of the State and the Act, with the good right and lawful authority and power to adopt the Resolutions, to issue the Bonds including the Series 20 Bonds thereunder, and to perform the obligations and covenants contained in the Resolutions and the Series 20 Bonds. Under the laws of the State, including the Constitution of the State, and under the Constitution of the United States, the Enabling Legislation, including the Act, is valid with respect to all provisions thereof material to the subject matters of this opinion letter.

2. The Series Resolution has been duly and lawfully adopted in accordance with the provisions of the Second General Bond Resolution and is authorized and permitted by the Second General Bond Resolution. The Resolutions have been duly and lawfully adopted by the Corporation and both are in full force and effect and are valid and binding upon the Corporation and enforceable in accordance with their terms, except for the covenant on behalf of the State required to be set forth in each Series 20 Bond pursuant to Chapter 201 of the Laws of New York of 1978 (the "State Covenant") as to which a separate opinion has been rendered on the date hereof, and no other authorization for the Resolutions is required. The Resolutions create the valid pledge and lien which they purport to create of the revenues, moneys, securities and funds held or set aside under the Resolutions, subject only to the application thereof to the purposes and on the condi-
tions permitted by the Resolutions. The lien created by the Resolutions on such revenues, moneys, securities and funds in the Bond Service and the Capital Reserve Fund is and will be prior to all other liens thereon. All revenues, moneys and securities, as and when received, in the Bond Service Fund and the Capital Reserve Fund in accordance with the Resolutions, will be validly subject to the pledge and lien created by the Resolutions.

3. The Series 20 Bonds have been duly and validly authorized and issued by the Corporation in accordance with the laws of the State, including the Constitution of the State and the Act, and in accordance with the Resolutions. The Series 20 Bonds are valid and binding general obligations of the Corporation payable as provided in the Resolutions, are enforceable in accordance with their terms, respectively, and the terms of the Resolutions, except as the enforceability thereof may be limited by bankruptcy, insolvency or similar laws validly enacted affecting creditors' rights or remedies generally, and, except as otherwise set forth with respect to the State Covenant as to which a separate opinion has been rendered as aforesaid, are entitled, together with additional Bonds issued under the Second General Bond Resolution, to the equal benefit, protection and security of the provisions, covenants and obligations of the Second General Bond Resolution and of the Act.

4. Pursuant to the Act and the Second General Bond Resolution, the Corporation has validly covenanted that the Chairman of the Corporation shall annually, on or before December 1, make and deliver to the Governor and Director of the Budget of the State his certificate stating such sum, if any, as shall be necessary to restore the amount in such Capital Reserve Fund to an amount equal to the Capital Reserve Fund requirement under the Second General Bond Resolution. Subdivision 3 of Section 3036-a of the Act providing for the appropriation and payment to the Corporation for deposit in the Capital Reserve Fund of such sum as shall be so certified by the Chairman, does not constitute an enforceable obligation or debt of the State, the amount of such sum being subject to annual appropriation for such purpose by the Legislature of the State, which is empowered, but is not bound or obligated, to appropriate such amount.

5. Pursuant to the Act and the Second General Bond Resolution, the Corporation has validly covenanted that the Chairman of the Corporation shall certify to the State Comp-
controller and the Mayor of The City, the amounts required, pursuant to subdivision 1 of Section 3036 and of Section 3036-a of the Act, for deposit in the funds established by the Second General Bond Resolution at the time or times and in the manner provided therein, including the amounts required for deposit in the Bond Service Fund to pay all interest and all principal and redemption premium, if any, on bonds maturing or otherwise coming due and for deposit in the Capital Reserve Fund to maintain such Fund at such Capital Reserve Fund requirement. Said subdivisions provide for the State Comptroller to pay such amounts to the Corporation for deposit as aforesaid, the source of such payments being the Aid Assistance Fund into which is paid such per capita aid, subject to certain prior claims as described above, and, to the extent required, subject to the prior claim of the holders of obligations of the Corporation issued or to be issued pursuant to the First General Bond Resolution (as such term is defined in the Second General Bond Resolution), the Tax Assistance Fund into which is paid the Sales Tax, and to the extent required, out of the Stock Transfer Tax Fund, the Stock Transfer Tax. The amount of per capita aid payable to The City and available for apportionment and payment from the General Fund of the State treasury and of such payments out of the Aid and Tax Assistance Funds to the Corporation are subject to annual appropriation for such purposes by the Legislature of the State which is empowered, but is not bound or obligated, to appropriate any such amounts so certified by the Chairman, as aforesaid.

6. The Series 20 Bonds do not constitute a debt either of the State or of The City, and neither the State nor The City shall be liable thereon, nor shall the Series 20 Bonds be payable out of any funds other than those of the Corporation.

7. The State has the good right and lawful authority:

(a) to provide for the appropriation of, and at least annually to appropriate out of the General Fund of the State amounts for the purpose of per capita aid and to provide, with respect to certain amounts of such per capita aid payable to The City in accordance with the provisions of section 54 of the State Finance Law, for the apportionment and payment into the Special Aid Account, of amounts sufficient to enable the Corporation to fulfill the terms of the Resolutions and to carry out its corporate purposes, but the State is not bound or obligated to make any, or maintain any
level of, such appropriation of per capita aid or to continue such procedure for apportionment and payment of such aid;

(b) to provide for the appropriation of, and at least annually to appropriate to, the Corporation, from the Special Tax Account and from the Stock Transfer Tax Fund, amounts sufficient to enable the Corporation to fulfill the terms of the Resolutions and to carry out its corporate purposes, but the State is not bound or obligated to make such appropriations;

(c) to suspend the power of The City to adopt local laws for the imposition of certain sales and compensating use taxes and the taxes levied thereunder, in accordance with the Enabling Legislation;

(d) to impose and to increase or decrease the Sales Tax and the Stock Transfer Tax but the State is not bound or obligated to continue the imposition of said taxes; and

(e) to establish the Aid Assistance Fund and the Special Aid Account within the Aid Assistance Fund, the Stock Transfer Tax Fund, the Aid Assistance Fund and the Special Tax Account within the Tax Assistance Fund but the State is not bound or obligated to maintain the existence of said funds or accounts.

8. The Corporation, the holders of the Bonds, holders of any evidence of indebtedness of the Corporation or the holders of bonds or notes of The City do not have nor will they have a lien on the per capita aid referred to here-inbefore or the Stock Transfer Tax or the Stock Transfer Tax Fund, the Sales Tax, or the Special Accounts for the Corporation in the Aid and Tax Assistance Funds. We are further of the opinion that, in any suit, action or other proceeding (whether under Chapter 9 of the Federal Bankruptcy Act or otherwise) wherein a creditor of The City or The City seeks to assert a right to any such Taxes, such Stock Transfer Tax Fund or such Special Accounts superior or equal to the rights of holders of bonds issued under the Second General Bond Resolution, neither The City nor such creditor will prevail in the court of final jurisdiction.

9. Under existing law, upon any failure of the State Legislature to make required appropriations for State
debt obligations or upon the establishment of a note repayment account pursuant to Section 55 of the State Finance Law, moneys on deposit in the Stock Transfer Tax Fund and the Tax Assistance Fund, including the Special Tax Account therein (each such account or fund as presently constituted being a special fund of the State), would not constitute revenues applicable to the General Fund of the State and hence neither Article 7, Section 16 of the State Constitution nor said Section 55 authorizes or mandates such moneys to be set apart by the State Comptroller either for the payment of State obligations or for deposit into such note repayment account. We are further of the opinion that, under existing law, collections of the Sales Tax and the Stock Transfer Tax which are to be deposited into the Special Tax Account and the Stock Transfer Tax Fund, do not constitute revenues applicable to the General Fund of the State and hence such collections would likewise not be authorized or mandated to be set apart or applied by the State Comptroller either for the payment of the State obligations or for deposit into such note repayment account. Per capita aid is, under existing law, derived from the General Fund of the State and hence, in the event of a failure to appropriate as above described, revenues of the State, otherwise applicable to the General Fund and therefore available for appropriation as per capita aid will be subject to being set apart, or applied as aforesaid.

10. Under existing statutes and court decisions, interest on the Series 20 Bonds is exempt from Federal income taxes and shall at all times be free from New York State and New York City personal income taxes.

11. No registration with, consent of, or approval by any governmental agency or commission is necessary for the execution and delivery and the issuance of the Series 20 Bonds.

12. The adoption and performance of, and compliance with, all of the terms and conditions of the Resolutions and the Series 20 Bonds, and the execution and delivery of the Series 20 Bonds, will not result in a violation of or be in conflict with any term or provision of any existing law.

We have examined the executed Series 20 Bond numbered 20-08-1 and, in our opinion, the form of said Bond and its execution are regular and proper.

Very truly yours,
November 1, 1979

The State Insurance Fund
199 Church Street
New York, New York 10007

Dear Sirs:

We are Bond Counsel to the Municipal Assistance Corporation for The City of New York (the "Corporation") and are this day rendering our final approving opinion (the "Opinion") relating to the authorization and issuance of the Corporation's Series 20 Bonds (the "Bonds"), dated November 1, 1979 and authorized by the Second General Bond Resolution, adopted by the Corporation on November 25, 1975, as amended and supplemented, and the Series 20 Bond Resolution, adopted October 31, 1979. The Opinion is being rendered in connection with the delivery of the Bonds to you pursuant to the Bond Purchase Agreement for the Bonds (the "Bond Purchase Agreement") by and between you and the Corporation.

In connection with the rendering of the Opinion, we have reviewed records of the acts taken by the Corporation in connection with the authorization, sale and issuance of the Bonds, including a record of proceedings of the Corporation relating to the authorization, execution and delivery of the Bond Purchase Agreement, were present at various meetings in connection therewith and have participated with others in the preparation of various parts of the Official Statement with respect to the Corporation's Series 19 Bonds dated November 1, 1979 and the supplement thereto relating to the Bonds (collectively, the "Official Statement").

In connection with the sale of the Bonds, at the request of the Corporation, we participated and assisted as Bond Counsel in the preparation of the Official Statement and have reviewed the information and representations contained therein. Rendering such assistance involved, among other things, discussions and inquiries concerning various
and related subjects, and reviews of and reports on certain documents and proceedings. We also participated in conferences with the board of directors of the Corporation and its officers, agents and employees, the State Comptroller and his deputy, and Paul, Weiss, Rifkind, Wharton & Garrison, General Counsel for the Corporation, at which the contents of the Official Statement and related matters were discussed and revised.

The statements set forth in the Official Statement under the headings PAYMENT OF THE BONDS (other than the statistical and financial information under the headings "Per Capita Aid", "Sales Tax", "Quarterly Collections of Sales and Compensating Use Taxes in the City" and "Quarterly Collections of Stock Transfer Tax"), DEBT SERVICE PAYMENT REQUIREMENTS AND ESTIMATED COVERAGE RATIOS (other than the statistical and financial information set forth therein), BONDS BEING OFFERED, AGREEMENT OF THE STATE OF NEW YORK and SUMMARY OF CERTAIN PROVISIONS OF THE SECOND GENERAL BOND RESOLUTION are accurate statements or summaries of the statutory provisions, documents or matters therein set forth.

In the course of the preparation of the Official Statement and in rendering the Opinion and this opinion we have received and relied upon the certificate of no-litigation of the Corporation including statements to the effect that, except as noted in the Official Statement, there is no litigation of any nature now pending or threatened restraining or enjoining the issuance, sale, execution or delivery of the Bonds, or in any way contesting or affecting the validity of the Bonds, any proceedings of the Corporation taken with respect to the issuance thereof, the pledge or application of any revenues, moneys or securities provided for the payment of the Bonds or the existence or powers of the Corporation. In such connection, we have also received and relied upon the opinion of Paul, Weiss, Rifkind, Wharton & Garrison, dated the date hereof, with respect to the absence of litigation against the Corporation. While, except as above stated with respect to information under certain specific headings, we have not undertaken to verify independently and take no responsibility for the correctness or completeness of the statements made in the Official Statement (or in the statistical and financial information and other information set forth in the headings excluded above, as to which we express no opinion) we can and do advise you that in the course of our participation in the preparation of the Official Statement and in our review thereof in the light of the discussion, inquiries and conferences referred to above, nothing has come to our attention which
would lead us to believe that the Official Statement contains any untrue statement of a material fact or omits to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

We are further of the opinion that the Bond Purchase Agreement has been duly authorized, executed and delivered by, and constitutes a binding agreement of, the Corporation, enforceable in accordance with its terms.

We are further of the opinion that the issuance and sale to you of the Bonds pursuant to and as contemplated by the Agreement is exempt from registration under the Securities Act of 1933, as amended, and the resale of the Bonds by you would be similarly exempt from registration under the Securities Act of 1933, as amended, to the date hereof, and there is no requirement for the qualification of the Resolutions or any indenture with respect to the Bonds pursuant to the Trust Indenture Act of 1939, as amended, and the Bonds constitute "municipal securities" within the meaning of the Securities Exchange Act of 1934, as amended.

We are further of the opinion that the Bonds are legal investments, under present provisions of New York law, for all public officers and bodies of the State and political subdivisions of the State and other persons carrying on an insurance business, all banks, bankers, trust companies, savings banks and savings associations, including savings and loan associations, building and loan associations, investment companies and other persons carrying on a banking business, all administrators, guardians, executors, trustees and other fiduciaries, and all other persons whatsoever who are now or may hereafter be authorized to invest in bonds or other obligations of the State.

Very truly yours,
November, 1979

Mr. Felix G. Rohatyn
Chairman
Municipal Assistance Corporation
For The City of New York
New York, New York

Dear Mr. Rohatyn:

This is to acknowledge receipt of your letter of November 5, 1979, relating to the authorization, sale and issuance of the Series 20 Bonds dated November 1, 1979 in the principal amount of $64,270,000 (herein called the "Series 20 Bonds") by the Municipal Assistance Corporation for The City of New York (herein called the "Corporation") to The State Insurance Fund (herein called the "Purchaser").

I have examined the pertinent provisions of the Constitution and statutes of the State of New York.

Based on the foregoing, it is my opinion that:

1. The Corporation is a corporate governmental agency and instrumentality of the State constituting a public benefit corporation, created pursuant to Chapters 168 and 169 of the Laws of 1975, as amended by Chapters 868, 870, 874, 875, 889 and 891 of the Laws of 1975, by Chapters 185 and 456 of the Laws of 1977, and by Chapters 201, 466 and 777 of the Laws of 1978 (herein referred to as the "Acts"). The passage of these Acts conforms to the provisions of Article III § 14 and, where applicable, Article IX, § 2 of the Constitution of the State of New York. I conclude therefore that they have been validly enacted and have become law in accordance with the Constitution and laws of the State of New York and are in full force and effect. It should be noted that Chapter 201 of the Laws of 1978 is the subject of litigation (DeMilia v. State) in which
its validity has been upheld by the Supreme Court, New York County and which is now on appeal in the Appellate Division, First Department.

2. The Acts, among other things, establish a municipal assistance aid fund (the "Aid Assistance Fund") and a special account for the Corporation within the Aid Assistance Fund (the "Special Aid Account"), amending section 54 of the State Finance Law to provide for the apportionment and payment into the Special Aid Account of amounts of per capita aid appropriated by the Legislature and otherwise payable out of the General Fund of the State to The City of New York, New York ("The City") subject to payments being made as follows: (i) any amounts required to be paid to the City University Construction Fund pursuant to the City University Construction Fund Act, Article 125-B of the Education Law; (ii) any amounts required to be paid to the New York City Housing Development Corporation pursuant to the New York City Housing Development Corporation Act, Article XII of the Private Housing Finance Law; (iii) any amounts required to be paid by The City to the New York City Transit Authority pursuant to the provision of Chapter 7 of the Laws of 1972; (iv) any amounts required to be paid by The City to the State to repay an advance made in 1974 to subsidize the fare of the New York City Transit Authority; (v) five hundred thousand dollars to the chief fiscal officer of The City for payment to the trustees of the police pension fund of such City pursuant to the provisions of paragraph e of subdivision 7 of such section 54 of the State Finance Law; and (vi) eighty million dollars to the special account ("Special Tax Account") for the Corporation in the municipal assistance tax fund ("Tax Assistance Fund") created pursuant to section 92-d of the State Finance Law to the extent that such amount has been included by the Corporation in any computation for the issuance of bonds on a parity with outstanding bonds pursuant to a contract with the holders of such bonds prior to the issuance of any other bonds secured by payments from the Aid Assistance Fund.

3. Subdivision 6 of Section 3036-a of the Public Authorities Law as added by the Acts provides that the Corporation shall create the Bond Service Fund. Subdivision 1 of such section provides that not less than one hundred and twenty days before the beginning of each fiscal year of the Corporation, the Chairman shall certify to the State Controller and Mayor of The City a schedule setting forth the cash requirements of the Corporation, including the amounts required to be deposited in the Bond Service Fund to pay
all interest and all payments of principal and redemption premium, if any, on notes and bonds payable from the sources set forth in this paragraph and maturing or otherwise coming due during such fiscal year. Said subdivision provides for the State Comptroller to pay such amounts to the Corporation for deposit in the Bond Service Fund, the source of such payments being the Aid Assistance Fund into which is paid the above described per capita aid, subject to certain prior claims as described in paragraph "2" above, and, subject to agreements with holders of outstanding bonds and notes of the Corporation, the Special Tax Account established for the Corporation in the Tax Assistance Fund created pursuant to Section 92-d of the State Finance Law and consisting of the revenues derived from the imposition of Municipal Assistance Sales and Compensating Use Tax for The City and any amount transferred to the Tax Assistance Fund from the Stock Transfer Tax Fund pursuant to Section 92-b of the State Finance Law. The amount of per capita aid payable to The City and available for apportionment and payment from the General Fund of the State Treasury and payments of such amount out of the Aid and Tax Assistance Funds to the Corpora-
tion are subject to prior appropriation for such purpose by the Legislature, which is not obligated to appropriate any such amounts so certified by the Chairman, as aforesaid.

4. Subdivision 2 of Section 3036-a of the Public Authorities Law as added by the Acts provides that the Corporation shall create as an additional and separate fund, a Capital Reserve Fund. Subdivision 4 of such section provides that for any calendar year, the Capital Reserve Fund Require-
ment for such fund shall equal the amount of principal and interest maturing or otherwise due or becoming due in the succeeding calendar year on all bonds of the Corporation secured by such fund, provided however that for the calendar years set forth below, the Capital Reserve Fund Requirement as of any given date, shall equal the percentage set forth opposite such calendar year of the amount of the principal and interest maturing or otherwise due or becoming due during such calendar year on all bonds of the Corporation secured by the Capital Reserve Fund outstanding on such date:

<table>
<thead>
<tr>
<th>Calendar Year</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>1979</td>
<td>75%</td>
</tr>
<tr>
<td>1980</td>
<td>100%</td>
</tr>
</tbody>
</table>

Subdivision 3 of such section provides that the Chairman of the Board of Directors of the Corporation (the "Chairman")
shall annually on or before December 1, certify to the Governor and Director of the Budget of the State the amount, if any, necessary to restore the Capital Reserve Fund to an amount equal to the Capital Reserve Fund Requirement. Such subdivision further provides that the sum or sums so certified shall be appropriated and paid to the Corporation during the then current State fiscal year. This subdivision does not constitute an enforceable obligation of the State, as the amount of such sum or sums is subject to annual appropriation for such purpose by the State Legislature, which is not obligated to appropriate such amount.

5. The State has the lawful authority, based on the Acts and court decisions:

(a) to establish the Aid Assistance Fund, the Special Aid Account within the Aid Assistance Fund, the Stock Transfer Tax Fund, the Tax Assistance Fund and the Special Tax Account within the Tax Assistance Fund, but the State is not bound or obligated to maintain the existence of such funds or accounts;

(b) at least annually, to appropriate out of the General Fund of the State amounts for the purpose of per capita aid and to provide, with respect to certain amounts of such per capita aid payable to The City in accordance with the provisions of section 54 of the State Finance Law, for the apportionment and payment into the Special Aid Account of amounts sufficient to enable the Corporation to carry out its corporate purposes, but the State is not bound or obligated to make any, or maintain any level of, such appropriation of per capita aid or to continue such procedure for apportionment and payment of such aid;

(c) at least annually to appropriate to the Corporation, from the Special Tax Account and from the Stock Transfer Tax Fund, amounts sufficient to enable the Corporation to carry out its corporate purposes, but the State is not bound or obligated to make such appropriations; and

(d) to impose and to increase or decrease the Municipal Assistance Sales and Compensating Use Tax and the Stock Transfer Tax, but the State is not bound or obligated to continue the imposition of said taxes, and pursuant to Chapter 878 of the Laws of 1977, the Legis-
lature has provided for certain rebates of stock transfer taxes, which rebates are payable from the Stock Transfer Incentive Fund created by Section 92-1 of the State Finance Law as added by such chapter, which fund consists of funds of the Stock Transfer Tax Fund after transfer therefrom of any moneys required for the Special Tax Account, plus any other moneys appropriated, transferred or credited to the Stock Transfer Incentive Fund pursuant to law.

6. The Legislature appropriated per capita aid, including aid for the benefit of the Corporation for the fiscal year ending March 31, 1980, to the Department of Taxation and Finance in the maximum amount of $829,386,919 by Chapter 53 of the Laws of 1979. The Appropriation Act entitled "an Act (Local Assistance Budget)" (S. 1704-B, A. 2504-A) was passed in the Assembly on April 2, 1979 on a Message of Necessity from the Governor and in the Senate on April 5, 1979 and was approved by the Governor on April 9, 1979. The passage of this bill conforms to the provisions of Article III, § 14 and Article VII, § 4 of the Constitution of the State of New York and I conclude, therefore, that such Act has been validly enacted, has become law and is in full force and effect.

7. The Series 20 Bonds do not constitute a legally enforceable obligation upon the part of the State, nor create a debt of the State and the State shall not be liable thereon, nor shall the Series 20 Bonds be payable out of any funds other than those of the Corporation.

This opinion constitutes my only opinion on the Acts as to the Series 20 Bonds, is solely for the information of the Board of Directors of the Corporation and is not to be used or circulated except to the Purchaser, or quoted or referred to for any other purpose, or filed with or referred to in any document except as between the Corporation and the Purchaser and related closing documents. In no event may this opinion be printed on the Series 20 Bonds, circulated
to the public in connection with the sale of the Bonds or otherwise made available to the public by the Purchaser as it is intended to be relied upon only by you and the Purchaser.

Very truly yours,

Robert Abrams
Attorney General

By _____________________
Solicitor General
CERTIFICATE OF THE COMMISSIONER
OF TAXATION AND FINANCE

I, James H. Tully, Jr., Commissioner of Taxation and Finance of the State of New York, do HEREFEE CERTIFY as follows:

I have reviewed the tabular data and footnotes set forth under the charts "Quarterly Collections of Sales and Compensating Use Taxes in the City" and "Quarterly Collections of Stock Transfer Tax" contained in the final Official Statement with respect to the Series 19 Bonds dated November 1, 1979, as the same has been heretofore supplemented or amended as of the date hereof (the "Official Statement") of the Municipal Assistance Corporation For The City of New York under the sections captioned "Payment of the Bonds--Sales Tax" and "Payment of the Bonds--Stock Transfer Tax." Such tabular data and footnotes are accurate in all material respects and there are no material omissions.

This Certification constitutes my sole opinion and conclusion, and I express no opinion nor give certification with respect to any other portion of the Official Statement.

IN WITNESS WHEREOF, I have hereunto set my hand this th day of November, 1979.

______________________________
James H. Tully, Jr.
This draft is furnished solely for the purpose of indicating the form of letter which we would expect to be able to furnish The State Insurance Fund in response to its request, the matters expected to be covered in the letter, and the nature of the procedures which we would expect to carry out with respect to such matters. Based on our discussions with the Fund and its counsel, it is our understanding that the procedures outlined in this draft letter are those they wish us to follow. Unless we are informed otherwise, we shall assume that there are no additional procedures they wish us to follow. The text of the letter itself will depend, of course, upon the results of the procedures, which we would not expect to complete until shortly before the letter is given and in no event before the cutoff date indicated therein.

Exhibit F to Bond Purchase Agreement

To the Board of Directors of Municipal Assistance Corporation For The City of New York and The State Insurance Fund

Dear Sirs:

We have examined the financial statements of Municipal Assistance Corporation For The City of New York (the "Corporation") as of June 30, 1979, and for the year then ended (the "Financial Statements") included in the Official Statement of the Corporation dated November 1, 1979 for the Series 19 Bonds (the "Official Statement"); our report with respect thereto is also included in such Official Statement. In connection with the Official Statement, we hereby advise you as follows:

1. We are independent public accountants for the Corporation and as such have examined the Corporation's Financial Statements for the year ended June 30, 1979 and expressed our opinion thereon dated July 27, 1979. We have not examined any financial statements of the Corporation as of any date or for any period subsequent to June 30, 1979; although we have made an examination for the year ended June 30, 1979, the purpose (and therefore the scope) of such examination was to enable us to express our opinion on the financial statements as of June 30, 1979 and for the year then ended. Therefore, we are unable to and do not express any opinion on the
unaudited Statement of Financial Position as of September 30, 1979, the related unaudited Debt Service Fund, Capital Reserve Fund or Operating Fund Statements of Transactions for the three-month period ended September 30, 1979 or schedules as of any date or for any period subsequent to June 30, 1979 included in the Official Statement.

2. For purposes of this letter we have performed the following procedures:

A. We have read the Official Statement and the minutes of the meetings of the Board of Directors of the Corporation for the period commencing July 1, 1979 and ending on November , 1979, as set forth in the minute books or made available to us in draft form at the offices of the Corporation on November , 1979. (Our work did not extend to the period from November , 1979 to November , 1979, inclusive.) Officials of the Corporation have advised us that such minutes represent minutes of all such meetings for such period.

B. We have, with respect to the three-month period ended September 30, 1979:

(i) Read the unaudited Statement of Financial Position as of September 30, 1979 and unaudited Debt Service Fund, Capital Reserve Fund and Operating Fund Statements of Transactions for the three-month period ended September 30, 1979 and Exhibits I, II and III thereto, officials of the Corporation having advised us that no such financial statements as of any date or for any period subsequent to September 30 were available; and

(ii) Made inquiries of certain officials of the Corporation who have responsibility for financial and accounting matters as to whether the unaudited financial statements referred to in 2B(i) are presented fairly in conformity with generally accepted accounting principles on a basis substantially consistent with that of the Financial Statements included in the Official Statement.

The foregoing procedures do not constitute an examination made in accordance with generally accepted auditing standards. Also, they would not necessarily reveal matters of significance with respect to the comments in the following
paragraph. Accordingly, we make no representation as to the sufficiency of the foregoing procedures for your purposes.

3. Nothing came to our attention as a result of the procedures described in 2, however, that caused us to believe that the unaudited financial statements described in 2B(i), included in the Official Statement, are not presented fairly in conformity with generally accepted accounting principles applied on a basis substantially consistent with that of the Financial Statements.

4. As mentioned in 2B(i), Corporation officials have advised us that no financial statements as of any date or for any period subsequent to September 30, 1979 are available; accordingly, the procedures carried out by us with respect to changes in financial statement items after September 30, 1979 have, of necessity, been even more limited than those with respect to the period referred to in 2B. With respect to the period from October 1, 1979 to November , 1979, we have made inquiries of certain officials of the Corporation who have responsibility for financial and accounting matters as to whether (i) there has been any change in total bonds and notes payable of the Corporation, (ii) the amount of the Debt Service Fund assets was less than the amount certified by the Chairman of the Corporation as necessary to be in such Fund and (iii) the amount of the Capital Reserve Fund was less than the amount certified by the Chairman of the Corporation as required by the Municipal Assistance Corporation For The City of New York Act, as amended (the "Act") to be in such Fund.

On the basis of these inquiries and our reading of the minutes as described in 2A, nothing came to our attention as of November , 1979 that caused us to believe that: (i) there were any changes in the total bonds and notes payable of the Corporation, except for changes which are disclosed in the Financial Statements or the Official Statement, (ii) the amount of the Debt Service Fund assets was less than the amount certified by the Chairman of the Corporation as necessary to be in such Fund or (iii) the amount of the Capital Reserve Fund was less than the amount certified by the Chairman of the Corporation as required by the Act to be in such Fund.

5. In addition to the examination of the Financial Statements and the limited procedures described above, we have, for the purposes of this letter, and at your request, read and performed the following procedures with respect to
the table entitled "Debt Service Payment Requirements and Estimated Coverage Ratios" (the "Table") which appears on page 15 of the Official Statement:

A. With respect to the data set forth in column 1 of the Table, we reviewed an unaudited calculation sheet which showed the subtraction of the debt service payment amounts on the Series O, U, X and Y Bonds (except for such amounts paid on August 1, 1979) from the Corporation's existing First Resolution debt service payment requirements for each year, as shown in the first column of the table appearing on page 14 of the Corporation's Official Statement for the Series 17 and 18 Bonds. Such subtraction appears to be correctly applied to the debt service amounts.

B. With respect to the data set forth in columns 2 through 4 of the Table, we reviewed an unaudited calculation sheet which showed the addition of the pro-forma debt service payment amounts on the Series 19 and 20 Bonds for each year to the Corporation's existing Second Resolution debt service payment requirements for each year, as shown in the fourth column of the table appearing on page 14 of the Corporation's Official Statement for the Series 17 and 18 Bonds assuming, for the purposes of such calculations, the maturity, interest and redemption provisions set forth in the cover page of the Official Statement for the Series 19 Bonds and the Series Resolution for the Series 20 Bonds. Such addition appears to be correctly applied to the debt service amounts.

C. With respect to the data set forth in column 5 of the Table, we divided the total of all revenues including the total of the Aggregate Sales and Stock Transfer Taxes and Adjusted Per Capita Aid appearing on page 14 of the Official Statement (which revenue amounts have been reduced by $6.0 million, representing the Corporation's current estimate of its operating expenses for the fiscal year ending June 30, 1980) less the debt service amounts appearing in column 1 of the Table, by the corresponding debt service amount in column 4 for the years 1980 through 1993 and found such ratios to be correct.

D. With respect to the coverage ratios set forth in the paragraph immediately following the Table, we
reviewed an unaudited calculation sheet showing the division of the total of all revenues, referred to in 5C above, by the total of each year's debt service amount appearing in columns 1 and 4 of the Table and found the range of coverage for the years 1980 through 1995 stated in such paragraph to be correct.

E. With respect to the average coverage ratio stated in such paragraph, we reviewed an unaudited calculation sheet showing the addition of the coverage ratios for the years 1980 through 1995, referred to in 5D above, divided by the number of ratios included in the addition, and found the average of such ratios to be correct.

The procedures referred to above do not constitute an examination made in accordance with generally accepted auditing standards. Also, such procedures would not necessarily reveal matters of significance with respect to the comments in such paragraphs. Accordingly, we make no representations as to questions of legal interpretation or as to the sufficiency of such procedures for your purposes. Further, we have addressed ourselves solely to the foregoing data as set forth in the Official Statement and make no representation as to whether additional information may be required to be set forth in the Official Statement to render such data not misleading.

6. This letter is solely for the information of the Board of Directors of the Corporation and for the information of and assistance to The State Insurance Fund in conducting and documenting their review of the affairs of the Corporation in connection with the mailing of its Official Statement. This letter is not to be used, circulated, quoted or otherwise referred to for any other purpose, nor is it to be filed with or referred to in whole or in part in the Official Statement or any other document, except the Bond Purchase Agreement between the Corporation and The State Insurance Fund and related closing documents.

Yours very truly,
MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

EXTRACT OF MINUTES OF MEETING OF BOARD OF DIRECTORS
HELD ON OCTOBER 31, 1979

After discussion, upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the Series 19 and Series 20 Resolutions, substantially in the form as presented to the meeting, with such non-substantive changes as General Counsel and Bond Counsel may in their discretion require, be and hereby are adopted; and

FURTHER RESOLVED, that the Official Statements for the offer and sale of the Series 19 and Series 20 Bonds be and hereby are approved, and distribution of the Official Statements be and hereby are authorized.
MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

SECOND GENERAL BOND RESOLUTION

Adopted November 25, 1975
RESOLUTION OF THE MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

Pursuant to the provisions of Section 1001 of each of the General Bond
Resolutions of the Municipal Assistance Corporation For The City of New
York, adopted July 2, 1975 and November 25, 1975, respectively, each as
amended and supplemented to the date hereof (the “Resolutions”), Section
103 of each of the Resolutions is amended and supplemented by the addition
thereof of the following paragraph:

“The Corporation covenants that it will issue no obligations pursu-
ant to the Resolution the payment of which is guaranteed pursuant
to the New York City Loan Guarantee Act of 1978, P.L. 95-339 (the
“Guarantee Act”). The Corporation further covenants that it will issue
no obligations pursuant to any other resolution the payment of which
is guaranteed pursuant to the Guarantee Act unless, prior to the issuance
of such guaranteed obligations, the Secretary of the Treasury of the
United States has waived as to all obligations of the Corporation pursu-
ant to Section 105(e) of the Guarantee Act any priority granted to
the United States of America to payment on any debt owed to it by
Section 3466 of the Revised Statutes of the United States of America.”

This resolution shall take effect immediately upon the filing of a certified
copy with the Trustee as identified in each of the Resolutions.

Adopted: November 14, 1978
Certified copy filed with
Trustee November 17, 1978
MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

SECOND GENERAL BOND RESOLUTION

TABLE OF CONTENTS

ARTICLE I
Definitions and Statutory Authority

<table>
<thead>
<tr>
<th>Section</th>
<th>Definition</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>101</td>
<td>Definitions</td>
<td>1</td>
</tr>
<tr>
<td>102</td>
<td>Authority for this Resolution</td>
<td>5</td>
</tr>
<tr>
<td>103</td>
<td>Resolution to Constitute Contract</td>
<td>5</td>
</tr>
</tbody>
</table>

ARTICLE II
Authorization and Issuance of Bonds

<table>
<thead>
<tr>
<th>Section</th>
<th>Description</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>201</td>
<td>Authorization of Bonds</td>
<td>6</td>
</tr>
<tr>
<td>202</td>
<td>Provision for Issuance of Bonds</td>
<td>6</td>
</tr>
<tr>
<td>203</td>
<td>Provisions for Refunding Bonds</td>
<td>10</td>
</tr>
<tr>
<td>204</td>
<td>Additional Obligations</td>
<td>12</td>
</tr>
</tbody>
</table>

ARTICLE III
General Terms and Provisions of Bonds

<table>
<thead>
<tr>
<th>Section</th>
<th>Description</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>301</td>
<td>Medium of Payment; Form and Date</td>
<td>12</td>
</tr>
<tr>
<td>302</td>
<td>Legends</td>
<td>13</td>
</tr>
<tr>
<td>303</td>
<td>Execution and Authentication</td>
<td>13</td>
</tr>
<tr>
<td>304</td>
<td>Interchangeability of Bonds</td>
<td>15</td>
</tr>
<tr>
<td>305</td>
<td>Negotiability, Transfer and Registry</td>
<td>15</td>
</tr>
<tr>
<td>306</td>
<td>Transfer and Registration of Coupon Bonds</td>
<td>15</td>
</tr>
<tr>
<td>307</td>
<td>Transfer of Registered Bonds</td>
<td>17</td>
</tr>
<tr>
<td>308</td>
<td>Regulations with Respect to Exchanges and Transfers</td>
<td>17</td>
</tr>
<tr>
<td>309</td>
<td>Bonds Mutiliated, Destroyed, Stolen or Lost</td>
<td>18</td>
</tr>
<tr>
<td>310</td>
<td>Preparation of Definitive Bonds; Temporary Bonds</td>
<td>18</td>
</tr>
</tbody>
</table>

ARTICLE IV
Redemption of Bonds

<table>
<thead>
<tr>
<th>Section</th>
<th>Description</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>401</td>
<td>Privilege of Redemption and Redemption Price</td>
<td>19</td>
</tr>
<tr>
<td>402</td>
<td>Redemption at the Election or Direction of the Corporation</td>
<td>20</td>
</tr>
<tr>
<td>403</td>
<td>Redemption Other Than at Corporation's Election or Direction</td>
<td>20</td>
</tr>
<tr>
<td>404</td>
<td>Selection of Bonds to Be Redeemed by Lot</td>
<td>20</td>
</tr>
<tr>
<td>405</td>
<td>Notice of Redemption</td>
<td>21</td>
</tr>
<tr>
<td>406</td>
<td>Payment of Redeemed Bonds</td>
<td>22</td>
</tr>
</tbody>
</table>

* This Table of Contents was not part of the Resolution as adopted.
ARTICLE V
CUSTODY AND APPLICATION OF CERTAIN PROCEEDS OF BONDS

SECTION 501. Application of Certain Proceeds .......................... 23

ARTICLE VI
ESTABLISHMENT OF FUNDS AND APPLICATION THEREOF

SECTION 601. The Pledge Executed by the Resolution ................. 24
SECTION 602. Establishment of Funds .................................... 24
SECTION 603. Application of Payments .................................. 24
SECTION 604. Operating Fund ............................................ 25
SECTION 605. Bond Service Fund ......................................... 25
SECTION 606. Capital Reserve Fund ...................................... 26
SECTION 607. Certificate to the State Comptroller and to the Mayor of the City of New York ......................... 27

ARTICLE VII
SECURITY FOR DEPOSITS AND INVESTMENT OF FUNDS

SECTION 701. Security for Deposits .................................... 28
SECTION 702. Investment of Funds and Accounts Held by the Trustee 29
SECTION 703. Liability of Trustee for Investments ...................... 31

ARTICLE VIII
THE TRUSTEE AND THE PAYING AGENTS

SECTION 801. Appointment and Acceptance of Duties of Trustee ...... 31
SECTION 802. Appointment and Acceptance of Duties of Paying Agents 32
SECTION 803. Responsibilities of Trustee and Paying Agents .......... 32
SECTION 804. Evidence on Which Fiduciaries May Act ................ 33
SECTION 805. Compensation .............................................. 34
SECTION 806. Permitted Acts and Functions ............................ 34
SECTION 807. Resignation of Trustee .................................... 34
SECTION 808. Removal of Trustee ....................................... 34
SECTION 809. Appointment of Successor Trustee ....................... 35
SECTION 810. Transfer of Rights and Property to Successor Trustee .. 35
SECTION 811. Merger, Conversion or Consolidation .................... 36
SECTION 812. Resignation or Removal of the Paying Agents and Appointment of Successors ......................... 36
ARTICLE IX
Covenants of the Corporation

SECTION 901. Payment of Bonds .......................... 37
SECTION 902. Extension of Payment of Bonds and Coupons .......... 37
SECTION 903. Offices for Payment and Registration of Bonds and Coupons ........................................... 38
SECTION 904. Further Assurances ................................ 38
SECTION 905. Power to Issue Bonds and Make Pledges ............ 39
SECTION 906. Agreement of the State ................................ 39
SECTION 907. Creation of Liens .................................. 39
SECTION 908. Accounts and Reports ................................ 40
SECTION 909. General ................................................. 40

ARTICLE X
Series Resolutions and Supplemental Resolutions

SECTION 1001. Modification and Amendment Without Consent ........ 42
SECTION 1002. Supplemental Resolutions Effective With Consent of Bondholders ............................... 43
SECTION 1003. General Provisions Relating to Series Resolutions and Supplemental Resolutions .................. 43

ARTICLE XI
Amendments of Resolutions

SECTION 1101. Powers of Amendment ............................ 44
SECTION 1102. Consent of Bondholders ............................. 45
SECTION 1103. Modifications by Unanimous Consent ............... 47
SECTION 1104. Mailing and Publication ............................. 47
SECTION 1105. Exclusion of Bonds ................................. 48
SECTION 1106. Notation on Bonds .................................... 48

ARTICLE XII
Defaults and Remedies

SECTION 1201. Trustee to Exercise Powers of Statutory Trustee .... 48
SECTION 1202. Events of Default .................................... 48
SECTION 1203. Remedies .............................................. 50
<table>
<thead>
<tr>
<th>Section</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>1204</td>
<td>Priority of Payments After Default</td>
<td>51</td>
</tr>
<tr>
<td>1205</td>
<td>Termination of Proceedings</td>
<td>53</td>
</tr>
<tr>
<td>1206</td>
<td>Bondholders' Direction of Proceedings</td>
<td>53</td>
</tr>
<tr>
<td>1207</td>
<td>Limitation on Rights of Bondholders</td>
<td>53</td>
</tr>
<tr>
<td>1208</td>
<td>Possession of Bonds by Trustee Not Required</td>
<td>55</td>
</tr>
<tr>
<td>1209</td>
<td>Remedies Not Exclusive</td>
<td>55</td>
</tr>
<tr>
<td>1210</td>
<td>No Waiver of Default</td>
<td>55</td>
</tr>
<tr>
<td>1211</td>
<td>Notice of Event of Default</td>
<td>55</td>
</tr>
</tbody>
</table>

**ARTICLE XIII**

**Execution of Instruments by Bondholders and Proofs of Ownership of Bonds**

<table>
<thead>
<tr>
<th>Section</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>1301</td>
<td>Evidence of Signatures of Bondholders and Ownership of Bonds</td>
<td>56</td>
</tr>
</tbody>
</table>

**ARTICLE XIV**

**Defeasance**

<table>
<thead>
<tr>
<th>Section</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>1401</td>
<td>Defeasance</td>
<td>57</td>
</tr>
</tbody>
</table>

**ARTICLE XV**

**Miscellaneous**

<table>
<thead>
<tr>
<th>Section</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>1501</td>
<td>Preservation and Inspection of Documents</td>
<td>60</td>
</tr>
<tr>
<td>1502</td>
<td>Parties of Interest</td>
<td>60</td>
</tr>
<tr>
<td>1503</td>
<td>No Recourse Under Resolution or on Bonds</td>
<td>60</td>
</tr>
<tr>
<td>1504</td>
<td>Severability</td>
<td>60</td>
</tr>
<tr>
<td>1505</td>
<td>Headings</td>
<td>61</td>
</tr>
<tr>
<td>1506</td>
<td>Conflict</td>
<td>61</td>
</tr>
<tr>
<td>1507</td>
<td>Effective Date</td>
<td>61</td>
</tr>
</tbody>
</table>
SECOND GENERAL BOND RESOLUTION

Be It Resolved by the Board of Directors of the Municipal Assistance Corporation For The City of New York as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

101. Definitions. The following terms shall, for all purposes of this Resolution, except as otherwise defined, have the following meanings:

"Act" shall mean the New York State Municipal Assistance Corporation Act, as amended by the Municipal Assistance Corporation for the city of New York Act, and as further amended by Chapters 868 and 870 of the Laws of 1975, said Acts being Titles I, II and III of Article 10 of the Public Authorities Law, both as amended to the date of adoption of this Second General Bond Resolution.

"Authorized Newspaper" shall mean a newspaper customarily published at least once a day for at least five days (other than legal holidays) in each calendar week, printed in the English language and of general circulation in the Borough of Manhattan, City and State of New York.

"Authorized Officer" shall mean any member of the Corporation, its Treasurer, Secretary, any Assistant Secretary, its Executive Director, and any other person authorized by resolution of the Corporation to perform the act or sign the document in question.

"Board" shall mean the Board of Directors of the Corporation, the members of which are appointed and qualified pursuant to the Act.

"Bond" or "Bonds" shall mean any Bond or the issue of Bonds, as the case may be, established and created by this Resolution and issued pursuant to a Series Resolution.

"Bond Service Fund" means the fund by that name established by Section 602.

"Bondholders" or "Holder of Bonds" or "Holder" (when used with reference to Bonds) or any similar term, shall mean any person or party who shall be the bearer of any Outstanding Bond or Bonds
registered to bearer or not registered or the registered owner of any Outstanding Bond or Bonds which shall at the time be registered other than to bearer and "Holder" (when used with reference to coupons) shall mean any person who shall be the bearer of such coupons.

"Capital Reserve Fund" means the fund by that name established by Section 602.

"Capital Reserve Fund Requirement" shall mean, as of any date of calculation, the amount referred to as the capital reserve fund requirement in subdivision 4 of Section 3036-a of the Act, including, as provided in Section 901 hereof, for such purposes any unpaid and matured amounts of principal and interest on the Bonds, or such larger amount as may hereafter be authorized pursuant to the Act as amended from time to time.

"Chairman" shall mean the Chairman of the Board of the Corporation.

"City" shall mean The City of New York.

"Corporation" shall mean the Municipal Assistance Corporation for The City of New York, a corporate governmental agency and instrumentality of the State of New York constituting a public benefit corporation created by the Act, or any body, agency or instrumentality of the State which shall hereafter succeed to the rights, powers, duties and functions of the Corporation.

"Counsel's Opinion" shall mean an opinion signed by an attorney or firm of attorneys selected by or satisfactory to the Corporation (who may be counsel to the Corporation); provided, however, that for the purposes of Article II of this Resolution such term shall mean an opinion signed by an attorney or firm of attorneys of recognized standing in the field of law relating to municipal bonds (who may be counsel to the Corporation) selected by the Corporation.

"Fiduciary" or "Fiduciaries" shall mean the Trustee, any Paying Agent, or any or all of them, as may be appropriate.

"First General Bond Resolution" shall mean the General Bond Resolution adopted by the Corporation on July 2, 1975 as heretofore and hereafter supplemented in accordance with the terms thereof.

"Fiscal Year" shall mean any twelve (12) consecutive calendar months commencing with the first day of July and ending on the last day of the following June.
“Governor” shall mean the Governor of the State.

“Mayor” shall mean the Mayor of the City.

“Operating Expenses” shall mean the Corporation's expenses of carrying out and administering its powers, duties and functions, as authorized by the Act, as then in effect, and shall include, without limiting the generality of the foregoing: administrative expenses, legal, accounting and consultant’s services and expenses, payments to pension, retirement, health and hospitalization funds, and any other expenses required or permitted to be paid by the Corporation under the provisions of the Act, as then in effect, or this Resolution or the First General Bond Resolution or otherwise.

“Operating Fund” shall mean the fund by that name established by Section 602 of the First General Bond Resolution.

“Outstanding,” when used with reference to Bonds, other than Bonds referred to in Section 1105 hereof, shall mean, as of any date, Bonds theretofore or then being delivered under the provisions of this Resolution, except: (i) any Bonds cancelled by the Trustee at or prior to such date, (ii) any Bonds for the payment or redemption of which monies equal to the principal amount or Redemption Price thereof, as the case may be, with interest to the date of maturity or redemption date, shall be held by the Trustee or the Paying Agents in trust (whether at or prior to the maturity or redemption date), provided that if such Bonds are to be redeemed, notice of such redemption shall have been given as in Article IV provided or provision satisfactory to the Trustee shall have been made for the giving of such notice, (iii) any Bonds in lieu of or in substitution for which other Bonds shall have been delivered pursuant to Article III or Section 406 or Section 1106, and (iv) Bonds deemed to have been paid as provided in subsection 2 of Section 1401.

“Outstanding Note Resolutions” shall mean the note resolutions adopted by the Corporation on September 15, 1973 and November 17, 1975.

“Outstanding Notes” means the notes issued by the Corporation pursuant to the Outstanding Note Resolutions.

“Paying Agent” for the Bonds of any Series shall mean the bank or trust company and its successor or successors, appointed pursuant to the provisions of this Resolution and a Series Resolution or any other resolution of the Corporation adopted prior to authentication and
delivery of the Series of Bonds for which such Paying Agent or Paying Agents shall be so appointed.

"Per Capita Aid" shall mean the amounts of per capita aid payable to the City pursuant to Section 54 of the State Finance Law as the same may be amended from time to time.

"Redemption Price" shall mean, with respect to any Bond, the principal amount thereof, plus the applicable premium, if any, payable upon redemption thereof pursuant to this Resolution and the Series Resolution pursuant to which the same was issued.

"Refunding Bonds" shall mean all Bonds constituting the whole or a part of a Series of Bonds delivered on original issuance pursuant to Section 203.

"Resolution" shall mean this Second General Bond Resolution as from time to time amended or supplemented by Supplemental Resolutions or Series Resolutions in accordance with the terms and provisions hereof. The Resolution is sometimes referred to hereinafter as "this Resolution" or "the Resolution".

"Revenues" shall mean all payments to the Corporation pursuant to Sections 3036 and 3036-a of the Act except any payments to the Corporation for credit to the Operating Fund.

"Sales Tax" shall mean the sales and compensating use taxes imposed by Section 1107 of Article 28 of the Tax Law of the State.

"Serial Bonds" shall mean the bonds so designated in a Series Resolution.

"Series of Bonds" or "Bonds of a Series" or words of similar meaning shall mean the Series of Bonds authorized by a Series Resolution.

"Series Resolution" shall mean a resolution of the Corporation authorizing the issuance of a Series of Bonds in accordance with the terms and provisions hereof adopted by the Corporation in accordance with Article X.

"Sinking Fund Installment" shall mean as of any date of calculation and with respect to any Series of Bonds, so long as any Bonds thereof are Outstanding, the amount of money required by a Series Resolution, pursuant to which such Bonds were issued, to be paid at all events by the Corporation on a single future July 1 for the retirement of any Outstanding Bonds of said Series which mature after said future July 1, but does not include any amount payable by the Corporation by reason only of the maturity of a Bond, and said future
July 1 is deemed to be the date when a Sinking Fund Installment is payable and the date of such Sinking Fund Installment and said Outstanding Bonds are deemed to be the Bonds entitled to such Sinking Fund Installment.

"Special Aid Account" shall mean the special account created for the Corporation in the State Aid Fund.

"State" shall mean the State of New York.

"State Aid Fund" shall mean the Municipal Assistance State Aid Fund established pursuant to Section 92-c of the State Finance Law.

"Stock Transfer Tax" shall mean the tax on the sale or transfer of stock or other certificates imposed by Article 12 of the Tax Law of the State.

"Supplemental Resolution" shall mean a resolution supplemental to or amendatory of this Resolution, adopted by the Corporation in accordance with Article X.

"Term Bonds" shall mean the bonds so designated in a Series Resolution and payable from Sinking Fund Installments.

"Trustee" shall mean the bank or trust company appointed pursuant to Section 801 to act as trustee hereunder, and its successor or successors and any other bank or trust company at any time substituted in its place pursuant to this Resolution.

Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words importing the singular number shall include the plural number and vice versa, and words importing persons shall include corporations and associations, including public bodies, as well as natural persons.

The terms "hereby," "hereof," "herein," "hereunder," and any similar terms, as used in this Resolution, refer to this Resolution.

102. Authority for this Resolution. This Second General Bond Resolution is adopted pursuant to the provisions of the Act.

103. Resolution to Constitute Contract. In consideration of the purchase and acceptance of any and all of the Bonds authorized to be
issued hereunder by those who shall hold the same from time to time, the Resolution shall be deemed to be and shall constitute a contract between the Corporation and the Holders from time to time of the Bonds and coupons; and the pledge made in the Resolution and the covenants and agreements therein set forth to be performed on behalf of the Corporation shall be for the equal benefit, protection and security of the Holders of any and all of the Bonds and coupons, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any of the Bonds or coupons over any other thereof except as expressly provided in or permitted by this Resolution.

ARTICLE II

AUTHORIZATION AND ISSUANCE OF BONDS

201. Authorization of Bonds. There is hereby established and created an issue of Bonds of the Corporation to be known and designated as "Bonds," which Bonds may be issued as hereinafter provided without limitation as to amount except as provided in this Resolution or as may be limited by law. There is hereby created by this Resolution, in the manner and to the extent provided herein, a continuing pledge and lien to secure the full and final payment of the principal, Sinking Fund Installments, if any, and Redemption Price of and interest on all of the Bonds issued pursuant to this Resolution. The Bonds shall be general obligations of the Corporation and are secured by the pledge effected pursuant to Section 601 hereof.

The Bonds of the Corporation shall not be a debt of either the State or The City, and neither the State nor The City shall be liable thereon, nor shall they be payable out of any funds other than those of the Corporation; and such Bonds shall contain on the face thereof a statement to such effect.

Any provision hereof relating to the Stock Transfer Tax, the Sales Tax, or Per Capita Aid, or the funds created by Sections 92-b, 92-d or 92-e of the State Finance Law shall be deemed executory only to the extent of the moneys available to the State in such funds from time to time and no liability on account thereof shall be incurred by the State beyond moneys available in such funds.

202. Provisions for Issuance of Bonds. 1. The issuance of the Bonds shall be authorized by a Series Resolution or Series Resolutions
of the Corporation adopted subsequent hereto and the Bonds may be issued in one or more Series. The Bonds of each Series, including Refunding Bonds, shall contain an appropriate Series designation.

Each Series Resolution authorizing the issuance of a Series of Bonds shall also specify:

1. The authorized principal amount of said Series of Bonds;

2. The purposes for which such Series of Bonds are being issued, which shall be purposes authorized by the Act, as then in effect;

3. The date or dates of issue, maturity date or dates and amounts of each maturity of the Bonds of said Series;

4. The interest rate or rates, or the manner of determining such rate or rates of the Bonds of said Series, and the interest payment dates therefor;

5. The denomination or denominations of, and the manner of numbering and lettering, the Bonds of such Series, provided that each Bond shall be of the denomination of $5,000 (or such lesser amount as shall be specified in the Series Resolution) or a multiple thereof not exceeding the aggregate principal amount of the Bonds of such Series maturing in the year of maturity of the Bond for which the denomination is to be specified;

6. The Paying Agent or Paying Agents and, subject to the provisions of Section 802, the place or places of payment of the principal, Sinking Fund Installments, if any, and Redemption Price, if any, of and interest on the Bonds of such Series; provided, however, that such Paying Agent or Paying Agents may be appointed by resolution of the Corporation adopted prior to authentication and delivery of such Series of Bonds in accordance with the provision of Section 802;

7. The Redemption Price or Redemption Prices, if any, and, subject to Article IV, the redemption terms, if any, for the Bonds of such Series;

8. If so determined by the Corporation, provisions for the sale or exchange of the Bonds of such Series and for the delivery thereof;
(9) The form or forms of the Bonds of such Series and the coupons to be attached to the coupon Bonds, if any, of such Series and of the Trustee's certificate of authentication;

(10) The officer or employee of the Corporation directed to attest by manual or facsimile signature, the seal (or a facsimile thereof) to be affixed, imprinted, engraved or otherwise reproduced on the Bonds of such Series; and

(11) Any other provisions deemed advisable by the Corporation, not in conflict with the provisions of this Resolution.

2. All of the Bonds of such Series shall be executed by the Corporation for issuance under the Resolution and delivered to the Trustee and thereupon shall from time to time and in such amounts as directed by the Corporation be authenticated by the Trustee and by it delivered to the Corporation or upon its order, but only upon the receipt by the Trustee of:

(1) A Counsel's Opinion dated as of the date of such delivery by the Trustee to the effect that (i) the Corporation has the right and power under the Act as amended to the date of such Opinion to adopt the Resolution (with such approvals as may be required by the Act as so amended), and the Resolution has been duly and lawfully adopted by the Corporation and such approvals given, is in full force and effect and is valid and binding upon the Corporation and enforceable in accordance with its terms, and no other authorization for the Resolution is required; (ii) the Resolution creates the valid pledge which it purports to create of the Revenues, moneys, securities and funds held or set aside under the Resolution, subject to the application thereof to the purposes and on the conditions permitted by the Resolution; and (iii) the Bonds of such Series are valid and binding obligations of the Corporation as provided in the Resolution, enforceable in accordance with their terms and the terms of the Resolution and entitled to the benefits of the Resolution and of the Act as amended to the date of such Opinion, and such Bonds have been duly and validly authorized and issued in accordance with law, including the Act as amended to the date of such Opinion, and in accordance with the Resolution;

(2) A written order as to the delivery of such Bonds, signed by an Authorized Officer of the Corporation;
(3) A copy of the Series Resolution authorizing such Bonds, certified by an Authorized Officer of the Corporation;

(4) Except in the case of Refunding Bonds, a certificate of an Authorized Officer of the Corporation stating that the Corporation is not in default in the performance of any of the covenants, conditions, agreements or provisions contained in the Resolution or in the First General Bond Resolution; and

(5) Such further documents, moneys and securities as are required by the provisions of this Section 202, and Section 203, or Article X or any Supplemental Resolution adopted pursuant to Article X.

3. No Series of Bonds, other than any Series of Bonds authorized by one or more Series Resolutions adopted prior to November 30, 1975, issued under the Resolution shall be authenticated and delivered by the Trustee except upon receipt by the Trustee of:

(1) A certificate by the New York State Commissioner of Taxation and Finance setting forth the most recent collections for the 12 consecutive calendar months ended not more than two months prior to the date of such certificate, of the Sales Tax and Stock Transfer Tax, and such other taxes, which as of the date of issuance of any such Series of Bonds are levied and collected by the State and are payable into the special account in the Municipal Assistance Tax Fund established for the Corporation.

Where the amount for such 12 consecutive calendar months is greater than the revenue expected by said Commissioner for the next succeeding 12 months from such Sales Tax, Stock Transfer Tax and such other taxes, the certificate shall set forth the estimated amount which is expected to be levied and collected in such next succeeding 12 months and paid into such special account. Any distortion for any such prior 12 consecutive month period occasioned by a change in payment dates, prepayments, and late payments of such Sales Tax, Stock Transfer Tax or such other taxes shall be taken into account in such certification by increasing or decreasing the estimated amount of Sales Tax, Stock Transfer Tax or such other taxes to be levied and collected. In the event the Sales Tax or such other taxes have not been in effect for 12 calendar months
said Commissioner shall use, respectively, collections of the sales and compensating use taxes previously imposed by the City or collections of the tax similarly based to the other taxes referred to above if such tax was previously imposed by the City, as the amount to be certified in lieu of actual collections of the Sales Tax or other taxes, for those months the Sales Tax or other taxes were not in effect;

(2) A certificate of the State Comptroller or the State Director of the Budget setting forth the estimated amount of Per Capita Aid available to be apportioned and paid (or to the extent previously apportioned and paid, the actual amount so apportioned and paid and the estimated amount, if any, available to be apportioned and paid) into the Special Aid Account for the fiscal year of the State during which such Series of Bonds are issued, provided, however, that for the fiscal year of the State ending March 31, 1976, such certificate shall set forth the amount actually apportioned and paid to the City;

(3) A certificate by an Authorized Officer setting forth (a) the maximum amount of principal and interest maturing or otherwise coming due in the current or any succeeding Fiscal Year on any outstanding obligations issued pursuant to the First General Bond Resolution and the Outstanding Note Resolutions (b) the aggregate amount of the principal on Serial Bonds, the Sinking Fund Installments, maturities of Term Bonds not required to be paid from Sinking Fund Installments and interest on all Outstanding Bonds, including such Series, for each Fiscal Year and (c) the aggregate amount of Operating Expenses as estimated by an Authorized Officer for the current Fiscal Year; and

(4) A certificate by an Authorized Officer stating that the aggregate of the amounts set forth pursuant to paragraphs (1) and (2) above after deducting the amount set forth pursuant to paragraph (3)(a) above and the Operating Expenses set forth pursuant to paragraph (3)(c) above, will be at least 1.2 times such aggregate amount set forth in (3)(b) above for each Fiscal Year set forth pursuant to paragraph (3)(b) above.

203. Provisions for Refunding Bonds. (1) All or any part of one or more Series of Refunding Bonds may be authenticated and delivered
upon original issuance to refund all Outstanding Bonds or any part of one or more Series of Outstanding Bonds. No part of a Series of Bonds may be refunded if the Bonds being refunded bear interest at a rate lower than the Bonds of such Series not being refunded. Refunding Bonds shall be issued in a principal amount sufficient, together with other moneys available therefor, to accomplish such refunding and to make such deposits required by the provisions of the Act, this Section and of the Series Resolution authorizing said Series of Refunding Bonds.

(2) A Series of Refunding Bonds may be authenticated and delivered only upon receipt by the Trustee (in addition to the receipt by it of the documents required by Section 202) of:

(a) Irrevocable instructions to the Trustee, satisfactory to it, to give due notice of redemption of all the Bonds to be refunded on the redemption date specified in such instructions;

(b) Irrevocable instructions to the Trustee, satisfactory to it, to make due publication of the notice provided for in Section 1401 to the Holders of the Bonds and coupons being refunded;

(c) Either (i) moneys in an amount sufficient to effect payment at the applicable Redemption Price of the Bonds to be refunded, together with accrued interest on such Bonds to the redemption date, which moneys shall be held by the Trustee or any one or more of the Paying Agents in a separate account irrevocably in trust for and assigned to the respective Holders of the Bonds to be refunded, or (ii) direct obligations of the United States of America in such principal amounts, of such maturities, bearing such interest, and otherwise having such terms and qualifications, as shall be necessary to comply with the provisions of subsection 2 of Section 1401 and any moneys required pursuant to said subsection 2, which direct obligations of the United States of America and moneys shall be held in trust and used only as provided in said subsection 2; and

(d) A certificate of an Authorized Officer containing such additional statements as may be reasonably necessary to show compliance with the requirements of subsection 1 and this subsection 2 of this Section 203.
204. Additional Obligations. The Corporation reserves the right to issue bonds, notes or any other obligations, under another and separate resolution so long as the same are not entitled to a charge or lien or right prior or equal to the charge or lien created by, or prior or equal to the rights of the Corporation and Holders of the Bonds provided by, this Resolution and the Act, or with respect to the monies pledged under the Resolution or with respect to proceeds from the Per Capita Aid, the Sales Tax or the Stock Transfer Tax or the sources set forth in the Act, provided however, that, except as otherwise provided in Section 909 hereof the foregoing shall not limit any right, including the right to issue additional obligations, which the Corporation has on the date of adoption of this Resolution under the First General Bond Resolution.

ARTICLE III

GENERAL TERMS AND PROVISIONS OF BONDS

301. Medium of Payment; Form and Date. The Bonds shall be payable, with respect to interest, principal and Redemption Price, in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

The Bonds of each Series shall be issued in the form of coupon Bonds, registrable as to principal only, or in the form of fully registered Bonds without coupons, or in both such forms.

Coupon Bonds of each Series shall be dated as of the date specified in the Series Resolution authorizing the issuance thereof. Coupon Bonds of each Series shall bear interest from the date specified in the Series Resolution authorizing the issuance thereof, payable in accordance with, and upon surrender of, the appurtenant interest coupons as they severally mature. Registered Bonds of each Series issued prior to the first interest payment date thereof shall be dated as of the date specified in the Series Resolution authorizing the issuance thereof. Registered Bonds issued on or subsequent to the first interest payment date thereof shall be dated as of the date six months preceding the interest payment date next following the date of delivery thereof, unless such date of delivery shall be an interest payment date, in which case they shall be dated as of such date of delivery; provided, however, that if, as shown by the records of the Trustee, interest on the Bonds of any Series shall be in default, the registered Bonds of such Series issued in lieu of Bonds surrendered for transfer or ex-
change may be dated as of the date to which interest has been paid in full on the Bonds surrendered. Registered Bonds of each Series shall bear interest from their date except as may be otherwise provided in a Series Resolution.

For all purposes of the Act relating to or dealing with the date of the Bonds, registered Bonds of any Series shall be deemed to be dated as of the date specified for the Bonds of such Series in the Series Resolution authorizing the issuance thereof.

All Bonds of each Series shall mature on July 1 of each year in which a maturity is fixed by a Series Resolution. Interest on all Bonds of each Series, except the first installment of interest due on the Bonds of a Series, shall be payable semi-annually on July 1 and January 1 of each year in which an installment of interest becomes due as fixed by a Series Resolution. The first installment of interest due on the Bonds of a Series may be for such period as the Corporation shall fix by Series Resolution provided that the due date thereof shall be January 1 or July 1.

302. *Legends.* The Bonds of each Series may contain or have endorsed thereon such provisions, specifications and descriptive words not inconsistent with the provisions of this Resolution as may be necessary or desirable to comply with custom, or otherwise, as may be determined by the Corporation prior to the delivery thereof.

303. *Execution and Authentication.* (1) The Bonds shall be executed in the name of the Corporation by the manual or facsimile signature of its Chairman or other Authorized Officer and its corporate seal (or a facsimile thereof) shall be thereunto affixed, imprinted, engraved or otherwise reproduced, and attested by the manual or a facsimile signature of such officer or employee of the Corporation as shall be authorized and directed pursuant to the Series Resolution authorizing the issuance thereof, or in such other manner as may be required by law. In case any one or more of the officers or employees who shall have signed or sealed any of the Bonds shall cease to be such officer or employee before the Bonds so signed and sealed shall have been actually authenticated and delivered by the Trustee, such Bonds may, nevertheless, be authenticated and delivered as herein provided, and may be issued as if the persons who signed or sealed such Bonds
had not ceased to hold such offices or be so employed. Any Bond of a Series may be signed and sealed on behalf of the Corporation by such persons as at the actual time of the execution of such Bond shall be duly authorized or hold the proper office in or employment by the Corporation, although at the date of the Bonds of such Series such persons may not have been so authorized or have held such office or employment.

(2) The coupons to be attached to the coupon Bonds of each Series shall be signed by the facsimile signature of the present or any future Chairman of the Corporation, or in such other manner as may be required by law, and the Corporation may adopt and use for that purpose the facsimile signature of any person or persons who shall have been Chairman of the Corporation at any time on or after the date of the Bonds of such Series, notwithstanding that he may not have been such Chairman at the date of any such Bond or may have ceased to be such Chairman at the time when any such Bond shall be actually authenticated and delivered.

(3) The Bonds of each Series shall bear thereon a certificate of authentication, in the form set forth in the Series Resolution authorizing such Bonds, executed manually by the Trustee unless the Series Resolution shall authorize execution by the Trustee by facsimile signature. Only such Bonds as shall bear thereon such certificate of authentication shall be entitled to any right or benefit under the Resolution and no Bond and no coupon thereof appertaining shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by the Trustee. Such certificate of the Trustee upon any Bond executed on behalf of the Corporation shall be conclusive evidence that the Bond so authenticated has been duly authenticated and delivered under the Resolution and that the Holder thereof is entitled to the benefits of the Resolution.

(4) Except as otherwise provided in Section 309, the Trustee, before authenticating and delivering any coupon Bonds, shall cut off, cancel and destroy all matured coupons thereto attached, except matured coupons for which payment in full has not been provided; provided, however, that when coupon Bonds are issued in exchange for registered Bonds of any Series upon which interest is in default, as shown by the records of the Trustee, such coupon Bonds shall have attached thereto all coupons maturing after the date to which interest has been paid
in full, as shown by the records of the Trustee, and in case any interest installments shall have been paid in part, appropriate notation shall be made on the coupons to evidence such fact.

304. Interchangeability of Bonds. Coupon Bonds, upon surrender thereof at the corporate trust office of the Trustee with all unmatured coupons attached, may, at the option of the Holder thereof, be exchanged for an equal aggregate principal amount of registered Bonds of the same Series and maturity of any of the authorized denominations.

Registered Bonds, upon surrender thereof at the corporate trust office of the Trustee with a written instrument of transfer satisfactory to the Trustee, duly executed by the registered owner or his attorney duly authorized in writing, may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of coupon Bonds of the same Series and maturity with appropriate coupons attached, or of registered Bonds of the same Series and maturity of any other authorized denominations.

305. Negotiability, Transfer and Registry. All the Bonds issued under this Resolution shall be negotiable as provided in the Act, subject to the provisions for registration and transfer contained in this Resolution and in the Bonds. So long as any of the Bonds shall remain Outstanding, the Corporation shall maintain and keep, at the corporate trust office of the Trustee, books for the registration and transfer of Bonds; and, upon presentation thereof for such purpose at said office, the Corporation shall register or cause to be registered therein, and permit to be transferred thereon, under such reasonable regulations as it or the Trustee may prescribe, any Bond entitled to registration or transfer. So long as any of the Bonds remain Outstanding, the Corporation shall make all necessary provisions to permit the exchange of Bonds at the corporate trust office of the Trustee.

306. Transfer and Registration of Coupon Bonds. All coupon Bonds shall pass by delivery, unless registered as to principal other than to bearer in the manner provided in this Section 306. Any coupon Bond may be registered as to principal on the books of the Corporation at the corporate trust office of the Trustee, upon presentation
thereof at said office and the payment of a charge sufficient to reimburse the Corporation or the Trustee for any tax, fee or other governmental charge required to be paid with respect to such registration, and such registration shall be noted on such Bond. After said registration no transfer thereof shall be valid unless made on said books by the registered owner in person or by his attorney duly authorized in writing, and similarly noted on such Bond; but such Bond may be discharged from registration by being in like manner transferred to bearer, after which it shall again become transferable by delivery. Thereafter such Bond may again, from time to time, be registered or discharged from registration in the same manner. Registration of any coupon Bond as to principal, however, shall not affect the negotiability by delivery of the coupons appertaining to such Bond, but every such coupon shall continue to pass by delivery and shall remain payable to bearer.

As to any coupon Bond registered as to principal other than to bearer the person in whose name the same shall be registered upon the books of the Corporation may be deemed and treated as the absolute owner thereof, whether such Bond shall be overdue or not, for all purposes, except for the purpose of receiving payment of coupons; and payment of, or on account of, the principal or Redemption Price, if any, of such Bond shall be made only to, or upon the order of, such registered owner thereof, but such registration may be changed as above provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid. The Corporation, the Trustee and any Paying Agent may deem and treat the bearer of any coupon as the absolute owner thereof, whether such coupon shall be overdue or not, for the purpose of receiving payment thereof and for all other purposes whatsoever, and may deem and treat the bearer of any coupon Bond which shall not at the time be registered as to principal other than to bearer, or the person in whose name any coupon Bond for the time being shall be registered upon the books of the Corporation, as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of the principal or Redemption Price thereof and for all other purposes whatsoever except for the purpose of receiving payment of coupons, and neither the Corporation, nor the Trustee nor any Paying Agent shall be affected by any notice to the contrary. The Corporation agrees to indemnify and save the Trustee and each Paying Agent harmless from
and against any and all loss, cost, charge, expense, judgment or liability incurred by it, acting in good faith and without negligence hereunder, in so treating such benner or registered owner.

307. Transfer of Registered Bonds. Each registered Bond shall be transferable only upon the books of the Corporation, which shall be kept for the purpose at the corporate trust office of the Trustee, by the registered owner thereof in person or by his attorney duly authorized in writing, upon surrender thereof together with a written instrument of transfer satisfactory to the Trustee duly executed by the registered owner or his duly authorized attorney. Upon the transfer of any such registered Bond, the Corporation shall issue in the name of the transferee a new registered Bond or Bonds or, at the option of the transferee, coupon Bonds, with appropriate coupons attached, of the same aggregate principal amount and Series and maturity as the surrendered Bond.

The Corporation and the Trustee may deem and treat the person in whose name any Outstanding registered Bond shall be registered upon the books of the Corporation as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal and Redemption Price, if any, of and interest on such Bond and for all other purposes whatsoever, and all such payments so made to any such registered owner or upon his order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the Corporation nor the Trustee shall be affected by any notice to the contrary. The Corporation agrees to indemnify and save the Trustee harmless from and against any and all loss, cost, charge, expense, judgment or liability incurred by it, acting in good faith and without negligence hereunder, in so treating such registered owner.

308. Regulations with Respect to Exchanges and Transfers. In all cases in which the privilege of exchanging Bonds or transferring registered Bonds is exercised, the Corporation shall execute and the Trustee shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. All Bonds and coupons surrendered in any such exchanges or transfers shall forthwith be cancelled by the Trustee, provided however, the Trustee is authorized to retain any coupon Bond so surrendered and to re-issue any Bond so retained with unmatured coupons representing interest to become due attached thereto in exchange for a registered Bond or Bonds in accordance with the provisions of Section 304 hereof (any Bond or coupons so retained by the Trustee
shall not be deemed Outstanding while so retained). For every such exchange or transfer of Bonds, whether temporary or definitive, the Corporation or the Trustee may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. Notwithstanding any other provision of this Resolution, the cost of preparing each new coupon Bond or registered Bond upon each exchange or transfer, and any other expenses of the Corporation or the Trustee incurred in connection therewith (except any applicable tax, fee or other governmental charge) shall be paid by the Corporation as an Operating Expense. The Corporation shall not be obliged to make any such exchange or transfer of Bonds of any Series during the ten (10) days next preceding an interest payment date on the Bonds of such Series or, in the case of any proposed redemption of Bonds of such Series, next preceding the date of the selection of Bonds to be redeemed.

309. *Bonds Mutilated, Destroyed, Stolen or Lost.* In case any Bond shall become mutilated or be destroyed, stolen or lost, the Corporation shall execute and the Trustee shall authenticate and deliver a new Bond (with appropriate coupons attached in the case of coupon Bonds) of like Series, maturity and principal amount as the Bond and attached coupons, if any, so mutilated, destroyed, stolen or lost, in exchange and substitution for such mutilated Bond, upon surrender and cancellation of such mutilated Bond and attached coupons, if any, or in lieu of and substitution for the Bond and coupons, if any, destroyed, stolen or lost, upon filing with Corporation evidence satisfactory to the Corporation and the Trustee that such Bond and attached coupons, if any, have been destroyed, stolen or lost and proof of ownership thereof, and upon furnishing the Corporation and the Trustee with indemnity satisfactory to them and complying with such other reasonable regulations as the Corporation and the Trustee may prescribe and paying such expenses as the Corporation and the Trustee may incur in connection therewith. All Bonds and coupons so surrendered to the Trustee shall be cancelled by it and evidence of such cancellation shall be given to the Corporation.

310. *Preparation of Definitive Bonds; Temporary Bonds.* The definitive Bonds of each Series shall be lithographed or printed on steel engraved borders. Until the definitive Bonds of any Series are prepared, the Corporation may execute, in the same manner as is provided in
Section 303, and upon the request of the Corporation, the Trustee shall authenticate and deliver, in lieu of definitive Bonds, but subject to the same provisions, limitations and conditions as the definitive coupon Bonds, except as to the denominations thereof and as to exchangeability for registered Bonds, one or more temporary Bonds (which may be registrable as to principal and interest), substantially of the tenor of the definitive coupon Bonds in lieu of which such temporary Bond or Bonds are issued, but with or without coupons, in authorized denominations or any whole multiples thereof authorized by the Corporation, and with such omissions, insertions and variations as may be appropriate to temporary Bonds. The installments of interest payable on such temporary Bonds in bearer form shall be payable only upon the presentation and surrender of the coupons therefor attached thereto or, if no coupons for such interest are attached thereto, then only upon presentation of such temporary Bonds for notation thereon of the payment of such interest. The Corporation at its own expense shall prepare and execute and, upon the surrender at the corporate trust office of the Trustee of such temporary Bonds, with all unmatured coupons, if any, and all matured coupons, if any, for which no payment or only partial payment has been provided, attached, for exchange and the cancellation of such surrendered temporary Bonds and coupons, the Trustee shall authenticate and, without charge to the Holder thereof, deliver in exchange therefor, at the corporate trust office of the Trustee, definitive coupon Bonds, with appropriate coupons attached, or, at the option of the Holder, definitive registered Bonds, of the same aggregate principal amount and Series and maturity as the temporary Bonds surrendered. Until so exchanged, the temporary Bonds shall in all respects be entitled to the same benefits and security as definitive Bonds authenticated and issued pursuant to this Resolution.

All temporary Bonds surrendered in exchange for a definitive Bond or Bonds shall be forthwith cancelled by the Trustee.

ARTICLE IV

Redemption of Bonds

401. Privilege of Redemption and Redemption Price. Bonds subject to redemption prior to maturity pursuant to the provisions of a Series Resolution shall be redeemable, upon published notice as provided in this Article IV, at such times, at such Redemption Prices and upon such terms as may be specified in the Series Resolution authorizing such Series.
402. Redemption at the Election or Direction of the Corporation. In the case of any redemption of Bonds other than as provided in Section 403, the Corporation shall give written notice to the Trustee of its election or direction so to redeem, of the redemption date, of the Series, of the principal amounts of the Bonds of each maturity of such Series to be redeemed (which Series, maturities and principal amounts thereof to be redeemed shall be determined by the Corporation in its sole discretion, subject to any limitations with respect thereto contained in the Act or this Resolution and any Series Resolution) and of the monies to be applied to the payment of the Redemption Price. Such notice shall be given at least sixty (60) days prior to the redemption date or such shorter period as shall be acceptable to the Trustee. In the event notice of redemption shall have been given as in Section 405 provided, the Trustee, if it holds the monies to be applied to the payment of the Redemption Price, or otherwise the Corporation, shall, prior to the redemption date, pay to the Trustee and the appropriate Paying Agent or Paying Agents an amount in cash which, in addition to other monies, if any, available therefor held by the Trustee and such Paying Agent or Paying Agents, will be sufficient to redeem, on the redemption date at the Redemption Price thereof, together with interest accrued to the redemption date, all of the Bonds to be redeemed. The Corporation shall promptly notify the Trustee in writing of all such payments made by the Corporation to a Paying Agent.

403. Redemption Other Than at Corporation’s Election or Direction. Whenever by the terms of this Resolution the Trustee is required to redeem Bonds other than at the election or direction of the Corporation, the Trustee shall select the Bonds to be redeemed, give the notice of redemption and pay the Redemption Price thereof, together with interest accrued to the redemption date, to itself and the appropriate Paying Agents in accordance with the terms of this Article IV and, to the extent applicable, the provisions of Section 605.

404. Selection of Bonds to Be Redeemed by Lot. In the event of redemption of less than all of the Outstanding Bonds of like Series and maturity, the Trustee shall assign to each such Outstanding registered Bond of the Series and maturity to be redeemed a distinctive number for each unit of the principal amount of such Bond equal to the lowest
denomination of the coupon Bonds of such Series and shall select by
lot, using such method of selection as it shall deem proper in its dis-
cretion, from the numbers of all such coupon Bonds then Outstanding
and the numbers assigned to such registered Bonds as many numbers
as, at such unit amount equal to the lowest denomination of coupon
Bonds of such Series for each number, shall equal the principal amount
of such Bonds to be redeemed. In making such selections the Trustee
may draw the Bonds by lot (a) individually or (b) by one or more
groups, the grouping for the purpose of such drawing to be by serial
numbers (or, in the case of Bonds of a denomination of more than the
lowest denomination of the coupon Bonds of such Series, by the numbers
assigned thereto as in this Section 404 provided) which end in the
same digit or in the same two digits. In case, upon any drawing by
groups, the total principal amount of Bonds drawn shall exceed the
amount to be redeemed, the excess may be deducted from any group or
groups so drawn in such manner as the Trustee may determine. The
Trustee may in its discretion assign numbers to aliquot portions of
Bonds and select part of any Bond for redemption. The Bonds to be
redeemed shall be the coupon Bonds bearing the numbers so selected
and the registered Bonds to which were assigned numbers so selected;
provided, however, that only so much of the principal amount of each
such registered Bond of a denomination of more than the lowest denom-
ination of the coupon Bonds of such Series shall be redeemed as shall
equal the lowest denomination of the coupon Bonds of such Series for
each number assigned to it and so selected.

405. Notice of Redemption. When the Trustee shall receive notice
from the Corporation of its election or direction to redeem Bonds pur-
suant to Section 402, and when redemption of Bonds is required by this
Resolution pursuant to Section 403, the Trustee shall give notice, in the
name of the Corporation, of the redemption of such Bonds, which notice
shall specify the Series and maturities of the Bonds to be redeemed,
the redemption date and the place or places where amounts due upon
such redemption will be payable and, if less than all of the Bonds of
any like Series and maturity are to be redeemed, the letters and
numbers or other distinguishing marks of such Bonds so to be re-
deeded, and, in the case of registered Bonds to be redeemed in part
only, such notice shall also specify the respective portions of the prin-
cipal amount thereof to be redeemed. Such notice shall further state
that on such date there shall become due and payable upon each Bond to be redeemed the Redemption Price thereof, or the Redemption Price of the specified portions of the principal thereof in the case of registered Bonds to be redeemed in part only, together with interest accrued to the redemption date, and that from and after such date interest thereon shall cease to accrue and be payable. Such notice shall be given by publication once a week for at least two (2) successive weeks in an Authorized Newspaper, the first such publication to be not less than thirty (30) days nor more than sixty (60) days prior to the redemption date. In case, by reason of the temporary or permanent suspension of publication of any newspaper, or by reason of any other cause, it shall be impossible to make publication of any required notice as herein provided, then such publication or other notice in lieu thereof as shall be made with the approval of the Trustee shall constitute a sufficient publication of such notice, provided that such publication or other notice shall, so far as may be possible, approximate the terms and conditions of the publication in lieu of which it is given. The Trustee shall also mail a copy of such notice, postage prepaid, not less than thirty (30) days before the redemption date, to the registered owners of any Bonds or portions of Bonds which are to be redeemed, at their last addresses, if any, appearing upon the registry books, but such mailing shall not be a condition precedent to such redemption and failure so to mail any such notice shall not affect the validity of the proceedings for the redemption of Bonds.

406. Payment of Redeemed Bonds. Notice having been given by publication in the manner provided in Section 405, the Bonds or portions thereof so called for redemption shall become due and payable on the redemption date so designated at the Redemption Price, plus interest accrued and unpaid to the redemption date, and, upon presentation and surrender thereof at the offices specified in such notice, together with, in the case of Bonds registered other than to bearer presented by other than the registered owner, a written instrument of transfer duly executed by the registered owner or his duly authorized attorney, and, in the case of coupon Bonds, all appurtenant coupons maturing subsequent to the redemption date, such Bonds, or portions thereof, shall be paid at the Redemption Price plus interest accrued and unpaid to the redemption date not represented by coupons for matured interest installments. All interest installments represented by
coupons which shall have matured on or prior to the redemption date shall continue to be payable to the bearers of such coupons. If there shall be drawn for redemption less than all of a registered Bond, the Corporation shall execute and the Trustee shall authenticate and deliver, upon the surrender of such Bond, without charge to the owner thereof, for the unredeemed balance of the principal amount of the registered Bond so surrendered, at the option of the owner thereof, either coupon Bonds or registered Bonds of like Series and maturity in any of the authorized denominations. If, on the redemption date, amounts for the redemption of all the Bonds or portions thereof of any like Series and maturity to be redeemed, together with interest to the redemption date, shall be held by the Trustee and Paying Agents so as to be available therefor on said date and if notice of redemption shall have been published as aforesaid, then, from and after the redemption date, interest on the Bonds or portions thereof of such Series and maturity so called for redemption shall cease to accrue, and the coupons for interest appertaining thereto maturing subsequent to the redemption date shall be void. If said amounts shall not be so available on the redemption date, such Bonds or portions thereof shall continue to bear interest until paid at the same rate as they would have borne had they not been called for redemption.

ARTICLE V

CUSTODY AND APPLICATION OF CERTAIN PROCEEDS OF BONDS

501. Application of Certain Proceeds. (1) The Corporation shall apply the amount of the proceeds derived from the sale of each Series of Bonds as shall be specified in the Series Resolution authorizing such Series.

(2) Accrued interest, if any, received upon the delivery of such Series of Bonds shall be deposited in the Bond Service Fund unless such amount is to be otherwise applied as provided in the Series Resolution authorizing such Series. The amount received as a premium over the principal amount of such Series of Bonds, if any, upon the delivery of such Series shall be applied as provided in the Series Resolution authorizing such Series.
ARTICLE VI

ESTABLISHMENT OF FUNDS AND APPLICATION THEREOF

601. The Pledge Effectuated by the Resolution. The proceeds of sale of the Bonds, the Revenues, and all funds established by the Resolution, and other monies and securities referred to herein (other than monies and securities in the Operating Fund) are hereby pledged for the payment of the principal of and interest on the Bonds in accordance with their terms and the provisions of the Resolution, subject only to the provisions of the Resolution permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolution. The pledge created by this Resolution, insofar as it relates to revenues, monies and securities and funds pledged either under the First General Bond Resolution or the Outstanding Note Resolutions is, and is hereby expressly declared to be, subordinate in all respects to the pledge of such revenues, monies and securities and funds created by the First General Bond Resolution or the Outstanding Note Resolutions. This pledge shall be valid and binding from and after the time of adoption of this Resolution, and the proceeds of sale of the Bonds, the Revenues as received by the Corporation, all funds and other monies and securities herein pledged shall immediately be subject to the lien of this pledge without any physical delivery thereof or further act, and the lien of this pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the Corporation irrespective of whether such parties have notice thereof.

602. Establishment of Funds. The following funds are hereby established:

(1) Bond Service Fund, to be held by the Trustee,
(2) Capital Reserve Fund, to be held by the Trustee.

603. Application of Payments. The payments received in accordance with subdivision 1 of Section 3036-a of the Act shall be applied to the Operating Fund, the Bond Service Fund and to the Capital Reserve Fund in accordance with certificates of the Chairman pursuant to which the payment is made, provided, however, that if the amount
of the payment is less than the amount certified, the payment shall be
applied pro rata to the respective Funds on the basis of the respective
amounts certified. No Revenues received as such payments shall be
deposited in the Operating Fund.

604. Operating Fund. The Corporation shall pay out of the
Operating Fund the amounts required for the payment of Operating
Expenses.

605. Bond Service Fund.

1. The Trustee shall on or before the business day preceding each
interest payment date for any of the Bonds pay, out of the amounts then
held in the Bond Service Fund, to itself and the Paying Agents, the
amounts respectively required for the payment of principal, Sinking
Fund Installments, if any, and Redemption Price of, if any, and interest
on any Bonds due and payable on such date, and such amounts so paid
out shall be irrevocably pledged to and applied to such payments.

2. In the event that on the business day preceding any interest
payment date, the amount in the Bond Service Fund shall be less than
the amounts respectively required for payment of interest on the
Outstanding Bonds and for the payment of the principal and Sinking
Fund Installments of the Outstanding Bonds of any Series due and pay-
able on such interest payment date, the Trustee shall withdraw from
the Capital Reserve Fund and deposit into the Bond Service Fund such
amounts as will increase the amount in the Bond Service Fund to an
amount sufficient to make such payment or payments.

3. As soon as practicable after the 45th day preceding the due date
of any such Sinking Fund Installment, the Trustee shall proceed to call
for redemption, pursuant to Section 403 hereof on such due date, Term
Bonds of the Series and maturity for which such Sinking Fund Install-
ment was established in such amount as shall be necessary to complete
the retirement of the principal amount specified for such Sinking Fund
Instalment of the Term Bonds of such Series and maturity. The
Trustee shall so call such Term Bonds for redemption whether or not
it then has monies in the Bond Service Fund sufficient to pay the appli-
cable principal amount thereof, together with interest thereon to the
redemption date. The Trustee shall pay out of the Bond Service Fund
to the appropriate Paying Agents, on the day preceding each such redemption date, the amount required for the redemption of the Term Bonds so called for redemption, and such amount shall be applied by such Paying Agents to such redemption.

4. The Corporation may, at any time subsequent to the second day of July of any year but in no event less than forty-five (45) days prior to the succeeding first day of July on which a Sinking Fund Installment is scheduled to be due, direct the Trustee to purchase, with monies in the Bond Service Fund, at a price not in excess of par, plus unpaid interest accrued to the date of such purchase, Term Bonds payable from such Sinking Fund Installment and any Term Bonds so purchased prior to the first day of July shall be cancelled by the Trustee and evidence of such cancellation shall be given to the Corporation and the aggregate principal amount of the Term Bonds so purchased shall be credited against the Sinking Fund Installment due on such first day of July.

606. Capital Reserve Fund.

1. The Corporation shall deposit into the Capital Reserve Fund (i) all monies paid to the Corporation pursuant to subdivisions 1, 2 and 3 of Section 3036-a of the Act for the purpose of maintaining or restoring the amount in the Capital Reserve Fund to the amount of the Capital Reserve Fund Requirement; (ii) such portion of the proceeds of sale of Bonds, if any, as shall be prescribed by Series Resolution; and (iii) any other monies which may be made available to the Corporation for the purposes of the Capital Reserve Fund from any other source or sources.

2. Monies and securities held for the credit of the Capital Reserve Fund shall be withdrawn by the Trustee and deposited to the credit of the Bond Service Fund at the times and in the amounts required to comply with the provisions of paragraph 2 of Section 605. At any time after December 31, 1980, monies and securities in the Capital Reserve Fund in excess of the Capital Reserve Fund Requirement, upon direction of the Corporation, may be withdrawn by the Trustee and deposited to the credit of the Bond Service Fund.

3. In order further to assure the maintenance of the Capital Reserve Fund in an amount equal to the Capital Reserve Fund Requirement and in compliance with the requirements of subdivision 3 of Section 3036-a of the Act, the Chairman shall annually, on or before December 1, make and deliver to the Governor and Director of the
Budget of the State (with a copy to the Trustee) his certificate stating
the sum, if any, required to restore the Capital Reserve Fund to an
amount equal to the Capital Reserve Fund Requirement. All monies
received by the Corporation from the State pursuant to any such cer-
tification, in accordance with the provisions of subdivision 3 of Section
3036-a of the Act, as amended, shall be deposited in the Capital Reserve
Fund, as required by paragraph 1 of this Section 606.

4. Monies and securities held for the credit of the Capital Reserve
Fund may, and at the direction of the Corporation shall, be withdrawn
from the Capital Reserve Fund by the Trustee and deposited in the Bond
Service Fund for the purchase or redemption of Bonds at any time
provided that subsequent to such purchase or redemption the amount in
the Capital Reserve Fund will not be less than the Capital Reserve Fund
Requirement.

607. Certificate to the State Comptroller and to the Mayor of The
City of New York. In order to assure the maintenance of the Operating
Fund, the Bond Service Fund and the Capital Reserve Fund, not less
than one hundred and twenty days before the beginning of each Fiscal
Year (but prior to February 12 in each calendar year) (but not later
than March 1, 1976 for the Fiscal Year ending June 30, 1976), the Chairman
shall certify to the State Comptroller and to the Mayor (with
a copy to the Trustee) a schedule setting forth the cash require-
ments of the Corporation for such Fiscal Year and the time or times
when such cash is required, which certification shall be revised from
time to time as required. The total amount so certified by such Chairman
for such Fiscal Year shall be equal to: (i) the amounts which are
required to be deposited in the Capital Reserve Fund during
such Fiscal Year in order to maintain the Capital Reserve Fund at
the Capital Reserve Fund Requirement; (ii) the amounts required to
be deposited in the Bond Service Fund to pay all interest on and
all payments of principal, Sinking Fund Installments, if any, and
Redemption Price, if any, of Bonds maturing or otherwise coming due
during such Fiscal Year; and (iii) the amounts required to be depon-
ited in the Operating Fund as determined by the Corporation, to meet
the Operating Expenses of the Corporation during such Fiscal Year.
In order further to secure the obligations of the Corporation, including
the Bonds, each quarterly payment (to be made on or before April 12,
June 25, October 12 and January 12) by the State Comptroller to the
Corporation in accordance with such certification, shall be an amount,
after taking into account monies then in the Bond Service Fund and available for the purposes of such Fund during such Fiscal Year, not less than the sum of (A) 50% of the interest on all outstanding Bonds the interest on which is payable from the Bond Service Fund of the Corporation payable within six months after the end of the quarterly period for which such payment is made plus (B) 25% of the principal and premium, if any, on all Bonds and Sinking Fund Installments of the Corporation payable within one year after the end of the quarterly period for which such payment is made and of such amount, if any, as may be required to be paid into the Capital Reserve Fund during the Fiscal Year of which such quarterly period is a part. Notwithstanding the foregoing, the Corporation hereby covenants to make the certifications referred to in this Section at such times and in such amounts as shall be necessary to coincide with the State procedures for payment of Per Capita Aid or other sources of revenues and as shall be necessary to make the deposits required herein and to pay the principal of, Redemption Price, if any, and interest on the Bonds when due. If any increase shall occur in the cash requirements specified above, or if payments are required at a time or times earlier than previously certified or if the City shall for any reason fail to make timely payment of the principal and accrued interest due on any obligation issued by the City to the Corporation and maturing within the same Fiscal Year, the Chairman shall certify a revised schedule of cash requirements for such Fiscal Year to the State Comptroller and to the Mayor (with a copy to the Trustee). The schedule accompanying each certification (or revision thereof) shall provide for such payment dates as the Corporation deems appropriate to assure that sufficient funds will be available to meet the obligations of the Corporation as they become due. The Chairman shall exclude from consideration in making any such certification with respect to the funds required by the Corporation for payment of principal of or interest on the Bonds any amounts due to be received as payment of principal of or interest on obligations of the City held by the Corporation.

ARTICLE VII

SECURITY FOR DEPOSITS AND INVESTMENT OF FUNDS

701. Security for Deposits. All monies held hereunder by the Trustee shall be continuously and fully secured, for the benefit of the Corporation and the Holders of the Bonds by direct obligations of the State or of the United States of America or obligations the principal
and interest of which are guaranteed by the State or the United States of America of a market value equal at all times to the amount of the deposit so held by the Trustee; provided, however, (a) that if the securing of such monies is not permitted by applicable law, then in such other manner as may then be required or permitted by applicable state or federal laws and regulations regarding the security for, or granting a preference in the case of, the deposit of trust funds, and (b) that it shall not be necessary for the Trustee or any Paying Agent to give security for the deposit of any monies with them held in trust for the payment of the principal or Redemption Price of or interest on any Bonds, or for the Trustee to give security for any monies which shall be represented by obligations purchased under the provisions of this Resolution as an investment of such monies.

702. Investment of Funds and Accounts Held by the Trustee.

(1) Monies in the Bond Service Fund and the Capital Reserve Fund shall, as nearly as may be practicable, be invested by the Trustee upon direction of the Corporation in writing, signed by an Authorized Officer (which direction shall specify the amount thereof to be so invested and the Corporation in issuing such direction shall take into consideration the dates and times when monies in such Fund will be required for the purposes of this Resolution) in (a) direct obligations of the United States of America, direct obligations of the State or obligations the principal and interest of which are guaranteed by the United States of America or the State, (b) any bond, debenture, note, participation or other similar obligation issued by any of the following Federal agencies: Government National Mortgage Association, Federal Land Banks, Federal Home Loan Banks, Federal Intermediate Credit Banks, Banks for Cooperatives, Tennessee Valley Authority, Farmers' Home Administration and Export-Import Bank, (c) if permitted by law, any bond, debenture, note, participation or other similar obligation issued by the Federal National Mortgage Association to the extent such obligations are guaranteed by the Government National Mortgage Association, and (d) any other obligation of the United States of America or any Federal agencies which may then be purchased with funds belonging to the State of New York or held in the State treasury. The maturity or redemption date at the option of the holder of any such investment shall coincide as nearly as practicable with but in no event later than the times at which monies in the Bond Service Fund and Capital Reserve Fund will be required for the purposes in this Resolution provided.
(2) Obligations purchased as an investment of monies in any fund or account held by the Trustee under the provisions of this Resolution shall be deemed at all times to be a part of such fund or account and the income or interest earned, profits realized or losses suffered by a fund or account due to the investment thereof shall be retained in, credited or charged, as the case may be, to such fund or account.

(3) In computing the amount in any fund or account held by the Trustee under the provisions of this Resolution, excepting the Capital Reserve Fund, obligations purchased as an investment of monies therein shall be valued at the cost or market price thereof, whichever is lower, inclusive of accrued interest. In computing the amount of the Capital Reserve Fund, obligations purchased as an investment of monies therein shall be valued at par if purchased at par or at Amortized Value if purchased at other than par. Amortized Value, when used with respect to an obligation purchased at a premium above or a discount below par, means the value as of any given time obtained by dividing the total premium or discount at which such obligation was purchased by the number of interest payments remaining on such obligation after such purchase and deducting the amount thus calculated for each interest payment date after such purchase from the purchase price in the case of an obligation purchased at a premium and adding the amount thus calculated for each interest payment date after such purchase to the purchase price in the case of an obligation purchased at a discount. Valuation on any particular date shall include the amount of interest then earned or accrued to such date on any monies or investments in the Capital Reserve Fund.

(4) Except as otherwise provided in the Resolution, the Trustee shall sell at the best price obtainable, or present for redemption or exchange, any obligation purchased by it as an investment pursuant to this Resolution whenever it shall be necessary in order to provide monies to meet any payment or transfer from the fund or account for which such investment was made. The Trustee shall advise the Corporation in writing, on or before the twentieth day of each calendar month, of the details of all investments held for the credit of each fund and account in its custody under the provisions of this Resolution as of the end of the preceding month.
(5) In lieu of the investments of monies in obligations authorized in paragraph (1) above, the Trustee shall, to the extent permitted by the Act then in effect, upon direction of the Corporation in writing, signed by an Authorized Officer, deposit monies from any fund or account held by the Trustee under the terms of this Resolution, in interest-bearing time deposits, or shall make other similar investment arrangements, including, but not limited to, repurchase agreements covering obligations of issuers enumerated as authorized for investments pursuant to the provisions of paragraph (1) above, with itself or a member bank or banks of the Federal Reserve System or banks the deposits of which are insured by the Federal Deposit Insurance Corporation or securities dealers approved by an Authorized Officer; provided, that each such interest-bearing time deposit or other similar investment arrangement shall permit the monies so placed to be available for use at the times provided with respect to the investment or reinvestment of such monies; and provided further, that all monies in each such interest-bearing time deposit or other similar investment arrangement shall be continuously and fully secured by obligations of issuers enumerated as authorized for investments pursuant to the provisions of paragraph (1) above, of a market value equal at all times to the amount of the deposit or of the other similar investment arrangement.

(6) No part of the proceeds of any Series of Bonds or any other funds of the Corporation shall be used directly or indirectly to acquire any securities or obligations the acquisition of which would cause any Bond to be an "arbitrage bond" as defined in subsection (d)(2) of section 163 of the Internal Revenue Code of 1954 [Title 26 of the United States Code] as then in effect and to be subject to treatment under subsection (d)(1) of said section as an obligation not described in subsection (a) of said section.

703. Liability of Trustee for Investments. The Trustee shall not be liable or responsible for the making of any investment authorized by the provisions of this Article, in the manner provided in this Article, or for any loss resulting from any such investment so made.

ARTICLE VIII
THE TRUSTEE AND THE PAYING AGENTS

801. Appointment and Acceptance of Duties of Trustee. United States Trust Company of New York, in the City, County and State of
New York, is hereby appointed as Trustee. The Trustee shall signify its acceptance of the duties and obligations imposed upon it by this Resolution by written instrument of acceptance deposited with the Corporation.

802. Appointment and Acceptance of Duties of Paying Agents. The Corporation shall appoint one or more Paying Agents for the Bonds of any Series in the Series Resolution authorizing such Bonds or shall appoint such Paying Agent or Paying Agents by resolution of the Corporation adopted prior to the authentication and delivery of such Bonds, and may at any time or from time to time appoint one or more other Paying Agents in the manner and subject to the conditions set forth in Section 812 for the appointment of a successor Paying Agent. The Trustee may be appointed to act as Paying Agent notwithstanding that it may then be acting in the capacity of Trustee.

Each Paying Agent shall signify its acceptance of the duties and obligations imposed upon it by this Resolution by written instrument of acceptance deposited with the Corporation and the Trustee.

The corporate trust offices of the Paying Agents are hereby designated as the respective agencies of the Corporation for the payment of the interest on and principal or Redemption Price of the Bonds, except that interest on all registered Bonds and the principal and Redemption Price of all registered Bonds and of all coupon Bonds registered as to principal shall be payable at the corporate trust office of the Trustee.

803. Responsibilities of Trustee and Paying Agents. The recitals of fact herein and in the Bonds contained shall be taken as the statements of the Corporation and neither the Trustee nor any Paying Agent assumes any responsibility for the correctness of the same. Neither the Trustee nor any Paying Agent shall be deemed to make any representations as to the validity or sufficiency of this Resolution or of any Bonds or coupons issued hereunder or in respect of the security afforded by this Resolution, and neither the Trustee nor any Paying Agent shall incur any responsibility in respect thereof. Neither the Trustee nor any Paying Agent shall be under any responsibility or duty with respect to the issuance of the Bonds for value or the applica-
tion of the proceeds thereof or the application of any monies paid to the Corporation. Neither the Trustee nor any Paying Agent shall be under any obligation or duty to perform any act which would involve it in expense or liability or to institute or defend any suit in respect thereof, or to advance any of its own monies, unless properly indemnified. Neither the Trustee nor any Paying Agent shall be liable in connection with the performance of its duties hereunder except for its own negligence or default. Neither the Trustee nor any Paying Agent shall be under any responsibility or duty with respect to the application of any monies paid to any one of the others.

804. Evidence on Which Fiduciaries May Act. The Trustee and any Paying Agent shall be protected in acting upon any notice, direction, resolution, request, consent, order, certificate, report, opinion, bond or other paper or document believed by it to be genuine and to have been signed or presented by the proper party or parties. The Trustee and any Paying Agent may consult with counsel, who may or may not be of counsel to the Corporation, and the opinion or advice of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it under this Resolution in good faith and in accordance therewith.

Whenever the Trustee or any Paying Agent shall deem it necessary or desirable that a matter be proved or established prior to taking or suffering any action under this Resolution, such matter (unless other evidence in respect thereof be herein specifically prescribed) may be deemed to be conclusively proved and established by a certificate of an Authorized Officer, and such certificate shall be full warrant for any action taken or suffered in good faith under the provisions of this Resolution upon the faith thereof, but in its discretion the Trustee or any Paying Agent may in lieu thereof accept other evidence of such fact or matter or may require such further or additional evidence as to it may seem reasonable.

Except as otherwise expressly provided in this Resolution, any request, order, notice or other direction required or permitted to be furnished pursuant to any provision thereof by the Corporation to the Trustee or any Paying Agent shall be sufficiently executed if executed in the name of the Corporation by an Authorized Officer.
805. Compensation. The Corporation shall pay to the Trustee and to each Paying Agent from time to time reasonable compensation for all services rendered under this Resolution, and also all reasonable expenses, charges, counsel fees and other disbursements, including those of its attorneys, agents and employees, incurred in and about the performance of their powers and duties under this Resolution, and the Trustee and each Paying Agent shall have a lien therefor on any and all monies in the Operating Fund. The Corporation further agrees to indemnify and save the Trustee and each Paying Agent harmless against any liabilities which it may incur in the exercise and performance of its powers and duties hereunder, and which are not due to its negligence or default.

806. Permitted Acts and Functions. The Trustee and any Paying Agent may become the owner of any Bonds and coupons, with the same rights it would have if it were not such Trustee or Paying Agent. The Trustee and any Paying Agent may act as depository for, and permit any of its officers or directors to act as a member of, or in any other capacity with respect to, any committee formed to protect the rights of Bondholders or to effect or aid in any reorganization growing out of the enforcement of the Bonds or this Resolution, whether or not any such committee shall represent the Holders of a majority in principal amount of the Bonds then Outstanding.

807. Resignation of Trustee. The Trustee may at any time resign and be discharged of the duties and obligations created by this Resolution by giving not less than sixty (60) days’ written notice to the Corporation and publishing notice thereof, specifying the date when such resignation shall take effect, once in an Authorized Newspaper, and such resignation shall take effect upon the day specified in such notice unless previously a successor shall have been appointed, as provided in Section 809, in which event such resignation shall take effect immediately on the appointment of such successor.

808. Removal of Trustee. The Trustee shall be removed by the Corporation if at any time so requested by an instrument or concurrent instruments in writing, filed with the Trustee and the Corporation, and
signed by the Holders of a majority in principal amount of the Bonds then Outstanding or their attorneys in fact duly authorized, excluding any Bonds held by or for the account of the Corporation.

809. Appointment of Successor Trustee. In case at any time the Trustee shall resign or shall be removed or shall become incapable of acting, or shall be adjudged a bankrupt or insolvent, or if a receiver, liquidator or conservator of the Trustee, or of its property, shall be appointed, or if any public officer shall take charge or control of the Trustee, or of its property or affairs, the Corporation covenants and agrees that it will thereupon appoint a successor Trustee. The Corporation shall publish notice of any such appointment made by it in an Authorized Newspaper, such publication to be made within twenty (20) days after such appointment.

If in a proper case no appointment of a successor Trustee shall be made pursuant to the foregoing provisions of this Section within forty-five (45) days after the Trustee shall have given to the Corporation written notice, as provided in Section 807, or after a vacancy in the office of the Trustee shall have occurred by reason of its inability to act, the Trustee or the Holder of any Bond may apply to any court of competent jurisdiction to appoint a successor Trustee. Said court may thereupon, after such notice, if any, as such court may deem proper and prescribe, appoint a successor Trustee.

Any Trustee appointed under the provisions of this Section 809 in succession to the Trustee shall be a bank or trust company organized under the laws of the State of New York, or a national banking association doing business and having its principal office in such State, and having a capital and surplus aggregating at least Fifty Million Dollars ($50,000,000) if there be such a bank or trust company or national banking association willing and able to accept the office on reasonable and customary terms and authorized by law to perform all the duties imposed upon it by this Resolution.

810. Transfer of Rights and Property to Successor Trustee. Any successor Trustee appointed under this Resolution shall execute, acknowledge and deliver to its predecessor Trustee, and also to the Corporation, an instrument accepting such appointment, and thereupon
such successor Trustee, without any further act, deed or conveyance, shall become fully vested with all monies, estates, properties, rights, powers, duties and obligations of such predecessor Trustee, with like effect as if originally named as Trustee; but the Trustee ceasing to act shall nevertheless, on the written request of the Corporation, or of the successor Trustee, execute, acknowledge and deliver such instruments of conveyance and further assurance and do such other things as may reasonably be required for more fully and certainly vesting and confirming in such successor Trustee all the right, title and interest of the predecessor Trustee in and to any property held by it under this Resolution, and shall pay over, assign and deliver to the successor Trustee any money or other property subject to the trusts and conditions herein set forth. Should any deed, conveyance or instrument in writing from the Corporation be required by such successor Trustee for more fully and certainly vesting in and confirming to such successor Trustee any such estates, rights, powers and duties, any and all such deeds, conveyances and instruments in writing shall, on request, and so far as may be authorized by law, be executed, acknowledged and delivered by the Corporation. Any such successor Trustee shall promptly notify the Paying Agents of its appointment as Trustee.

811. Merger, Conversion or Consolidation. Any company into which the Trustee or any Paying Agent may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it shall be a party or any company to which the Trustee or any Paying Agent may sell or transfer all or substantially all of its corporate trust business, shall be the successor to such Trustee or Paying Agent without the execution or filing of any paper or the performance of any further act, provided with respect to the Trustee that such company shall be a bank or trust company organized under the laws of any states of the United States or the District of Columbia or a national banking association and shall have an office for the transaction of its business in any of such states or the District of Columbia and shall be authorized by law to perform all the duties imposed upon it by this Resolution.

812. Resignation or Removal of the Paying Agents and Appointment of Successors. Any Paying Agent may at any time resign and be discharged of the duties and obligations created by this Resolution by
giving at least sixty (60) days' written notice to the Corporation and Trustee. Any Paying Agent may be removed at any time by an instrument filed with such Paying Agent and the Trustee and signed by an Authorized Officer of the Corporation. Any successor Paying Agent shall be appointed by the Corporation and (subject to the requirements of Section 903) shall be a bank or trust company organized under the laws of any state of the United States of America or a national banking association, having a capital and surplus aggregating at least Three Million Dollars ($3,000,000), and willing and able to accept the office of Paying Agent on reasonable and customary terms and authorized by law to perform all the duties imposed upon it by this Resolution.

In the event of the resignation or removal of any Paying Agent, such Paying Agent shall pay over, assign and deliver any monies held by it to its successor, or if there be no successor then appointed, to the Trustee until such successor be appointed.

ARTICLE IX
COVENANTS OF THE CORPORATION

The Corporation covenants and agrees with the Holders of the Bonds and coupons as follows:

901. Payment of Bonds. The Corporation shall duly and punctually pay or cause to be paid the principal or Redemption Price, if any, of every Bond and the interest thereon, at the dates and places and in the manner provided in the Bonds and in the coupons thereto appertaining, according to the true intent and meaning thereof, and shall duly and punctually pay or cause to be paid all Sinking Fund Installments, if any, becoming payable with respect to any Series of Bonds. All such payments, to the extent not paid when due and payable, shall continue to be due and payable and, accordingly, shall be deemed to be becoming due until the same shall be paid.

902. Extension of Payment of Bonds and Coupons. The Corporation shall not directly or indirectly extend or assent to the extension of the maturity of any of the Bonds or the time of payment of any of the coupons or claims for interest by the purchase or funding of such Bonds, coupons or claims for interest or by any other arrangement and in case the maturity of any of the Bonds or the time for payment of
any such coupons or claims for interest shall be extended, such Bonds, coupons or claims for interest shall not be entitled in case of any default under this Resolution to the benefit of this Resolution or to any payment out of any assets of the Corporation or the funds (except funds held in trust for the payment of particular Bonds, coupons or claims for interest pursuant to this Resolution) held by the Trustee or any Paying Agent, except subject to the prior payment of the principal of all Bonds issued and Outstanding the maturity of which has not been extended and of such portion of the accrued interest on the Bonds as shall not be represented by such extended coupons or claims for interest. Nothing herein shall be deemed to limit the right of the Corporation to issue Refunding Bonds as provided in Section 203 and such issuance shall not be deemed to constitute an extension of maturity of Bonds or the time of payment of any of the coupons or claims for interest.

903. Offices for Payment and Registration of Bonds and Coupons. The Corporation shall at all times maintain an office or agency in the Borough of Manhattan, City and State of New York where Bonds and coupons may be presented for payment. The Corporation may pursuant to a Series Resolution or pursuant to resolution adopted in accordance with Section 802 designate an additional Paying Agent or Paying Agents where Bonds and coupons of the Series authorized thereby or referred to therein may be presented for payment. The Corporation shall at all times maintain an office or agency in the Borough of Manhattan, City and State of New York, where Bonds may be presented for registration, transfer or exchange and the Trustee is hereby appointed as its agent to maintain such office or agency for the registration, transfer or exchange of Bonds.

904. Further Assurances. At any and all times the Corporation shall, so far as it may be authorized or permitted by law, pass, make, do, execute, acknowledge and deliver, all and every such further resolutions, acts, deeds, conveyances, assignments, transfers and assurances as may be necessary or desirable for the better assuring, conveying, granting, assigning, confirming and effecting all and singular the rights, Revenues and other monies, securities and funds hereby pledged or assigned, or intended so to be, or which the Corporation may hereafter become bound to pledge or assign. The Corporation further covenants that it
shall cause the Chairman to make and deliver the certificates referred to in sub-section 3 of Section 606 and Section 607 hereof at the times required therein and shall cause the amounts received to be deposited in the appropriate Funds, respectively.

905. Power to Issue Bonds and Make Pledges. The Corporation is duly authorized pursuant to law to create and issue the Bonds and to adopt this Resolution and to pledge the Revenues and other monies, securities and funds purported to be pledged by this Resolution in the manner and to the extent provided in this Resolution. Except to the extent otherwise provided in Section 601, the Revenues and other monies, securities and funds so pledged are and will be free and clear of any pledge, lien, charge or encumbrance thereon or with respect thereto prior to, or of equal rank with, the pledge created by this Resolution, and all corporate action on the part of the Corporation to that end has been duly and validly taken. The Bonds and the provisions of this Resolution are and will be the valid and legally enforceable obligations of the Corporation in accordance with their terms and the terms of this Resolution. The Corporation shall at all times, to the extent permitted by law, defend, preserve and protect the pledge of the Revenues and other monies, securities and funds pledged under this Resolution and all the rights of the Bondholders under this Resolution against all claims and demands of all persons whomsoever.

906. Agreement of the State. In accordance with the provisions of Section 3015 of the Act, the Corporation hereby includes in this Resolution the pledge of and agreement with the Holders of the Bonds that the State will not limit or alter the rights vested pursuant to the Act in the Corporation to fulfill the terms of any agreements made with Bondholders, or in any way impair the rights and remedies of such Holders until the Bonds, together with the interest thereon, with interest on any unpaid installments of interest, and all costs and expenses in connection with any action or proceeding by or on behalf of such Holders, are fully paid and discharged.

907. Creation of Liens. The Corporation shall not issue any bonds or other evidences of indebtedness, other than the Bonds, secured by a pledge of the revenues, monies and securities in the Capital Reserve Fund, and shall not create or cause to be created any lien or charge
prior to the Bonds on revenues, monies and securities in the Bond Service Fund; provided, however, that nothing contained in this Resolution shall prevent the Corporation from issuing (i) bonds, notes, or any other obligations under another and separate resolution so long as the charge or lien created by such resolution is not prior or equal to the charge or lien created by the Resolution, (ii) obligations issued in accordance with Article II of the First General Bond Resolution except as limited in Section 909 hereof and (iii) obligations issued in lieu of or in substitution for other obligations pursuant to Sections 304 and 306 through 310 or Sections 406 or 1106 of the First General Bond Resolution.

908. Accounts and Reports. The Corporation shall keep or cause to be kept proper books of record and account in which complete and correct entries shall be made for its transactions relating to all Funds established by this Resolution which shall at all reasonable times be subject to the inspection of the Holders of an aggregate of not less than five per cent (5%) in the principal amount of the Bonds then Outstanding or their representatives duly authorized in writing.

909. General. The Corporation shall do and perform or cause to be done and performed all acts and things required to be done or performed by or on behalf of the Corporation under the provisions of the Act as then in effect and the Resolution in accordance with the terms of such provisions.

Upon the date of issuance of any of the Bonds, all conditions, acts and things required by the Constitution and statutes of the State of New York and the Resolution to exist, to have happened and to have been performed precedent to and in the issuance of such Bonds, shall exist, have happened and have been performed and the issue of such Bonds, together with all other indebtedness of the Corporation, shall be within every debt and other limit prescribed by the laws of said State.

If the Corporation shall exercise its power to limit the implementation of the conditions set forth in Section 3038 of the Act or thereafter to permit such conditions to be further limited, any such action shall
be taken by resolution of the Board. When so acting the Board shall make a determination that any such limitation is not so substantial as effectively to constitute a waiver of any of the conditions in Section 3038, or shall make a determination that the conditions shall impose a further condition on the City which determination shall be conclusive and binding upon the holders of the Bonds and the Trustee. A copy of such resolution shall promptly be delivered to the Trustee and to the Governor, the State Legislature, the State Comptroller, the Mayor, the Board of Estimate, the City Council and the City Comptroller and promptly be published by the Corporation.

Subject to the rights of holders of obligations issued pursuant to the First General Bond Resolution, the Corporation shall not modify or amend the First General Bond Resolution in any manner which would have a material adverse effect on the Bondholders, provided, however, that nothing herein shall prevent the Corporation from amending or supplementing the First General Bond Resolution to provide for the issuance of Bonds, Notes or Other Obligations (as such terms are defined in the First General Bond Resolution) as provided in the First General Bond Resolution. No such Bonds, Notes or Other Obligations shall be issued in accordance with Article II of the First General Bond Resolution if such issuance would cause the amounts stated in paragraph (1) and (2) of Subsection 3 of Section 202 after making the deductions provided in subparagraphs 3(a) and 3(c) to be less than 1.2 times such aggregate amount set forth in paragraph 3(b) of subsection 3 of Section 202 for each Fiscal Year set forth pursuant to said paragraph 3(b) if such certifications required to be made pursuant to such Subsection 3 had been made at the time of, and gave effect to, the issuance of such Bonds, Notes or Other Obligations.

The Corporation hereby covenants and agrees with all who may be Holders of the Bonds that it shall not issue and the Corporation represents hereby that there are presently not outstanding any Bonds, Notes, or Other Obligations (as such terms are defined in the First General Bond Resolution), or any bonds, notes or other obligations pursuant to any resolution, including the Outstanding Note Resolutions, of the Corporation, the holders of which would have a right to payment from the State Aid Fund prior or equal to the right of the Holders of the Bonds to payment from such Fund.
ARTICLE X

SERIES RESOLUTIONS AND SUPPLEMENTAL RESOLUTIONS

1001. Modification and Amendment Without Consent. Notwithstanding any other provisions of this Article X, or Article XI, the Corporation may adopt at any time or from time to time Series Resolutions or Supplemental Resolutions for any one or more of the following purposes, and any such Series Resolution or Supplemental Resolution shall become effective in accordance with its terms upon the filing with the Trustee of a copy thereof certified by an Authorized Officer:

(1) To provide for the issuance of a Series of Bonds pursuant to the provisions of this Resolution and to prescribe the terms and conditions pursuant to which such Bonds may be issued, paid or redeemed;

(2) To add additional covenants and agreements of the Corporation for the purpose of further securing the payment of the Bonds, provided such additional covenants and agreements are not contrary to or inconsistent with the covenants and agreements of the Corporation contained in this Resolution;

(3) To prescribe further limitations and restrictions upon the issuance of Bonds and the incurring of indebtedness by the Corporation which are not contrary to or inconsistent with the limitations and restrictions thereon theretofore in effect;

(4) To surrender any right, power or privilege reserved to or conferred upon the Corporation by the terms of this Resolution, provided that the surrender of such right, power or privilege is not contrary to or inconsistent with the covenants and agreements of the Corporation contained in this Resolution;

(5) To confirm as further assurance any pledge under and the subjection to any lien, claim or pledge created or to be created by the provisions of this Resolution, of the Revenues or of any other monies, securities or funds;

(6) To modify any of the provisions of this Resolution or any previously adopted Series Resolution in any other respects, provided that such modifications shall not be effective until after all Bonds of any Series of Bonds Outstanding as of the date of adop-
tion of such Series Resolution or Supplemental Resolution shall cease to be Outstanding, and all Bonds issued under such resolutions shall contain a specific reference to the modifications contained in such subsequent resolutions; or

(7) With the consent of the Trustee, to cure any ambiguity or defect or inconsistent provision in this Resolution or to insert such provisions clarifying matters or questions arising under this Resolution as are necessary or desirable in the event any such modifications are not contrary to or inconsistent with this Resolution as theretofore in effect.

1002. Supplemental Resolutions Effective With Consent of Bondholders. The provisions of this Resolution may also be modified or amended at any time or from time to time by a Supplemental Resolution, subject to the consent of Bondholders in accordance with and subject to the provisions of Article XI hereof, such Supplemental Resolution to become effective upon the filing with the Trustee of a copy thereof certified by an Authorized Officer.

1003. General Provisions Relating to Series Resolutions and Supplemental Resolutions. This Resolution shall not be modified or amended in any respect except in accordance with and subject to the provisions of this Article X and Article XI. Nothing contained in this Article X or Article XI shall affect or limit the rights or obligations of the Corporation to adopt, make, do, execute or deliver any resolution, act or other instrument pursuant to the provisions of Section 904 or the right or obligation of the Corporation to execute and deliver to the Trustee or any Paying Agent any instrument elsewhere in this Resolution provided or permitted to be delivered to the Trustee or any Paying Agent.

A copy of every Series Resolution and Supplemental Resolution adopted by the Corporation when filed with the Trustee shall be accompanied by a Counsel’s Opinion stating that such Series Resolution or Supplemental Resolution has been duly and lawfully adopted in accordance with the provisions of this Resolution, is authorized or permitted by this Resolution and is valid and binding upon the Corporation and enforceable in accordance with its terms.
The Trustee is hereby authorized to accept delivery of a certified copy of any Series Resolution or Supplemental Resolution permitted or authorized pursuant to the provisions of this Resolution and to make all further agreements and stipulations which may be contained therein, and, in taking such action, the Trustee shall be fully protected in relying on Counsel's Opinion that such Series Resolution or Supplemental Resolution is authorized or permitted by the provisions of this Resolution.

No Series Resolution or Supplemental Resolution changing, amending or modifying any of the rights or obligations of the Trustee or of any Paying Agent may be adopted by the Corporation without the written consent of the Trustee or Paying Agent affected thereby.

ARTICLE XI
AMENDMENTS OF RESOLUTIONS

1101. Powers of Amendment. Any modification or amendment of this Resolution and of the rights and obligations of the Corporation and of the Holders of the Bonds and coupons hereunder, in any particular, may be made by a Supplemental Resolution, with the written consent given as hereinafter provided in Section 1102, (a) of the Holders of at least two-thirds in principal amount of the Bonds Outstanding at the time such consent is given, or (b) in case less than all of the several Series of Bonds then Outstanding are affected by the modification or amendment, of the Holders of at least two-thirds in principal amount of the Bonds of each Series so affected and Outstanding at the time such consent is given, or (c) in case the modification or amendment changes the amount or date of any Sinking Fund Installment, of the Holders of at least two-thirds in principal amount of the Bonds of the particular Series, maturity and interest rate entitled to such Sinking Fund Installment Outstanding at the time such consent is given; provided, however, that if such modification or amendment will, by its terms, not take effect so long as any Bonds of any specified like series and maturity remain Outstanding, the consent of the Holders of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of any calculation of Outstanding Bonds under this Section. No such modification or amendment shall permit a change in the terms of redemption or
maturity of the principal of any Outstanding Bond or of any installment of interest thereon or a reduction in the principal amount or the Redemption Price thereof or in the rate of interest thereon without the consent of the Holder of such Bond, or shall reduce the percentages or otherwise affect the classes of Bonds the consent of the Holders of which is required to effect any such modification or amendment. For the purposes of this Section, a Series shall be deemed to be affected by a modification or amendment of this Resolution if the same adversely affects or diminishes the rights of the Holders of Bonds and coupons of such Series. The Trustee may in its discretion determine whether or not in accordance with the foregoing provisions Bonds of any particular Series or maturity would be affected by any modification or amendment of this Resolution and any such determination shall be binding and conclusive on the Corporation and all Holders of Bonds. The Trustee may receive an opinion of counsel, including Counsel’s Opinion, as conclusive evidence as to whether Bonds of any particular Series or maturity would be so affected by any such modification or amendment of this Resolution.

1102. Consent of Bondholders. The Corporation may at any time adopt a Supplemental Resolution making a modification or amendment permitted by the provisions of Section 1101 to take effect when and as provided in this Section. A copy of such Supplemental Resolution (or brief summary thereof or reference thereto in form approved by the Trustee) together with a request to Bondholders for their consent thereto in form satisfactory to the Trustee, shall promptly after adoption be mailed by the Corporation to Bondholders and be published at least once a week for two (2) successive weeks (but failure to mail such copy and request shall not affect the validity of the Supplemental Resolution when consented to as in this Section provided). Such Supplemental Resolution shall not be effective unless and until (a) there shall have been filed with the Trustee (i) the written consents of Holders of the percentages of Outstanding Bonds specified in Section 1101 and (ii) a Counsel’s Opinion stating that such Supplemental Resolution has been duly and lawfully adopted and filed by the Corporation in accordance with the provisions of this Resolution, is authorized or permitted by this Resolution, and is valid and binding upon the Corporation and enforceable in accordance with its terms, and (b) a notice shall have been published as hereinafter in this Section 1102
provided. Each such consent shall be effective only if accompanied by proof of the holding at the date of such consent, of the Bonds with respect to which such consent is given, which proof shall be such as is permitted by Section 1301. A certificate or certificates by the Trustee filed with the Trustee that it has examined such proof and that such proof is sufficient in accordance with Section 1301 shall be conclusive that the consents have been given by the Holders of the Bonds described in such certificate or certificates of the Trustee. Any such consent shall be binding upon the Holder of the Bonds giving such consent and, anything in Section 1301 to the contrary notwithstanding, upon any subsequent Holder of such Bonds and of any Bonds issued in exchange therefor (whether or not such subsequent Holder thereof has notice thereof), unless such consent is revoked in writing by the Holder of such Bonds giving such consent or a subsequent Holder thereof by filing with the Trustee, prior to the time when the written statement of the Trustee hereinafter in this Section 1102 provided for is filed, such revocation and, if such Bonds are transferable by delivery, proof that such Bonds are held by the signer of such revocation in the manner permitted by Section 1301. The fact that a consent has not been revoked may likewise be proved by a certificate of the Trustee filed with the Trustee to the effect that no revocation thereof is on file with the Trustee. At any time after the Holders of the required percentages of Bonds shall have filed their consents to the Supplemental Resolution, the Trustee shall make and file with the Corporation and the Trustee a written statement that the Holders of such required percentages of Bonds have filed such consents. Such written statement shall be conclusive that such consents have been so filed. At any time thereafter notice, stating in substance that the Supplemental Resolution (which may be referred to as a Supplemental Resolution adopted by the Corporation on a stated date, a copy of which is on file with the Trustee) has been consented to by the Holders of the required percentages of Bonds and will be effective as provided in this Section 1102, shall be given to Bondholders by the Corporation by mailing such notice to Bondholders (but failure to mail such notice shall not prevent such Supplemental Resolution from becoming effective and binding as in this Section 1102 provided) and by publishing the same at least once not more than ninety (90) days after the Holders of the required percentages of Bonds shall have filed their consents to the Supplemental Resolution and the written statement of the Trustee herein-
above provided for is filed. The Corporation shall file with the Trustee proof of the publication of such notice, and, if the same shall have been mailed to Bondholders, of the mailing thereof. A transcript, consisting of the papers required or permitted by this Section 1102 to be filed with the Trustee, shall be proof of the matters therein stated. Such Supplemental Resolution making such amendment or modification shall be deemed conclusively binding upon the Corporation, the Trustee, each Paying Agent and the Holders of all Bonds and coupons at the expiration of thirty (30) days after the filing with the Trustee of the proof of the first publication of such last mentioned notice, except in the event of a final decree of a court of competent jurisdiction setting aside such Supplemental Resolution in a legal action or equitable proceeding for such purpose commenced within such thirty (30) day period; provided, however, that the Corporation, the Trustee and any Paying Agent during such thirty (30) day period and any such further period during which any such action or proceeding may be pending shall be entitled in their reasonable discretion to take such action, or to refrain from taking such action, with respect to such Supplemental Resolution as they may deem expedient.

1103. Modifications by Unanimous Consent. The terms and provisions of this Resolution and the rights and obligations of the Corporation and of the Holders of the Bonds and coupons thereunder may be modified or amended in any respect upon the adoption and filing with the Trustee by the Corporation of a copy of a Supplemental Resolution certified by an Authorized Officer and the consent of the Holders of all of the Bonds then Outstanding, such consent to be given as provided in Section 1102, except that no notice to Bondholders either by mailing or publication shall be required.

1104. Mailing and Publication. (1) Any provision in this Article for the mailing of a notice or other document to Bondholders shall be fully complied with if it is mailed postage prepaid only (i) to each registered owner of Bonds then Outstanding at his address, if any, appearing upon the registry books of the Corporation, (ii) to each Holder of any Bond payable to bearer who shall have filed with the Trustee within two (2) years preceding such mailing an address for notices, and (iii) to the Trustee.

(2) Any provision in this Article for publication of a notice or
other matter shall require the publication thereof only in an Authorized Newspaper.

1105. Exclusion of Bonds. Bonds owned or held by or for the account of the Corporation shall not be deemed Outstanding for the purpose of consent or other action or any calculation of Outstanding Bonds provided for in this Resolution, and the Corporation shall not be entitled with respect to such Bonds to give any consent or take any other action provided for in this Resolution. At the time of any consent or other action taken under this Resolution, the Corporation shall furnish the Trustee a certificate of an Authorized Officer, upon which the Trustee may rely, describing all Bonds so to be excluded.

1106. Notation on Bonds. Bonds delivered after the effective date of any action taken as in Article X or this Article XI provided may, and if the Trustee so determines, shall, bear a notation by endorsement or otherwise in form approved by the Corporation and the Trustee as to such action, and in that case upon demand of the Holder of any Bond Outstanding at such effective date and upon presentation of his Bond for such purpose at the corporate trust office of the Trustee suitable notation shall be made on such Bond by the Trustee as to any such action. If the Corporation or the Trustee shall so determine, new Bonds so modified as in the opinion of the Trustee and the Corporation to conform to such action shall be prepared and delivered, and upon demand of the Holder of any Bond then Outstanding shall be exchanged, without cost to such Bondholder, for Bonds of the same Series and maturity then Outstanding, upon surrender of such Bonds with all unpaid coupons, if any, appertaining thereto.

ARTICLE XII

Defaults and Remedies

1201. Trustee to Exercise Powers of Statutory Trustee. The Trustee shall be and hereby is vested with all of the rights, powers and duties of a trustee appointed by Bondholders pursuant to Section 3017 of the Act and the right of Bondholders to appoint a trustee pursuant to Section 3017 of the Act is hereby abrogated in accordance with the provision of subdivision 2(g) of Section 3012 of the Act.

1202. Events of Default. Each of the following events is hereby declared an “event of default,” that is to say; if
(a) the Corporation shall default in the payment of the principal, Sinking Fund Installments, if any, or Redemption Price of any Bond when and as the same shall become due, whether at maturity or upon call for redemption or otherwise; or

(b) the Corporation shall default in the payment of interest on any of the Bonds and such default shall continue for a period of thirty (30) days; or

(c) the Corporation shall fail or refuse to comply with the provisions of subdivision 1 of Section 3036-a of the Act, or the State Comptroller shall fail to pay to the Corporation, as and when required by such Section, for deposit in the Capital Reserve Fund, the Bond Service Fund or the Operating Fund any amount or amounts as shall be certified by the Chairman pursuant to such provisions of the Act or the Corporation shall fail or refuse to deposit in the Capital Reserve Fund or the Bond Service Fund the amount or amounts received by the Corporation for deposit in such Funds, respectively; or

(d) the Corporation shall fail or refuse to comply with the provisions of subdivisions 2 and 3 of Section 3036-a of the Act, or the State shall fail to appropriate and pay to the Corporation, as and when required by such Section, for deposit in the Capital Reserve Fund any amount or amounts as shall be certified by the Chairman pursuant to such provisions of the Act or the Corporation shall fail or refuse to deposit in the Capital Reserve Fund the amount or amounts received by the Corporation for deposit in such Fund; or

(e) the Corporation shall fail or refuse to comply with the provisions of the Act, other than as provided in (c) or (d) above, or shall default in the performance or observance of any other of the covenants, agreements or conditions on its part contained in this Resolution, any Series Resolution, any Supplemental Resolution, or in the Bonds, and such failure, refusal or default shall continue for a period of forty-five (45) days after written notice thereof by the Holders of not less than five per centum (5%) in principal amount of the Outstanding Bonds; or

(f) the State shall for any reason fail or refuse to continue the imposition of either the Sales Tax imposed by Section 1107
of Article 28 of the Tax Law as the same may be from time to
time amended or the Stock Transfer Tax imposed by Sections 270
and 270-a of Article 12 of such Law as the same may be from time
to time amended or if the rates of such taxes shall be reduced to
rates less than those in effect on July 2, 1975; or

(g) the State shall fail to maintain the existence of either the
special account for the Corporation in the municipal assistance
tax fund established pursuant to Section 92-d of the State Finance
Law or the stock transfer tax fund established by Section 92-b of
said Law; or

(h) the State shall for any reason fail or refuse to apportion
and pay Per Capita Aid or shall fail to maintain the State Aid
Fund and the Special Aid Account therein or shall reduce the
amount of Per Capita Aid payable during the current Fiscal Year
to an amount less than the maximum amount of principal of and
interest maturing or otherwise coming due on the Outstanding
Bonds in the current or any future Fiscal Year.

1203. Remedies. (1) Upon the happening and continuance of any
event of default specified in paragraph (a) or (b) of Section 1202, the
Trustee shall proceed, or upon the happening and continuance of any
event of default specified in paragraphs (c), (d), (e), (f), (g) or (h) of
Section 1202, the Trustee may proceed, and upon the written request
of the Holders of not less than twenty-five per centum (25%) in prin-
cipal amount of the Outstanding Bonds shall proceed, in its own name,
to protect and enforce its rights and the rights of the Bondholders by
such of the following remedies, as the Trustee, being advised by counsel,
shall deem most effectual to protect and enforce such rights:

(a) by mandamus or other suit, action or proceeding at law
or in equity, to enforce all rights of the Bondholders, and to require
the Corporation to carry out any other covenant or agreement
with Bondholders and to perform its duties under the Act;

(b) by bringing suit upon the Bonds;

(c) by action or suit in equity, to require the Corporation to
account as if it were the trustee of an express trust for the Holders
of the Bonds;

(d) by action or suit in equity, to enjoin any acts or things
which may be unlawful or in violation of the rights of the Holders of the Bonds;

(e) in accordance with the provisions of the Act, to declare all Bonds due and payable, and if all defaults shall be made good, then, with the written consent of the Holders of not less than twenty-five per centum (25%) in principal amount of the Outstanding Bonds, to annul such declaration and its consequences.

(2) In the enforcement of any remedy under this Resolution, the Trustee shall be entitled to sue for, enforce payment on and receive any and all amounts then or during any default becoming, and at any time remaining, due from the Corporation for principal, Redemption Price, interest or otherwise, under any provision of this Resolution or a Series Resolution or of the Bonds, and unpaid, with interest on overdue payments at the rate or rates of interest specified in such Bonds, together with any and all costs and expenses of collection and of all proceedings hereunder and under such Bonds, without prejudice to any other right or remedy of the Trustee or of the Bondholders, and to recover and enforce a judgment or decree against the Corporation for any portion of such amounts remaining unpaid, with interest, costs and expenses, and to collect from any monies available for such purpose, in any manner provided by law, the monies adjudged or decreed to be payable.

1204. Priority of Payments After Default. In the event that the funds held by the Trustee and Paying Agents shall be insufficient for the payment of interest and principal, Sinking Fund Installments or Redemption Price then due on the Bonds, such funds (other than funds held for the payment or redemption of particular Bonds or coupons which have theretofore become due at maturity or by call for redemption) and any other monies received or collected by the Trustee acting pursuant to the Act and this Article XII, after making provision for the payment of any expenses necessary in the opinion of the Trustee to protect the interests of the Holders of the Bonds, and for the payment of the charges and expenses and liabilities incurred and advances made by the Trustee or any Paying Agents in the performance of their respective duties under this Resolution, shall be applied as follows:

(a) Unless the principal of all of the Bonds shall have become or have been declared due and payable,
First: To the payment to the persons entitled thereto of all installments of interest then due in the order of the maturity of such installments, and, if the amount available shall not be sufficient to pay in full any installment, then to the payment thereof ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference; and

Second: To the payment to the persons entitled thereto of the unpaid principal, Sinking Fund Installments or Redemption Price of any Bonds which shall have become due, whether at maturity or by call for redemption, in the order of their due dates and, if the amounts available shall not be sufficient to pay in full all the Bonds due on any date, then to the payment thereof ratably, according to the amounts of principal or Redemption Price due on such date, to the persons entitled thereto, without any discrimination or preference.

(b) If the principal of all of the Bonds shall have become or have been declared due and payable, to the payment of the principal and interest then due and unpaid upon the Bonds without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any Bond over any other Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds and coupons.

The provisions of this Section 1204 are in all respects subject to the provisions of Section 902.

Whenever monies are to be applied by the Trustee pursuant to the provisions of this Section, such monies shall be applied by the Trustee at such times, and from time to time, as the Trustee in its sole discretion shall determine, having due regard to the amount of such monies available for application and the likelihood of additional money becoming available for such application in the future; the deposit of such monies with the Paying Agents, or otherwise setting aside such monies in trust for the proper purpose, shall constitute proper application by the Trustee; and the Trustee shall incur no liability whatsoever
to the Corporation, to any Bondholder or to any other person for any delay in applying any such monies, so long as the Trustee acts with reasonable diligence, having due regard for the circumstances, and ultimately applies the same in accordance with such provisions of this Resolution as may be applicable at the time of application by the Trustee. Whenever the Trustee shall exercise such discretion in applying such monies, it shall fix the date (which shall be an interest payment date unless the Trustee shall deem another date more suitable) upon which such application is to be made and upon such date interest on the amounts of principal to be paid on such date shall cease to accrue. The Trustee shall give such notice as it may deem appropriate for the fixing of any such date. The Trustee shall not be required to make payment to the Holder of any unpaid coupon or any Bond unless such coupon or such Bond shall be presented to the Trustee for appropriate endorsement or for cancellation if fully paid.

1205. Termination of Proceedings. In case any proceeding taken by the Trustee on account of any event of default shall have been discontinued or abandoned for any reason, then in every such case the Corporation, the Trustee and the Bondholders shall be restored to their former positions and rights hereunder, respectively, and all rights, remedies, powers and duties of the Trustee shall continue as though no such proceeding had been taken.

1206. Bondholders' Direction of Proceedings. Anything in this Resolution to the contrary notwithstanding, the Holders of the majority in principal amount of the Bonds then Outstanding shall have the right by an instrument or concurrent instruments in writing executed and delivered to the Trustee, to direct the method of conducting all remedial proceedings to be taken by the Trustee hereunder, provided that such direction shall not be otherwise than in accordance with law or the provisions of this Resolution, and that the Trustee shall have the right to decline to follow any such direction which in the opinion of the Trustee would be unjustly prejudicial to Bondholders not parties to such direction.

1207. Limitation on Rights of Bondholders. No Holder of any Bond shall have any right to institute any suit, action, mandamus or other proceeding in equity or at law hereunder, or for the protection or
enforcement of any right under this Resolution or any right under law unless such Holder shall have given to the Trustee written notice of the event of default or breach of duty on account of which such suit, action or proceeding is to be taken, and unless the Holders of not less than twenty-five per centum (25%) in principal amount of the Bonds then Outstanding shall have made written request of the Trustee after the right to exercise such powers or right of action, as the case may be, shall have occurred, and shall have afforded the Trustee a reasonable opportunity either to proceed to exercise the powers herein granted or granted under the law or to institute such action, suit or proceeding in its name and unless, also, there shall have been offered to the Trustee reasonable security and indemnity against the costs, expenses and liabilities to be incurred therein or thereby, and the Trustee shall have refused or neglected to comply with such request within a reasonable time; and such notification, request and offer of indemnity are hereby declared in every such case, at the option of the Trustee, to be conditions precedent to the execution of the powers under this Resolution or for any other remedy hereunder or under law. It is understood and intended that no one or more Holders of the Bonds hereby secured shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security of this Resolution, or to enforce any right hereunder or under law with respect to the Bonds or this Resolution, except in the manner herein provided, and that all proceedings at law or in equity shall be instituted, had and maintained in the manner herein provided and for the benefit of all Holders of the Outstanding Bonds and coupons. Notwithstanding the foregoing provisions of this Section or any other provisions of this Article XII, the obligation of the Corporation shall be absolute and unconditional to pay the principal and Redemption Price of and interest on the Bonds to the respective Holders thereof and the coupons pertaining thereto at the respective due dates thereof, and nothing herein shall affect or impair the right of action, which is absolute and unconditional, of such Holders to enforce such payment.

Anything to the contrary notwithstanding contained in this Section 1207, or any other provision of this Resolution, each Holder of any Bond by his acceptance thereof shall be deemed to have agreed that any court in its discretion may require, in any suit for the enforcement of any right or remedy under this Resolution or any Series Resolution, or in any suit against the Trustee for any action taken or omitted by
it as Trustee, the filing by any party litigant in such suit of an undertaking to pay the reasonable costs of such suit, and that such court may in its discretion assess reasonable costs, including reasonable attorneys' fees, against any party litigant in any such suit, having due regard to the merits and good faith of the claims or defenses made by such party litigant; but the provisions of this paragraph shall not apply to any suit instituted by the Trustee, to any suit instituted by any Bondholder, or group of Bondholders, holding at least twenty-five per centum (25%) in principal amount of the Bonds Outstanding, or to any suit instituted by any Bondholder for the enforcement of the payment of the principal or Redemption Price of or interest on any Bond on or after the respective due date thereof expressed in such Bond.

1208. Possession of Bonds by Trustee Not Required. All rights of action under this Resolution or under any of the Bonds, enforceable by the Trustee, may be enforced by it without the possession of any of the Bonds or the coupons appertaining thereto or the production thereof on the trial or other proceeding relative thereto, and any such suit, action or proceeding instituted by the Trustee shall be brought in its name for the benefit of all the Holders of such Bonds and coupons, subject to the provisions of this Resolution.

1209. Remedies Not Exclusive. No remedy herein conferred upon or reserved to the Trustee or to the Holders of the Bonds is intended to be exclusive of any other remedy or remedies, and each and every such remedy shall be cumulative and shall be in addition to any other remedy given hereunder or now or hereafter existing at law or in equity or by statute.

1210. No Waiver of Default. No delay or omission of the Trustee or of any Holder of the Bonds to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or an acquiescence therein; and every power and remedy given by this Resolution to the Trustee and the Holders of the Bonds, respectively, may be exercised from time to time and as often as may be deemed expedient.

1211. Notice of Event of Default. The Trustee shall give to the Bondholders notice of each event of default hereunder known to the Trustee within ninety (90) days after knowledge of the occurrence
thereof, unless such event of default shall have been remedied or cured before the giving of such notice; provided that, except in the case of default in the payment of the principal, Sinking Fund Installment, or Redemption Price of or interest on any of the Bonds, or in the making of any payment required to be made into the Operating Fund, the Bond Service Fund or the Capital Reserve Fund, the Trustee shall be protected in withholding such notice if and so long as the board of directors, the executive committee, or a trust committee of directors or responsible officers of the Trustee in good faith determines that the withholding of such notice is in the interests of the Bondholders. Each such notice of event of default shall be given by the Trustee by mailing written notice thereof: (1) to all registered Holders of Bonds, as the names and addresses of such Holders appear upon the books for registration and transfer of Bonds as kept by the Trustee; (2) to such Bondholders as have filed their names and addresses with the Trustee for that purpose; and (3) to such other persons as is required by law.

ARTICLE XIII

EXECUTION OF INSTRUMENTS BY BONDHOLDERS AND
PROOFS OF OWNERSHIP OF BONDS

1301. Evidence of Signatures of Bondholders and Ownership of Bonds. Any request, direction, consent, revocation of consent, or other instrument in writing required or permitted by this Resolution to be signed or executed by Bondholders may be in any number of concurrent instruments of similar tenor, and may be signed or executed by such Bondholders in person or by their attorneys or agents appointed by an instrument in writing for that purpose, or, in the case of coupon Bonds, by any bank, trust company, or other depository of such Bonds. Proof of the execution of any such instrument, or of any instrument appointing any such attorney or agent, and of the holding and ownership of Bonds shall be sufficient for any purpose of this Resolution (except as otherwise herein provided), if made in the following manner:

(a) The fact and date of the execution by any Bondholder or his attorney or agent of any such instrument and of any instrument appointing any such attorney or agent, may be proved by delivery of a certificate, which need not be acknowledged or veri-
fied, of an officer of any bank, trust company, or other depository, or of any notary public, or other officer authorized to take acknowledgments. Where any such instrument is executed by an officer of a corporation or association or a member of a partnership on behalf of such corporation, association or partnership, such certificate shall also constitute sufficient proof of his authority.

(b) The fact of the holding of coupon Bonds by any Bondholder and the amount and the numbers of such Bonds and the date of his holding the same (unless such Bonds be registered as to principal other than to bearer) may be proved by a certificate executed by an officer of any bank, trust company, or other depository, if such certificate shall be deemed by the Trustee to be satisfactory, showing that at the date therein mentioned such person had on deposit with or exhibited to such bank, trust company, or other depository the Bonds described in such certificate. The Trustee may conclusively assume that such ownership continues until written notice of the contrary is served upon the Trustee. The ownership of registered Bonds shall be proved by the registry books kept by the Trustee under the provisions of this Resolution.

Nothing contained in this Article shall be construed as limiting the Trustee to such proof, it being intended that the Trustee may accept any other evidence of the matters herein stated which may seem sufficient. Any request or consent of the Holder of any Bond shall bind every future Holder of the same Bond in respect of anything done or suffered to be done by the Corporation, the Trustee or any Paying Agent in pursuance of such request or consent.

ARTICLE XIV

Defeasance

1401. Defeasance. 1. If the Corporation shall pay or cause to be paid to the Holders of all Bonds and coupons then Outstanding, the principal and interest and Redemption Price, if any, to become due thereon, at the times and in the manner stipulated therein and in the Resolution, then, at the option of the Corporation, expressed in an instrument in writing signed by an Authorized Officer and delivered to the Trustee, the covenants, agreements and other obligations of the
Corporation to the Bondholders shall be discharged and satisfied. In such event, the Trustee shall, upon the request of the Corporation, execute and deliver to the Corporation all such instruments as may be desirable to evidence such discharge and satisfaction and the Fiduciaries shall pay over or deliver to the Corporation all money, securities and funds held by them pursuant to the Resolution which are not required for the payment or redemption of Bonds or coupons not theretofore surrendered for such payment or redemption.

2. Bonds or coupons or interest installments for the payment or redemption of which moneys shall have been set aside and shall be held in trust by the Fiduciaries (through deposit by the Corporation of funds for such payment or redemption or otherwise) at the maturity or redemption date thereof shall be deemed to have been paid within the meaning and with effect expressed in subsection 1 of this Section. All Outstanding Bonds of any Series and all coupons appertaining to such Bonds shall, prior to the maturity or redemption date thereof, be deemed to have been paid within the meaning and with effect expressed in subsection 1 of this Section if (a) in case any of said Bonds are to be redeemed on any date prior to their maturity, the Corporation shall have given to the Trustee in form satisfactory to it irrevocable instructions to publish as provided in Article IV of the Resolution notice of redemption on said date of such Bonds, (b) there shall have been deposited with the Trustee either monies in an amount which shall be sufficient, or direct obligations of the United States of America the principal of and the interest on which when due will provide monies which, together with the monies, if any, deposited with the Trustee at the same time, shall be sufficient, to pay, when due, the principal or Redemption Price, if applicable, and interest due and to become due on said Bonds on and prior to the redemption date or maturity date thereof, as the case may be, and (c) in the event said Bonds are not by their terms subject to redemption within the next succeeding 60 days, the Corporation shall have given the Trustee in form satisfactory to it irrevocable instructions to publish, as soon as practicable, at least twice, at an interval of not less than seven days between publications, in an Authorized Newspaper a notice to the Holders of such Bonds and coupons that the deposit required by (b) above has been made with the Trustee and that said Bonds and coupons are deemed to have been paid in accordance with this Section and stating such maturity or
redemption date upon which monies are to be available for the payment of the principal or Redemption Price, if applicable, on said Bonds. Neither direct obligations of the United States of America or monies deposited with the Trustee pursuant to this Section nor principal or interest payments on any such securities shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal or Redemption Price, if applicable, and interest on said Bonds; provided that any cash received from such principal or interest payments on such direct obligations of the United States of America deposited with the Trustee, if not then needed for such purpose, shall, to the extent practicable, be reinvested in direct obligations of the United States of America maturing at times and in amounts sufficient to pay when due the principal or Redemption Price, if applicable, and interest to become due on said Bonds on and prior to such redemption date or maturity date thereof, as the case may be, and interest earned from such reinvestment shall be paid over to the Corporation, as received by the Trustee, free and clear of any trust, lien or pledge.

3. Anything in the Resolution to the contrary notwithstanding, any monies held by a Fiduciary in trust for the payment and discharge of any of the Bonds or coupons which remain unclaimed for six years after the date when such Bonds have become due and payable, either at their stated maturity dates or by call for earlier redemption, if such monies were held by the Fiduciary at such date, or for six years after the date of deposit of such monies if deposited with the Fiduciary after the said date when such Bonds became due and payable, shall, at the written request of the Corporation, be repaid by the Fiduciary to the Corporation, as its absolute property and free from trust, and the Fiduciary shall thereupon be released and discharged with respect thereto and the Bondholders shall look only to the Corporation for the payment of such Bonds and coupons; provided, however, that before being required to make any such payment to the Corporation, the Fiduciary shall, at the expense of the Corporation, cause to be published at least twice, at an interval of not less than seven days between publications, in an Authorized Newspaper, a notice that said monies remain unclaimed and that, after a date named in said notice, which date shall be not less than 30 days after the date of the first publication of such notice, the balance of such monies then unclaimed will be returned to the Corporation.
ARTICLE XV
MISCELLANEOUS

1501. Preservation and Inspection of Documents. All documents received by the Trustee or any Paying Agent under the provisions of this Resolution or any Series Resolution shall be retained in its possession and shall be subject at all reasonable times to the inspection of the Corporation, the Trustee or any Paying Agent and after written request received by the Trustee at least five business days prior to the date of inspection, by any Holder of Outstanding Bonds and their agents and representatives, any of whom may make copies thereof.

1502. Parties of Interest. Nothing in this Resolution or in any Series Resolution adopted pursuant to the provisions hereof, expressed or implied, is intended to or shall be construed to confer upon or to give to any person or party other than the Corporation, Trustee, Paying Agents and the Holders of the Bonds and coupons pertaining thereto any rights, remedies or claims under or by reason of this Resolution or any Series Resolution or any covenants, condition or stipulation thereof; and all covenants, stipulations, promises and agreements in this Resolution and any Series Resolution contained by or on behalf of the Corporation shall be for the sole and exclusive benefit of the Corporation, Trustee and Paying Agents and the Holders from time to time of the Bonds and the coupons pertaining thereto.

1503. No Recourse Under Resolution or on Bonds. All covenants, stipulations, promises, agreements and obligations of the Corporation contained in this Resolution shall be deemed to be the covenants, stipulations, promises, agreements and obligations of the Corporation and not of any member, officer or employee of the Corporation in his individual capacity, and no recourse shall be had for the payment of the principal or Redemption Price of or interest on the Bonds or for any claim based thereon or on this Resolution against any member, officer or employee of the Corporation or any natural person executing the Bonds.

1504. Severability. If any one or more of the covenants, stipulations, promises, agreements or obligations provided in this Resolution on the part of the Corporation, Trustee or any Paying Agent to be performed should be determined by a court of competent jurisdiction to be contrary to law, then such covenant or covenants, stipulation or stipu-
lations, promise or promises, agreement or agreements, obligation or obligations shall be deemed and construed to be severable from the remaining covenants, stipulations, promises, agreements and obligations herein contained and shall in no way affect the validity of the other provisions of this Resolution.

1505. *Headings.* Any headings preceding the texts of the several Articles and Sections hereof, and any table of contents or marginal notes appended to copies hereof, shall be solely for convenience of reference and shall not constitute a part of this Resolution, nor shall they affect its meaning, construction or effect.

1506. *Conflict.* All resolutions or parts of resolutions or other proceedings of the Corporation in conflict herewith be and the same are repealed insofar as such conflict exists.

1507. *Effective Date.* This Resolution shall take effect immediately upon its adoption.
MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

Series 20 Resolution

Authorizing
$64,270,000
SERIES 20 BONDS

Adopted October 31, 1979
MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

SERIES 20 RESOLUTION AUTHORIZING
$64,270,000
SERIES 20 BONDS

TABLE OF CONTENTS*

ARTICLE I
DEFINITIONS AND STATUTORY AUTHORITY

SECTION 101. Series 20 Resolution ........................................... 1
SECTION 102. Definitions .......................................................... 1
SECTION 103. Authority for the Series 20 Resolution ....................... 2

ARTICLE II
AUTHORIZATION, TERMS AND ISSUANCE OF SERIES 20 BONDS

SECTION 201. Authorization of Series 20 Bonds, Principal Amount, Designation and Series .................................................. 2
SECTION 202. Purpose ............................................................... 2
SECTION 203. Date of Series 20 Bonds ........................................ 3
SECTION 204. Maturity and Interest Rate ..................................... 3
SECTION 205. Interest Payments ............................................... 3

* This Table of Contents was not part of the Resolution as adopted.
ARTICLE III

FORMS AND EXECUTION OF SERIES 20 BONDS AND COUPONS

SECTION 301. Forms of Bonds and Coupons of Series 20 Bonds 6
SECTION 302. No Recourse on Series 20 Bonds 27
SECTION 303. Execution and Authentication of Series 20 Bonds 27

ARTICLE IV

MISCELLANEOUS

SECTION 401. Special Covenants 28
SECTION 402. State Covenant 29
SECTION 403. Authorized Officers 31
SECTION 404. When Effective 31
SERIES 20 RESOLUTION AUTHORIZING

$64,270,000

SERIES 20 BONDS

Be It Resolved by the Board of Directors of the Municipal Assistance Corporation For The City of New York, as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 101. Series 20 Resolution. This Series 20 Resolution Authorizing $64,270,000 Series 20 Bonds is supplemental to, and constitutes a Series Resolution within the meaning of and is adopted in accordance with Article X of, the resolution adopted by the Corporation on November 25, 1975, as amended and supplemented, entitled "Second General Bond Resolution" and referred to herein as the "Resolution".

Section 102. Definitions. (a) All terms which are defined in Section 101 of the Resolution shall have the same meanings, respectively, in this Series 20 Resolution Authorizing $64,270,000 Series 20 Bonds as such terms are given in said Section 101 of the Resolution.

(b) In addition, as used in this Series 20 Resolution Authorizing $64,270,000 Series 20 Bonds, unless the context shall otherwise require, the following terms shall have the following respective meanings:


"Series 20 Bonds" shall mean the Bonds authorized by Article II of this Series 20 Resolution.
"Series 20 Resolution" shall mean this Series 20 Resolution Authorizing $64,270,000 Series 20 Bonds.

"Tenderer" shall mean the New York State Insurance Fund.

(c) Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words importing the singular number shall include the plural number and vice versa, and words importing persons shall include corporations and associations, including public bodies, as well as natural persons, but shall not include the Corporation.

(d) The terms "hereby," "hereof," "hereto," "herein," "hereunder," and any similar terms, as used in this Series 20 Resolution, refer to the Series 20 Resolution.

Section 103. Authority for the Series 20 Resolution. This Series 20 Resolution is adopted pursuant to the provisions of the Act and the Resolution.

Article II
Authorization, Terms and Issuance of Series 20 Bonds

Section 201. Authorization of Series 20 Bonds, Principal Amount, Designation and Series. The Series 20 Bonds are hereby authorized to be issued in the aggregate principal amount of $64,270,000 pursuant to and subject to the terms, conditions and limitations established in the Resolution and this Series 20 Resolution and shall be deemed to be Term Bonds within the meaning of the Resolution. In addition to the title "Bonds", such Series of Bonds shall bear the additional designation of "Series 20" and each as so designated shall be entitled "Series 20 Bonds" and may be issued in coupon form payable to bearer and registrable as to principal only or in fully registered form.

Section 202. Purpose. The purpose for which the Series 20 Bonds are being issued is to exchange the Series 20 Bonds for the 1975 Series O Bonds and 1975 Series X Bonds.

Section 203. Date of Series 20 Bonds. The Series 20 Bonds shall be dated November 1, 1979, except as otherwise provided in Section 301.
of the Resolution with respect to certain registered Series 20 Bonds issued on or after the first interest payment date. Registered Series 20 Bonds issued prior to the first interest payment date thereof shall be dated November 1, 1979.

Section 204. Maturity and Interest Rate. The Series 20 Bonds shall bear interest at the rate of eight and one-half per centum (8½%) per annum and shall mature on July 1, 2008.

Section 205. Interest Payments. The Series 20 Bonds shall bear interest from November 1, 1979, payable on July 1, 1980 and semi-annually thereafter on January 1 and on July 1 in each year, to the date of maturity or earlier redemption, and thereafter shall bear interest at the same rate until the Corporation’s obligation with respect to the payment of the principal sum of the Series 20 Bonds is discharged.

Section 206. Denominations, Numbers and Letters. The Series 20 Bonds shall be issued in the denomination of $5,000 in the case of Series 20 Bonds in coupon form payable to bearer and in the denomination of $5,000 or an integral multiple of $5,000 in fully registered form without coupons. The Series 20 Bonds in coupon form shall be numbered 20-08- and the Series 20 Bonds in fully registered form without coupons shall be numbered and lettered 20R-08-. Series 20 Bonds in coupon form so designated shall be numbered from 1 upwards and Series 20 Bonds in fully registered form shall be numbered consecutively from 1 upwards in order of issuance. Any Series 20 Bond in coupon form payable to bearer surrendered to the Trustee in any exchange or transfer pursuant to Section 308 of the Resolution shall be cancelled forthwith by the Trustee upon its books, provided, however, that the Trustee is authorized to retain any Series 20 Bond in such coupon form so surrendered and to re-issue, if necessary, any such Bond so retained with unmatured coupons representing interest to become due attached thereto in exchange for a registered Series 20 Bond or Bonds in accordance with the provisions of Section 304 of the Resolution (any such Series 20 Bond or coupon so retained by the Trustee shall not be deemed Outstanding while so retained).

Section 207. CUSIP Number. The Corporation is hereby authorized, in its discretion and if so requested by the Tenderer, to
provide for the assignment of a CUSIP number for the Series 20 Bonds and to have such CUSIP number printed thereon, and the Corporation may direct the Trustee to use such CUSIP number in notices of redemption and on checks payable to registered Bondholders as a convenience to Bondholders, provided that any such notice shall state that no representation is made as to the correctness of such number either as printed on the Series 20 Bonds or as contained in any notice of redemption.

SECTION 208. Places of Payment and Paying Agents. The principal and Redemption Price of, and interest on, the Series 20 Bonds in coupon form payable to bearer shall be payable at the following, hereby appointed Paying Agents hereunder: the corporate trust office of Chase Manhattan Bank (National Association), in the Borough of Manhattan, City and State of New York, or, at the option of the holder, at Bank of America National Trust and Savings Association, in the City and County of San Francisco, State of California. The interest on all registered Series 20 Bonds, and the principal and Redemption Price of all registered Series 20 Bonds and of all Series 20 Bonds issued in coupon form payable to bearer and registered as to principal shall be payable at the corporate trust office of the Trustee.

SECTION 209. Optional Redemption of Series 20 Bonds and Terms. The Series 20 Bonds shall be subject to redemption at the election of the Corporation, at any time on and after July 1, 1989, as a whole on any date, or in part, by lot, on any interest payment date or dates, at the Redemption Prices (expressed as a percentage of the principal amount) plus accrued interest, if any, to the date of redemption, as set forth below:

<table>
<thead>
<tr>
<th>Redemption Period</th>
<th>Redemption Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>July 1, 1989 to June 30, 1991</td>
<td>102 %</td>
</tr>
<tr>
<td>July 1, 1991 to June 30, 1993</td>
<td>101½</td>
</tr>
<tr>
<td>July 1, 1993 to June 30, 1995</td>
<td>101</td>
</tr>
<tr>
<td>July 1, 1995 to June 30, 1997</td>
<td>100½</td>
</tr>
<tr>
<td>July 1, 1997 and thereafter</td>
<td>100</td>
</tr>
</tbody>
</table>

SECTION 210. Sinking Fund Installments. The Series 20 Bonds shall be subject to redemption, in part, by operation of the Bond Service Fund through application of Sinking Fund Installments beginning on
July 1, 2000, as herein provided, upon published notice, all as prescribed in Article IV of the Resolution, at the Redemption Price of one hundred per centum (100%) of the principal amount of each Series 20 Bond or portion thereof to be redeemed, plus accrued interest, if any, to the date of redemption. Unless none of the Series 20 Bonds shall then be Outstanding and, subject to the provisions of Section 605 of the Resolution permitting amounts to be credited to part or all of any one or more Sinking Fund Installments, there shall be due and the Corporation shall be required to pay for the retirement of the Series 20 Bonds, on July 1 of each of the years set forth in the following table, the amount set forth opposite such year in said table, and the said amount to be paid on each such date is hereby established as and shall constitute a Sinking Fund Installment for retirement of the Series 20 Bonds:

<table>
<thead>
<tr>
<th>Year</th>
<th>Sinking Fund Installment</th>
</tr>
</thead>
<tbody>
<tr>
<td>2000</td>
<td>$4,960,000</td>
</tr>
<tr>
<td>2001</td>
<td>5,400,000</td>
</tr>
<tr>
<td>2002</td>
<td>5,830,000</td>
</tr>
<tr>
<td>2003</td>
<td>6,405,000</td>
</tr>
<tr>
<td>2004</td>
<td>6,570,000</td>
</tr>
<tr>
<td>2005</td>
<td>7,590,000</td>
</tr>
<tr>
<td>2006</td>
<td>8,265,000</td>
</tr>
<tr>
<td>2007</td>
<td>9,000,000</td>
</tr>
</tbody>
</table>

**Section 211. Selection by Lot.** If less than all of the Series 20 Bonds are to be redeemed, the particular Bonds to be redeemed shall be selected by lot in accordance with Section 404 of the Resolution.

**Section 212. Exchange of the Series 20 Bonds.** The Series 20 Bonds authorized to be issued herein shall be issued and delivered to the Tenderer, upon the order of the Corporation, at such times as the Trustee shall be directed in writing by an Authorized Officer, and upon delivery, as consideration therefor, to or for the account of the Trustee on behalf of the Corporation of the 1975 Series O Bonds and 1975 Series X Bonds as described in a certificate of an Authorized Officer delivered to such Trustee. The Trustee is hereby directed, upon the exchange of the Series 20 Bonds for the 1975 Series O Bonds and 1975 Series X Bonds, to cancel the 1975 Series O Bonds and 1975 Series X Bonds.
Any Authorized Officer is hereby authorized to permit the distribution of a final official statement in substantially the form presented at this meeting with such changes, omissions, insertions and revisions as such officer shall deem advisable and to sign and deliver such final official statement in the name and on behalf of the Corporation to the Tenderer.

The Series 20 Bonds shall be delivered to the Tenderer at such time and place as shall be determined by the Corporation.

Any Authorized Officer is hereby authorized to order payment of the accrued interest on the 1975 Series O Bonds and the 1975 Series X Bonds up to the date of their exchange for the Series 20 Bonds, from any monies not held in any Fund or Account established under either the First or Second General Bond Resolution.

ARTICLE III

FORMS AND EXECUTION OF SERIES 20 BONDS AND COUPONS

SECTION 301. Forms of Bonds and Coupons of Series 20 Bonds. Subject to the provisions of the Resolution, the Series 20 Bonds in coupon form and coupons to be attached thereto and the Series 20 Bonds in registered form, together with the form of assignment therefor, and the Trustee’s Certificate of Authenticication, shall be in substantially the following forms and tenors:

(Form of Coupon Series 20 Bond)

No. 20-08- $5,000

MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

Series 20 Bond

The Municipal Assistance Corporation for the City of New York (hereinafter sometimes called the “Corporation”), a corporate governmental agency and instrumentality of the State of New York (herein sometimes called the “State”) constituting a public benefit corporation, organized and existing under and pursuant to the laws of the State of New York, acknowledges itself indebted to, and for value received, hereby promises to pay to the bearer or, if this Bond be registered as herein provided, to the registered owner hereof, upon presentation and surrender of this Bond, the principal sum of Five Thousand Dollars ($5,000) on the first day of July, 2008, unless
redeemed prior thereto as hereinafter provided, and to pay interest thereon at the rate of eight and one-half per centum (8½%) per annum, payable on July 1, 1980 and semi-annually thereafter on January 1 and on July 1, in each year, from the date hereof to the date of maturity or earlier redemption of this Bond and thereafter at the same rate, until the Corporation’s obligation with respect to the payment of such principal sum shall be discharged, but with respect to interest due on or before the maturity of this Bond only according to the tenor and upon presentation and surrender of the attached coupons as they respectively become due and payable. Both principal and redemption premium, if any, of and interest on this Bond are payable in any coin or currency of the United States of America which, on the respective dates of payment thereof, shall be legal tender for the payment of public and private debts, at the corporate trust office of Chase Manhattan Bank (National Association), in the Borough of Manhattan, City and State of New York, or, at the option of the holder, at the corporate trust office of Bank of America National Trust and Savings Association, in the City and County of San Francisco, State of California. The principal of this Bond, if registered, is payable only at the corporate trust office of United States Trust Company of New York, in the Borough of Manhattan, City and State of New York, as trustee under the resolution of the Corporation adopted November 25, 1975, as amended and supplemented, entitled “Second General Bond Resolution” (herein called the “Second General Bond Resolution”), or its successor as trustee (herein called the “Trustee”), in like coin or currency.

This Bond is one of a duly authorized issue of bonds of the Corporation designated as its “Bonds” (herein called the “Bonds”) issued and to be issued in various series under and pursuant to the New York State Municipal Assistance Corporation Act, as amended by the Municipal Assistance Corporation for the city of New York Act, said Acts being Titles I, II and III of Article 10 of the Public Authorities Law (Chapter 48-A of the Consolidated Laws of the State of New York), as amended (herein called the “Act”), and under and pursuant to the Second General Bond Resolution and the series resolution authorizing each such series.

The Bonds are general obligations of the Corporation payable out of any payments to the Corporation pursuant to Sections 3036 and 3036-a of the Act except for amounts pledged pursuant to the General Bond Resolution of the Corporation adopted July 2, 1975, as amended and supplemented (the “First General Bond Resolution”), and the
rights of the holders of the Bonds to such amounts are declared to be expressly subordinate to the rights of the holders of obligations issued pursuant to the First General Bond Resolution and any payments to the Corporation for credit to the Operating Fund as defined in and established pursuant to the First General Bond Resolution. The Bonds are entitled to a first lien created by the pledge under the Second General Bond Resolution of all revenues, moneys and securities in the Bond Service Fund and the Capital Reserve Fund (as defined therein). The Second General Bond Resolution provides for the application of the amounts in the Capital Reserve Fund and in the Bond Service Fund to the payment, when due, of the principal or redemption price, if any, of and interest on the Bonds. Pursuant to the Second General Bond Resolution, such revenues, moneys and securities include each of the following: (i) all amounts received by the Corporation for deposit into the Bond Service Fund and into the Capital Reserve Fund, as payments from the Municipal Assistance Aid Fund established by the State Finance Law (Chapter 56 of said Consolidated Laws), which are required to be made only if and to the extent that moneys appropriated by the Legislature of the State of New York as per capita aid pursuant to Section 54 of the State Finance Law payable to The City of New York (herein sometimes called the "City") shall have been apportioned and paid into and be available in the Special Aid Account established within such Municipal Assistance Aid Fund for the Corporation; (ii) all amounts received by the Corporation for deposit into the Bond Service Fund and into the Capital Reserve Fund, as payments from the Municipal Assistance Tax Fund established by the State Finance Law, which are required to be made only if and to the extent that moneys from the sales and compensating use taxes as imposed by Section 1107 of Article 28 of the Tax Law (Chapter 60 of said Consolidated Laws) and, if required, the stock transfer tax imposed by Article 12 of said Tax Law, have been appropriated by the Legislature of the State of New York from the Special Tax Account established within such Municipal Assistance Tax Fund for the Corporation or that revenues shall have otherwise been made available therefor by the State of New York; (iii) all amounts received by the Corporation from the State of New York as payments for deposit into the Capital Reserve Fund (pursuant to the Act by certification annually on or before December 1, of the Chairman to the Governor and the Director of the Budget of the State of New York, of the amount necessary to restore the Capital Reserve Fund to
its required amount); and (iv) investment earnings of moneys in the Capital Reserve Fund and Bond Service Fund; provided, however, that pursuant to the Act, any provision therein or in the Resolutions or in any other agreement between the Corporation and the holders of Bonds, relating to said per capita aid, taxes and such Municipal Assistance Aid Fund, the Special Aid Account, the Municipal Assistance Tax Fund, the Special Tax Account and the Stock Transfer Tax Fund established by the State Finance Law, shall be deemed executory only to the extent of the moneys available to the State of New York in such Funds from time to time and the State of New York shall incur no liability on account thereof beyond such moneys.

As provided in the Second General Bond Resolution, the Bonds may be issued from time to time pursuant to series resolutions in one or more series, in various principal amounts, may mature at different times, may bear interest at different rates and may otherwise vary as provided in the Second General Bond Resolution. The aggregate principal amount of Bonds which may be issued pursuant to the Second General Bond Resolution is not limited except as provided in the Second General Bond Resolution and in certain other resolutions of the Corporation, or as may be limited by law, and all Bonds issued and to be issued pursuant to the Second General Bond Resolution are and will be equally secured by the pledges and covenants made therein, except as otherwise expressly provided or permitted in the Second General Bond Resolution.

This Bond is one of a series of Bonds designated "Series 20 Bonds" (herein called the "Series 20 Bonds"), issued in the aggregate principal amount of $64,270,000 pursuant to the Second General Bond Resolution and the series resolution of the Corporation, adopted October 31, 1979, entitled "Series 20 Resolution Authorizing $64,270,000 Series 20 Bonds" (said resolutions being herein collectively called the "Resolutions"), for purposes authorized by the Act. Copies of the Resolutions are on file at the office of the Corporation and at the corporate trust office of the Trustee and reference to the Resolutions and any and all supplements thereto and modifications and amendments thereof and to the Act is made for a description of the pledges and covenants securing the Series 20 Bonds, the nature, extent and manner of enforcement of such pledges, the rights and remedies of the holders or registered owners of the Series 20 Bonds with respect thereto and the terms and conditions upon which the Series 20 Bonds are issued and may be issued thereunder.
Pursuant to the provisions of Section 10-a of the New York State Financial Emergency Act for The City of New York, as amended (constituting Chapter 1 of Title 16 of McKinney’s Unconsolidated Laws of the State of New York) (herein called the “Control Act”), the State has authorized and requires the Corporation to include in any agreement made by the Corporation with holders of its bonds issued after September 28, 1978, including the Series 20 Bonds, and the Corporation hereby includes in this Series 20 Bond, a pledge and agreement of the State that it will not take any action which will (a) substantially impair the authority of the board (as defined in the Control Act) during a control period, as defined in subdivision twelve of Section two of the Control Act as in effect on the date the Series 20 Bonds are issued (i) to approve, disapprove, or modify any financial plan or financial plan modification, including the revenue projections (or any item thereof) contained therein, subject to the standards set forth in paragraphs a, c, d, e and f of subdivision one of Section eight of the Control Act as in effect on the date the Series 20 Bonds are issued and paragraph b of such subdivision one as in effect from time to time, (ii) to disapprove a contract of the City or a covered organization (as defined in the Control Act) if the performance of such contract would be inconsistent with the financial plan or to approve or disapprove a proposed short-term or long-term borrowing of the City or a covered organization or any agreement or other arrangement referred to in subdivision four of Section seven of the Control Act, or (iii) to establish and adopt procedures with respect to the deposit in and disbursement from the board fund (as defined in the Control Act) of City revenues; (b) substantially impair the authority of the board to review financial plans, financial plan modifications, contracts of the City or the covered organizations and proposed short-term or long-term borrowings of the City and the covered organizations; (c) substantially impair the independent maintenance of a separate fund for the payment of debt service on bonds and notes of the City; (d) alter the composition of the board so that the majority of the voting members of the board are not officials of the State elected in a statewide election or appointees of the Governor of the State; (e) terminate the existence of the board prior to the time to be determined in accordance with Section thirteen of the Control Act as in effect on the date the Series 20 Bonds are issued; (f) substantially modify the requirement that the City’s financial statements be audited by a nationally recognized independent certified public accounting firm or consortium of
firms and that a report on such audit be furnished to the board; or (g) alter the definition of a control period set forth in such subdivision twelve of Section two of the Control Act, as in effect on the date the Series 20 Bonds are issued, or substantially alter the authority of the Board, as set forth in said subdivision twelve to reimpose or terminate a control period; provided, however, that the foregoing pledge and agreement shall be of no further force and effect with respect to a holder of a Series 20 Bond if at any time (i) there is on deposit in a separate trust account with a bank, trust company or other fiduciary sufficient moneys or direct obligations of the United States or obligations guaranteed by the United States, the principal of and/or interest on which will provide moneys to pay punctually when due at maturity or prior to maturity by redemption, in accordance with their terms, all principal of and interest on all outstanding Series 20 Bonds and irrevocable instructions from the Corporation to such bank, trust company or other fiduciary for such payment of such principal and interest with such moneys shall have been given, or (ii) such Series 20 Bonds, together with interest thereon, have been paid in full at maturity or have otherwise been refunded, redeemed, defeased, or discharged. The foregoing pledge and agreement with the holder of this Series 20 Bond is in full force and effect.

To the extent and in the manner permitted by the terms of the Resolutions, the provisions of the Resolutions or any resolution amendatory thereof or supplemental thereto, may be modified or amended by the Corporation with the written consent of the holders of at least two-thirds in principal amount of the Bonds then Outstanding (as defined in the Second General Bond Resolution), or, in case less than all of the series of Bonds would be affected thereby, with such consent of the holders of at least two-thirds in principal amount of the Bonds of each series so affected then Outstanding, or, in case of a Sinking Fund Installment (as defined in the Second General Bond Resolution) change, with such consent of the holders of at least two-thirds in principal amount of the Outstanding Bonds affected thereby; provided, however, that, if such modification or amendment will, by its terms, not take effect so long as any Bonds of any specified like series and maturity remain Outstanding, the consent of the holders of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of the calculation of Outstanding Bonds.
This Series 20 Bond is transferable by delivery except when registered as to principal otherwise than to bearer. It may be registered as to principal in the name of the owner on the books of the Corporation kept for that purpose at the corporate trust office of the Trustee, such registration to be noted hereon, after which no transfer hereof shall be valid unless made on said books by the registered owner in person, or by his attorney duly authorized in writing, and similarly noted hereon; but this Series 20 Bond may be discharged from registration by being in like manner transferred to bearer, after which it shall again become transferable by delivery; and this Series 20 Bond may again and from time to time be registered or discharged from registration in the same manner. Registration of this Series 20 Bond shall not affect the negotiability of the coupons, which shall continue to be payable to bearer and transferable by delivery.

The Series 20 Bonds are issuable in the form of coupon Bonds payable to bearer in the denomination of $5,000 and in the form of registered Bonds without coupons in the denomination of $5,000 or an integral multiple thereof, not exceeding the aggregate principal amount of the Series 20 Bonds. Coupon Series 20 Bonds, upon surrender thereof at the corporate trust office of the Trustee, with all unmatured coupons attached, may, at the option of the holder thereof, be exchanged for an equal aggregate principal amount of registered Series 20 Bonds of any of the authorized denominations, of the same maturity and bearing the same rate of interest, in the manner, subject to the conditions, and upon the payment of the charges, if any, provided in the Resolutions. In like manner, subject to such conditions and upon payment of such charges, if any, registered Series 20 Bonds, upon surrender thereof at the corporate trust office of the Trustee, with a written instrument of transfer satisfactory to the Trustee, duly executed by the registered owner or his attorney duly authorized in writing, may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of Series 20 Bonds with appropriate coupons attached, and/or Series 20 Bonds without coupons of any other authorized denominations, of the same maturity and bearing the same rate of interest.

The Series 20 Bonds are not subject to redemption prior to July 1, 1989.

The Series 20 Bonds are subject to redemption at the election of the Corporation at any time on and after July 1, 1989, as a whole on
any date or in part, by lot, as provided in the Resolutions, on any interest payment date, at the following Redemption Prices (as defined in the Resolutions) (expressed as a percentage of the principal amount), plus accrued interest, if any, to the date of redemption:

<table>
<thead>
<tr>
<th>Redemption Period (Dates Inclusive)</th>
<th>Redemption Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>July 1, 1989 to June 30, 1991</td>
<td>102 %</td>
</tr>
<tr>
<td>July 1, 1991 to June 30, 1993</td>
<td>101 1/2</td>
</tr>
<tr>
<td>July 1, 1993 to June 30, 1995</td>
<td>101</td>
</tr>
<tr>
<td>July 1, 1995 to June 30, 1997</td>
<td>100 1/2</td>
</tr>
<tr>
<td>July 1, 1997 and thereafter</td>
<td>100</td>
</tr>
</tbody>
</table>

The Series 20 Bonds are also subject to redemption, in part, by lot, as provided in the Resolutions, on July 1 in each of the years and in the amounts set forth below, at the Redemption Price of 100% of the principal amount thereof, plus accrued interest, if any, to the date of redemption, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on July 1 in each of the years shown below the principal amount of such Series 20 Bonds specified therefor:

<table>
<thead>
<tr>
<th>Year</th>
<th>Sinking Fund Installment</th>
</tr>
</thead>
<tbody>
<tr>
<td>2000</td>
<td>$4,960,000</td>
</tr>
<tr>
<td>2001</td>
<td>5,400,000</td>
</tr>
<tr>
<td>2002</td>
<td>5,880,000</td>
</tr>
<tr>
<td>2003</td>
<td>6,405,000</td>
</tr>
<tr>
<td>2004</td>
<td>6,970,000</td>
</tr>
<tr>
<td>2005</td>
<td>7,590,000</td>
</tr>
<tr>
<td>2006</td>
<td>8,265,000</td>
</tr>
<tr>
<td>2007</td>
<td>9,000,000</td>
</tr>
</tbody>
</table>

The Corporation may, at any time not prior to 12 months prior to an interest payment date on which a Sinking Fund Installment is scheduled to be due, but in no event less than 45 days prior to such date, direct the Trustee to purchase, at a price not in excess of par, plus unpaid interest, if any, accrued to the date of such purchase, Series 20 Bonds payable from such Sinking Fund Installment and apply any
Series 20 Bonds so purchased as a credit against such Sinking Fund Installment.

In the event that any or all of the Series 20 Bonds are to be redeemed, notice of such redemption (a) shall be given by publication once a week for at least two (2) successive weeks in a newspaper customarily published at least once a day for at least five (5) days (other than legal holidays) in each calendar week, printed in the English language and of general circulation in the Borough of Manhattan, City and State of New York, as provided in the Resolutions, the first such publication to be not less than thirty (30) days nor more than sixty (60) days prior to the redemption date, and (b) shall be mailed, postage prepaid, not less than thirty (30) days before the redemption date to the registered owners of any Series 20 Bonds or portions of the Series 20 Bonds to be redeemed, provided, however, that such mailing shall not be a condition precedent to such redemption and failure so to mail any such notice shall not affect the validity of the proceedings for the redemption of the Series 20 Bonds. Notice of redemption having been given, as aforesaid, the Series 20 Bonds or portions thereof so called for redemption shall become due and payable at the applicable Redemption Price hereinabove provided, and, from and after the date so fixed for redemption, interest on the Series 20 Bonds, or portions thereof so called for redemption, shall cease to accrue and become payable, and the coupons for interest appertaining to coupon Series 20 Bonds maturing subsequent to the redemption date shall be void.

The Series 20 Bonds shall not be a debt of either the State of New York or The City of New York, and neither the State of New York nor The City of New York shall be liable thereon, nor shall the Series 20 Bonds be payable out of any funds other than those of the Corporation.

This Series 20 Bond is fully negotiable for all purposes of the Uniform Commerical Code (Chapter 38 of said Consolidated Laws), and each holder or owner of this Series 20 Bond, or of any coupon appurtenant hereto, by accepting this Series 20 Bond or coupon shall be conclusively deemed to have agreed that this Series 20 Bond or coupon is fully negotiable for those purposes.

Neither this Series 20 Bond nor any coupon for interest thereon shall be entitled to any security, right or benefit under the Resolutions
or be valid or obligatory for any purpose unless the Certificate of Authentication hereon has been duly executed by the Trustee.

Neither the Directors of the Corporation nor any other person executing the Series 20 Bonds shall be subject to any personal liability or accountability by reason of the issuance thereof.

It is hereby certified, recited and declared that all acts, conditions and things required by the Constitution and statutes of the State of New York and the Resolutions to exist, to have happened and to have been performed precedent to and in the issuance of this Series 20 Bond, exist, have happened and have been performed in due time, form and manner as required by law and that the issue of the Series 20 Bonds, together with all other indebtedness of the Corporation, is within every debt and other limit prescribed by law.

In witness whereof, the Municipal Assistance Corporation for the City of New York has caused this Series 20 Bond to be executed in its name by the manual or facsimile signature of its Chairman and its corporate seal (or a facsimile thereof) to be affixed, imprinted, engraved or otherwise reproduced hereon, and attested by the manual or facsimile signature of its Secretary or an Assistant Secretary and the interest coupons hereto attached to be executed by the facsimile signature of said Chairman, all as of the first day of November, 1979.

Municipal Assistance Corporation
For The City of New York

By .........................
Chairman

[seal]

Attest: ........................
Secretary
CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within-mentioned Resolutions and is one of the Series 20 Bonds of the Municipal Assistance Corporation For The City of New York.

United States Trust Company of New York, Trustee

By .........................

Authorized Signature

No. (FORM OF COUPON) $...........

The Municipal Assistance Corporation For The City of New York on the 1st day of , (unless the Bond hereinafter mentioned shall have been duly called for previous redemption and payment of the Redemption Price made or duly provided for) will pay to bearer the amount shown herein in any coin or currency of the United States of America which, on the date of payment hereof, shall be legal tender for the payment of public and private debts, at the corporate trust office of Chase Manhattan Bank (National Association), in the Borough of Manhattan, City and State of New York, or, at the corporate trust office of Bank of America National Trust and Savings Association, in the City and County of San Francisco, State of California, upon presentation and surrender of this coupon, being the interest then due on its Series 20 Bond, dated November 1, 1979, No. 20-08- .

By .........................

Chairman, Municipal Assistance Corporation For the City of New York

Provisions for Registration

(No writing below except by the Trustee as Registrar.)

<table>
<thead>
<tr>
<th>Date of Registration</th>
<th>Name of Registered Holder</th>
<th>Authorized Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
(Form of Registered Series 20 Bond)

[Face of Series 20 Bond]

No. 20R-08- $...........

MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

Series 20 Bond

8½% Due July 1, 2008 8½% Due July 1, 2008

The Municipal Assistance Corporation for the City of New York (herein and on the reverse side hereof sometimes called the "Corporation"), a corporate governmental agency and instrumentality of the State of New York (herein and on the reverse side hereof sometimes called the "State") constituting a public benefit corporation, organized and existing under and pursuant to the laws of the State of New York, acknowledges itself indebted to, and for value received, hereby promises to pay to .............................................
or registered assigns, upon presentation and surrender of this Bond, the principal sum of ............................................. Dollars on the first day of July, 2008, unless redeemed prior thereto as hereinafter provided, and to pay to the registered owner hereof interest thereon at the rate per annum specified above, payable on July 1, 1980 and semi-annually thereafter on January 1 and on July 1, in each year, from the Date shown below to the date of maturity or earlier redemption of this Bond and thereafter at the same rate, until the Corporation's obligation with respect to the payment of such principal sum shall be discharged, at the corporate trust office in the City of New York, New York, of the Trustee hereinafter mentioned. Both principal and redemption premium, if any, of and interest on this Bond are payable in any coin or currency of the United States of America which, on the respective dates of payment thereof, shall be legal tender for the payment of public and private debts.

THE TERMS AND PROVISIONS OF THIS BOND ARE CONTINUED ON THE REVERSE SIDE HEREOF AND SUCH CONTINUED TERMS AND PROVISIONS SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS THOUGH FULLY SET FORTH AT THIS PLACE.
The Bonds of the Series of which this Bond is one (herein and on the reverse side hereof designated "Series 20 Bonds") shall not be a debt of either the State of New York or The City of New York (herein and on the reverse side hereof sometimes called the "City"), and neither the State of New York nor The City of New York shall be liable thereon, nor shall the Series 20 Bonds be payable out of any funds other than those of the Corporation.

This Series 20 Bond shall not be entitled to any security, right or benefit under the Resolutions (as defined on the reverse side hereof) or be valid or obligatory for any purpose unless the Certificate of Authentication hereon has been duly executed by the Trustee.

Neither the Directors of the Corporation nor any other person executing the Series 20 Bonds shall be subject to any personal liability or accountability by reason of the issuance thereof.

It is hereby certified, recited and declared that all acts, conditions and things required by the Constitution and statutes of the State of New York and the Resolutions to exist, to have happened and to have been performed precedent to and in the issuance of this Series 20 Bond, exist, have happened and have been performed in due time, form and manner as required by law and that the issue of the Series 20 Bonds, together with all other indebtedness of the Corporation, is within every debt and other limit prescribed by law.

In witness whereof, the Municipal Assistance Corporation for The City of New York has caused this Series 20 Bond to be executed in its name by the manual or facsimile signature of its Chairman and its corporate seal (or a facsimile thereof) to be affixed, imprinted, engraved or otherwise reproduced hereon, and attested by the manual or facsimile signature of its Secretary or an Assistant Secretary, all as of the Date shown below.

Municipal Assistance Corporation
For The City of New York

Date:

By ..........................  
Chairman

[seal]

Attest: ..........................

Secretary

Assistant Secretary
CERTIFICATE OF AUTHENTICATION

This Bond is one of the Series 20 Bonds described in the within-mentioned Resolutions.

UNITED STATES TRUST COMPANY
OF NEW YORK, TRUSTEE

By ...................................

Authorized Signature

[Reverse of Form of Registered Series 20 Bonds]

MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

SERIES 20 BOND
8 1/2% Due July 1, 2008

This Bond is one of a duly authorized issue of bonds of the Corporation designated as its “Bonds” and herein so referred to, issued and to be issued in various series under and pursuant to the New York State Municipal Assistance Corporation Act, as amended by the Municipal Assistance Corporation for the city of New York Act, said Acts being Titles I, II and III of Article 10 of the Public Authorities Law (Chapter 43-A of the Consolidated Laws of the State of New York), as amended (herein called the “Act”), and under and pursuant to the resolution of the Corporation adopted November 25, 1975, as amended and supplemented, entitled “Second General Bond Resolution” and herein so referred to, and the series resolution authorizing each such series.

The Bonds are general obligations of the Corporation payable out of any payments to the Corporation pursuant to Sections 3036 and 3036-a of the Act except for amounts pledged pursuant to the General Bond Resolution of the Corporation adopted July 2, 1975, as amended and supplemented (the “First General Bond Resolution”), and the rights of the holders of the Bonds to such amounts are declared to be expressly subordinate to the rights of the holders of obligations issued pursuant to the First General Bond Resolution and any pay-
ments to the Corporation for credit to the Operating Fund as defined in and established pursuant to the First General Bond Resolution. The Bonds are entitled to a first lien created by the pledge under the Second General Bond Resolution of all revenues, moneys and securities in the Bond Service Fund and the Capital Reserve Fund (as defined therein). The Second General Bond Resolution provides for the application of the amounts in the Capital Reserve Fund and in the Bond Service Fund to the payment, when due, of the principal or redemption price, if any, of and interest on the Bonds. Pursuant to the Second General Bond Resolution, such revenues, moneys and securities include each of the following: (i) all amounts received by the Corporation for deposit into the Bond Service Fund and into the Capital Reserve Fund, as payments from the Municipal Assistance Aid Fund established by the State Finance Law (Chapter 56 of said Consolidated Laws), which are required to be made only if and to the extent that moneys appropriated by the Legislature of the State of New York as per capita aid pursuant to Section 54 of the State Finance Law payable to The City of New York shall have been apportioned and paid into and be available in the Special Aid Account established within such Municipal Assistance Aid Fund for the Corporation; (ii) all amounts received by the Corporation for deposit into the Bond Service Fund and into the Capital Reserve Fund, as payments from the Municipal Assistance Tax Fund established by the State Finance Law, which are required to be made only if and to the extent that moneys from the sales and compensating use taxes as imposed by Section 1107 of Article 28 of the Tax Law (Chapter 60 of said Consolidated Laws) and, if required, the stock transfer tax imposed by Article 12 of said Tax Law, have been appropriated by the Legislature of the State of New York from the Special Tax Account established within such Municipal Assistance Tax Fund for the Corporation or that revenues shall have otherwise been made available therefor by the State of New York; (iii) all amounts received by the Corporation from the State of New York as payments for deposit into the Capital Reserve Fund (pursuant to the Act by certification annually on or before December 1, of the Chairman to the Governor and the Director of the Budget of the State of New York, of the amount necessary to restore the Capital Reserve Fund to its required amount); and (iv) investment earnings of moneys in the Capital Reserve Fund and Bond Service Fund; provided, however, that pursuant to the Act, any provision therein or in the Resolutions or in any other agreement between the Corporation and the holders
of Bonds, relating to said per capita aid, taxes and such Municipal Assistance Aid Fund, the Special Aid Account, the Municipal Assistance Tax Fund, the Special Tax Account and the Stock Transfer Tax Fund established by the State Finance Law, shall be deemed executory only to the extent of the moneys available to the State of New York in such Funds from time to time and the State of New York shall incur no liability on account thereof beyond such moneys.

The Bonds may be issued from time to time in one or more series, in various principal amounts, may mature at different times, may bear interest at different rates and may otherwise vary as provided in the Second General Bond Resolution. The aggregate principal amount of Bonds which may be issued pursuant to the Second General Bond Resolution is not limited except as provided therein and in certain other resolutions of the Corporation, or as may be limited by law, and all Bonds issued and to be issued pursuant to the Second General Bond Resolution are and will be equally secured by the pledges and covenants made therein, except as otherwise expressly provided or permitted in the Second General Bond Resolution.

This Bond is one of a series of Bonds designated "Series 20 Bonds" (herein called the "Series 20 Bonds"), issued in the aggregate principal amount of $64,270,000 pursuant to the Second General Bond Resolution and the series resolution of the Corporation, adopted October 31, 1979, entitled "Series 20 Resolution Authorizing $64,270,000 Series 20 Bonds" (said resolutions being herein collectively called the "Resolutions"), for purposes authorized by the Act. Copies of the Resolutions are on file at the office of the Corporation and at the corporate trust office of United States Trust Company of New York, in the Borough of Manhattan, City and State of New York, as trustee under the Second General Bond Resolution (said trustee and any successor thereto being herein referred to as the "Trustee"), and reference to the Resolutions and any and all supplements thereto and modifications and amendments thereof and to the Act is made for a description of the pledges and covenants securing the Series 20 Bonds, the nature, extent and manner of enforcement of such pledges, the rights and remedies of the bearers or registered owners of the Series 20 Bonds with respect thereto and the terms and conditions upon which the Series 20 Bonds are issued and may be issued thereunder.

Pursuant to the provisions of Section 10 a of the New York State Financial Emergency Act for The City of New York, as amended (con-
stituting Chapter 1 of Title 16 of McKinney’s Unconsolidated Laws of
the State of New York) (herein called the “Control Act”), the State has
authorized and requires the Corporation to include in any agreement
made by the Corporation with holders of its bonds issued after Septem-
ber 28, 1978, including the Series 20 Bonds, and the Corporation hereby
includes in this Series 20 Bond, a pledge and agreement of the State that
it will not take any action which will (a) substantially impair the author-
ity of the board (as defined in the Control Act) during a control period,
as defined in subdivision twelve of Section two of the Control Act as in
effect on the date the Series 20 Bonds are issued (i) to approve, disap-
prove, or modify any financial plan or financial plan modification, includ-
ingen the revenue projections (or any item thereof) contained therein,
subject to the standards set forth in paragraphs a, c, d, e and f of sub-
division one of Section eight of the Control Act as in effect on the date
the Series 20 Bonds are issued and paragraph b of such subdivision
one as in effect from time to time, (ii) to disapprove a contract of the
City or a covered organization (as defined in the Control Act) if the
performance of such contract would be inconsistent with the financial
plan or to approve or disapprove a proposed short-term or long-term
borrowing of the City or a covered organization or any agreement or
other arrangement referred to in subdivision four of Section seven of
the Control Act, or (iii) to establish and adopt procedures with respect
to the deposit in and disbursement from the board fund (as defined in
the Control Act) of City revenues; (b) substantially impair the author-
ity of the Board to review financial plans, financial plan modifications,
contracts of the City or the covered organizations and proposed short-
term or long-term borrowings of the City and the covered organiza-
tions; (c) substantially impair the independent maintenance of a sepa-
rate fund for the payment of debt service on bonds and notes of the
City; (d) alter the composition of the board so that the majority of the
voting members of the board are not officials of the State elected in
a state-wide election or appointees of the Governor of the State; (e)
terminate the existence of the board prior to the time to be determined
in accordance with Section thirteen of the Control Act as in effect on
the date the Series 20 Bonds are issued; (f) substantially modify the
requirements that the City’s financial statements be audited by a
nationally recognized independent certified public accounting firm or
consortium of firms and that a report on such audit be furnished to
the board; or (g) alter the definition of a control period set forth in
such subdivision twelve of Section two of the Control Act, as in effect on the date the Series 20 Bonds are issued, or substantially alter the authority of the board, as set forth in said subdivision twelve to reimpose or terminate a control period; provided, however, that the foregoing pledge and agreement shall be of no further force and effect with respect to a holder of a Series 20 Bond if at any time (i) there is on deposit in a separate trust account with a bank, trust company or other fiduciary sufficient moneys or direct obligations of the United States or obligations guaranteed by the United States, the principal of and/or interest on which will provide moneys to pay punctually when due at maturity or prior to maturity by redemption, in accordance with their terms, all principal of and interest on all outstanding Series 20 Bonds and irrevocable instructions from the Corporation to such bank, trust company or other fiduciary for such payment of such principal and interest with such moneys shall have been given, or (ii) such Series 20 Bonds, together with interest thereon, have been paid in full at maturity or have otherwise been refunded, redeemed, defeased, or discharged. The foregoing pledge and agreement with the holder of this Series 20 Bond is in full force and effect.

To the extent and in the manner permitted by the terms of the Resolutions, the provisions of the Resolutions or any resolution amendatory thereof or supplemental thereto, may be modified or amended by the Corporation with the written consent of the holders of at least two-thirds in principal amount of the Bonds then Outstanding (as defined in the Second General Bond Resolution), or, in case less than all of the Series of Bonds would be affected thereby, with such consent of the holders of at least two-thirds in principal amount of the Bonds of each Series so affected then Outstanding, or, in case of a Sinking Fund Instalment (as defined in the Second General Bond Resolution) change, with such consent of the holders of at least two-thirds in principal amount of the Outstanding Bonds affected thereby; provided, however, that, if such modification or amendment will, by its terms, not take effect so long as any Bonds of any specified like series and maturity remain Outstanding, the consent of the holders of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of the calculation of Outstanding Bonds.

This Series 20 Bond is transferable as provided in the Resolutions, only upon the books of the Corporation kept for that purpose at the
corporate trust office of the Trustee, by the registered owner hereof in person or by his attorney duly authorized in writing, upon surrender hereof together with a written instrument of transfer satisfactory to the Trustee duly executed by the registered owner or such duly authorized attorney, and thereupon the Corporation shall issue in the name of the transferee, a new registered Series 20 Bond or Bonds and/or, at the option of the transferee, a coupon Series 20 Bond or Bonds of the denomination of $5,000 each with appropriate coupons attached, of the same aggregate principal amount, maturity and interest rate as the surrendered Series 20 Bond, as provided in the Resolutions and upon the payment of the charges, if any, therein prescribed. The Corporation and the Trustee may treat and consider the person in whose name this Series 20 Bond is registered as the holder and absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or Redemption Price (as defined in the Resolutions) hereof and interest due hereon and for all other purposes whatsoever.

The Series 20 Bonds are issuable in the form of coupon Bonds payable to bearer in the denomination of $5,000 and in the form of registered Bonds without coupons in the denomination of $5,000 or an integral multiple thereof, not exceeding the aggregate principal amount of the Series 20 Bonds. Coupon Series 20 Bonds, upon surrender thereof at the corporate trust office of the Trustee, with all unmatured coupons attached, may, at the option of the holder thereof, be exchanged for an equal aggregate principal amount of registered Series 20 Bonds of any of the authorized denominations, of the same maturity and bearing the same rate of interest, in the manner, subject to the conditions, and upon the payment of the charges, if any, provided in the Resolutions. In like manner, subject to such conditions and upon payment of such charges, if any, registered Series 20 Bonds, upon surrender thereof at the corporate trust office of the Trustee, with a written instrument of transfer satisfactory to the Trustee, duly executed by the registered owner or his attorney duly authorized in writing, may at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of Series 20 Bonds with appropriate coupons attached, and/or Series 20 Bonds without coupons of any other authorized denominations, of the same maturity and bearing the same rate of interest.

The Series 20 Bonds are not subject to redemption prior to July 1, 1989.
The Series 20 Bonds are subject to redemption at the election of the Corporation at any time on and after July 1, 1989, as a whole on any date or in part, by lot, as provided in the Resolutions, on any interest payment date, at the following Redemption Prices (expressed as a percentage of the principal amount), plus accrued interest, if any, to the date of redemption:

<table>
<thead>
<tr>
<th>Redemption Period (Dates Inclusive)</th>
<th>Redemption Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>July 1, 1989 to June 30, 1991</td>
<td>102%</td>
</tr>
<tr>
<td>July 1, 1991 to June 30, 1993</td>
<td>101(\frac{1}{2})</td>
</tr>
<tr>
<td>July 1, 1993 to June 30, 1995</td>
<td>101</td>
</tr>
<tr>
<td>July 1, 1995 to June 30, 1997</td>
<td>100(\frac{1}{2})</td>
</tr>
<tr>
<td>July 1, 1997 and thereafter</td>
<td>100</td>
</tr>
</tbody>
</table>

The Series 20 Bonds are also subject to redemption, in part, by lot, as provided in the Resolutions, on July 1 in each of the years and in the amounts set forth below, at the Redemption Price of 100% of the principal amount thereof, plus accrued interest, if any, to the date of redemption, from mandatory Sinking Fund Installments which are required to be made in amounts sufficient to redeem on July 1 in each of the years shown below the principal amount of such Series 20 Bonds specified therefor:

<table>
<thead>
<tr>
<th>Year</th>
<th>Sinking Fund Installment</th>
<th>Year</th>
<th>Sinking Fund Installment</th>
</tr>
</thead>
<tbody>
<tr>
<td>2000</td>
<td>$4,960,000</td>
<td>2004</td>
<td>$6,970,000</td>
</tr>
<tr>
<td>2001</td>
<td>5,400,000</td>
<td>2005</td>
<td>7,590,000</td>
</tr>
<tr>
<td>2002</td>
<td>5,880,000</td>
<td>2006</td>
<td>8,265,000</td>
</tr>
<tr>
<td>2003</td>
<td>6,465,000</td>
<td>2007</td>
<td>9,000,000</td>
</tr>
</tbody>
</table>

The Corporation may, at any time not prior to 12 months prior to an interest payment date on which a Sinking Fund Installment is scheduled to be due, but in no event less than 45 days prior to such date, direct the Trustee to purchase, at a price not in excess of par, plus unpaid interest, if any, accrued to the date of such purchase, Series 20
Bonds payable from such Sinking Fund Installment and apply any Series 20 Bonds so purchased as a credit against such Sinking Fund Installment.

In the event that any or all of the Series 20 Bonds are to be redeemed, notice of such redemption (a) shall be given by publication once a week for at least 2 successive weeks in a newspaper customarily published at least once a day for at least 5 days (other than legal holidays) in each calendar week, printed in the English language and of general circulation in the Borough of Manhattan, City and State of New York, as provided in the Resolutions, the first such publication to be not less than 30 days nor more than 60 days prior to the redemption date, and (b) shall be mailed, postage prepaid, not less than 30 days before the redemption date to the registered owners of any Series 20 Bonds or portions of the Series 20 Bonds to be redeemed, provided, however, that such mailing shall not be a condition precedent to such redemption and failure so to mail any such notice shall not affect the validity of the proceedings for the redemption of the Series 20 Bonds. Notice of redemption having been given, as aforesaid, the Series 20 Bonds or portions thereof so called for redemption shall become due and payable at the applicable Redemption Price hereinabove provided, and, from and after the date so fixed for redemption, interest on the Series 20 Bonds, or portions thereof so called for redemption, shall cease to accrue and become payable, and the coupons for interest appertaining to coupon Series 20 Bonds maturing subsequent to the redemption date shall be void.

The following abbreviations, when used in the inscription on the face of this Bond, shall be construed as though they were written out in full according to applicable laws or regulations (additional abbreviations may also be used though not in the following list):

- **TEN COM**—as tenants in common
- **TEN ENT**—as tenants by the entireties
- **JT TEN**—as joint tenants with right of survivorship and not as tenants in common
- **UNIF GIFT MIN ACT**—Custodian for Minors
  - Under Uniform Gifts to Minors Act
- **(State)**
FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

Please Insert Social Security or Other Identifying Number of Assignee (For computer record only)


Please Print or Typewrite Name and Address of Transferee

the within Series 20 Bond, and all rights thereunder, and hereby irrevocably constitutes and appoints

Attorney to transfer the within Series 20 Bond on the books kept for the registration thereof, with full power of substitution in the premises.

Dated:

Notice: The signature to this assignment must correspond with the name as it appears upon the face of the within Series 20 Bond in every particular, without alteration or enlargement or any change whatever.

Section 302. No Recourse on Series 20 Bonds. No recourse shall be had for the payment of the principal or Redemption Price of or interest on the Series 20 Bonds or for any claim based thereon or on the Series 20 Resolution against any member or officer of the Corporation or any person executing the Series 20 Bonds and neither the Directors of the Corporation nor any other person executing the Series 20 Bonds of the Corporation shall be subject to any personal liability or accountability by reason of the issuance thereof.

Section 303. Execution and Authentication of Series 20 Bonds. Pursuant to the provisions of Section 303 of the Resolution, the Chair-
man of the Corporation is hereby authorized and directed to execute by his manual or facsimile signature the Series 20 Bonds in the name of the Corporation and the corporate seal (or a facsimile thereof) shall be thereunto affixed, imprinted, engraved or otherwise reproduced thereon. The Secretary or an Assistant Secretary of the Corporation is hereby authorized and directed to attest by his manual or facsimile signature the execution of the Series 20 Bonds.

The Trustee is hereby authorized to authenticate by manual or facsimile signature the Series 20 Bonds, and deliver the same to or upon the order of the Corporation, in such amounts and at such times as the Trustee shall be directed in writing by an Authorized Officer.

**ARTICLE IV**

**MISCELLANEOUS**

**SECTION 401. Special Covenants.** (1) As used in this subsection (1) all defined terms other than Series 20 Bonds are as defined in the First General Bond Resolution. The Corporation covenants hereby with the holders of the Series 20 Bonds that it shall not issue any Bonds, Notes or Other Obligations which would cause the aggregate amount of the principal on Serial Bonds, the Sinking Fund Installments, maturities of Term Bonds not required to be paid from Sinking Fund Installments and interest on all Outstanding Bonds, and the principal of and interest on Notes and the interest on Other Obligations to be paid in any one Fiscal Year to exceed four hundred twenty-five million dollars. Notwithstanding the foregoing sentence, with respect to up to an aggregate principal amount of twenty-five million dollars of small denomination Notes, as defined in the First General Bond Resolution, for purposes of the foregoing test, debt service shall be determined by assuming that a pro rata amount of such Notes will be redeemed in each Fiscal Year during the period from the date of issuance to the stated date of maturity and interest will accrue on such Notes from the date of issuance and be paid at such assumed dates of redemption; provided, however, that such debt service shall be so determined in such manner only if the resolution or other instrument authorizing the issuance of such small denomination Notes requires the Corporation to deposit annually in a sinking fund established for
the payment of such small denomination Notes an amount at least equal to such pro rata amount and interest thereon.

(2) The Corporation covenants further hereby with the holders of the Series 20 Bonds that it shall not issue any additional Bonds unless, in addition to the certificates required pursuant to subsection 3 of Section 202 of the Resolution, it delivers to the Trustee at the time of the delivery of such additional Bonds a certificate of an Authorized Officer setting forth that the aggregate of the amounts set forth in paragraphs (1) and (2) of such subsection after deducting the amount set forth pursuant to paragraph (3)(a) of such subsection 3 and the Operating Expenses set forth pursuant to paragraph (3)(c) of such subsection, will be at least 2.0 times the aggregate amount set forth in (3)(b) of such subsection for each Fiscal Year.

(3) The Corporation shall publish (a) within forty-five (45) days after the end of each calendar quarter on an unaudited basis and (b) within ninety (90) days after the end of each Fiscal Year, on the basis of an audit conducted by independent certified public accountants of recognized national standing, a statement of financial position of the Corporation at the end of the period, and the related Debt Service Fund and Capital Reserve Fund statement of transactions and the Operating Fund statement of transactions for the period then ended, together with notes and exhibits thereto, similar in form to the notes and exhibits (which in any case shall include exhibits showing (i) all Bonds and Notes of the Corporation then Outstanding, (ii) a summary of annual debt service funding requirements, and (iii) a summary of total annual debt service payment requirements) published by the Corporation for the Fiscal Year ended June 30, 1978, and both such audited and unaudited financial statements to be prepared in accordance with generally accepted accounting principles consistently applied.

Section 402. State Covenant. In accordance with the provisions of Section 10-a of the New York State Financial Emergency Act for The City of New York, as amended to the date hereof, being Chapter 1 of Title 16 of McKinney’s Unconsolidated Laws of State of New York (hereinafter called the “Control Act”), the Corporation hereby includes in this Series 20 Resolution the pledge and agreement of the State with the holders of the Series 20 Bonds that the State will not take any action which will (a) substantially impair the authority of the board (as
defined in the Control Act) during a control period, as defined in subdivision twelve of Section two of the Control Act as in effect on the date the Series 20 Bonds are issued (i) to approve, disapprove, or modify any financial plan or financial plan modification, including the revenue projections (or any item thereof) contained therein, subject to the standards set forth in paragraphs a, c, d, e and f of subdivision one of Section eight of the Control Act as in effect on the date the Series 20 Bonds are issued and paragraph b of such subdivision one as in effect from time to time, (ii) to disapprove a contract of the City or a covered organization (as defined in the Control Act) if the performance of such contract would be inconsistent with the financial plan or to approve or disapprove a proposed short-term or long-term borrowing of the City or a covered organization or any agreement or other arrangement referred to in subdivision four of Section seven of the Control Act or (iii) to adopt procedures with respect to the deposit in and disbursement from the board fund (as defined in the Control Act) of City revenues; (b) substantially impair the authority of the board to review financial plans, financial plan modifications, contracts of the City or the covered organizations and proposed short-term or long-term borrowings of the City and the covered organizations; (c) substantially impair the independent maintenance of a separate fund for the payment of debt service on bonds and notes of the City; (d) alter the composition of the board so that the majority of the voting members of the board are not officials of the State selected in a state-wide election or appointees of the Governor of the State; (e) terminate the existence of the board prior to the time to be determined in accordance with Section thirteen of the Control Act as in effect on the date the Series 20 Bonds are issued; (f) substantially modify the requirement that the City's financial statements be audited by a nationally recognized independent certified public accounting firm or consortium of firms and that a report on such audit be furnished to the board; or (g) alter the definition of a control period set forth in such subdivision twelve of Section two of the Control Act, as in effect on the date the Series 20 Bonds are issued, or substantially alter the authority of the board, as set forth in said subdivision twelve to reissue or terminate a control period; provided, however, that the foregoing pledge and agreement shall be of no further force and effect if at any time (i) there is on deposit in a separate trust account with a bank, trust company or other fiduciary sufficient moneys or direct obligations of the United States or obligations guaranteed by
the United States, the principal of and/or interest on which will provide moneys to pay punctually when due at maturity or prior to maturity by redemption, in accordance with their terms, all principal of and interest on all outstanding Series 20 Bonds and irrevocable instructions from the Corporation to such bank, trust company or other fiduciary for such payment of such principal and interest with such moneys shall have been given, or (ii) such Series 20 Bonds, together with interest thereon, have been paid in full at maturity or have otherwise been refunded, redeemed, defeased, or discharged. The foregoing pledge and agreement with the holders of these Series 20 Bonds is in full force and effect.

Section 403. Authorized Officers. The Chairman, Vice Chairman, Chairman of the Finance Committee, Executive Director, Treasurer, Counsel, Secretary and Assistant Secretary of the Corporation are each hereby authorized to deliver and execute in the name and on behalf of the Corporation any certificate, opinion, record or other document required by or authorized pursuant to the Resolution or this Series 20 Resolution in connection with the issuance of the Series 20 Bonds.

Section 404. When Effective. The Series 20 Resolution shall become effective immediately upon the filing with the Trustee of a copy hereof certified by an Authorized Officer.
November 15, 1979

United States Trust Company
of New York
130 John Street
New York, New York 10038

Gentlemen:

We have heretofore delivered to you, as Trustee under the Second General Bond Resolution adopted November 25, 1975, as amended and supplemented (herein called the Second General Bond Resolution) by the Municipal Assistance Corporation For The City of New York (the Corporation), $64,270,000 principal amount of Series 20 Bonds, in definitive form, dated November 1, 1979 (the Bonds) authorized, printed and executed pursuant to the Second General Bond Resolution and the Series 20 Resolution of the Corporation adopted October 31, 1979, and to be issued in exchange for the 1975 Series O Bonds and the 1975 Series X Bonds, as contemplated by the final Official Statement of the Corporation, dated November 1, 1979, relating to the Series 19 Bonds and the supplement thereto relating to the Bonds, and the Bond Purchase Agreement dated November 15, 1979.

You are hereby requested, authorized and ordered to authenticate the Bonds. When so authenticated, and

(i) upon receipt by you of the documents and opinions listed in the Closing Memorandum for today’s closing, which together with this order constitute all the conditions precedent to the delivery of the Bonds pursuant to the Second General Bond Resolution, and

(ii) upon receipt by you of $60,000,000 aggregate principal amount of the 1975 Series O Bonds and the 1975 Series X Bonds, from The State Insurance Fund (the Tenderer),

(iii) upon receipt by you of $212,448.06, constituting payment of the interest accrued on the Series 20 Bonds from November 1, 1979 through November 15, 1979, from the Tenderer,
you are hereby requested, authorized and ordered to deliver the Bonds to or in accordance with the order of the Tenderer, against the receipt of the Tenderer therefore.

Upon delivery of the Bonds, you are hereby requested, authorized and ordered to cancel the $60,000,000 aggregate principal amount of 1975 Series O Bonds and 1975 Series X Bonds.

Very truly yours,

MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

By

[Signature]
CERTIFICATE OF THE DIRECTOR OF THE BUDGET
OF THE STATE OF NEW YORK

I. Howard F. Miller, Director of the Budget of the State of New York (the "State"), HEREBY CERTIFY as follows:

1. Responsible and knowledgeable officials of the Division of the Budget of the State under my supervision have reviewed the information contained in the Official Statement dated November 1, 1979 (the "Official Statement") of the Municipal Assistance Corporation For The City of New York under the section captioned "Certain Developments Affecting the State."

2. Such section of the Official Statement does not contain any untrue statement of a material fact concerning the State of New York or omit any statement of a material fact necessary to make the statements therein concerning the State, in light of the circumstances under which they were made, not misleading.

3. Such officials have also reviewed the information contained in the Official Statement under the section captioned "Provisions for Payment of the Bonds-Per Capita Aid."

4. The numerical information concerning the amounts of the Per Capita Aid referred to in such section of the Official Statement and the footnotes which refer to such numerical information are true in all material respects and there are no material omissions, except that with respect to footnote (b) the amount of aid paid by the State in the State's 1978 fiscal year pursuant to section 54 of the State Finance Law was approximately $468 million although the amount payable out of the local assistance fund and paid to the Corporation was as stated.

Witness my signature this 15th day of November 1979.

[Signature]

Howard F. Miller
Director of the Budget of the State of New York
CERTIFICATION OF THE COMMISSIONER
OF TAXATION AND FINANCE

I, James H. Tully, Jr., Commissioner of Taxation and Finance of the State of New York, do HEREBY CERTIFY as follows:

I have reviewed the tabular data and footnotes set forth under the charts "Quarterly Collections of Sales and Compensating Use Taxes in the City" and "Quarterly Collections of Stock Transfer Tax" contained in the final Official Statement with respect to the Series 19 Bonds dated November 1, 1979, as the same has been heretofore supplemented or amended as of the date hereof (the "Official Statement") of the Municipal Assistance Corporation for the City of New York under the sections captioned "Payment of the Bonds--Sales Tax" and "Payment of the Bonds -- Stock Transfer Tax." Such tabular data and footnotes are accurate in all material respects and there are no material omissions.

This Certification constitutes my sole opinion and conclusion, and I express no opinion nor give certification with respect to any other portion of the Official Statement.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of November, 1979.

[Signature]

JAMES H. TULLY, JR.
CERTIFICATE OF THE DIRECTOR OF MANAGEMENT AND BUDGET
OF THE CITY OF NEW YORK

Pursuant to Section 3(a)(6) of the
Series 19 Bond Purchase Agreement

I, JAMES R. BRIGHAM, JR., Director of Management
and Budget of The City of New York (the "City"), on behalf
of the City and to the best of my knowledge and belief, do
HEREBY CERTIFY as follows:

1. I have reviewed the information contained in
the final Official Statement relating to the Series 19
Bonds, dated November 1, 1979, as the same may have been
heretofore supplemented or amended, of the Municipal Assistance
Corporation For The City of New York (the "Corporation")
under the section captioned "Part B -- Certain Developments
Affecting the City." Certain of such information which is
referred to in the paragraphs numbered 2 through 17 of this
certificate represents certain public information contained
in the official reports, statements or other documents of
The City of New York, including a final Official Statement
issued September 27, 1979 by the City in connection with the
sale of $200 million principal amount of its general obligation
revenue anticipation notes. Reference should be made
to such official reports, statements, Official Statement, or
other documents for a more complete explanation of such
information.
2. The information set forth in such section under the subheading "Recent Financial History: Fiscal Years 1975-1978" to the effect that the City, after it lost access to the public credit markets, took a number of steps which were intended to enable it to balance its budget and to regain access to the public credit markets, including accounting reforms and development of a three-year financial plan, is accurate and not misleading in any material respect.

3. The information contained in such section under the subheading "Recent Financial History: Fiscal Years 1975-1978" to the effect that the City, among other actions, took steps to reduce the number of its employees, entered into labor contracts consistent with the assumptions contained in the Three Year Financial Plan and with the wage guidelines adopted by the Control Board (as defined in the Official Statement), increased the transit fare, began charging general tuition at the City University of New York, and received additional State and Federal aid is accurate and not misleading in any material respect.

4. The information set forth in such section under the subheading "Fiscal Years 1979-1983" with respect to (a) the City's failure to regain access to the public credit markets during its 1978 fiscal year, (b) actions proposed by the City and others to provide for the City's long-term financing and to
enable the City to re-enter the public credit markets, and (c) the results of those proposals is accurate and not misleading in any material respect.

5. The information set forth in such section under the subheading "Fiscal Years 1979-1983" to the effect that (a) the Control Board approved a financial plan for fiscal years 1979 through 1982, (b) the Control Board approved a financial plan for the 1980 through 1983 fiscal years and two subsequent modifications to the approved plan (as approved and modified, the "1980 Four Year Plan"), (c) for the 1980 fiscal year, the City projects an operating budget of $12.8 billion, with total revenues equal to total expenditures, under the accounting principles permitted by State law, (d) for fiscal years 1981 through 1983, the City projects budget gaps, (e) the City has proposed State, City and Federal actions to close these gaps, and (f) the City on October 15, 1979 made a preliminary submission to the Control Board of a proposed modification of the 1980 Four Year Plan which is intended to adjust the provisions of the Plan relating to the 1980 through 1983 fiscal years to reflect the actual operations of the City during the 1979 fiscal year and the quarter ended September 30, 1979, of the 1980 fiscal year, is accurate and not misleading in any material respect.
6. The information set forth in such section under the subheading "Fiscal Years 1979-1983" to the effect that (a) the budget gaps projected in the 1980 Four Year Plan for the 1981, 1982 and 1983 fiscal years are $464 million, $830 million and $854 million, respectively, (b) the budget gap for fiscal 1981 is calculated in accordance with accounting principles permitted by State law, and the budget gaps for fiscal 1982 and 1983 are calculated in accordance with GAAP, (c) the City's 1980 Four Year Plan does not provide for increased salaries as a result of new collective bargaining agreements to be negotiated to supercede existing contracts, except for a provision of $82 million in the 1980 fiscal year for future wage rate increases, (d) the 1980 Four Year Plan reports that wage rate increases comparable to that negotiated in 1978 could add approximately $43 million, $295 million and $465 million to the projected 1981, 1982 and 1983 budget gaps, respectively, which amounts do not include any increases in pension costs resulting from such wage rate increases, (e) the projections in the 1980 Four Year Plan do not include substantial budget gaps which have been projected for New York City Health and Hospitals Corporation ("HHC"), the New York City Transit Authority ("Transit Authority") and the Manhattan and Bronx Surface Transit Operating Authority, and (f) the City has
proposed to the Control Board a contingency program, which, in the City's estimation, if implemented, is expected to reduce projected budget gaps by approximately $81 million and $107 million in the 1980 and 1981 fiscal years, respectively, is accurate and not misleading in any material respect.

7. The information set forth in such section under the subheading "Fiscal Years 1979-1983" to the effect that (a) the City, to prevent greater than projected HHC deficits, has proposed a program to reduce the cost of the HHC administered health care system, which, in addition to its other components, depends upon the closing of certain hospitals and the reduction of services which cannot be implemented until public hearings have been held and various approvals have been obtained, (b) the implementation of the HHC program has been subjected to legal challenge, and (c) the City is currently considering the need for revisions to its budget-gap closing and contingency programs as a result of the continuing operating and financial problems of HHC, and the recently projected budget shortfall for the Board of Education is accurate and not misleading in any material respect.

8. The information set forth in such section under the subheading "Fiscal Years 1979-1983" to the effect that
the 1980 Four Year Plan is based on numerous assumptions that could, if not realized, result in material increases in the projected levels of expenditure or material decreases in the projected levels of revenue and that unless offset by other changes, any such adverse effects could increase the projected budget gaps, which would require the development or implementation of appropriate actions in order to achieve operating budgets balanced in accordance with applicable standards is accurate and not misleading in any material respect.

9. The information set forth in such section under the subheading "Fiscal Years 1979-1983" to the effect that (a) the City assumes that State and Federal aid will increase to offset a portion of the projected budget gaps, (b) the City does detailed advance financial planning and must project its revenues from the State and Federal governments before those governments have planned their expenditures for future years, and (c) historically, the City has received more revenues from these levels of government than it can project several years in advance, is accurate and not misleading in any material respect.

10. The information set forth in such section under the subheading "Fiscal Years 1979-1983" to the effect that with respect to the 1980 fiscal year, in February
1979 the City projected a budget gap of $431 million, determined in accordance with accounting principles permitted by State law, to be closed by a combination of City actions and State and Federal assistance, and that the 1980 Four Year Plan now projects an operating budget for the 1980 fiscal year which is balanced under the accounting principles permitted by State law is accurate and not misleading in any material respect.

11. The information set forth in such section under the subheading "Fiscal Years 1979-1983" to the effect that (a) for fiscal years 1980 through 1983, the City projects constant or decreasing City subsidies for certain covered organizations, including HHC and the Transit Authority, (b) the City assumes that it will continue to receive authorization to use Community Development Block Grant funds for operating and maintenance costs on City-owned residential property after the 1980 fiscal year and that the amounts available for such purpose will be sufficient to cover any increase in costs, (c) other uncertainties regarding the 1980 Four Year Plan include the level of future Medicaid and public assistance costs, the feasibility of expenditure reductions involving the Board of Education and the eventual settlement of funding issues with respect to the City's Fire Department Pension Fund (Article 1-B), and (d) the 1980 Four Year
Plan assumes that the amounts required to settle pending real property tax claims will not exceed the amounts provided in the Plan is accurate and not misleading in any material respect.

12. The information set forth in such section under the subheading "Fiscal Years 1979-1983" in relation to the effect of the national and regional economy and State and Federal policies on the City's ability to achieve a balance budget and the requirement of State and Federal legislation or administrative action to implement many of the City's proposals is accurate and not misleading in any material respect.

13. The information set forth in such section under the subheading "Litigation" in relation to (a) numerous real estate tax certiorari proceedings presently pending against the City on grounds of alleged overvaluation or inequality of assessment and the possible impact on the City of an adverse decision involving these issues, (b) the $2 billion estimate of the City's potential exposure in such real estate tax certiorari proceedings (the estimate of the City's potential exposure in these proceedings has been recently revised to a level of approximately $1.7 billion as of June 30, 1979), (c) provision in the 1980 Four Year Plan for estimated adjustments for overpayments of real estate taxes and (d)
remedial legislation with respect to such liability and litigation challenging that legislation is accurate and not misleading in any material respect.

14. The information set forth in such section under the subheading "Litigation" with respect to pending actions challenging purchases of City bonds by the Teacher's Retirement System and the Patrolmen's Benevolent Association is accurate and not misleading in any material respect.

15. The information set forth in such section under the subheading "Expiration of Plan" with respect to the requirement that the City develop a four year financial plan before the beginning of each fiscal year and the expectation that such financial plans for succeeding fiscal years will show budget gaps is accurate and not misleading in any material respect.

16. The information set forth in such section under the subheading "Expiration of Plan" to the effect that in the past decade, the City's population has decreased and the number of jobs in the City has declined and that the City's unemployment level is higher than the national average is accurate and not misleading in any material respect.

17. The information set forth in such section under the subheading "Expiration of Plan" to the effect that the City has no commitments for the provision of
necessary financing for fiscal year 1983 and thereafter and plans to meet such financial needs in the public credit markets is accurate and not misleading in any material respect.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of November, 1979.

THE CITY OF NEW YORK

By [Signature]
Director of Management and Budget
CERTIFICATE OF THE FIRST DEPUTY
COMPTROLLER OF THE CITY OF NEW YORK

Pursuant to Section 3(a)(6) of the
Series 19 Bond Purchase Agreement

I, MARTIN IVES, First Deputy Comptroller of The
City of New York, do HEREBY CERTIFY as follows:

1. I have reviewed the information contained in
the final Official Statement relating to the Series 19
Bonds, dated November 1, 1979, as the same may have heretofore
supplemented or amended, of the Municipal Assistance Corpora-
tion For The City of New York (the "Corporation"), under the
section captioned "PART 8 -- Certain Developments Affecting
the City." Certain of such information, which is referred to
in the paragraphs numbered 2 through 8 of this certificate,
represents certain information contained in official reports,
statements or other documents made public by the Office of
the Comptroller of The City of New York (the "City").
Reference is made to such official reports, statements or
other documents for a more complete explanation of such
information.

2. The information set forth in such section under
the subheading "Recent Financial History: Fiscal Years 1975-
1978" to the effect that the State advanced $800 million to
the City in each of the 1975 through 1978 City fiscal years
is true and accurate.
3. The information set forth in such section under the subheading "Recent Financial History: Fiscal Years 1975-1978" to the effect that the accounting principles permitted by State law deviate from GAAP with respect to accounting for contributions to employee retirement systems and inclusion of certain expense items in the City's Capital Budget is true and accurate.

4. The information set forth in such section under the subheading "Recent Financial History: Fiscal Years 1975-1978" relating to provisions for seasonal and long-term financing for the City through June 30, 1978, as described, and to provisions for the notes affected by the Moratorium Act (as defined in the Official Statement) is true and accurate.

5. The information set forth in such section under the subheading "Recent Financial History: Fiscal Years 1975-1978" with respect to the operating deficits reported in accordance with the accounting principles permitted by State law and estimated in accordance with GAAP for the 1976 and 1977 fiscal years, the results of the audit of the City's 1978 financial statements, and the contents of the opinion of the consortium of independent public accountants is true and accurate.
6. The information set forth in such section under the subheading "Fiscal Years 1979-1983" with respect to the operating results under the financial plan and the deficit when reported in accordance with GAAP as contained in the City's 1979 audited financial statements is true and accurate.

7. The information set forth in such section under the subheading "Litigation" to the effect that the notes to the City's audited financial statements report certain information regarding outstanding claims against the City, and the City's estimated potential future liability thereon is true and accurate.

8. The information set forth in such section under the subheading "Expiration of Plan" to the effect that the City Comptroller recently expressed concern that, despite compliance by the City with the 1980 Four Year Plan, the possibility of achieving less than full reentry into the long-term public credit markets by the 1983 fiscal year exists is true and accurate.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of November, 1979.

[Signature]

First Deputy Comptroller of The City of New York
13 November 1979

Honorable Edward V. Regan
Comptroller
State of New York
Department of Audit and Control
Alfred E. Smith Office Building
Albany, New York 12224

Dear Mr. Regan:

This letter is to request your approval of the sale of $64,270,000 of Series 20 Bonds of the Municipal Assistance Corporation For The City of New York, to be issued pursuant to its Second General Bond Resolution. Enclosed for your information is a copy of the Corporation's Official Statement dated November 1, 1979, with respect to the issuance of the Corporation's Series 19 Bonds, which Official Statement, as supplemented on November 15, 1979, is made applicable to the sale of the Series 20 Bonds.

The Corporation is issuing the Series 20 Bonds to The State Insurance Fund in exchange for the Corporation's previously issued Series O and Series X Bonds, all of which are held by The State Insurance Fund. The Series O and Series X Bonds will be surrendered to the Corporation and cancelled upon issuance of the Series 20 Bonds.

The Series 20 Bonds are comprised of a single maturity due July 1, 2008 with a mandatory sinking fund commencing July 1, 2000. These bonds are callable at the option of the Corporation on or after July 1, 1989 at an initial redemption price of 102% of par plus accrued interest. The bonds will bear interest at the rate of 8-1/2% per annum. The State Insurance Fund, in exchange for the issuance to it of the Series 20 Bonds, will surrender the $60 million of Series O and Series X Bonds of the Corporation held by The Fund. The Series O Bonds in the amount of $25 million and the Series X Bonds in the amount of $35 million bear interest at the rate of 11% per annum and mature from 1990 through 1994.

We request your approval of this sale pursuant to Section 3012(l)(e) of the Municipal Assistance Corporation Act, as amended. We further request approval, pursuant to Section 3013(4) of the Municipal Assistance Corporation Act, as amended, of the system of accounts of the Corporation to the

Your approval is respectfully requested.

Sincerely,

[Signature]

Stephen J. Weinstein
Deputy Executive Director

ENCLOSURE

The sale of the above described bonds of the Municipal Assistance Corporation For The City of New York upon the terms above described, and the system of accounts of the Corporation to the extent the same are prescribed in the Second General Bond Resolution and the Series 20 Bond Resolution of the Corporation, are hereby approved.

[Signature]

Edward V. Regan, Comptroller of The State of New York

Dated:
November 15, 1979

To the Board of Directors of
Municipal Assistance Corporation
For The City of New York
and
The State Insurance Fund

Dear Sirs:

We have examined the financial statements of Municipal Assistance Corporation For The City of New York (the "Corporation") as of June 30, 1979, and for the year then ended (the "Financial Statements"), included in the Official Statement of the Corporation dated November 1, 1979 for the Series 19 Bonds (the "Official Statement"); our report with respect thereto is also included in such Official Statement. In connection with the Official Statement, we hereby advise you as follows:

1. We are independent public accountants for the Corporation and as such have examined the Corporation's Financial Statements for the year ended June 30, 1979 and expressed our opinion thereon dated July 27, 1979. We have not examined any financial statements of the Corporation as of any date or for any period subsequent to June 30, 1979; although we have made an examination for the year ended June 30, 1979, the purpose (and therefore the scope) of such examination was to enable us to express our opinion on the financial statements as of June 30, 1979 and for the year then ended. Therefore, we are unable to and do not express any opinion on the unaudited Statement of Financial Position as of September 30, 1979, the related unaudited Debt Service, Capital Reserve or Operating Fund Statements of Transactions for the three-month period ended September 30, 1979 or schedules as of any date or for any period subsequent to June 30, 1979 included in the Official Statement.

2. For purposes of this letter we have performed the following procedures:

A. We have read the Official Statement, the Supplement dated November 15, 1979 to the Official Statement (the "Supplement") and the minutes of the meetings of the Board of Directors of the Corporation for the period commencing July 1, 1979 and ending on November 14, 1979, as set forth in the minute books.
or made available to us in draft form at the offices of
the Corporation on November 14, 1979. (Our work did not
extend to November 15, 1979.) Officials of the Corporation
have advised us that such minutes represent minutes of all
such meetings for such period.

B. We have, with respect to the three-month period ended
September 30, 1979:

(i) Read the unaudited Statement of Financial Position
as of September 30, 1979 and unaudited Debt Service Fund,
Capital Reserve Fund and Operating Fund Statements of
Transactions for the three-month period ended September
30, 1979 and Exhibits I, II and III thereto, officials of
the Corporation having advised us that no such financial
statements as of any date or for any period subsequent
to September 30 were available; and

(ii) Made inquiries of certain officials of the Corporation
who have responsibility for financial and accounting
matters as to whether the unaudited financial statements
referred to under 2B(i) are presented fairly in conformity
with generally accepted accounting principles on a basis
substantially consistent with that of the Financial State-
ments included in the Official Statement.

The foregoing procedures do not constitute an examination made
in accordance with generally accepted auditing standards. Also,
they would not necessarily reveal matters of significance with re-
spect to the comments in the following paragraph. Accordingly, we
make no representation as to the sufficiency of the foregoing pro-
cedures for your purposes.

3. Nothing came to our attention as a result of the procedures
described in 2, however, that caused us to believe that the un-
audited financial statements described in 2B(i), included in the
Official Statement, are not presented fairly in conformity with
generally accepted accounting principles applied on a basis sub-
stantially consistent with that of the Financial Statements.

4. As mentioned in 2B(i), Corporation officials have advised
us that no financial statements as of any date or for any period
subsequent to September 30, 1979 are available; accordingly, the
B. With respect to the data set forth in columns 2 through 4 of the Table, we reviewed an unaudited calculation sheet which showed the addition of the pro forma debt service payment amounts on the Series 19 and 20 Bonds to the Corporation's existing Second Resolution debt service payment requirements for each year, as shown in the fourth column of the table appearing on page 14 of the Corporation's Official Statement for Series 17 and 18 Bonds assuming, for the purposes of such calculations, the maturity, interest and redemption provisions set forth in the cover page of the Official Statement for the Series 19 Bonds and the Series Resolution for the Series 20 Bonds. Such addition appears to be correctly applied to the debt service amounts.

C. With respect to the data set forth in column 5 of the Table, we divided the total of all revenues including the total of the Aggregate Sales and Stock Transfer Taxes and Adjusted Per Capita Aid appearing on pages 13-14 of the Official Statement (which revenue amounts have been reduced by $6 million representing the Corporation's current estimate of its operating expenses for the fiscal year ending June 30, 1980) less the debt service amounts appearing in column 1 of the Table, by the corresponding debt service amount in column 4 for the years 1980 through 1995 and found such ratios to be correct.

D. With respect to the coverage ratios set forth in the paragraph immediately following the Table, we reviewed an unaudited calculation sheet showing the division of the total of all revenues, referred to in 5C above, by the total of each year's debt service amount appearing in columns 1 and 4 of the Table and found the ranges of coverage for the years 1980 through 1995 stated in such paragraph to be correct.

E. With respect to the average coverage ratio stated in such paragraph, we reviewed an unaudited calculation sheet showing the addition of the coverage ratios for the years 1980 through 1995, referred to in 5D above, divided by the number of ratios included in the addition, and found the average of such ratios to be correct.
To the Board of Directors of
Municipal Assistance Corporation
For The City of New York
and
The State Insurance Fund

November 15, 1979

The procedures referred to above do not constitute an examination made in accordance with generally accepted auditing standards. Also, such procedures would not necessarily reveal matters of significance with respect to the comments in such paragraphs. Accordingly, we make no representations as to questions of legal interpretation or as to the sufficiency of such procedures for your purposes. Further, we have addressed ourselves solely to the foregoing data as set forth in the Official Statement and make no representation as to whether additional information may be required to be set forth in the Official Statement to render such data not misleading.

6. This letter is solely for the information of the Board of Directors of the Corporation and for the information of and assistance to The State Insurance Fund in conducting and documenting their review of the affairs of the Corporation in connection with the mailing of its Official Statement and related Supplement. This letter is not to be used, circulated, quoted or otherwise referred to for any other purpose, nor is it to be filed with or referred to in whole or in part in the Official Statement, the Supplement or any other document, except the Bond Purchase Agreement between the Corporation and The State Insurance Fund and related closing documents.

Yours very truly,

Price Waterhouse & Co.
Based upon the foregoing we are of the opinion that:

1. United States Trust Company of New York is a duly organized and validly existing corporation having the powers of a trust company under the laws of the State of New York and is authorized to act as Trustee under the Resolutions and to exercise all of the rights, powers and obligations as Trustee.

2. The Trustee has duly authenticated and delivered the Bonds.

A copy of this opinion is being delivered to The State Insurance Fund (the Tenderer), and the Tenderer may rely hereon as if such opinion were addressed to it.

Very truly yours,

[Signature]

[Address]

FME:Ma
GENERAL CERTIFICATE OF THE
MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

I, STEPHEN J. WEINSTEIN, Secretary of the Municipal Assistance Corporation For The City of New York (the "Corporation"), a corporate governmental agency and instrumentality of the State of New York (the "State"), constituting a public benefit corporation created and existing under and pursuant to the Constitution and statutes of the State, including the New York State Municipal Assistance Corporation Act, as amended by the Municipal Assistance Corporation for the city of New York Act, being Titles I, II and III of Article 10 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State, as amended (the "Act"), HEREBY CERTIFY as follows:

1. That I am the duly appointed and qualified Secretary of the Corporation, acting as such, and in such capacity I am familiar with its organization, membership and activities.

2. That the members of the Board of Directors of the Corporation (the "Board")*, their Corporation offices, if any, and the dates of the expirations of their terms, are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Corporation Office</th>
<th>Date of Expiration of Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>Felix G. Rohatyn</td>
<td>Chairman</td>
<td>December 31, 1979</td>
</tr>
<tr>
<td>Edward M. Kresky</td>
<td>Vice Chairman</td>
<td>December 31, 1981</td>
</tr>
<tr>
<td>Francis J. Barry</td>
<td></td>
<td>December 31, 1979</td>
</tr>
</tbody>
</table>

*There is one vacancy on the Board.
<table>
<thead>
<tr>
<th>Name</th>
<th>Corporation Office</th>
<th>Date of Expiration of Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>George M. Brooker</td>
<td></td>
<td>December 31, 1977 (l)</td>
</tr>
<tr>
<td>Eugene J. Keilin</td>
<td></td>
<td>December 31, 1982</td>
</tr>
<tr>
<td>Dick Netzer</td>
<td></td>
<td>December 31, 1979</td>
</tr>
<tr>
<td>Andrew P. Steffan</td>
<td></td>
<td>December 31, 1980</td>
</tr>
<tr>
<td>Robert C. Weaver</td>
<td></td>
<td>December 31, 1980</td>
</tr>
</tbody>
</table>

(1) Holdover pursuant to law.

3. That each of the said persons named in paragraph 2 is the duly elected or appointed, designated, qualified and acting Director of the Corporation holding the office, if any, indicated above.

4. That the firm of Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York, was appointed General Counsel to the Corporation on June 10, 1975.

5. That the seal of the Corporation, an impression of which appears below, was duly adopted by the Corporation as its official seal, and is the legally adopted, proper and only official seal of the Corporation.

6. That the By-Laws of the Corporation adopted April 7, 1978, as amended March 28, 1979, are in full force and effect on the date hereof and have not been repealed, modified or amended.

7. That except as set forth in the final Official Statement dated November 1, 1979, attached to this Record of Proceedings as document no. 1 and by this reference made a part hereof, there is no action, suit, proceeding or investigation at law or in
equity before or by any court or public board or body pending (or to the best of the knowledge of the Corporation threatened) against the Corporation or (to the best of the knowledge of the Corporation, no independent investigation having been made) any other person, wherein an unfavorable decision, ruling or finding might in any material respect adversely affect the transactions contemplated by the Bond Purchase Agreement attached to this Record of Proceedings as document no. 2 (the "Agreement"), the issuance of the $64,270,000 Series 20 Bonds (the "Bonds"), or which in any way might adversely affect provisions for the payment of principal, premium, if any, or interest on the Bonds or the validity of the Bonds, the Resolutions (as defined below), the Agreement or any agreement or instrument to which the Corporation is a party which is required in connection with the issuance of the Bonds.

8. That the Second General Bond Resolution of the Corporation adopted November 25, 1975, as amended and supplemented (the "Second General Bond Resolution"), and the Series 20 Resolution of the Corporation adopted October 31, 1979 (both such resolutions being hereinafter called the "Resolution"), attached to this Record of Proceedings as documents no. 4 and 5, copies of which are being delivered contemporaneously herewith to the Trustee named in such Resolutions, which I hereby certify pursuant to Section 202 of the Second General Bond Resolution, are true and correct copies of the duly adopted originals thereof in their entireties on file and of record in the principal office of the Corporation and that the same
are in full force and effect on the date hereof and have not been repealed, modified or amended.

9. That the Extract of the Minutes of the Meeting of the Corporation attached to this Record of Proceedings as document no. 3 is a true and correct copy of the duly adopted original thereof on file and of record in the principal office of the Corporation and that the same is in full force and effect on the date hereof and has not been repealed, modified or amended.

10. That the specimens of the Bonds, attached hereto as Exhibit A, are identical in all respects, except as to number, denomination and name of registered owner, with the Bonds this day delivered to the Tenderer referred to in the Resolutions (the "Purchaser") and said specimens are substantially in the forms required by the Resolutions.

WE, FELIX G. ROHATYN and STEPHEN J. WEINSTEIN, Chairman and Secretary, respectively, of the Corporation, HEREBY CERTIFY as follows:

1. That the Bonds delivered to the Purchaser on this date, specimens of which are attached hereto, which Bonds are more fully described in the Resolutions, have been duly and completely executed in the name of the Corporation and on its behalf by the affixing thereon of the facsimile signature of Felix G. Rohatyn, Chairman of the Corporation, who did and does hereby adopt such signature and the affixing thereof of a facsimile of the official seal of the Corporation attested to by the facsimile signature of
Stephen J. Weinstein, Secretary of the Corporation, who did and
does hereby adopt such signature.

2. That at the time of the signing and execution of
the Bonds and on the date hereof, Felix G. Rohatyn was and is the
duly chosen, qualified and acting Chairman of the Corporation
authorized to execute the Bonds.

3. That a facsimile of the seal, an impression of
which appears below, has been imprinted on the Bonds, and it is
the legally adopted, proper and only official corporate seal of
the Corporation.

4. That the Corporation is not in default in the per-
formance of any of the covenants, conditions, agreement or pro-
visions contained in the Resolutions or the General Bond Resolution
adopted by the Corporation on July 2, 1975, as amended and supple-
mented (the "First General Bond Resolution").

5. That (a) the maximum amount of principal and interest
maturing or otherwise becoming due in the current or any succeeding
Fiscal Year on any outstanding obligations issued pursuant to the
First General Bond Resolution and the Outstanding Note Resolutions
is $358,064,562; (b) the aggregate amount of principal on Serial
Bonds, the Sinking Fund Installments, maturities of Term Bonds not
required to be paid from Sinking Fund Installments and interest on
all Outstanding Bonds, including the Bonds, for each Fiscal Year
is as set forth in Exhibit B attached hereto; and (c) the aggre-
gate estimated amount of Operating Expenses for the current Fiscal
Year is $6,000,000. (All defined terms in this paragraph number 5
6. That the aggregate of (i) the amount set forth in the Certificate of the New York State Commissioner of Taxation and Finance, a copy of which is attached to this Record of Proceedings as document no.14, as representing the Sales Tax and Stock Transfer Tax, and (ii) the amount set forth in the certificate attached to this Record of Proceedings as document no.15, as representing the actual amount of Per Capita Aid apportioned and paid into the Special Aid Account after deducting (iii) the aggregate amounts set forth in paragraphs 5(a) and 5(c) herein, will be at least 2.0 times the aggregate amount set forth in paragraph 5(b) herein.

7. That each of the representations of the Corporation set forth in Section 1 of the Agreement is true, accurate and complete in all material respects as though made with respect to and as of the date hereof.

8. That each of the agreements set forth in Section 1 of the Agreement to be complied with at or prior to the delivery of the Bonds on the date hereof has been complied with as of the date hereof.

9. That the Bonds and the Resolutions conform in all material respects to the descriptions thereof in the final Official Statement.

10. That with regard to any representations, agreements or descriptions with respect to the final Official Statement, this certificate is based on the final Official Statement as the same may
have been heretofore supplemented or amended as of the date hereof.

11. That the Corporation has not issued any Bonds, Notes or Other Obligations which would cause the aggregate amount of principal on Serial Bonds, the Sinking Fund Installments, maturities of Term Bonds not required to be paid from Sinking Fund Installments and interest on all Outstanding Bonds, and the principal of and interest on Notes and the interest on Other Obligations to be paid in any one Fiscal Year to exceed four hundred twenty-five million dollars. (All defined terms in this paragraph number 12 are defined in the First General Bond Resolution.)

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation this 15th day of November, 1979.

Signature

Official Title

Term of Office Expires

Chairman

December 31, 1979

Secretary

Indefinite

(SEAL)

I HEREBY CERTIFY that the signatures of the Officers of the Municipal Assistance Corporation For The City of New York, which appear above are true and genuine and that I know said officers and know them to hold said offices set opposite their signatures.

Signature

Title

Name of Bank

United States Trust Company of New York
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

SERIES 20 BOND

THE MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK, hereinafter called the "Corporate Trustee," a corporate governmental agency and instrumentality of the State of New York, whose members are appointed by the Board of Estimate and Apportionment of the City of New York, establishes and issues this instrument, hereinafter called the "Bond," for the purpose of improving the municipal services and facilities of the City of New York. The principal amount of the Bond is Five Thousand Dollars ($5,000), and the interest thereon bears interest at the rate of eight and one-half percent (8 1/2%) per annum. The Bond is payable on or before the 1st day of July, 2028. The Corporate Trustee is authorized to sell and issue the Bond, and to cause it to be paid and redeemed in accordance with the terms and conditions of the Bond. The Corporate Trustee may, at its discretion, sell, issue, and dispose of the Bond, and to cause it to be paid and redeemed in accordance with the terms and conditions of the Bond. The Corporate Trustee may, at its discretion, sell, issue, and dispose of the Bond, and to cause it to be paid and redeemed in accordance with the terms and conditions of the Bond.

In witness whereof, the MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK has caused this Bond to be executed in its name by its agent or facsimile signature of its Chairman, and the Corporate Trustee has caused its name and facsimile signature of its Assistant Secretary, and the interest coupons hereto attached to be executed by the facsimile signature of said Assistant Secretary, all as of the first day of January, 1975.

MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

By: 

Felix Rubino
Chairman

By: 

Stephanie Wm.
Assistant
<table>
<thead>
<tr>
<th>Issue Date</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jan. 1986</td>
<td>$212.50</td>
</tr>
<tr>
<td>July 1984</td>
<td>$212.50</td>
</tr>
<tr>
<td>Jan. 1987</td>
<td>$212.50</td>
</tr>
<tr>
<td>July 1984</td>
<td>$212.50</td>
</tr>
<tr>
<td>Jan. 1989</td>
<td>$212.50</td>
</tr>
<tr>
<td>July 1987</td>
<td>$212.50</td>
</tr>
<tr>
<td>Jan. 1990</td>
<td>$212.50</td>
</tr>
<tr>
<td>July 1989</td>
<td>$212.50</td>
</tr>
<tr>
<td>Jan. 1991</td>
<td>$212.50</td>
</tr>
<tr>
<td>July 1990</td>
<td>$212.50</td>
</tr>
<tr>
<td>Jan. 1992</td>
<td>$212.50</td>
</tr>
<tr>
<td>July 1991</td>
<td>$212.50</td>
</tr>
<tr>
<td>Jan. 1993</td>
<td>$212.50</td>
</tr>
<tr>
<td>July 1992</td>
<td>$212.50</td>
</tr>
<tr>
<td>Jan. 1994</td>
<td>$212.50</td>
</tr>
<tr>
<td>July 1993</td>
<td>$212.50</td>
</tr>
<tr>
<td>Jan. 1995</td>
<td>$212.50</td>
</tr>
<tr>
<td>July 1994</td>
<td>$212.50</td>
</tr>
<tr>
<td>Jan. 1996</td>
<td>$212.50</td>
</tr>
<tr>
<td>July 1995</td>
<td>$212.50</td>
</tr>
</tbody>
</table>
Municipal Assistance Corporation  
For The City of New York  

Debt Service Payment Requirements by Fiscal Year

SECOND RESOLUTION AFTER ISSUANCE OF SERIES 19 AND 20

(In Dollars)

<table>
<thead>
<tr>
<th>FY</th>
<th>Principal</th>
<th>Interest</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1980</td>
<td>36,555,000</td>
<td>244,656,547</td>
<td>281,211,547</td>
</tr>
<tr>
<td>1981</td>
<td>65,645,000</td>
<td>269,482,477</td>
<td>335,127,477</td>
</tr>
<tr>
<td>1982</td>
<td>70,150,000</td>
<td>261,923,435</td>
<td>332,073,435</td>
</tr>
<tr>
<td>1983</td>
<td>85,815,000</td>
<td>255,824,460</td>
<td>341,639,460</td>
</tr>
<tr>
<td>1984</td>
<td>126,475,000</td>
<td>247,258,767</td>
<td>373,733,767</td>
</tr>
<tr>
<td>1985</td>
<td>137,190,000</td>
<td>236,405,180</td>
<td>373,595,180</td>
</tr>
<tr>
<td>1986</td>
<td>161,365,000</td>
<td>224,112,388</td>
<td>385,477,388</td>
</tr>
<tr>
<td>1987</td>
<td>180,705,000</td>
<td>210,026,129</td>
<td>390,731,129</td>
</tr>
<tr>
<td>1988</td>
<td>185,305,000</td>
<td>195,098,767</td>
<td>380,403,767</td>
</tr>
<tr>
<td>1989</td>
<td>210,230,000</td>
<td>179,080,729</td>
<td>389,310,729</td>
</tr>
<tr>
<td>1990</td>
<td>226,490,000</td>
<td>161,343,389</td>
<td>387,833,389</td>
</tr>
<tr>
<td>1991</td>
<td>240,920,000</td>
<td>142,328,984</td>
<td>383,248,984</td>
</tr>
<tr>
<td>1992</td>
<td>260,060,000</td>
<td>121,924,218</td>
<td>381,984,218</td>
</tr>
<tr>
<td>1993</td>
<td>289,690,000</td>
<td>99,617,237</td>
<td>389,307,237</td>
</tr>
<tr>
<td>1994</td>
<td>89,455,000</td>
<td>84,295,067</td>
<td>173,750,067</td>
</tr>
<tr>
<td>1995</td>
<td>95,735,000</td>
<td>76,818,895</td>
<td>172,553,895</td>
</tr>
<tr>
<td>1996</td>
<td>108,725,000</td>
<td>68,523,929</td>
<td>177,248,929</td>
</tr>
<tr>
<td>1997</td>
<td>77,430,000</td>
<td>60,970,907</td>
<td>138,400,907</td>
</tr>
<tr>
<td>1998</td>
<td>51,670,000</td>
<td>55,731,069</td>
<td>107,401,069</td>
</tr>
<tr>
<td>1999</td>
<td>55,645,000</td>
<td>51,337,565</td>
<td>106,982,565</td>
</tr>
<tr>
<td>2000</td>
<td>79,050,000</td>
<td>45,817,550</td>
<td>124,867,550</td>
</tr>
<tr>
<td>2001</td>
<td>39,020,000</td>
<td>40,928,838</td>
<td>79,948,838</td>
</tr>
<tr>
<td>2002</td>
<td>42,460,000</td>
<td>37,489,806</td>
<td>79,949,806</td>
</tr>
<tr>
<td>2003</td>
<td>46,200,000</td>
<td>33,747,369</td>
<td>79,947,369</td>
</tr>
<tr>
<td>2004</td>
<td>50,275,000</td>
<td>29,674,660</td>
<td>79,949,660</td>
</tr>
<tr>
<td>2005</td>
<td>54,705,000</td>
<td>25,242,482</td>
<td>79,947,482</td>
</tr>
<tr>
<td>2006</td>
<td>59,530,000</td>
<td>20,419,107</td>
<td>79,949,107</td>
</tr>
<tr>
<td>2007</td>
<td>64,775,000</td>
<td>15,170,035</td>
<td>79,945,035</td>
</tr>
<tr>
<td>2008</td>
<td>70,495,000</td>
<td>9,457,376</td>
<td>79,952,376</td>
</tr>
<tr>
<td>2009</td>
<td>76,710,000</td>
<td>3,240,063</td>
<td>79,950,063</td>
</tr>
<tr>
<td>Total</td>
<td>3,338,475,000</td>
<td>3,507,947,425</td>
<td>6,846,422,425</td>
</tr>
</tbody>
</table>
I, James H. Tully, Jr., Commissioner of Taxation and Finance of the State of New York, do HEREBY CERTIFY as follows:

A. Reference is made to the Second General Bond Resolution (the "Resolution") adopted November 25, 1975 by the Municipal Assistance Corporation for the City of New York (the "Corporation"). All terms defined in the Resolution are used in this certificate with the meanings ascribed to them at the indicated page in the Resolution.

B. 1. The most recent collections for the twelve (12) consecutive calendar months ended September 30, 1979 of the Sales Tax (p. 4) after deduction of cost of administering, collecting and distributing such tax was $1,019,976,565

2. The most recent collections for the twelve (12) consecutive calendar months ended September 30, 1979 of the Stock Transfer Tax (p. 5) after deduction of cost of administering, collecting and distributing such tax was $384,606,393

3. The most recent collections for the twelve (12) consecutive calendar months ended September 30, 1979 of other taxes which, as of the date hereof, are levied and collected by New York State and are payable into the Special Account in the Municipal Assistance Tax Fund described in section 92-d of the State Finance Law established for the Corporation was $0

Total of $1,404,582,958
C. The total amount of $1,404,582,958 for the twelve (12) consecutive calendar months ended September 30, 1979, as set forth in Paragraph B above (taking into account, among other factors, those factors set forth in Paragraph E below), is less than the revenues expected by me, taking into account the statements set forth in Paragraph D below, for the next succeeding twelve (12) consecutive calendar months from the Sales Tax and Stock Transfer Tax.

D. While the undersigned believes that it is not presently possible to predict the effect of a future material adverse change in the economic and/or financial conditions of the State of New York and/or the City of New York upon the Sales Tax and Stock Transfer Tax revenue the undersigned, as of this date, has no reasonable basis upon which to form a conclusion that the total revenues for the next succeeding twelve (12) consecutive calendar months commencing October 1, 1979 from the Sales Tax and Stock Transfer Tax will be less than $1,404,582,958.

E. With respect to Sales Tax collection for the twelve (12) consecutive calendar months ended September 30, 1979, several factors which occasioned a change in the pattern of revenue flow from and distribution of Sales Tax during the period should be noted. Such factors include the requirement of monthly filing by certain large vendors, an authorized method of monthly payments on a historical basis and distribution of Sales Tax on such basis.

Commencing March 1976, in addition to regular quarterly reporting, a monthly sales tax report and remittance was required from certain large vendors, i.e. all vendors with taxable receipts of $300,000 or more in any quarter of the preceding four quarters. Such vendors are also required to make an estimated payment of Sales Tax liability for the month of March by the twentieth (20th) day thereof. In filing and making such monthly report and remittance, such large vendors may estimate sales tax liability for certain months based upon historical experience rather than
upon actual sales tax liability for such months. Moreover, commencing March 1976, Sales Tax distribution to the Special Tax Account of the Corporation is made upon a historical rather than upon an actual basis. As a consequence, in order to reflect actual experience, adjustments to subsequent distributions to such Special Account will be required to be made from time to time during the twelve (12) consecutive calendar months commencing October 1979. Overdistributions were made to the Special Account which ranged from $2,416,015 to $11,122,699 for certain three-month periods. The State Department of Taxation and Finance has made reductions in subsequent distributions to the Special Account to reflect these overpayments and, in addition, has made increases in distributions commencing January 1976 in approximate amounts ranging from $1 million to $5 million to reflect under-distributions for certain prior periods. The statements herein do not purport to be a full and complete statement of existing law and its effect and reference is made to Chapter 89 of the Laws of 1976 and all amendments thereto.

In addition, legislation (Chapter 878 of the Laws of 1977) with respect to the Stock Transfer Tax alters the pattern of flow of Stock Transfer Tax moneys into the Stock Transfer Tax fund. However, it is not expected, at the present time, that such legislation or the implementation of a nationwide market system in securities pursuant to Congressional mandate and Securities and Exchange Commission rules would occasion a change in my expectations set forth in Paragraph C above.

IN WITNESS WHEREOF, I have hereto set my hand this 15th day of November, 1979.

JAMES H. TULLY, JR.

To: United States Trust Company of New York as Trustee under the Resolution (as defined above).
CERTIFICATE OF THE DIRECTOR OF THE BUDGET
OF THE STATE OF NEW YORK

I, Howard F. Miller, Director of the Budget of the State of New York, do HEREBY CERTIFY as follows:

The estimated amount of per capita aid payable to The City of New York pursuant to Section 54 of the State Finance Law, as amended, available to be apportioned and paid into the Special Aid Account of the Municipal Assistance Corporation For The City of New York in the Municipal Assistance State Aid Fund established pursuant to Section 92-e of the State Finance Law for the fiscal year of the State ending March 31, 1980, was $481,569,000.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of November, 1979.

[Signature]

Howard F. Miller
Director of the Budget of the State of New York
Municipal Assistance Corporation for the City of New York
Series 19 Bonds
Series 20 Bonds

I. GENERAL

1.1. I, Harris A. Decker, Treasurer of the Municipal Assistance Corporation for the City of New York (the "Corporation"), HEREBY CERTIFY with respect to the Corporation's $90,000,000 Series 19 Bonds (the "Series 19 Bonds") and $64,270,000 Series 20 Bonds (the "Series 20 Bonds", together, the "Bonds"), which are being issued and delivered on the date of this certificate pursuant to a general bond resolution of the Corporation dated November 25, 1975 (the "Second Resolution") and respective series resolutions adopted October 31, 1979 (the "Series Resolution(s)"), as follows:

1.2. I am an officer of the Corporation charged with the responsibility for issuing the Bonds.

1.3. This certificate is made for the purpose of establishing the reasonable expectations of the Corporation as to the amount and use of the proceeds of the Series 19 Bonds and as to the disposition of the Series 20 Bonds. It is intended and may be relied upon as a certification described in Section 1.103-13 (a)(2)(ii) of the Treasury Regulations under Section 103(c) of the Internal Revenue Code of 1954 (the "Code") and is being executed and delivered as part of the record of proceedings in connection with the issuance of the Bonds.
1.4. The Commissioner of Internal Revenue has not published notice of, nor has the Corporation been notified of any listing or proposed listing of the Corporation by the Internal Revenue Service as an issuer whose certification may not be relied upon for arbitrage purposes by holders of its obligations.

1.5. This certificate sets forth the facts, estimates and circumstances now in existence which are the basis for the Corporation's expectation that the proceeds of the Series 19 Bonds will not be used in a manner that would cause the Bonds to be arbitrage bonds under Section 103(c) of the Code. To the best of my knowledge and belief, the expectations contained herein, including the expectations relating to the use of the proceeds of the Series 19 Bonds, are reasonable and there are no other facts, estimates or circumstances that would materially change such expectations.

II. PURPOSES OF ISSUE

2.1. The Corporation is issuing the Bonds pursuant to a four year plan of financing (the "Plan") designed to enable the City of New York (the "City") to bring its expense budget into balance in accordance with generally accepted accounting principles and to reduce its seasonal borrowing requirements, with the purpose of enabling the City to regain access to public securities markets.

2.2. The Series 20 Bonds will be exchanged on the date hereof for all outstanding Series O Bonds and Series X Bonds (the "Exchanged Bonds") of the Corporation in the aggregate principal amount of $60,000,000, which were issued pursuant to a general bond resolution of the Corporation adopted on July 2, 1975, (the "First
Resolution") and are presently held by the New York State Insurance Fund (the "Fund"), pursuant to an agreement entered into by and between the Corporation and the Fund on October 22, 1979 (the "Agreement"). Upon such exchange, the Exchanged Bonds will be deemed refunded, will be cancelled, and will no longer be outstanding for purposes of the First Resolution. The Exchanged Bonds are listed on Exhibit A attached hereto.

2.3. In order to implement the objectives of the Plan, the proceeds of sale of the Series 19 Bonds will be used (i) to refund the Corporation's Series U and Series Y Bonds (the "Refunded Bonds"), as more fully described in paragraph 3.3 hereof, (ii) to pay operating expenses of the City which are included in the City's capital budget and (iii) to augment the Capital Reserve Fund established under the Second Resolution.

2.4. The Corporation is effecting the refunding and exchange in order to restructure its debt service requirements so as to reduce the amounts necessary for debt service on all its outstanding bonds by an average of approximately $6,400,000 a year for the next fifteen fiscal years, ending June 30, 1994. Such restructuring will enable the Corporation to make available more moneys to the City of New York (the "City") for operating expenses during such years, thereby accomplishing its statutory purpose of aiding the City in providing essential services to its inhabitants.

2.5. The original proceeds of the Series 19 Bonds will not exceed the amount necessary for the purposes of the issue.

III. AMOUNT AND USE OF PROCEEDS

3.1. The proceeds from the sale of the Series 19 Bonds are $87,867,000 (face amount of $90,000,000 less original issue
discount of $2,133,000, exclusive of accrued interest for 14 days of $315,000). Such proceeds will be applied as follows:

Refunding the Refunded Bonds .......... $66,710,600
Payment to the City for expense items in its capital budget .......... $5,156,400
Deposit into the Capital Reserve Fund established under the Second Resolution ......................... $16,000,000

$87,867,000

3.2 The accrued interest on the Series 19 Bonds of $315,000, representing 14 days' interest, will be applied on July 1, 1980, to payment of interest on all bonds of the Corporation issued pursuant to the Second Resolution and may be invested prior to such expenditure without restriction as to yield.

3.3. With respect to the Refunded Bonds and such portion of the proceeds of the Series 19 Bonds used to accomplish such refunding:

a. Such Refunded Bonds were issued pursuant to the First Resolution and respective series resolutions, are outstanding as of the date hereof in the aggregate principal amount of $60,850,000, and are listed on Exhibit A attached hereto.

b. Such proceeds of the Series 19 Bonds will be invested in the U.S. Treasury Securities - State and Local governmental series listed on Exhibit B attached hereto (the "Securities").

c. The Securities will be deposited in a trust fund entitled the "1975 Series U and Y Bonds Trust Fund" which was established by the Series Resolution for the Series 19 Bonds
with the trustee for all bonds of the Corporation issued pursuant to the First Resolution. The Securities will mature in principal amounts and bear interest coming due at such time so that sufficient moneys will be available from such principal and interest to pay principal and interest on such portion of the Refunded Bonds to be paid at maturity, and principal, interest and redemption premium on such portion of the Refunded Bonds to be called for redemption on February 1, 1985, at a redemption price of 102% of the principal amount thereof.

3.4. The proceeds of the Series 19 Bonds to be paid to the City for use in payment of expense items in its capital budget will be so paid by the Corporation and so expended by the City within six months from the date hereof, and may be invested prior to such expenditure without restriction as to yield.

3.5. With respect to the proceeds of the Series 19 Bonds to be deposited in the Capital Reserve Fund established under the Second Resolution:
   a. Such Capital Reserve Fund is a debt service reserve fund for all bonds issued pursuant to the Second Resolution. Moneys in such Fund are derived both from Revenues (as defined in Section 6.1 hereof) and from proceeds of the Corporation's bonds and are approximately equal, on any given date, to debt service on all bonds of the Corporation issued pursuant to the Second Resolution coming due in the succeeding calendar year (the "Capital Reserve Fund Requirement"). Such amount has never exceeded, and will never exceed, 15% of the face amount of all bonds issued pursuant to the Second Resolution (taking into
account the rules set forth in Section 1.103-13(b)(1)(ii) and Section 1.103-14(e)(4)).

b. $7,550,000 of such proceeds, representing an amount equal to or less than average annual debt service on the aggregate of that portion of the Series 19 Bonds the proceeds of which will be paid to the City and the Series 20 Bonds, will be invested immediately upon receipt without restriction as to yield.

c. $7,530,000 of such proceeds, representing an amount equal to or greater than average annual debt service on that portion of the Series 19 Bonds used to refund the Refunded Bonds, will be invested immediately upon availability in United States Treasury Obligations at a yield not in excess of the yield on the Bonds, and will remain so invested until the adjusted maturity dates, within the meaning of Section 1.103-14(e)(6), of the Refunded Bonds. A pro rata portion of such proceeds will be invested without restriction as to yield immediately following each such adjusted maturity date.

d. $920,000 of such proceeds, representing the difference between the aggregate amount of proceeds so deposited and the amounts to which reference is made in subparagraphs (b) and (c) above, will be invested immediately upon availability at a yield not in excess of the yield on the Bonds and will remain so invested pending receipt of a ruling from the Internal Revenue Service relating to the investment parameters of the proceeds of the Corporation's bonds deposited in, inter alia, the Capital Reserve Fund established under the Second Resolution, and will be invested following receipt of such ruling in accordance with the terms thereof.
3.6 The proceeds from the sale of the Refunded Bonds and the Exchange Bonds have all been expended on items other than acquired obligations.

IV. TERMS OF THE BONDS AND CALCULATION OF YIELD

4.1. The date, maturities, denominations, rates of interest and redemption features of the Bonds are shown on Exhibit C attached hereto. When used in this certificate, the term "yield" refers to yield computed by the actuarial present value method using a 360-day year and semi-annual compounding, and means that discount rate which, when used in computing the present worth of all payments of principal and interest to be paid on an obligation, produces an amount equal to the purchase price thereof.

4.2. The Corporation's contract of sale with the underwriters for the Series 19 Bonds specifies that such underwriters are entering into the contract for the purpose of purchasing the Series 19 Bonds for resale to the public purchasers thereof and that such public purchasers shall be offered the Series 19 Bonds by the underwriters at the prices listed in Exhibit C attached hereto, plus accrued interest. At the time the contract was entered into, the interest rates and initial sales prices of other similar issues were reviewed by the Corporation. As a result, the Corporation
believes that the initial offering prices of the Series 19 Bonds to the public purchasers reasonably reflects the fair market value of such bonds applicable in the established tax-exempt securities market.

4.3. The purchase price of the Series 20 Bonds is $60,975,519.80 plus accrued interest. Such price is based upon a yield of 9.00% on such bonds, and, as determined by the managing underwriters for the Series 19 Bonds, represents the fair market value of the Series 20 Bonds as of the date of the Agreement, taking into account such factors as the terms, maturity, interest rate, and security for such bonds.

4.4. As described in Exhibit C, the Bonds are required to be redeemed from mandatory sinking fund payments to be made in certain years. Although Bonds may be purchased and tendered in lieu of such sinking fund payments, the economic justification for such purchases will depend on the market price of the Bonds, which cannot be predicted at this time. Accordingly, the Corporation has no reasonable expectation other than that the mandatory sinking fund payments will be applied to the redemption of Bonds at the times and in the amounts shown on such Exhibit.

4.5. Exhibit C indicates that the Bonds may be redeemed prior to maturity at various prices, starting at 102% of par, beginning in the year 1989. However, it is not reasonably expected that a significant amount of Bonds will be redeemed prior to maturity except by operation of the mandatory sinking fund provisions referred to in subparagraph 4.4 hereof.
4.6. Taking into account the factors listed above, the amounts required to be applied to the payment of principal and interest on the Bonds were listed by date and are shown on Exhibit D. When these amounts were discounted to the date of delivery of the Bonds at a yield of 9.0032%, their aggregate present worth was not significantly greater than $151,502,967.56, (an amount comprised of $90,000,000, the maximum aggregate initial offering price of the Series 19 Bonds to the public, the purchase price of the Series 20 Bonds, and accrued interest on the Bonds of $527,448.06) and accordingly the yield on the Bonds was established for purposes of this certification as shown on Exhibit D attached hereto.

4.6. The yield on the Securities will not exceed 9.0032% as shown on Exhibit E.

V. EXCESS PROCEEDS

5.1. Proceeds from the sale of the Series 19 Bonds allocated to the refunding of the Refunded Bonds and amounts received from the investment of such proceeds other than proceeds that will be:

a. used to pay principal, interest or call premiums on the Refunded Bonds;

b. used to pay accrued interest on the Bonds from November 1, 1979 to the date hereof; and

c. used as part of a reasonably required reserve for the Bonds,

will not exceed 1% of the amount received by the Corporation as a
VI. DEBT SERVICE

6.1. The Corporation expects to pay debt service on the Bonds from amounts received from the State of New York (the "State") as per capita state aid and, to the extent necessary and available, from revenues from the State sales tax imposed only in the City of New York and State stock transfer tax (collectively, the "Revenues"), which are deposited in the Bond Service Fund.

6.2. The Bond Service Fund is a debt service fund for all bonds of the Corporation issued pursuant to the Second Resolution. It is expected that the amount of Revenues deposited in the Bond Service Fund will be expended on the payment of debt service on all such bonds within 13 months of the date of deposit. Further it is expected that the amount deposited in the Bond Service Fund will be depleted at least once a year except possibly for a carryover amount which will not exceed the greater of one year's earnings on such Fund or one-twelfth of annual debt service. Consequently, moneys deposited in the Bond Service Fund may be invested without restriction as to yield.

6.3. The Corporation has not created, nor intends to create or establish, any funds other than the Bond Service Fund and the Capital Reserve Fund established under the Second Resolution for the payment of debt service on the Bonds or which may be pledged as security for the Bonds. While other funds and accounts of the Corporation are subject to a general pledge in favor of the holders of the Bonds, if amounts in such funds
and accounts are needed for corporate purposes of the Corporation other than the payment of debt service on the Bonds, they will be so used. Accordingly, it cannot be said with any reasonable assurance that any of these amounts will be available for the payment of debt service on the Bonds if such need should ever arise.

6.5. Interest received from the investment of amounts deposited in the Bond Service Fund will be expended on the payment of debt service within one year of receipt and will be invested without restriction as to yield during the interim.

6.6. Interest received from the investment of amounts deposited in the Capital Reserve Fund established under the Second Resolution will be invested in such Fund to the extent necessary to meet the Capital Reserve Fund Requirement. Any excess amount will be transferred to the Bond Service Fund and expended on the payment of debt service within one year of receipt.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of November, 1979.

[Signature]
Harris A. Decker, Treasurer
Municipal Assistance Corporation for the City of New York
EXHIBIT A

The Exchanged Bonds are the Corporation's $25,000,000 Series O Bonds, dated September 26, 1975, and $35,000,000 Series X Bonds, dated November 10, 1975. The Refunded Bonds are the Corporation's $40,000,000 Series U Bonds, dated October 20, 1975, and $20,850,000 Series Y Bonds, dated November 26, 1975. Such bonds are listed below in the amounts outstanding as of the date hereof, according to their respective maturity dates. The Series U Bonds will be called for redemption on February 1, 1985, at a price of 102% of the principal amount thereof.

Series O

* * * DATA BASE FOR FILE - MAC10 * * *

DATED DATE INTEREST FIRST PAID
08/01/79 02/01/80

INTEREST PARAMETERS

<table>
<thead>
<tr>
<th>PMT DATE</th>
<th>PRINCIPAL</th>
<th>COUPON</th>
<th>FREQUENCY</th>
<th>1ST COUPON</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 02/01/80</td>
<td>$5,000,000.00</td>
<td>11.0000%</td>
<td>SEMI-ANN</td>
<td>1,00000000</td>
</tr>
<tr>
<td>2 02/01/81</td>
<td>$5,000,000.00</td>
<td>11.0000%</td>
<td>SEMI-ANN</td>
<td>1,00000000</td>
</tr>
<tr>
<td>3 02/01/82</td>
<td>$5,000,000.00</td>
<td>11.0000%</td>
<td>SEMI-ANN</td>
<td>1,00000000</td>
</tr>
<tr>
<td>4 02/01/83</td>
<td>$5,000,000.00</td>
<td>11.0000%</td>
<td>SEMI-ANN</td>
<td>1,00000000</td>
</tr>
<tr>
<td>5 02/01/84</td>
<td>$5,000,000.00</td>
<td>11.0000%</td>
<td>SEMI-ANN</td>
<td>1,00000000</td>
</tr>
<tr>
<td>TOTALS</td>
<td>$25,000,000.00</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

OPTION

DEBT SERVICE SCHEDULE FOR FILE - MAC10
COMPUTED ON 11/13/79 AT 11:15 A.M.

<table>
<thead>
<tr>
<th>PMT DATE</th>
<th>PRINCIPAL</th>
<th>INTEREST</th>
<th>TOTAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 02/01/80</td>
<td></td>
<td>$1,375,000.00</td>
<td>$1,375,000.00</td>
</tr>
<tr>
<td>2 02/01/81</td>
<td></td>
<td>$2,750,000.00</td>
<td>$2,750,000.00</td>
</tr>
<tr>
<td>3 02/01/82</td>
<td></td>
<td>$2,750,000.00</td>
<td>$2,750,000.00</td>
</tr>
<tr>
<td>4 02/01/83</td>
<td></td>
<td>$2,750,000.00</td>
<td>$2,750,000.00</td>
</tr>
<tr>
<td>5 02/01/84</td>
<td></td>
<td>$2,750,000.00</td>
<td>$2,750,000.00</td>
</tr>
<tr>
<td>6 02/01/85</td>
<td></td>
<td>$2,750,000.00</td>
<td>$2,750,000.00</td>
</tr>
<tr>
<td>7 02/01/86</td>
<td></td>
<td>$2,750,000.00</td>
<td>$2,750,000.00</td>
</tr>
<tr>
<td>8 02/01/87</td>
<td></td>
<td>$2,750,000.00</td>
<td>$2,750,000.00</td>
</tr>
<tr>
<td>9 02/01/88</td>
<td></td>
<td>$2,750,000.00</td>
<td>$2,750,000.00</td>
</tr>
<tr>
<td>10 02/01/89</td>
<td></td>
<td>$2,750,000.00</td>
<td>$2,750,000.00</td>
</tr>
<tr>
<td>11 02/01/90</td>
<td></td>
<td>$7,750,000.00</td>
<td>$7,750,000.00</td>
</tr>
<tr>
<td>12 02/01/91</td>
<td></td>
<td>$7,200,000.00</td>
<td>$7,200,000.00</td>
</tr>
<tr>
<td>13 02/01/92</td>
<td></td>
<td>$5,650,000.00</td>
<td>$5,650,000.00</td>
</tr>
<tr>
<td>14 02/01/93</td>
<td></td>
<td>$6,100,000.00</td>
<td>$6,100,000.00</td>
</tr>
<tr>
<td>15 02/01/94</td>
<td></td>
<td>$5,330,000.00</td>
<td>$5,330,000.00</td>
</tr>
<tr>
<td>TOTALS</td>
<td>$25,000,000.00</td>
<td>$34,375,000.00</td>
<td>$39,375,000.00</td>
</tr>
</tbody>
</table>
**EXHIBIT A (cont'd)**

**Series X**

**DATE BASE FOR FILE - HACIX**

**DATED DATE**

08/01/79

02/01/80

**INTEREST FIRST PAID**

**INTEREST PARAMETERS**

<table>
<thead>
<tr>
<th>PMT DATE</th>
<th>PRINCIPAL</th>
<th>COUPON</th>
<th>FREQUENCY</th>
<th>1ST COUPON</th>
</tr>
</thead>
<tbody>
<tr>
<td>02/01/91</td>
<td>$10,000,000.00</td>
<td>11.0000%</td>
<td>SEMI-ANN</td>
<td>1,000,000.00</td>
</tr>
<tr>
<td>02/01/92</td>
<td>$10,000,000.00</td>
<td>11.0000%</td>
<td>SEMI-ANN</td>
<td>1,000,000.00</td>
</tr>
<tr>
<td>02/01/93</td>
<td>$5,000,000.00</td>
<td>11.0000%</td>
<td>SEMI-ANN</td>
<td>1,000,000.00</td>
</tr>
<tr>
<td>02/01/94</td>
<td>$10,000,000.00</td>
<td>11.0000%</td>
<td>SEMI-ANN</td>
<td>1,000,000.00</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td>$35,000,000.00</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**OPTION**

**DEBT SERVICE SCHEDULE FOR FILE - HACIX**

**COMPUTED ON 11/13/79 AT 10:26 A.M.**

<table>
<thead>
<tr>
<th>PMT DATE</th>
<th>PRINCIPAL</th>
<th>INTEREST</th>
<th>TOTAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>02/01/80</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>02/01/81</td>
<td></td>
<td>$1,925,000.00</td>
<td>$1,925,000.00</td>
</tr>
<tr>
<td>02/01/82</td>
<td></td>
<td>$3,850,000.00</td>
<td>$3,850,000.00</td>
</tr>
<tr>
<td>02/01/83</td>
<td></td>
<td>$3,850,000.00</td>
<td>$3,850,000.00</td>
</tr>
<tr>
<td>02/01/84</td>
<td></td>
<td>$3,850,000.00</td>
<td>$3,850,000.00</td>
</tr>
<tr>
<td>02/01/85</td>
<td></td>
<td>$3,850,000.00</td>
<td>$3,850,000.00</td>
</tr>
<tr>
<td>02/01/86</td>
<td></td>
<td>$3,850,000.00</td>
<td>$3,850,000.00</td>
</tr>
<tr>
<td>02/01/87</td>
<td></td>
<td>$3,850,000.00</td>
<td>$3,850,000.00</td>
</tr>
<tr>
<td>02/01/88</td>
<td></td>
<td>$3,850,000.00</td>
<td>$3,850,000.00</td>
</tr>
<tr>
<td>02/01/89</td>
<td></td>
<td>$3,850,000.00</td>
<td>$3,850,000.00</td>
</tr>
<tr>
<td>02/01/90</td>
<td></td>
<td>$3,850,000.00</td>
<td>$3,850,000.00</td>
</tr>
<tr>
<td>02/01/91</td>
<td>$10,000,000.00</td>
<td>$3,850,000.00</td>
<td>$13,850,000.00</td>
</tr>
<tr>
<td>02/01/92</td>
<td>$10,000,000.00</td>
<td>$2,750,000.00</td>
<td>$12,750,000.00</td>
</tr>
<tr>
<td>02/01/93</td>
<td>$5,000,000.00</td>
<td>$1,650,000.00</td>
<td>$6,650,000.00</td>
</tr>
<tr>
<td>02/01/94</td>
<td>$10,000,000.00</td>
<td>$1,100,000.00</td>
<td>$11,100,000.00</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td>$35,000,000.00</td>
<td>$49,775,000.00</td>
<td>$84,775,000.00</td>
</tr>
</tbody>
</table>
Series U

** ** DATABASE FOR FILE - MACU ** **

DATED DATE
08/01/79

INTEREST FIRST PAID
02/01/80

INTEREST PARAMETERS

<table>
<thead>
<tr>
<th>PMT DATE</th>
<th>PRINCIPAL</th>
<th>COUPON</th>
<th>FREQUENCY</th>
<th>1ST COUPON</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>$10,000,000.00</td>
<td>11.000%</td>
<td>SEMI-ANN</td>
<td>1,000000000</td>
</tr>
<tr>
<td>2</td>
<td>$5,000,000.00</td>
<td>11.000%</td>
<td>SEMI-ANN</td>
<td>1,000000000</td>
</tr>
<tr>
<td>3</td>
<td>$10,000,000.00</td>
<td>11.000%</td>
<td>SEMI-ANN</td>
<td>1,000000000</td>
</tr>
<tr>
<td>4</td>
<td>$10,000,000.00</td>
<td>11.000%</td>
<td>SEMI-ANN</td>
<td>1,000000000</td>
</tr>
<tr>
<td>5</td>
<td>$5,000,000.00</td>
<td>11.000%</td>
<td>SEMI-ANN</td>
<td>1,000000000</td>
</tr>
<tr>
<td>TOTALS</td>
<td>$40,000,000.00</td>
<td>11.000%</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

DEBT SERVICE SCHEDULE FOR FILE - MACU
COMPUTED ON 11/13/79 AT 10:03 A.M.

<table>
<thead>
<tr>
<th>PMT DATE</th>
<th>PRINCIPAL</th>
<th>INTEREST</th>
<th>TOTAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td>$2,200,000.00</td>
<td>$2,200,000.00</td>
</tr>
<tr>
<td>2</td>
<td></td>
<td>$4,400,000.00</td>
<td>$4,400,000.00</td>
</tr>
<tr>
<td>3</td>
<td></td>
<td>$4,400,000.00</td>
<td>$4,400,000.00</td>
</tr>
<tr>
<td>4</td>
<td></td>
<td>$4,400,000.00</td>
<td>$4,400,000.00</td>
</tr>
<tr>
<td>5</td>
<td></td>
<td>$4,400,000.00</td>
<td>$4,400,000.00</td>
</tr>
<tr>
<td>6</td>
<td></td>
<td>$4,400,000.00</td>
<td>$4,400,000.00</td>
</tr>
<tr>
<td>7</td>
<td></td>
<td>$14,400,000.00</td>
<td>$14,400,000.00</td>
</tr>
<tr>
<td>8</td>
<td></td>
<td>$3,300,000.00</td>
<td>$3,300,000.00</td>
</tr>
<tr>
<td>9</td>
<td></td>
<td>$12,750,000.00</td>
<td>$12,750,000.00</td>
</tr>
<tr>
<td>10</td>
<td></td>
<td>$11,650,000.00</td>
<td>$11,650,000.00</td>
</tr>
<tr>
<td>11</td>
<td></td>
<td>$5,350,000.00</td>
<td>$5,350,000.00</td>
</tr>
<tr>
<td>TOTALS</td>
<td>$40,000,000.00</td>
<td>$36,850,000.00</td>
<td>$76,850,000.00</td>
</tr>
</tbody>
</table>

Series Y

** ** DATABASE FOR FILE - MACY ** **

DATED DATE
08/01/79

INTEREST FIRST PAID
02/01/80

INTEREST PARAMETERS

<table>
<thead>
<tr>
<th>PMT DATE</th>
<th>PRINCIPAL</th>
<th>COUPON</th>
<th>FREQUENCY</th>
<th>1ST COUPON</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>$20,850,000.00</td>
<td>10.000%</td>
<td>SEMI-ANN</td>
<td>1,000000000</td>
</tr>
<tr>
<td>TOTALS</td>
<td>$20,850,000.00</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

DEBT SERVICE SCHEDULE FOR FILE - MACY
COMPUTED ON 11/13/79 AT 10:05 A.M.

<table>
<thead>
<tr>
<th>PMT DATE</th>
<th>PRINCIPAL</th>
<th>INTEREST</th>
<th>TOTAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>$20,850,000.00</td>
<td>$1,042,500.00</td>
<td>$1,042,500.00</td>
</tr>
<tr>
<td>2</td>
<td>$20,850,000.00</td>
<td>$2,085,000.00</td>
<td>$2,085,000.00</td>
</tr>
<tr>
<td>TOTALS</td>
<td>$41,700,000.00</td>
<td>$3,127,500.00</td>
<td>$3,127,500.00</td>
</tr>
</tbody>
</table>
To: Federal Reserve Bank or Branch at New York, New York

1. Pursuant to the provisions of Department of the Treasury Circular, Public Debt Series No. 3-72, current revision, the undersigned hereby subscribes for the purchase of the following securities:

   a. ✔ United States Treasury Certificates of Indebtedness – State and Local Government Series (SCHEDULE 1)
      TOTAL AMOUNT $ 2,315,000

   b. ✔ United States Treasury Notes – State and Local Government Series (SCHEDULE 2)
      TOTAL AMOUNT $ 64,395,600

   c. ☐ United States Treasury Bonds – State and Local Government Series (SCHEDULE 3)
      TOTAL AMOUNT $ 

GRAND TOTAL $ 66,710,600

as described on the attached schedules, which are incorporated by reference to this subscription, to be used as entries on the books of the Bureau of the Public Debt, Department of the Treasury.

2. The undersigned certifies that the total investment (1) consists only of the proceeds of obligations described in Section 103(c) of the Internal Revenue Code, and (2) is not more than 10% of the investment issued in excess of $100 over such amount, directly subject to yield restrictions under Section 103(c) of the Code, and the regulations issued thereunder, except for any portion thereof required for a payment due less than 45 days from the date settlement is made for the securities subscribed for.

3. The undersigned requests that book-entry accounts be established for:

   Name of owner Municipal Assistance Corporation For The City of New York

4. The undersigned:
   a. ☑ submits payment in full hereinafter for the above securities, as shown below.
   b. ☐ requests that issuance be deferred until November 15, 1979 (not to exceed by more than 60 days the date on which this subscription is received at a Federal Reserve Bank or Branch, where mailed, by the stamp date appearing on the registered or certified mail envelope in which it is received), and agrees to make payment on that date.

5. The undersigned further certifies that the following official(s), by title(s), are authorized, subject to the provisions of the above circular, to request redemption prior to maturity of the securities (if no one has been so authorized, enter the word “none”).

   None

Dated this 9th day of November, 1979

(212) 775-0010

By: ________________

Treasurer

Municipal Assistance Corporation For
The City of New York

(Phone: ________________)

FOR USE BY BANK IN TRANSMITTING PAYMENT FOR ABOVE SECURITY

(The issue date of the account will be the date specified in this subscription, provided payment therefor in readily available funds is received hereinafter or within the time limitation specified above. Where payment is submitted separately, it should be accompanied by a copy of this subscription.)

☐ Check enclosed

☐ Charge our reserve acct on 11-15-79 (Date)

☐ Other

Name of Institution U.S. Trust Company of New York

City New York

Authorized signature and title ________________

FOR USE OF FEDERAL RESERVE BANK

ACCOUNT NUMBERS

C OF I'S: From: _______ Through: _______

NOTES: From: _______ Through: _______

BONDS: From: _______ Through: _______

FOR USE OF THE DIVISION OF SECURITIES OPERATIONS

Approved

By: ________________

Date: ________________
FEDERAL RESERVE BANK

SCHEDULE OF UNITED STATES TREASURY CERTIFICATES OF INDEBTEDNESS—STATE AND LOCAL GOVERNMENT SERIES

The United States Treasury Certificates of Indebtedness—State and Local Government Series subscribed for on the FORM PD 4144 to which this schedule is attached or incorporated, are requested to be issued and held in book-entry accounts on the books of the Department of the Treasury, as follows:

NAME AND ADDRESS OF OWNER
Municipal Assistance Corporation For The City of New York
c/o United States Trust Company of New York
45 Wall Street
New York, New York 10005
EMPLOYER IDENTIFICATION NO. 3-3-2-3-3-5-5

NAME AND ADDRESS OF SUBSCRIBER'S BANK

THE UNDERSIGNED REQUESTS THAT PAYMENT OF PRINCIPAL AND INTEREST AT MATURITY BE MADE FOR THE ACCOUNT OF THE OWNER AS BELOW:

☐ CREDIT RESERVE ACCOUNT OF:
United States Trust Company of New York
45 Wall Street
New York, New York 10005

☐ MAIL CHECK TO:

OR

NOTE: The interest rate on each certificate may not exceed the maximum interest rate for Treasury securities of comparable terms of maturity, as shown in the Treasury Table applicable to this issuance. The maturity dates specified must be not less than 45 days nor more than one year from date of issue.

<table>
<thead>
<tr>
<th>ACCOUNT NUMBERS (ASSIGNED BY FRB)</th>
<th>PRINCIPAL AMOUNT</th>
<th>INTEREST RATE</th>
<th>ISSUE DATE</th>
<th>MATURITY DATE</th>
<th>FOR TREASURY DEPARTMENT USE ONLY</th>
</tr>
</thead>
<tbody>
<tr>
<td>$1,991,000</td>
<td>5.51</td>
<td>11-15-79</td>
<td>2-1-80</td>
<td></td>
<td></td>
</tr>
<tr>
<td>324,000</td>
<td>9.00</td>
<td>11-15-79</td>
<td>8-1-80</td>
<td></td>
<td></td>
</tr>
<tr>
<td>TOTAL</td>
<td>$2,315,000</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

NAME OF STATE OR LOCAL GOVERNMENT BODY:
Municipal Assistance Corporation
For The City of New York
SIGNATURE: [Signature]
TITLE: Treasurer

FOR FRB OR BRANCH USE ONLY:
ACCOUNT NO. ASSIGNED BY: FRB

FOR TREASURY DEPARTMENT USE ONLY:
ACCOUNTS ESTABLISHED BY: ON
SCHEDULE OF UNITED STATES TREASURY NOTES—STATE AND LOCAL GOVERNMENT SERIES

Federal Reserve Bank

The United States Treasury Notes—State and Local Government Series subscribed for on the FORM PD 4144 to which this schedule is attached and incorporated, are requested to be issued and held in book-entry accounts on the books of the Department of the Treasury, as follows:

<table>
<thead>
<tr>
<th>NAME AND ADDRESS OF OWNER</th>
<th>NAME AND ADDRESS OF SUBSCRIBER'S BANK</th>
</tr>
</thead>
<tbody>
<tr>
<td>EMPLOYER IDENTIFICATION NO. 132328355</td>
<td></td>
</tr>
</tbody>
</table>

The undersigned requests that payment of interest, and principal when due, be made for the account of the owner as below:

- Credit Reserve Account Of: United States Trust Company of New York 45 Wall Street New York, New York 10005

OR

MAIL CHECK TO:

NOTE: The interest rate on each note may not exceed the maximum interest rate for Treasury notes of comparable terms to maturity, as shown in the Treasury rate table applicable to this issuance. The maturity dates specified must be not less than one year and one day nor more than ten years from date of issue. Interest will be paid on the designated first interest payment date and semi-annually thereafter, the final six months interest to be paid at maturity with the principal. If the date for the first interest payment is less than 45 days from the date of issue, such payment may be delayed.

<table>
<thead>
<tr>
<th>ACCOUNT NUMBERS (ASSIGNED BY FRB)</th>
<th>PRINCIPAL AMOUNT</th>
<th>INTEREST RATE</th>
<th>ISSUE DATE</th>
<th>MATURITY DATE</th>
<th>FIRST INT. PYMT DATE</th>
<th>FOR TREASURY DEPARTMENT USE ONLY</th>
</tr>
</thead>
<tbody>
<tr>
<td>$21,194,700</td>
<td>9.00</td>
<td>11-15-79</td>
<td>2-1-81</td>
<td>2-1-80</td>
<td></td>
<td></td>
</tr>
<tr>
<td>256,000</td>
<td>9.00</td>
<td>11-15-79</td>
<td>8-1-81</td>
<td>2-1-80</td>
<td></td>
<td></td>
</tr>
<tr>
<td>267,400</td>
<td>9.00</td>
<td>11-15-79</td>
<td>2-1-82</td>
<td>2-1-80</td>
<td></td>
<td></td>
</tr>
<tr>
<td>279,600</td>
<td>9.00</td>
<td>11-15-79</td>
<td>8-1-82</td>
<td>2-1-80</td>
<td></td>
<td></td>
</tr>
<tr>
<td>292,000</td>
<td>9.00</td>
<td>11-15-79</td>
<td>2-1-83</td>
<td>2-1-80</td>
<td></td>
<td></td>
</tr>
<tr>
<td>305,300</td>
<td>9.00</td>
<td>11-15-79</td>
<td>8-1-83</td>
<td>2-1-80</td>
<td></td>
<td></td>
</tr>
<tr>
<td>318,900</td>
<td>9.00</td>
<td>11-15-79</td>
<td>2-1-84</td>
<td>2-1-80</td>
<td></td>
<td></td>
</tr>
<tr>
<td>333,400</td>
<td>9.00</td>
<td>11-15-79</td>
<td>8-1-84</td>
<td>2-1-80</td>
<td></td>
<td></td>
</tr>
<tr>
<td>411,148,300</td>
<td>9.00</td>
<td>11-15-79</td>
<td>2-1-85</td>
<td>2-1-80</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

TOTAL $64,395,600

NAME OF STATE OR LOCAL GOVERNMENT BODY: Municipal Assistance Corporation For The City of New York

SIGNATURE: [Signature]

TITLE: Treasurer

FOR FRB OR BRANCH USE ONLY:
ACCOUNT NO. ASSIGNED BY__ FRB

FOR TREASURY DEPARTMENT USE ONLY:
ACCOUNTS ESTABLISHED BY__ ON
EXHIBIT C

The $90,000,000 Series 19 Bonds are dated as of November 1, 1979, bear interest at the rate of 9%, mature on July 1, 2008, and will be initially offered for sale to the public at a price of 100% of the principal amount thereof.

Optional Redemption

The Series 19 Bonds are subject to redemption at the option of the Corporation on and after July 1, 1989, as a whole on any date, or in part by lot on any interest payment date or dates, at the following redemption prices (expressed as percentages of the principal amount), plus accrued interest to the date of redemption:

<table>
<thead>
<tr>
<th>Redemption Period (Dates Inclusive)</th>
<th>Redemption Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>July 1, 1989 to June 30, 1991</td>
<td>102 %</td>
</tr>
<tr>
<td>July 1, 1991 to June 30, 1993</td>
<td>101-1/2%</td>
</tr>
<tr>
<td>July 1, 1993 to June 30, 1995</td>
<td>101 %</td>
</tr>
<tr>
<td>July 1, 1995 to June 30, 1997</td>
<td>100-1/2%</td>
</tr>
<tr>
<td>July 1, 1997 and thereafter</td>
<td>100 %</td>
</tr>
</tbody>
</table>

Sinking Fund Redemption

The Series 19 Bonds are also subject to redemption, in part by lot, on July 1 in each of the years, and in the respective principal amounts, set forth below, at 100% of the principal amount thereof, plus accrued interest to the date of redemption, from mandatory "Sinking Fund Installments" which are required to be made in amounts sufficient to redeem on July 1 of each year, the principal amount of such Series 19 Bonds specified for each of the years shown below:

SINKING FUND INSTALLMENTS

(Dollars in thousands)

<table>
<thead>
<tr>
<th>July 1</th>
<th>Amount</th>
<th>July 1</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2000</td>
<td>$6,790</td>
<td>2005</td>
<td>$10,650</td>
</tr>
<tr>
<td>2001</td>
<td>-7,430</td>
<td>2006</td>
<td>11,555</td>
</tr>
<tr>
<td>2002</td>
<td>8,130</td>
<td>2007</td>
<td>12,755</td>
</tr>
<tr>
<td>2003</td>
<td>8,895</td>
<td>2008</td>
<td>13,960*</td>
</tr>
<tr>
<td>2004</td>
<td>9,735</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* Payment at maturity
The $64,270,000 Series 20 Bonds are dated as of November 1, 1979, bear interest at the rate of 8.5%, mature on July 1, 2008, and will be exchanged pursuant to the Agreement at a purchase price of $60,975,519.80 plus accrued interest.

Optional Redemption

The Series 20 Bonds are subject to redemption at the option of the Corporation on and after July 1, 1989, as a whole on any date or in part by lot on any interest payment date or dates, at the following redemption prices (expressed as percentages of the principal amount), plus accrued interest to the date of redemption:

<table>
<thead>
<tr>
<th>Redemption Period (Dates Inclusive)</th>
<th>Redemption Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>July 1, 1989 to June 30, 1991</td>
<td>102 %</td>
</tr>
<tr>
<td>July 1, 1991 to June 30, 1993</td>
<td>101-1/2%</td>
</tr>
<tr>
<td>July 1, 1993 to June 30, 1995</td>
<td>101 %</td>
</tr>
<tr>
<td>July 1, 1995 to June 30, 1997</td>
<td>100-1/2%</td>
</tr>
<tr>
<td>July 1, 1997 and thereafter</td>
<td>100 %</td>
</tr>
</tbody>
</table>

Sinking Fund Redemption

The Series 20 Bonds are also subject to redemption, in part by lot, on July 1 in each of the years, and in the respective principal amounts, set forth below, at 100% of the principal amount thereof, plus accrued interest to the date of redemption, from mandatory "Sinking Fund Installments" which are required to be made in amounts sufficient to redeem on July 1 of each year, the principal amount of such Series 20 Bonds specified for each of the years shown below:

<table>
<thead>
<tr>
<th>Year</th>
<th>Sinking Fund Installment</th>
</tr>
</thead>
<tbody>
<tr>
<td>2000</td>
<td>$4,960</td>
</tr>
<tr>
<td>2001</td>
<td>5,400</td>
</tr>
<tr>
<td>2002</td>
<td>5,880</td>
</tr>
<tr>
<td>2003</td>
<td>6,405</td>
</tr>
<tr>
<td>2004</td>
<td>6,970</td>
</tr>
<tr>
<td>2005</td>
<td>7,590</td>
</tr>
<tr>
<td>2006</td>
<td>8,265</td>
</tr>
<tr>
<td>2007</td>
<td>9,000</td>
</tr>
<tr>
<td>2008</td>
<td>9,800</td>
</tr>
</tbody>
</table>

* Payment at maturity
** ** DATA BASE FOR FILE - MAC79 ** **

DATED DATE  
INTEREST FIRST PAID  

<table>
<thead>
<tr>
<th>PMT DATE</th>
<th>PRINCIPAL</th>
<th>COUPON</th>
<th>FREQUENCY</th>
<th>1ST COUPON</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 07/01/80</td>
<td>$6,790,000.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>1.333333</td>
</tr>
<tr>
<td>2 07/01/81</td>
<td>$7,430,000.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>1.333333</td>
</tr>
<tr>
<td>3 07/01/82</td>
<td>$9,130,000.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>1.333333</td>
</tr>
<tr>
<td>4 07/01/83</td>
<td>$10,825,000.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>1.333333</td>
</tr>
<tr>
<td>5 07/01/84</td>
<td>$9,735,000.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>1.333333</td>
</tr>
<tr>
<td>6 07/01/85</td>
<td>$10,630,000.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>1.333333</td>
</tr>
<tr>
<td>7 07/01/86</td>
<td>$11,635,000.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>1.333333</td>
</tr>
<tr>
<td>8 07/01/87</td>
<td>$12,755,000.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>1.333333</td>
</tr>
<tr>
<td>9 07/01/88</td>
<td>$13,960,000.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>1.333333</td>
</tr>
<tr>
<td>TOTALS</td>
<td>$90,000,000.00</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

OPTION

PRESENT VALUE DATE  
11/15/79

INITIAL PUBLIC OFFERING PRICE = $90,000,000.00

ACCRUED INTEREST = $315,000.00

HAS A YIELD (TIC)  
8.995019%

DEBT SERVICE SCHEDULE FOR FILE - MAC79
COMPUTED ON 11/08/79 AT 11:46 A.M.

<table>
<thead>
<tr>
<th>PMT DATE</th>
<th>PRINCIPAL</th>
<th>INTEREST</th>
<th>TOTAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 07/01/80</td>
<td>$5,400,000.00</td>
<td>$5,400,000.00</td>
<td>$5,400,000.00</td>
</tr>
<tr>
<td>2 07/01/81</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>3 07/01/82</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>4 07/01/83</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>5 07/01/84</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>6 07/01/85</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>7 07/01/86</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>8 07/01/87</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>9 07/01/88</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>10 07/01/89</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>11 07/01/90</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>12 07/01/91</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>13 07/01/92</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>14 07/01/93</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>15 07/01/94</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>16 07/01/95</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>17 07/01/96</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>18 07/01/97</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>19 07/01/98</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>20 07/01/99</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
<td>$8,100,000.00</td>
</tr>
<tr>
<td>21 07/01/00</td>
<td>$6,790,000.00</td>
<td>$8,100,000.00</td>
<td>$14,890,000.00</td>
</tr>
<tr>
<td>22 07/01/01</td>
<td>$7,430,000.00</td>
<td>$7,488,900.00</td>
<td>$14,988,900.00</td>
</tr>
<tr>
<td>23 07/01/02</td>
<td>$8,130,000.00</td>
<td>$6,820,200.00</td>
<td>$14,950,200.00</td>
</tr>
<tr>
<td>24 07/01/03</td>
<td>$8,895,000.00</td>
<td>$6,088,500.00</td>
<td>$14,983,500.00</td>
</tr>
<tr>
<td>25 07/01/04</td>
<td>$9,735,000.00</td>
<td>$5,287,950.00</td>
<td>$15,026,950.00</td>
</tr>
<tr>
<td>26 07/01/05</td>
<td>$10,650,000.00</td>
<td>$4,411,800.00</td>
<td>$15,061,800.00</td>
</tr>
<tr>
<td>27 07/01/06</td>
<td>$11,655,000.00</td>
<td>$3,453,300.00</td>
<td>$15,108,300.00</td>
</tr>
<tr>
<td>28 07/01/07</td>
<td>$12,755,000.00</td>
<td>$2,404,350.00</td>
<td>$15,159,350.00</td>
</tr>
<tr>
<td>29 07/01/08</td>
<td>$13,960,000.00</td>
<td>$1,256,400.00</td>
<td>$15,216,400.00</td>
</tr>
<tr>
<td>TOTALS</td>
<td>$90,000,000.00</td>
<td>$204,611,400.00</td>
<td>$294,611,400.00</td>
</tr>
</tbody>
</table>
Composite Yield

HAL
***DATA SAVED IN FILE MAC79PRI****
PROCESSING 18 UNITS
RUN *YIELD

YIELD 11154 11/08/79 THURSDAY 102

FILE? MACTOTDS
ENTER THE PRESENT VALUE DATE [CLOSING OR DELIVERY DATE] (M, D, Y)? 11, 15, 79
ENTER THE FIRST INTEREST PAYMENT DATE (M, D, Y)? 7,1, 80
ENTER THE LAST PAYMENT DATE (M, D, Y)? 7,1, 2008
NUMBER OF COMPOUNDINGS PER YEAR? 2

THE PURCHASE PRICE OF THE OBLIGATION IS? 150,975,519.80
THE ACCRUED INTEREST OR PREMIUM IS? 527448.06
DO YOU WANT THE ADJUSTED YIELD ALSO? NO

PRESENT VALUE DATE OF 11/15/79
PURCHASE PRICE OF $150,975,519.80 HAS A YIELD OF 2.00324012%
**EXHIBIT E**

**DATA BASE FOR FILE - MAC79ESC**

**DATED DATE**
02/01/80

**INTEREST FIRST PAID**
02/01/80

**INTEREST PARAMETERS**

<table>
<thead>
<tr>
<th>PMT DATE</th>
<th>PRINCIPAL</th>
<th>COUPON</th>
<th>FREQUENCY</th>
<th>1ST COUPON</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 02/01/80</td>
<td>$1,991,000.00</td>
<td>5.5100%</td>
<td>ANNUAL</td>
<td>$2,131,148</td>
</tr>
<tr>
<td>2 08/01/80</td>
<td>$324,000.00</td>
<td>9.0000%</td>
<td>ANNUAL</td>
<td>$710,3825</td>
</tr>
<tr>
<td>3 02/01/81</td>
<td>$21,194,700.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>$423,9130</td>
</tr>
<tr>
<td>4 08/01/81</td>
<td>$256,000.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>$423,9130</td>
</tr>
<tr>
<td>5 02/01/82</td>
<td>$267,400.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>$423,9130</td>
</tr>
<tr>
<td>6 08/01/82</td>
<td>$279,600.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>$423,9130</td>
</tr>
<tr>
<td>7 02/01/83</td>
<td>$292,000.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>$423,9130</td>
</tr>
<tr>
<td>8 08/01/83</td>
<td>$305,300.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>$423,9130</td>
</tr>
<tr>
<td>9 02/01/84</td>
<td>$318,900.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>$423,9130</td>
</tr>
<tr>
<td>10 08/01/84</td>
<td>$333,400.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>$423,9130</td>
</tr>
<tr>
<td>11 02/01/85</td>
<td>$411,480,300.00</td>
<td>9.0000%</td>
<td>SEMI-ANN</td>
<td>$423,9130</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td><strong>$66,710,600.00</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**PRESENT VALUE DATE**
11/15/79

**INITIAL PUBLIC OFFERING PRICE =**
$66,710,600.00

**HAS A YIELD (TIC)**
9.003103%

**DEBT SERVICE SCHEDULE FOR FILE - MAC79ESC**

**COMPUTED ON 11/13/79 AT 10:15 A.M.**

<table>
<thead>
<tr>
<th>PMT DATE</th>
<th>PRINCIPAL</th>
<th>INTEREST</th>
<th>TOTAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 02/01/80</td>
<td>$1,991,000.00</td>
<td>$1,251,795.63</td>
<td>$3,242,795.63</td>
</tr>
<tr>
<td>2 08/01/80</td>
<td>$324,000.00</td>
<td>$2,918,516.75</td>
<td>$3,242,516.75</td>
</tr>
<tr>
<td>3 02/01/81</td>
<td>$21,194,700.00</td>
<td>$2,897,802.00</td>
<td>$24,092,502.00</td>
</tr>
<tr>
<td>4 08/01/81</td>
<td>$256,000.00</td>
<td>$1,944,040.50</td>
<td>$2,200,040.50</td>
</tr>
<tr>
<td>5 02/01/82</td>
<td>$267,400.00</td>
<td>$1,932,520.50</td>
<td>$2,199,920.50</td>
</tr>
<tr>
<td>6 08/01/82</td>
<td>$279,600.00</td>
<td>$1,920,487.50</td>
<td>$2,199,987.50</td>
</tr>
<tr>
<td>7 02/01/83</td>
<td>$292,000.00</td>
<td>$1,907,905.50</td>
<td>$2,199,905.50</td>
</tr>
<tr>
<td>8 08/01/83</td>
<td>$305,300.00</td>
<td>$1,894,765.50</td>
<td>$2,199,665.50</td>
</tr>
<tr>
<td>9 02/01/84</td>
<td>$318,900.00</td>
<td>$1,881,027.00</td>
<td>$2,199,927.00</td>
</tr>
<tr>
<td>10 08/01/84</td>
<td>$333,400.00</td>
<td>$1,866,676.50</td>
<td>$2,199,676.50</td>
</tr>
<tr>
<td>11 02/01/85</td>
<td>$411,480,300.00</td>
<td>$1,851,673.50</td>
<td>$42,999,673.50</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td><strong>$66,710,600.00</strong></td>
<td><strong>$22,267,210.88</strong></td>
<td><strong>$88,977,810.88</strong></td>
</tr>
</tbody>
</table>
November 15, 1979

Mr. Harris A. Decker, Treasurer
Municipal Assistance Corporation
For The City of New York
One World Trade Center, Suite 8901
New York, New York 10048

Dear Sir:

We are writing to advise you with respect to the use by the City of New York of certain monies to be paid to such City by the Municipal Assistance Corporation For The City of New York from the proceeds of the sale of the Corporation's 1979 Series 19 Bonds.

Of any monies paid to the City for the payment of operating expenses included in the City's capital budget, all such monies will be expended by the City within six months of receipt for expense items.

Yours truly,

Thomas De Rogatis
Deputy Comptroller for Finance
November 15, 1979

Mr. Harris A. Decker  
Treasurer  
Municipal Assistance Corporation  
One World Trade Center  
New York, N.Y. 10048

Dear Mr. Decker:

This will confirm advice given to you by Lazard Freres & Co., your financial advisor, to the effect that for market requirements it is necessary to maintain the capital reserve funds established under the First and Second General Bond Resolutions of the Municipal Assistance Corporation for the City of New York from the proceeds of the 1979 Series 19 issue in the manner described in the Official Statement dated November 1, 1979.

Yours very truly,

[Signature]

John S. Tamagni

JST: AMM
INVESTMENT FOR THE STATE INSURANCE FUND

To the Superintendent of Insurance
State of New York:

Approval is requested for the following exchange of Municipal Assistance Corporation Bonds for The State Insurance Fund:

Exchange of:

$35,000,000 par - 11% Municipal Assistance Corporation Bonds
Series X as follows:
$10,000,000 maturing February 1, 1991
$10,000,000 maturing February 1, 1992
$ 5,000,000 maturing February 1, 1993
$10,000,000 maturing February 1, 1994

$25,000,000 par - 11% Municipal Assistance Corporation Bonds
Series 0 as follows:
$ 5,000,000 maturing February 1, 1990
$ 5,000,000 maturing February 1, 1991
$ 5,000,000 maturing February 1, 1992
$ 5,000,000 maturing February 1, 1993
$ 5,000,000 maturing February 1, 1994

For:

$64,270,000 par - 8-1/2% Series 20 Municipal Assistance Corporation Bonds dated November 1, 1979 maturing July 1, 2008.

This is to certify that at a meeting of the Board of Commissioners of The State Insurance Fund held in New York City October 30, 1979, it was unanimously resolved that subject to the approval of the Superintendent of Insurance of the State of New York, that the State Insurance Fund exchange $60,000,000 of 11% Municipal Assistance Corporation Bonds at par and receive $64,270,000 of 8-1/2% Municipal Assistance Corporation Bonds maturing July 1, 2008 in exchange thereof. This exchange is made pursuant to Section 87 of the Workers' Compensation Law which states that funds of The State Insurance Fund may be invested in securities eligible for investment under this section including the reinvestment or roll-over of such funds.

Section 87a finds and declares that obligations of the Municipal Assistance Corporation for the City of New York are reasonable, prudent, proper and legal investments for The State Insurance Fund.
THE STATE INSURANCE FUND

INVESTMENT FOR THE STATE INSURANCE FUND

This exchange is made pursuant to a Bond Purchase Agreement dated November 15, 1979 between the Municipal Assistance Corporation and The State Insurance Fund for the exchange of $60,000,000 aggregate principal amount of the Corporation 1975 Series X and O Bonds for $64,270,000 Series 20 - 8-1/2% Bonds.

Date: NOV 9, 1979

Chairman of the Commissioners

Approval of Superintendent of Insurance:

The foregoing purchase as authorized and approved by the Commissioners of The State Insurance Fund in accordance with Section 87 of the Workers' Compensation Law is hereby approved.

Date: NOV 14, 1979

Superintendent of Insurance

Bond House: Municipal Assistance Corporation

Date: November 15, 1979
CERTIFICATE OF THE STATE INSURANCE FUND

The undersigned, Arnold Kideckel, Executive Director and Louis De Salvio, Secretary to the Commissioners of The State Insurance Fund (the "Fund"), an agency of the State of New York, hereby certify that:

1. Attached hereto as Exhibit A is a true and correct copy of resolutions duly adopted by the duly appointed Commissioners of the Fund at a regular meeting of the Commissioners duly called and held, in accordance with all applicable statutes, rules and regulations, on October 30, 1979, at which meeting a quorum was present and voting throughout; such resolutions are the only resolutions adopted by such Commissioners with respect to the matters referred to therein and have not since been in any way amended, modified, annulled, rescinded or revoked and remain in full force and effect.

2. The persons named below have been since March 1, 1979 the duly appointed and qualified incumbents of the offices of the Fund set opposite their respective names and the signatures appearing below are the genuine signatures of said persons.
IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names this 15 day of November, 1979.
WHEREAS, The State Insurance Fund is the owner of $100,000,000 aggregate principal amount of bonds of the Municipal Assistance Corporation For The City Of New York ("MAC"); and

WHEREAS, the Investment Committee of the Board of Commissioners, after negotiations, has entered into an agreement in principle with MAC pursuant to which MAC will advance refund $40,000,000 aggregate principal amount of MAC's 11% Series U Bonds (the "Series U Bonds") and, in consideration thereof, The State Insurance Fund will agree to exchange $35,000,000 aggregate principal amount of MAC's 11% Series X Bonds (the "Series X Bonds") and $25,000,000 aggregate principal amount of MAC's 11% Series O Bonds (the "Series O Bonds") for $64,270,000 aggregate principal amount of MAC's 8-1/2% Series 20 Bonds dated November 1, 1979 maturing July 1, 2008 (the "Series 20 Bonds") to be issued pursuant to MAC's Second General Bond Resolution adopted on November 25, 1975; and

WHEREAS, a legal opinion has been obtained that The State Insurance Fund and the Commissioners are authorized to enter into the proposed refunding and exchange and that the Series 20 Bonds are legal investments for the Fund;
BE IT RESOLVED, that the Series X and O Bonds be, and they hereby are, the product of surplus and reserve funds of The State Insurance Fund; and further

RESOLVED, that The State Insurance Fund be, and it hereby is, authorized, empowered and directed to enter into a Bond Purchase Agreement with MAC relating to the exchange of the Series X and O Bonds for the Series 20 Bonds (the "Bond Purchase Agreement"); and further

RESOLVED, that, subject to the approval of the Superintendent of Insurance of the State of New York and upon evidence of the completion of the advance refunding of the Series U Bonds, The State Insurance Fund exchange the Series X and O Bonds; and further

RESOLVED, that the Executive Director and/or the First Deputy Executive Director be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of The State Insurance Fund and under seal of The State Insurance Fund or otherwise, to execute and deliver to MAC the Bond Purchase Agreement, in such definitive form as such Executive Director or First Deputy Executive Director shall determine to be appropriate (such determination to be conclusively evidenced by the execution and delivery of such Bond Purchase Agreement by such Executive Director or First Deputy Executive Director) and to effect the exchange of the Series X and O Bonds for the Series 20 Bonds; and further
RESOLVED, that the Executive Director and/or the First Deputy Executive Director be, and each of them hereby is, authorized, empowered and directed to execute and deliver all such agreements, documents, certificates and other instruments and to take such further action on behalf of The State Insurance Fund as they shall, in their discretion, determine to be necessary or appropriate to effect the exchange of the Series X and O Bonds for the Series 20 Bonds and to carry out the terms of the Bond Purchase Agreement and the intent of the foregoing resolutions and each of them, the authority for the taking of such action and the execution and delivery of such agreements, documents, certificates and instruments to be conclusively evidenced thereby; and further

RESOLVED, that the law firm Weil, Gotshal & Manges be and hereby is retained to pass upon and approve all legal matters in connection with the exchange and advance refunding.
TRUSTEE'S ACCEPTANCE AND CERTIFICATE OF AUTHORITY

United States Trust Company of New York (the "Trust Company"), as Trustee (the "Trustee") appointed by the Municipal Assistance Corporation For The City of New York (the "Corporation"), a public benefit corporation of the State of New York, under and pursuant to the Second General Bond Resolution adopted November 25, 1975, as amended and supplemented, and the Series 20 Resolution adopted by the Corporation on October 31, 1979 (collectively, the "Resolutions"), authorizing the issuance of the Corporation's Series 20 Bonds (the "Bonds") in the aggregate principal amount of $64,270,000, HEREBY CERTIFIES that:

1. The Trust Company accepts the duties and obligations of Trustee under the Resolutions.

2. The Trust Company is duly empowered by the laws of the State of New York to do and to perform all acts and things required of it by the Resolutions.

3. Pursuant to the provisions of the Resolutions and the order of the Corporation dated today, the Trust Company has today authenticated and delivered $64,270,000 principal amount of the Bonds.
4. Each person who authenticated the Bonds was duly elected or appointed, qualified and acting as an officer of the Trust Company and empowered to perform such act, and the attached copy of an excerpt of the By-Laws of the Trust Company conferring such authority is a true and correct copy of the original thereof on file in the principal office of the Trust Company and such document as of the date hereof is in full force and effect in accordance with its tenor.

5. The Trust Company has received from the Corporation copies of the Resolutions, certified to this day by an Authorized Officer of the Corporation, as required by Section 202.2(3) of the Second General Bond Resolution.

IN WITNESS WHEREOF, United States Trust Company of New York has caused this certificate to be executed by the officers thereunto duly authorized this 15th day of November, 1979.

UNITED STATES TRUST COMPANY OF NEW YORK

(SEAL)

Attest: 

By Assistant Vice President

Assistant Secretary
ARTICLE VII
SIGNING AUTHORITIES

Any officer except the Auditor shall have authority to sign checks on behalf of the Trust Company, to certify checks against funds on deposit with the Trust Company, and to endorse checks, drafts, notes and any orders payable to the Trust Company.

The Chairman, the President, a Vice Chairman or any Executive Vice President, Senior Vice President, the Treasurer or any Vice President or Assistant Vice President shall have authority to transfer stocks, mortgages and personal securities owned by the Trust Company or in its custody in any capacity and to execute deeds of real estate owned by the Trust Company or in its custody in any capacity.

The Chairman, the President, a Vice Chairman or any Executive Vice President, Senior Vice President, the Treasurer or any Vice President or Assistant Vice President shall have authority to execute on behalf of the Trust Company indentures and all other instruments under which the Trust Company is to act in a fiduciary capacity, or relating to the Trust Company’s acting in a fiduciary capacity, and to execute on behalf of the Trust Company all contracts, releases, forms, assignments, security documents and agreements relating thereto.

The Chairman, the President, a Vice Chairman or any Executive Vice President, Senior Vice President, the Treasurer or any Vice President or Assistant Vice President shall, to the extent permitted by law, have authority to execute any agreements, contracts or other documents pertaining to the commitment, investment, or loaning of funds of the Trust Company, or as agent for funds in its custody.

Any officer except the Auditor shall have authority to authenticate, execute, countersign or certify on behalf of the Trust Company bonds, debentures and other evidences of indebtedness, coupons, certificates, warrants and proxies with respect to which the Trust Company is trustee, registrar,
transfer agent, or fiscal agent, depositary and agent as the case may be and to certify as to the incumbency and specimen signature of any of the officers of the Trust Company. The President or a Vice Chairman or an Executive Vice President or such Senior Vice Presidents as may be authorized by the Executive Committee may from time to time designate clerks who shall be authorized for and under the supervision of an officer of the Trust Company to authenticate, execute, countersign or certify such bonds, debentures, other evidences of indebtedness, coupons, certificates or warrants and proxies and to certify checks, using the title “Authorized Officer” or “Authorized Signature.” The President or a Vice Chairman or an Executive Vice President or such Senior Vice Presidents as may be authorized by the Executive Committee may also from time to time designate clerks who may, for and under the supervision of an officer of the Trust Company and subject in each case to such conditions or limitations as the President or a Vice Chairman or an Executive Vice President or such Senior Vice Presidents as may be authorized by the Executive Committee may prescribe, sign advices, receipts, and other documents in connection with the transfer, receipt, delivery, subscription, redemption or exchange of securities, guarantee signatures upon sale, transfer or assignment of stocks and bonds, and erasures in connection therewith, execute assignments or endorsements of subscription warrants, and execute attestations required with respect to securities issued by the United States of America, using the title “Authorized Officer” or “Authorized Signature.”

The Executive Committee may authorize the use of facsimile signatures on any instrument to be authenticated, executed, countersigned or certified on behalf of the Trust Company.
November 15, 1979

Municipal Assistance Corporation  
For The City of New York  
One World Trade Center  
Suite 8901  
New York, New York 10048

Dear Sirs:

Our client, United States Trust Company of New York, has requested that we furnish you with our opinion as to its authority to act as Trustee pursuant to its appointment by the Municipal Assistance Corporation For The City of New York (the Corporation) in the Second General Bond Resolution adopted by the Corporation on November 25, 1975, as amended and supplemented, and as to its due authentication and delivery of the Corporation's Series 20 Bonds issued today in the aggregate principal amount of $64,270,000 (the Bonds) pursuant to the Second General Bond Resolution and the Series 20 Resolution adopted by the Corporation on October 31, 1979 (the Resolutions), and being issued today in exchange for the 1975 Series O Bonds and 1975 Series X Bonds as contemplated by the final Official Statement of the Corporation, dated November 1, 1979, relating to the Series 19 Bonds and the supplement thereto relating to the Bonds, and the Bond Purchase Agreement dated November 15, 1979.

We have examined the Resolutions, the certificate dated today of the Trustee as to the due authentication and delivery of the Bonds, and such other documents as we have deemed necessary in order to render this opinion.
ACCEPTANCE OF DUTIES AS PAYING AGENT.

The undersigned hereby accepts the duties and obligations of a Paying Agent imposed upon the undersigned by the Second General Bond Resolution adopted by the Board of Directors of the Municipal Assistance Corporation For The City of New York (the "Corporation") on November 25, 1975, as amended and supplemented, and the Series 20 Resolution of the Corporation, adopted by the Board of Directors of the Corporation on October 31, 1979. The undersigned has taken all necessary corporate action to authorize its acceptance of the appointment as Paying Agent for the Bonds pursuant to the Resolutions referred to above.

CHASE MANHATTAN BANK, N.A.

By ————

Second Vice President

Attest:

____________

Dated: November 8, 1979
ACCEPTANCE OF DUTIES AS PAYING AGENT

The undersigned hereby accepts the duties and obligations of a Paying Agent imposed upon the undersigned by the Second General Bond Resolution adopted by the Board of Directors of the Municipal Assistance Corporation For The City of New York (the "Corporation") on November 25, 1975, as amended and supplemented, and the Series 20 Resolution of the Corporation, adopted by the Board of Directors of the Corporation on October 31, 1979. The undersigned has taken all necessary corporate action to authorize its acceptance of the appointment as Paying Agent for the Bonds pursuant to the Resolutions referred to above.

BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION

By

[Signature]

Attest:

[Signature]

Dated: 11/7/79
November 15, 1979

United States Trust Company
of New York
130 John Street
New York, New York 10038

Gentlemen:

We have delivered to The State Insurance Fund an opinion dated the date hereof, with respect to the issuance of the Series 20 Bonds of the Municipal Assistance Corporation For The City of New York, a copy of which is attached hereto. You are entitled to rely on such opinion as if the same were addressed to you.

Very truly yours,

PAUL, WEISS, RIFKIND, WHARTON & GARRISON
November 15, 1979

The State Insurance Fund
199 Church Street
New York, New York 10007

Gentlemen:

We have been requested by our client, Municipal Assistance Corporation For The City of New York, a corporate governmental agency and instrumentality of the State of New York constituting a public benefit corporation (the "Corporation"), to furnish you our opinion as to the matters herein set forth in connection with the execution of a bond purchase agreement, dated November 15, 1979 (the "Agreement"), by and between the Corporation and you and the issuance by the Corporation of $64,270,000 aggregate principal amount of its Series 20 Bonds (the "Bonds") in exchange for the 1975 Series O Bonds and the 1975 Series X Bonds of the Corporation held by you.

In this connection, we have examined the New York State Municipal Assistance Corporation Act, as amended by the Municipal Assistance Corporation For The City of New York Act, being Titles I, II and III of Article 10 of the Public Authorities Law, each as further amended (the "Act"), the Official Statement of the Corporation, dated November 1, 1979, with respect to the Series 19 Bonds of the Corporation, as amended or supplemented to the date hereof, and the supplement to such Official Statement relating to the Bonds (collectively, the "final Official Statement"), the By-laws of the Corporation, records of its corporate proceedings, including the Second General Bond Resolution and the Series 20 Resolution adopted by the Board of Directors of the Corporation on November 25, 1975 and on October 31, 1979, respectively (the "Resolutions"), and the Agreement and the exhibits attached thereto, and have made such further examination of law and fact as we considered necessary in order to form the opinions herein expressed.
The State Insurance Fund

Based on the foregoing, we are of the opinion that:

1. The Corporation is a corporate governmental agency and instrumentality of the State of New York constituting a public benefit corporation, duly created by and validly existing under the Act, with the right and power under the Act to execute and deliver and to perform its obligations under the Agreement, to adopt the Resolutions and to issue the Bonds thereunder.

2. Under the Act, it is a purpose of the Corporation to assist The City of New York (the "City") in providing essential services to its inhabitants without interruption and in creating investor confidence in the soundness of the obligations of the City.

3. The execution and delivery of, and the performance of the obligations under, the Agreement and the issuance of the Bonds have been duly authorized by proper corporate proceedings of the Corporation. The Agreement constitutes the legal, valid and binding agreement of the Corporation enforceable in accordance with its terms except as enforceability may be limited by bankruptcy, moratorium or similar laws validly enacted and applicable to the rights created pursuant to the Agreement. The Resolutions have been duly and lawfully adopted by the Corporation and both are in full force and effect and are valid and binding upon the Corporation and enforceable in accordance with their terms except as enforceability may be limited by bankruptcy, moratorium or similar laws validly enacted and applicable to the rights of the holders of the Bonds, and no other authorization for, or filing or recording of, the Resolutions is required. Anything in this opinion to the contrary notwithstanding, we express no opinion with respect to the 1978 State Covenant as that term is defined in the final Official Statement.

4. The Bonds have been duly authorized, executed, authenticated, issued and delivered and constitute legal, valid, binding, direct and general obligations of the Corporation and are entitled to the benefits of the Resolutions except as enforceability may be limited by bankruptcy, moratorium or similar laws validly enacted and applicable to the rights of holders of the Bonds.

5. The execution, delivery and receipt of the final Official Statement, the Agreement, the Bonds and the Resolutions, under the circumstances contemplated by the Agreement
and the final Official Statement, and compliance with the provisions thereof, will not conflict with or constitute on the part of the Corporation a breach of, or a default under, any existing law, court or administrative regulation, decree, order, or any agreement, indenture, mortgage, lease or other instrument, in each such case of which we have knowledge, to which the Corporation is subject or by which it is bound.

6. Except as set forth in the final Official Statement, to the best of our knowledge, there is no action, suit, proceeding or investigation at law or in equity before or by any court or public board or body pending or threatened against the Corporation wherein an unfavorable decision, ruling or finding would in any material respect adversely affect the transactions contemplated by the Agreement or which in any way would adversely affect provisions for the payment of principal or interest on the Bonds or the validity of the Bonds, the Resolutions, the Agreement, or any agreement or instrument to which the Corporation is a party which is used or contemplated for use in connection with consummation of the transactions contemplated by the Agreement.

7. The issuance of the Bonds by the Corporation to you is exempt from registration under the Securities Act of 1933, as amended, pursuant to Section 3(a)(2) of such Act and there is no requirement for the qualification of the Resolutions or any indenture with respect to the Bonds pursuant to the Trust Indenture Act of 1939, as amended. The Bonds constitute "municipal securities" as such term is defined in the Securities Exchange Act of 1934, as amended.

8. In the course of the preparation by the Corporation of the final Official Statement, we participated in numerous conferences and conversations with certain of the Corporation's officials. In this connection, we did not undertake any independent examination or review of, or otherwise attempt to make any independent verification of, (i) any records or proceedings of, or any factual matters relating to or otherwise involving, the Corporation, the State of New York or any authority, agency or political subdivision thereof or therein, or (ii) any other factual matters contained in the final Official Statement. Accordingly, except with respect to the statements and summaries referred to in paragraph 9 hereof, we do not assume any responsibility for the accuracy, completeness or fairness of the statements contained in the final Official Statement; it being understood that you are relying on the preparation
of the final Official Statement by the Corporation, and certifications of various officials as to the accuracy, completeness and fairness of the statements contained therein. Further, we are not in a position to provide, and we hereby expressly disclaim, any commentary or assurances as to the adequacy or accuracy of the financial statements and other financial and statistical data contained in the final Official Statement. Subject to the foregoing limitations with respect to our engagement, no information was disclosed to us in connection with the preparation of the final Official Statement or in our conferences or conversations referred to above which has caused us to believe that the final Official Statement, as of the date thereof, and as of the date hereof, contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

9. The statements set forth in the final Official Statement under the headings "Certain Developments Affecting the City -- Federal Bankruptcy Legislation", "Four Year Debt Issuance Plan", "Various Control Programs" and "Litigation" are in all material respects accurate statements or summaries of the statutory provisions, documents or matters therein set forth.

All opinions rendered herein relating to the effect of the Constitution of the State of New York, or state or local finance laws upon the validity, binding effect or enforceability of the Resolutions, the Agreement or the Bonds, are rendered in reliance upon the opinion of Hawkins, Delafield & Wood, Bond Counsel, of even date herewith addressed to the Corporation and delivered to you in accordance with the Agreement, and, although we have made no independent investigation with respect thereto, such opinion is in form and substance satisfactory to us, and we believe that you and we are justified in relying thereon.

Very truly yours,

PAUL, WEISS, RIFKIND, WHARTON & GARRISON
November 15, 1979

Municipal Assistance Corporation
For The City of New York
New York, New York

Dear Sirs:

We have examined a record of proceedings relating to the issuance of $64,270,000 aggregate principal amount of Series 20 Bonds (the "Series 20 Bonds") of the Municipal Assistance Corporation For The City of New York (the "Corporation"), a corporate governmental agency and instrumentality of the State of New York (the "State") constituting a public benefit corporation, created and existing under and pursuant to the Constitution and statutes of the State, including the New York State Municipal Assistance Corporation Act, as amended by the Municipal Assistance Corporation for the City of New York Act, being Titles I, II and III of Article 10 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State, as amended to the date hereof (the "Act").

The Series 20 Bonds are authorized and issued under and pursuant to the Act and the Second General Bond Resolution of the Corporation, adopted November 25, 1975, as amended and supplemented to the date hereof (the "Second General Bond Resolution"), and the Series 20 Resolution, adopted October 31, 1979 (the "Series Resolution"). Said resolutions are herein collectively called the "Resolutions".

The Series 20 Bonds are part of an issue of bonds of the Corporation (the "Bonds") which the Corporation has established and created under the terms of the Second General Bond Resolution and is authorized to issue from time to time for the corporate purposes of the Corporation authorized by the Act, as then in effect and without limitation as to amount except as provided in the Resolutions or as may be limited by law. The Corporation has covenanted with the holders of certain bonds of the Corporation to limit the issuance of additional bonds. The Series 20 Bonds are being issued for the purpose of exchanging the Series 20 Bonds for the 1975 Series O Bonds and 1975 Series X Bonds issued under the General Bond Resolution of the Corporation, adopted July 2, 1975.

The Corporation is authorized to issue Bonds, in addition to the Series 20 Bonds, only upon the terms and conditions set forth in the Second General Bond Resolution and such Bonds, when issued, shall with the Series 20 Bonds and with all other such Bonds theretofore issued, be entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the Second General Bond Resolution.

The Series 20 Bonds are dated November 1, 1979 except as otherwise provided in the Resolution with respect to fully registered Series 20 Bonds, will mature on July 1, 2008 and will bear interest payable July 1, 1980 and semi-annually thereafter on January 1 and July 1 in each year at the rate of eight and one-half per centum (8 1/2 %) per annum.
The Series 20 Bonds are issued either in coupon form in the denomination of $5,000, registrable as to principal only, or in fully registered form without coupons in the denomination of $5,000 or an integral multiple thereof. Coupon and fully registered Series 20 Bonds are interchangeable as provided in the Resolutions. Coupon Series 20 Bonds are numbered 20-08- and fully registered Series 20 Bonds are lettered and numbered 20R-08-, followed, in each case, by the number of the Series 20 Bonds. Coupon Series 20 Bonds and fully registered Series 20 Bonds are numbered consecutively from one upward in order of issuance.

The Series 20 Bonds are subject to redemption, commencing on July 1, 2000 and on each July 1 thereafter prior to maturity, in part, as provided in the Resolutions, by operation of the Bond Service Fund through application of Sinking Fund Installments as defined in the Second General Bond Resolution in the amounts set forth in the Series Resolution, at the redemption price of 100% of the principal amount of each Series 20 Bond or portion thereof to be redeemed, plus accrued interest, if any, to the date of redemption.

In addition, the Series 20 Bonds are subject to redemption at the election of the Corporation on and after July 1, 1989, as a whole on any date or in part, by lot, on any interest payment date, at the redemption prices (expressed as percentages of the principal amount), plus accrued interest, if any, to the date of redemption, as set forth in the Series Resolution.

Chapters 168, 169, 868 and 870 of the Laws of 1975, as amended to the date hereof, each enacted by the People of the State, represented in Senate and Assembly of the State and signed into law by the Governor of the State (the "Enabling Legislation") provide for, among other things, the insertion of the Act in the Public Authorities Law, creating the Corporation as aforesaid, adding a new section 92-c to Article 6 of the State Finance Law, constituting Chapter 56 of such Consolidated Laws, establishing a municipal assistance aid fund (the "Aid Assistance Fund") and a special account for the Corporation within the Aid Assistance Fund (the "Special Aid Account"), amending section 54 of the State Finance Law to provide for the apportionment and payment into the Special Aid Account of amounts of per capita aid appropriated by the Legislature of the State and otherwise payable out of the General Fund of the State to The City of New York, New York ("The City") thereunder subject to payments being made as follows: (i) any amounts required to be paid to the City University Construction Fund pursuant to the City University Construction Fund Act, Article 125-B of the Education Law, constituting Chapter 16 of such Consolidated Laws; (ii) any amounts required to be paid to the New York City Housing Development Corporation pursuant to the New York City Housing Development Corporation Act, Article XII of the Private Housing Finance Law, constituting Chapter 41 of such Consolidated Laws; (iii) any amounts required to be paid by The City to the New York City Transit Authority pursuant to the provisions of Chapter seven of the laws of the State of nineteen hundred seventy-two; (iv) any amounts required to be paid by The City to the State to repay an advance made in nineteen hundred seventy-four to subsidize the fare of the New York City Transit Authority; and (v) five hundred thousand dollars to the chief fiscal officer of The City for payment to the trustees of the police pension fund of such City pursuant to the provisions of paragraph e of subdivision 7 of such section 54 of the State Finance Law, suspending the power of The City to adopt local laws for the imposition of certain sales and compensating use taxes pursuant to sections 1210 and 1212-A of Article 29 of the Tax Law, constituting Chapter 60 of such Consolidated Laws, and the taxes imposed pursuant to said sections, until all notes and bonds of the Corporation, including the Series 20 Bonds, and interest thereon have been fully paid and discharged, adding a new section 92-d to Article 6 of the State Finance Law establishing a municipal assistance tax fund (the "Tax Assistance Fund") and a special account for the Corporation within the Tax Assistance Fund (the "Special Tax Account"), and adding a new section 1107 to Article 28 of said Tax Law imposing sales and compensating use taxes in The City at a rate of four percent (4%) on certain items therein described and at a rate of six percent (6%) on the sale of certain parking services (the "Sales Tax"), the revenues derived from which, less such amounts as the Commissioner of Taxation and Finance determines to be necessary for reasonable costs in administering, collecting and distributing such taxes, are required to be paid into the Special Tax Account, together
with, after deducting such costs, such amounts as may be required under the Enabling Legislation to be transferred from the Stock Transfer Tax Fund established by section 92-b of Article 6 of said State Finance Law, into which the revenues derived from a tax imposed by Article 12 of the Tax Law (the “Stock Transfer Tax”) are deposited.

We are of the opinion that:

1. The Corporation is duly created and validly exists as a corporate governmental agency and instrumentality of the State constituting a public benefit corporation under the laws of the State, including the Constitution of the State and the Act, with the good right and lawful authority and power to adopt the Resolutions, to issue the Bonds including the Series 20 Bonds thereunder, and to perform the obligations and covenants contained in the Resolutions and the Series 20 Bonds. Under the laws of the State, including the Constitution of the State, and under the Constitution of the United States, the Enabling Legislation, including the Act, is valid with respect to all provisions thereof material to the subject matters of this opinion letter.

2. The Series Resolution has been duly and lawfully adopted in accordance with the provisions of the Second General Bond Resolution and is authorized and permitted by the Second General Bond Resolution. The Resolutions have been duly and lawfully adopted by the Corporation and both are in full force and effect and are valid and binding upon the Corporation and enforceable in accordance with their terms, except for the covenant on behalf of the State required to be set forth in each Series 20 Bond pursuant to Chapter 201 of the Laws of New York of 1978 (the “State Covenant”) as to which a separate opinion has been rendered on the date hereof, and no other authorization for the Resolutions is required. The Resolutions create the valid pledge and lien which they purport to create of the revenues, moneys, securities and funds held or set aside under the Resolutions, subject only to the application thereof to the purposes and on the conditions permitted by the Resolutions. The lien created by the Resolutions on such revenues, moneys, securities and funds in the Bond Service and the Capital Reserve Fund is and will be prior to all other liens thereon. All revenues, moneys and securities, as and when received, in the Bond Service Fund and the Capital Reserve Fund in accordance with the Resolutions, will be validly subject to the pledge and lien created by the Resolutions.

3. The Series 20 Bonds have been duly and validly authorized and issued by the Corporation in accordance with the laws of the State, including the Constitution of the State and the Act, and in accordance with the Resolutions. The Series 20 Bonds are valid and binding general obligations of the Corporation payable as provided in the Resolutions, are enforceable in accordance with their terms, respectively, and the terms of the Resolutions, except as the enforceability thereof may be limited by bankruptcy, insolvency or similar laws validly enacted affecting creditors' rights or remedies generally, and, except as otherwise set forth with respect to the State Covenant as to which a separate opinion has been rendered as aforesaid, are entitled, together with additional Bonds issued under the Second General Bond Resolution, to the equal benefit, protection and security of the provisions, covenants and obligations of the Second General Bond Resolution and of the Act.

4. Pursuant to the Act and the Second General Bond Resolution, the Corporation has validly covenanted that the Chairman of the Corporation shall annually, on or before December 1, make and deliver to the Governor and Director of the Budget of the State his certificate stating such sum, if any, as shall be necessary to restore the amount in such Capital Reserve Fund to an amount equal to the Capital Reserve Fund requirement under the Second General Bond Resolution. Subdivision 3 of Section 3036-a of the Act providing for the appropriation and payment to the Corporation for deposit in the Capital Reserve Fund of such sum as shall be so certified by the Chairman, does not constitute an enforceable obligation or debt of the State, the amount of such sum being subject to annual appropriation for such purpose by the Legislature of the State, which is empowered, but is not bound or obligated, to appropriate such amount.
5. Pursuant to the Act and the Second General Bond Resolution, the Corporation has validly covenanted that the Chairman of the Corporation shall certify to the State Comptroller and the Mayor of The City, the amounts required, pursuant to subdivision 1 of Section 3036 and of Section 3036-a of the Act, for deposit in the funds established by the Second General Bond Resolution at the time or times and in the manner provided therein, including the amounts required for deposit in the Bond Service Fund to pay all interest and all principal and redemption premium, if any, on bonds maturing or otherwise coming due and for deposit in the Capital Reserve Fund to maintain such Fund at such Capital Reserve Fund requirement. Said subdivisions provide for the State Comptroller to pay such amounts to the Corporation for deposit as aforesaid, the source of such payments being the Aid Assistance Fund into which is paid such per capita aid, subject to certain prior claims as described above, and, to the extent required, subject to the prior claim of the holders of obligations of the Corporation issued or to be issued pursuant to the First General Bond Resolution (as such term is defined in the Second General Bond Resolution), the Tax Assistance Fund into which is paid the Sales Tax, and to the extent required, out of the Stock Transfer Tax Fund, the Stock Transfer Tax. The amount of per capita aid payable to The City and available for apportionment and payment from the General Fund of the State treasury and of such payments out of the Aid and Tax Assistance Funds to the Corporation are subject to annual appropriation for such purposes by the Legislature of the State which is empowered, but is not bound or obligated, to appropriate any such amounts so certified by the Chairman, as aforesaid.

6. The Series 20 Bonds do not constitute a debt either of the State or of The City, and neither the State nor The City shall be liable thereon, nor shall the Series 20 Bonds be payable out of any funds other than those of the Corporation.

7. The State has the good right and lawful authority:

(a) to provide for the appropriation of, and at least annually to appropriate out of the General Fund of the State amounts for the purpose of per capita aid and to provide, with respect to certain amounts of such per capita aid payable to The City in accordance with the provisions of section 54 of the State Finance Law, for the apportionment and payment into the Special Aid Account, of amounts sufficient to enable the Corporation to fulfill the terms of the Resolutions and to carry out its corporate purposes, but the State is not bound or obligated to make any, or maintain any level of, such appropriation of per capita aid or to continue such procedure for apportionment and payment of such aid;

(b) to provide for the appropriation of, and at least annually to appropriate to, the Corporation, from the Special Tax Account and from the Stock Transfer Tax Fund, amounts sufficient to enable the Corporation to fulfill the terms of the Resolutions and to carry out its corporate purposes, but the State is not bound or obligated to make such appropriations;

(c) to suspend the power of The City to adopt local laws for the imposition of certain sales and compensating use taxes and the taxes levied thereunder, in accordance with the Enabling Legislation;

(d) to impose and to increase or decrease the Sales Tax and the Stock Transfer Tax but the State is not bound or obligated to continue the imposition of said taxes; and

(e) to establish the Aid Assistance Fund and the Special Aid Account within the Aid Assistance Fund, the Stock Transfer Tax Fund, the Tax Assistance Fund and the Special Tax Account within the Tax Assistance Fund but the State is not bound or obligated to maintain the existence of said funds or accounts.

8. The Corporation, the holders of the Bonds, holders of any evidence of indebtedness of the Corporation or the holders of bonds or notes of The City do not have nor will they have a lien on the per capita aid referred to hereinafter or the Stock Transfer Tax or the Stock Transfer Tax Fund, the Sales Tax, or the Special Accounts for the Corporation in the Aid and Tax Assistance Funds. We are further of the opinion that, in any suit, action or other proceeding (whether under Chapter 9 of the
Federal Bankruptcy Act or otherwise) wherein a creditor of The City or The City seeks to assert a right to any such Taxes, such Stock Transfer Tax Fund or such Special Accounts superior or equal to the rights of holders of bonds issued under the Second General Bond Resolution, neither The City nor such creditor will prevail in the court of final jurisdiction.

9. Under existing law, upon any failure of the State Legislature to make required appropriations for State debt obligations or upon the establishment of a note repayment account pursuant to Section 55 of the State Finance Law, moneys on deposit in the Stock Transfer Tax Fund and the Tax Assistance Fund, including the Special Tax Account therein (each such account or fund as presently constituted being a special fund of the State), would not constitute revenues applicable to the General Fund of the State and hence neither Article 7, Section 16 of the State Constitution nor said Section 55 authorizes or mandates such moneys to be set apart by the State Comptroller either for the payment of State obligations or for deposit into such note repayment account. We are further of the opinion that, under existing law, collections of the Sales Tax and the Stock Transfer Tax which are to be deposited into the Special Tax Account and the Stock Transfer Tax Fund, do not constitute revenues applicable to the General Fund of the State and hence such collections would likewise not be authorized or mandated to be set apart or applied by the State Comptroller either for the payment of the State obligations or for deposit into such note repayment account. Per capita aid is, under existing law, derived from the General Fund of the State and hence, in the event of a failure to appropriate as above described, revenues of the State, otherwise applicable to the General Fund and therefore available for appropriation as per capita aid will be subject to being set apart, or applied as aforesaid.

10. Under existing statutes and court decisions, interest on the Series 20 Bonds is exempt from Federal income taxes and shall at all times be free from New York State and New York City personal income taxes.

11. No registration with, consent of, or approval by any governmental agency or commission is necessary for the execution and delivery and the issuance of the Series 20 Bonds.

12. The adoption and performance of, and compliance with, all of the terms and conditions of the Resolutions and the Series 20 Bonds, and the execution and delivery of the Series 20 Bonds, will not result in a violation of or be in conflict with any term or provision of any existing law.

We have examined the executed Series 20 Bond numbered 20R-08-1 and, in our opinion, the form of said Bond and its execution are regular and proper.

Very truly yours,
United States Trust Company
of New York, as Trustee
130 John Street
New York, New York

The State Insurance Fund
New York, New York

Gentlemen:

We are bond counsel to the Municipal Assistance
Corporation For The City of New York (the "Corporation") and
have this day delivered to such Corporation an opinion dated
the date hereof with respect to the issuance of the Series
20 Bonds of the Corporation and have delivered to the Corpora-
tion an opinion of even date herewith as to the validity of the
New York State Financial Emergency Act For The City of New York
and a certain covenant of the State of New York, copies of
which are annexed hereto. You are entitled to rely on said
opinions as if the same were addressed to you.

Very truly yours,

[Signature]
November 15, 1979

THE STATE INSURANCE FUND
New York, New York

Gentlemen:

We are Bond Counsel to the Municipal Assistance Corporation For The City of New York (the "Corporation") and are this day rendering our final approving opinion (the "Opinion") relating to the authorization and issuance of the Corporation's Series 20 Bonds (the "Bonds"), dated November 1, 1979 and authorized by the Second General Bond Resolution, adopted by the Corporation on November 25, 1975, as amended and supplemented, and the Series 20 Resolution, adopted October 31, 1979. The Opinion is being rendered in connection with the delivery of the Bonds to you pursuant to the Bond Purchase Agreement for the Bonds (the "Bond Purchase Agreement") by and between you and the Corporation.

In connection with the rendering of the Opinion, we have reviewed records of the acts taken by the Corporation in connection with the authorization, sale and issuance of the Bonds, including a record of proceedings of the Corporation relating to the authorization, execution and delivery of the Bond Purchase Agreement, were present at various meetings in connection therewith and have participated with others in the preparation of various parts of the Official Statement with respect to the Corporation's Series 19 Bonds dated November 1, 1979 and the supplement thereto relating to the Bonds (collectively, the "Official Statement").

In connection with the sale of the Bonds, at the request of the Corporation, we participated and assisted as Bond Counsel in the preparation of the Official Statement and have reviewed the information and representations contained therein. Rendering such assistance involved, among other things, discussions and inquiries concerning various and related subjects, and reviews of and reports on certain documents and proceedings. We also participated in conferences with the board of directors of the Corporation and its officers, agents and employees, the State Comptroller and his deputy, and Paul, Weiss, Rifkind, Wharton & Garrison, General Counsel for the Corporation, at which the contents of the Official Statement and related matters were discussed.

The statements set forth in the Official Statement under the headings PAYMENT OF THE BONDS (other than the statistical and financial information under the headings "Per Capita Aid", "Sales Tax", "Quarterly Collections of Sales and Compensating Use Taxes in the City" and "Quarterly Collections of Stock Transfer Tax"), DEBT SERVICE PAYMENT REQUIREMENTS AND ESTIMATED COVERAGE RATIOS (other than the statistical and financial information set forth therein), BONDS BEING OFFERED, AGREEMENT OF THE STATE OF NEW YORK and SUMMARY OF CERTAIN PROVISIONS OF THE SECOND GENERAL BOND RESOLUTION are accurate statements or summaries of the statutory provisions, documents or matters therein set forth.

In the course of the preparation of the Official Statement and in rendering the Opinion and this opinion we have received and relied upon the certificate of no-litigation of the Corporation including statements to the effect that, except as noted in the Official Statement, there is no litigation of any nature now pending or threatened restraining or enjoining the issuance, sale, execution or delivery of the Bonds, or in any way contesting or affecting the validity of the Bonds, any proceedings of the Corporation taken
with respect to the issuance thereof, the pledge or application of any revenues, moneys or securities provided for the payment of the Bonds or the existence or powers of the Corporation. In such connection, we have also received and relied upon the opinion of Paul, Weiss, Rifkind, Wharton & Garrison, dated the date hereof, with respect to the absence of litigation against the Corporation. While, except as above stated with respect to information under certain specific headings, we have not undertaken to verify independently and take no responsibility for the correctness or completeness of the statements made in the Official Statement (or in the statistical and financial information and other information set forth in the headings excluded above, as to which we express no opinion) we can and do advise you that in the course of our participation in the preparation of the Official Statement and in our review thereof in the light of the discussion, inquiries and conferences referred to above, nothing has come to our attention which would lead us to believe that the Official Statement contains any untrue statement of a material fact or omits to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

We are further of the opinion that the Bond Purchase Agreement has been duly authorized, executed and delivered by, and constitutes a binding agreement of, the Corporation, enforceable in accordance with its terms.

We are further of the opinion that the issuance and sale to you of the Bonds pursuant to and as contemplated by the Agreement is exempt from registration under the Securities Act of 1933, as amended, and the resale of the Bonds by you would be similarly exempt from registration under the Securities Act of 1933, as amended, and there is no requirement for the qualification of the Resolutions or any indenture with respect to the Bonds pursuant to the Trust Indenture Act of 1939, as amended, and the Bonds constitute “municipal securities” within the meaning of the Securities Exchange Act of 1934, as amended.

We are further of the opinion that the Bonds are legal investments, under present provisions of New York law, for all public officers and bodies of the State and political subdivisions of the State and other persons carrying on an insurance business, all banks, bankers, trust companies, savings banks and savings associations, including savings and loan associations, building and loan associations, investment companies and other persons carrying on a banking business, all administrators, guardians, executors, trustees and other fiduciaries, and all other persons whatsoever who are now or may hereafter be authorized to invest in bonds or other obligations of the State.

Very truly yours,
November 15, 1979

Municipal Assistance Corporation
For The City of New York
New York, New York

Gentlemen:

We have reviewed the accompanying arbitrage certifi-
cate of Mr. Harris A. Decker, Treasurer of the Municipal
Assistance Corporation For The City of New York (herein call-
ed the "Corporation") relating to the reasonable expectation
as of the date of issuance of the Corporation's Series 19
Bonds and Series 20 Bonds, dated November 1, 1979 (herein
called the "Bonds"), that the proceeds of the Bonds will not
be used in a manner that would cause the Bonds to be "arbit-
trage bonds" within the meaning of Section 103(c) of the In-
ternal Revenue Code of 1954, as amended to the date hereof.

Based upon our examination of law and review of
such certification, it is our opinion that the facts, estimates
and circumstances set forth in such certification are sufficient
to satisfy the criteria which are necessary under said Section
103(c) and Sections 1.103-13, 1.103-14 and 1.103-15 of the
regulations thereunder to support the conclusion that the Bonds
will not be "arbitrage bonds" within the meaning of said Section
of the Code. No matters have come to our attention which, in our
opinion, makes unreasonable or incorrect the representations
made in such certification.

Very truly yours,

[Signature]

Hawkins, Delafield & Wood
November 15, 1979

Municipal Assistance Corporation
For The City of New York
New York, New York

Dear Sirs:

You have requested our opinion as to (i) the validity of the New York State Financial Emergency Act For The City of New York (Chapter 868 of the Laws of New York of 1975) as amended to the date hereof (the "Act") and (ii) the enforceability by a holder of obligations of the Municipal Assistance Corporation For The City of New York (the "Corporation") of the covenant of the State of New York authorized and required to be included in certain of such obligations pursuant to Section 10-a of the Act (the "State Covenant") assuming the State Covenant is included in such obligations.

Although the matter is not free from doubt, we are of the opinion that a court of final jurisdiction would hold:

1. That the Act has been duly enacted, and under the Constitution and laws of the State, is valid; provided, however, that we express no opinion with respect to those portions of the Act relating to collective bargaining.

2. That the State Covenant is enforceable against the State by any holder of an obligation of the Corporation reciting the State Covenant, provided that the court in which enforcement is sought holds that its inclusion in such obligation constitutes an important security provision of such obligation.

The foregoing is limited to the extent that the enforceability of the Act or any part thereof is subject at all times to the proper exercise of the State's reserve police power.

Very truly yours,

[Signature]
Mr. Felix G. Rohatyn  
Chairman  
Municipal Assistance Corporation  
For The City of New York  
New York, New York  

Dear Mr. Rohatyn:

This is to acknowledge receipt of your letter of November 5, 1979, relating to the authorization, sale and issuance of the Series 20 Bonds dated November 1, 1979 in the principal amount of $64,270,000 (herein called the "Series 20 Bonds") by the Municipal Assistance Corporation For The City of New York (herein called the "Corporation") to The State Insurance Fund (herein called the "Purchaser").

I have examined the pertinent provisions of the Constitution and statutes of the State of New York.

Based on the foregoing, it is my opinion that:

1. The Corporation is a corporate governmental agency and instrumentality of the State constituting a public benefit corporation, created pursuant to Chapters 168 and 169 of the Laws of 1975, as amended by Chapters 868, 870, 874, 875, 889 and 891 of the Laws of 1975, by Chapters 185 and 456 of the Laws of 1977, and by Chapters 201, 466 and 777 of the Laws of 1978 (herein referred to as the "Acts"). The passage of these Acts conforms to the provisions of Article III § 14 and, where applicable, Article IX, § 2 of the Constitution of the State of New York. I conclude therefore that they have been validly enacted and have become law in accordance with the Constitution and laws of the State of New York and are in full force and effect. It should be noted that Chapter 201 of the Laws of 1978 is the subject of litigation (DeMilla v. State) in which the Supreme Court, New York County upheld its validity and which action the Appellate Division, First Department dismissed. Plaintiffs' time to take an appeal has not expired.

2. The Acts, among other things, establish a municipal assistance aid fund (the "Aid Assistance Fund") and a special account for the Corporation within the Aid Assistance Fund (the "Special Aid Account"), amending section 54 of the State Finance Law to provide for the apportionment and payment into the Special Aid Account of amounts of per capita aid appropriated by the Legislature and otherwise payable out of the General Fund of the State to The City of New York, New York ("The City") subject to payments being made as follows: (i) any amounts required to be paid to the City University Construction Fund pursuant to the City University Construction Fund Act, Article 125-B of the Education Law; (ii) any amounts required to be paid to the New York City Housing Development Corporation pursuant to the New York City Housing Development Corporation Act, Article XII of the Private Housing Finance Law; (iii) any amounts required to be paid by The City to the New York City Transit Authority pursuant to the provision of Chapter 7 of the Laws...
of 1972; (iv) any amounts required to be paid by The City to the State to repay an advance made in 1974 to subsidize the fare of the New York City Transit Authority; (v) five hundred thousand dollars to the chief fiscal officer of The City for payment to the trustees of the police pension fund of such City pursuant to the provisions of paragraph e of subdivision 7 of such section 54 of the State Finance Law; and (vi) eighty million dollars to the special account ("Special Tax Account") for the Corporation in the municipal assistance tax fund ("Tax Assistance Fund") created pursuant to section 92-d of the State Finance Law to the extent that such amount has been included by the Corporation in any computation for the issuance of bonds on a parity with outstanding bonds pursuant to a contract with the holders of such bonds prior to the issuance of any other bonds secured by payments from the Aid Assistance Fund.

3. Subdivision 6 of Section 3036-a of the Public Authorities Law as added by the Acts provides that the Corporation shall create the Bond Service Fund. Subdivision 1 of such section provides that not less than one hundred and twenty days before the beginning of each fiscal year of the Corporation, the Chairman shall certify to the State Comptroller and Mayor of The City a schedule setting forth the cash requirements of the Corporation, including the amounts required to be deposited in the Bond Service Fund to pay all interest and all payments of principal and redemption premium, if any, on notes and bonds payable from the sources set forth in this paragraph and maturing or otherwise coming due during such fiscal year. Said subdivision provides for the State Comptroller to pay such amounts to the Corporation for deposit in the Bond Service Fund, the source of such payments being the Aid Assistance Fund into which is paid the above described per capita aid, subject to certain prior claims as described in paragraph "2" above, and, subject to agreements with holders of outstanding bonds and notes of the Corporation, the Special Tax Account established for the Corporation in the Tax Assistance Fund created pursuant to Section 92-d of the State Finance Law and consisting of the revenues derived from the imposition of Municipal Assistance Sales and Compensating Use Tax for The City and any amount transferred to the Tax Assistance Fund from the Stock Transfer Tax Fund pursuant to Section 92-b of the State Finance Law. The amount of per capita aid payable to The City and available for apportionment and payment from the General Fund of the State Treasury and payments of such amount out of the Aid and Tax Assistance Funds to the Corporation are subject to prior appropriation for such purpose by the Legislature, which is not obligated to appropriate any such amounts so certified by the Chairman, as aforesaid.

4. Subdivision 2 of Section 3036-a of the Public Authorities Law as added by the Acts provides that the Corporation shall create as an additional and separate fund, a Capital Reserve Fund. Subdivision 4 of such section provides that for any calendar year, the Capital Reserve Fund Requirement for such fund shall equal the amount of principal and interest maturing or otherwise due or becoming due in the succeeding calendar year on all bonds of the Corporation secured by such fund, provided however that for the calendar years set forth below, the Capital Reserve Fund Requirement as of any given date, shall equal the percentage set forth opposite such calendar year of the amount of the principal and interest maturing or otherwise due or becoming due during such calendar year on all bonds of the Corporation secured by the Capital Reserve Fund outstanding on such date:

<table>
<thead>
<tr>
<th>Calendar Year</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>1979</td>
<td>75%</td>
</tr>
<tr>
<td>1980</td>
<td>100%</td>
</tr>
</tbody>
</table>

Subdivision 3 of such section provides that the Chairman of the Board of Directors of the Corporation ("the Chairman") shall annually on or before December 1, certify to the Governor and Director of the Budget of the State the amount, if any, necessary to restore the Capital Reserve Fund to an amount equal to the Capital Reserve Fund Requirement. Such subdivision further provides that the sum or sums so certified shall be appropriated and paid to the Corporation during the then current State fiscal year. This subdivision does not constitute an enforceable obligation of the State, as the amount of such sum or sums is subject to annual appropriation for such purpose by the State Legislature, which is not obligated to appropriate such amount.
5. The State has the lawful authority, based on the Acts and court decisions:
   (a) to establish the Aid Assistance Fund, the Special Aid Account within the Aid Assistance
       Fund, the Stock Transfer Tax Fund, the Tax Assistance Fund and the Special Tax Account within
       the Tax Assistance Fund, but the State is not bound or obligated to maintain the existence of such
       funds or accounts;
   (b) at least annually, to appropriate out of the General Fund of the State amounts for the
       purpose of per capita aid and to provide, with respect to certain amounts of such per capita aid
       payable to The City in accordance with the provisions of section 54 of the State Finance Law, for
       the apportionment and payment into the Special Aid Account of amounts sufficient to enable the
       Corporation to carry out its corporate purposes, but the State is not bound or obligated to make
       any, or maintain any level of, such appropriation of per capita aid or to continue such procedure
       for apportionment and payment of such aid;
   (c) at least annually to appropriate to the Corporation, from the Special Tax Account and
       from the Stock Transfer Tax Fund, amounts sufficient to enable the Corporation to carry out its
       corporate purposes, but the State is not bound or obligated to make such appropriations; and
   (d) to impose and to increase or decrease the Municipal Assistance Sales and Compensating
       Use Tax and the Stock Transfer Tax, but the State is not bound or obligated to continue the
       imposition of said taxes, and pursuant to Chapter 878 of the Laws of 1977, the Legislature has
       provided for certain rebates of stock transfer taxes, which rebates are payable from the Stock
       Transfer Incentive Fund created by Section 92-i of the State Finance Law as added by such chapter,
       which fund consists of funds of the Stock Transfer Tax Fund after transfer therefrom of any
       moneys required for the Special Tax Account, plus any other moneys appropriated, transferred
       or credited to the Stock Transfer Incentive Fund pursuant to law.

6. The Legislature appropriated per capita aid, including aid for the benefit of the Corporation
   for the fiscal year ending March 31, 1980, to the Department of Taxation and Finance in the maximum
   (Local Assistance Budget)” (S. 1704-B, A. 2504-A) was passed in the Assembly on April 2, 1979
   on a Message of Necessity from the Governor and in the Senate on April 5, 1979 and was approved
   by the Governor on April 9, 1979. The passage of this bill conforms to the provisions of Article III,
   § 14 and Article VII, § 4 of the Constitution of the State of New York and I conclude, therefore, that
   such Act has been validly enacted, has become law and is in full force and effect.

7. The Series 20 Bonds do not constitute a legally enforceable obligation upon the part of the
   State, nor create a debt of the State and the State shall not be liable thereon, nor shall the Series 20
   Bonds be payable out of any funds other than those of the Corporation.

   This opinion constitutes my only opinion on the Acts as to the Series 20 Bonds, is solely for
   the information of the Board of Directors of the Corporation and is not to be used or circulated except
   to the Purchaser, or quoted or referred to for any other purpose, or filed with or referred to in any docu-
   ment except as between the Corporation and the Purchaser and related closing documents. In no event
   may this opinion be printed on the Series 20 Bonds, circulated to the public in connection with the sale
   of the Bonds or otherwise made available to the public by the Purchaser as it is intended to be relied upon
   only by you and the Purchaser.

   Very truly yours,

   ROBERT ABRAMS
   Attorney General

   By Shirley Adelson Siegel
   Solicitor General

3
Weil, Gotshal & Manges
767 Fifth Avenue - New York, N.Y. 10022
(212) 756-7600
TELECOPIER: (212) 756-7378
CABLE: WEGOMA
TELEX: 424291 423144

November 15, 1979

Municipal Assistance Corporation
For The City of New York
One World Trade Center
Suite 8901
New York, New York 10048

Gentlemen:

We are rendering this opinion to you pursuant to Section 3(a)(2) of the Bond Purchase Agreement, dated the date hereof (the "Agreement"), between The State Insurance Fund (the "Fund") and you. In rendering this opinion, we have (i) examined and relied upon originals or copies, certified to our satisfaction, of such records, documents and other instruments and such certificates of public officials and officers and representatives of the Fund, and (ii) made such inquiries of such officers and representatives, as we have (in each such case) deemed relevant and necessary as the basis for this opinion. In so doing, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as certified or photostatic copies. In addition, we have assumed the accuracy and completeness of all matters which have been certified to us and of all responses to the inquiries referred to in clause (ii) above, and we have made no independent investigation of, or otherwise attempted to verify, any thereof. In this regard, we note that we have only recently been retained as counsel to the Fund and that we have not been involved in any day-to-day matters relating to the Fund.
Based upon the foregoing, we are of the opinion that:

(i) The execution and delivery by the Fund of, and the performance by the Fund of all of its obligations under, the Agreement have been duly authorized by all necessary action.

(ii) The Agreement has been duly and validly executed and delivered by the Fund and, assuming the due authorization, execution and delivery of the Agreement by you, constitutes a legal, valid and binding agreement of the Fund, enforceable in accordance with its terms, except as enforceability may be limited by any applicable bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or affecting the enforcement of creditors' rights generally and that the remedy of specific performance is subject to judicial discretion.

Very truly yours,

Weil, Gotshal & Manges
CERTIFICATE OF TRUSTEE AS TO RECEIPT
OF 1975 SERIES O BONDS AND 1975 X BONDS
IN EXCHANGE FOR SERIES 20 BONDS

The undersigned, a duly appointed and qualified officer of United States Trust Company of New York, HEREBY CERTIFIES as follows:

United States Trust Company of New York, as Trustee (the Trustee) under the Second General Bond Resolution adopted November 25, 1975, as amended and supplemented (the Second General Resolution), by the Municipal Assistance Corporation For The City of New York (the Corporation), and in connection with the issuance and delivery today by the Corporation of its Series 20 Bonds in the aggregate principal amount of $64,270,000 (the Bonds), as contemplated by the final Official Statement of the Corporation, dated November 1, 1979, relating to the Series 19 Bonds and the supplement thereto relating to the Bonds, and the Bond Purchase Agreement dated November 15, 1979, hereby acknowledges, on behalf of the Corporation, the receipt from The State Insurance Fund (the Tenderer), of the aggregate principal amount of $60,000,000 of the 1975 Series O Bonds and the 1975 Series X Bonds, being delivered to the Corporation by such Tenderer in exchange for $64,270,000 aggregate principal amount of the Bonds.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of United States Trust Company of New York this 15th day of November, 1979.

(SEAL)

Assistant Vice President

ATTEST:
RECEIPT

Reference is made to the Bond Purchase Agreement dated November 15, 1979 between The State Insurance Fund (the "Purchaser") and the Municipal Assistance Corporation For The City of New York (the "Corporation").

The Purchaser hereby acknowledges receipt from United States Trust Company of New York, as Trustee under the Corporation's Second General Bond Resolution dated November 25, 1975, as amended and supplemented, of the aggregate principal amount of $64,270,000 of the Corporation's 8-1/2% Series 20 Bonds issued pursuant to the aforementioned Second General Bond Resolution.

Dated: New York, New York
November 15, 1979

THE STATE INSURANCE FUND

By

Arnold Kideckel,
Executive Director
RECEIPT OF TRUSTEE OF INTEREST
ACCRUED ON THE SERIES 20 BONDS
FROM NOVEMBER 1, 1979 THROUGH NOVEMBER 15, 1979

United States Trust Company of New York, as Trustee (the Trustee) under the Second General Bond Resolution adopted November 25, 1975, as amended and supplemented (the Second General Resolution), by the Municipal Assistance Corporation For The City of New York (the Corporation), and in connection with the issuance and delivery today by the Corporation of its Series 20 Bonds in the aggregate principal amount of $64,270,000 (the Bonds), as contemplated by the final Official Statement of the Corporation, dated November 1, 1979, relating to the Series 19 Bonds and the supplement thereto relating to the Bonds, and the Bond Purchase Agreement dated November 15, 1979, hereby acknowledges, on behalf of the Corporation, the receipt from The State Insurance Fund (the Tenderer), of a check in the amount of $212,448.06, which constitutes payment of the interest accrued on the Series 20 Bonds from November 1, 1979 through November 15, 1979.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of United States Trust Company of New York this 15th day of November, 1979.

(Seal)

Assistant Vice President

ATTEST:

Assistant Secretary
ORDER AS TO DEPOSIT AND INVESTMENT  
OF INTEREST ACCRUED ON SERIES 20 BONDS  
FROM NOVEMBER 1, 1979 THROUGH NOVEMBER 15, 1979  

November 15, 1979  

United States Trust Company  
of New York  
130 John Street  
New York, New York 10038  

Gentlemen:  

You have today received the amount of $212,448.06  
from the Municipal Assistance Corporation For the City of  
New York (the Corporation) which constitutes the payment  
of the interest accrued on the Series 20 Bonds from  
November 1, 1979 through November 15, 1979.  

You are hereby requested, authorized and ordered  
on the date hereof to deposit the above amount in the  
Bond Service Fund under the Second General Bond Resolution,  
adopted on November 25, 1975, as amended and supplemented  
(the Second General Resolution).  

Pending directions as to the expenditure of  
the Bond Service Fund for the purposes authorized by  
the Second General Resolution, you are hereby requested,  
authorized and directed to invest monies in the Bond  
Service Fund, and any accrued interest thereon, in the  
manner provided in Section 702 of the Second General  
Resolution.  

Very truly yours,  

MUNICIPAL ASSISTANCE CORPORATION  
FOR THE CITY OF NEW YORK  

[Signature]

[Signature]
RECEIPT

Reference is made to the Bond Purchase Agreement dated November 15, 1979 between The State Insurance Fund (the "Purchaser") and the Municipal Assistance Corporation For The City of New York (the "Corporation").

The Purchaser hereby acknowledges receipt from the Corporation of a bank check payable in federal funds in the amount of $1,906,665.67, constituting the aggregate interest accrued on the Corporation's 11% 1975 Series O Bonds and 11% 1975 Series X Bonds from August 1, 1979 to November 15, 1979.

Dated: New York, New York
November 15, 1979

THE STATE INSURANCE FUND

By

Arnold Kideckel, Executive Director
Trustee's Certificate Respecting
Deeasance Pursuant to Section 3(a)(7)
of the Bond Purchase Agreement

United States Trust Company of New York (the Trustee), Trustee appointed by the Municipal Assistance Corporation For The City of New York (the Corporation) under and pursuant to the First General Bond Resolution of the Corporation adopted July 2, 1975, as amended and supplemented (the First General Resolution), and the Second General Bond Resolution adopted November 25, 1975, as amended and supplemented (the Second General Resolution), HEREBY CERTIFIES that:

1. The Trustee is the duly appointed and acting Trustee under the First General Resolution and the 1975 Series U Resolution adopted October 16, 1975 and the 1975 Series Y Resolution adopted November 25, 1975, pursuant to which an aggregate of $60,850,000 principal amount of the Series U and Y Bonds were issued and of which an aggregate of $60,850,000 principal amount are presently outstanding (the Refunded Bonds).

2. The Trustee has examined the proceedings as to the issuance by the Corporation of the Series 19 Bonds (the Series 19 Bonds) under the Series 19 Resolution adopted October 31, 1979 (the Series 19 Resolution), the opinions dated today of General Counsel to the Corporation and of Bond Counsel to the Corporation, and other documents and
records delivered today at the closing for the sale by the Corporation of the Series 19 Bonds, including the certificates dated today of the Corporation as to (a) the adoption of the Series 19 Resolution, (b) the designation of specified United States Treasury Obligations - State and Local Government Series to be purchased with a portion of the proceeds of the Series 19 Bonds, in the amount of $66,710,600, and to be credited to or deposited into, the Trust Fund created under the Series 19 Resolution and maintained by the Trustee under the First General Resolution (the 1975 Series U and Y Bonds Trust Fund); and that the payments received as the principal of and interest on the specified obligations held in the 1975 Series U and Y Bonds Trust Fund will be sufficient to pay the principal or the Redemption Price, if applicable, and interest due and to become due on the outstanding Refunded Bonds and (c) the defeasance of the Refunded Bonds pursuant to Article XIV of the First General Resolution.

3. The Corporation has adopted the Series 19 Resolution, pursuant to which the Corporation has arranged for the credit to or deposit into the Trust Fund maintained by the Trustee under the First General Resolution of United States Treasury Obligations - State and Local Government Series, for the creation of the 1975 Series U Bonds and Y Bonds Trust Fund created under the Series 19 Resolution for the purpose of paying the principal or Redemption Price,
if applicable, and the interest due and to become due on the outstanding Refunded Bonds on and prior to the maturity or earlier redemption date thereof, as the case may be.

4. The Trustee under the First General Resolution has received irrevocable instructions from the Corporation pursuant to Section 1401(2) of the First General Resolution and pursuant to Section 303 of the Series 19 Resolution with respect to the giving of the notice of the redemption of the Refunded Bonds on a date prior to maturity and of the provision for payment when due of the principal or Redemption Price, if applicable, and interest due and to become due on the Refunded Bonds on and prior to the maturity or redemption date thereof, as the case may be.

5. The Trustee under the First General Resolution has reviewed the certificate of the Corporation relative to the matters specified in paragraph 2(b) above and has determined that such certificate is accurate; and the Trustee has further determined that the payments when due of the principal of and interest on the United States Treasury Obligations - State and Local Government Series which have today been deposited with or credited to the Trustee under the First General Resolution (as set forth in such certificate) for the establishment and maintenance of the 1975 Series U and Y Bonds Trust Fund, will provide funds which will be sufficient to pay, when due, the principal
or Redemption Price, if applicable, and interest due and to become due on the outstanding Refunded Bonds on and prior to the maturity or earlier redemption date thereof, as the case may be, in accordance with Section 303 of the Series 19 Resolution.

6. Pursuant to the provisions of Article XIV of the First General Resolution, the Refunded Bonds and interest due and to become due thereon are hereby deemed to have been paid in accordance with Section 1401(2) of the First General Resolution and with the effect therein expressed.

IN WITNESS WHEREOF, United States Trust Company of New York, as Trustee under the First General Resolution, has caused this certificate to be executed and delivered by a duly authorized officer and its corporate seal to be affixed and attested by an authorized person this 15th day of November, 1979.

UNITED STATES TRUST COMPANY
of NEW YORK, as Trustee under
First General Resolution

(Seal)

By

Vice President

Attest:

By

Assistant Secretary

-4-
November 15, 1979

The State Insurance Fund
199 Church Street
New York, New York 10007

Gentlemen:

Reference is made to the Bond Purchase Agreement, dated the date hereof (the "Agreement"), between Municipal Assistance Corporation For The City of New York (the "Corporation") and The State Insurance Fund (the "Fund"). In connection with the transaction contemplated by the Agreement, the Corporation hereby agrees that, notwithstanding anything to the contrary set forth in Section 6 of the Agreement and in addition to the obligations of the Corporation under the Agreement, the Corporation will pay all of the reasonable fees and expenses of Messrs. Weil, Gotshal & Manges, as special counsel to the Fund in respect of the Agreement and the transactions contemplated thereby.

MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

By

Stephen J. Weinstein
Deputy Executive Director
MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

$64,270,000

SERIES 20 BONDS

MEMORANDUM OF CLOSING ON NOVEMBER 15, 1979

At a closing held on November 15, 1979, the Municipal Assistance Corporation For The City of New York (the "Corporation") issued to The State Insurance Fund (the "Purchaser") pursuant to a Bond Purchase Agreement dated November 15, 1979 (the "Bond Purchase Agreement") between the Corporation and the Purchaser $64,270,000 aggregate principal amount of the Corporation's Series 20 Bonds due July 1, 2008 (the "Series 20 Bonds") in exchange for the 1975 Series O Bonds (the "Series O Bonds") and 1975 Series X Bonds (the "Series X Bonds") of the Corporation, all of which were issued pursuant to the Corporation's General Bond Resolution, adopted by the Corporation on July 2, 1975, as amended and supplemented (the "First General Bond Resolution") and were held by the Purchaser; the Series 20 Bonds were issued pursuant to the New York State Municipal Assistance Corporation Act, as amended by the Municipal Assistance Corporation for the city of New York Act, each as further amended, said
Acts being Titles I, II and III of Article 10 of the Public Authorities Law (constituting Chapter 43-A of the Consolidated Laws of the State of New York), the Second General Bond Resolution, adopted by the Corporation on November 25, 1975, as amended and supplemented (the "Second General Bond Resolution"), and the Series 20 Resolution, adopted by the Corporation on October 31, 1979, authorizing the Series 20 Bonds (the "Series Resolution") (the Second General Bond Resolution and the Series Resolution are collectively referred to herein as the "Resolutions").

Simultaneously with the issuance of the Series 20 Bonds, the Corporation issued $90,000,000 aggregate principal amount of its Series 19 Bonds pursuant to the Second General Bond Resolution. The Series 19 Bonds were issued in part for the purpose of refunding the then outstanding Series U Bonds and Series Y Bonds, all of which were issued pursuant to the Corporation's First General Bond Resolution. The Series U Bonds are all held by the Purchaser.

I

The Closing

A. On November 14, 1979, a preliminary closing was held at the offices of the Corporation, Suite 8901, One World Trade Center, New York, New York. All papers to be delivered at the closing, to the extent practicable, were executed
and approved, and such papers were packaged and placed in escrow.

B. The closing (the "Closing") was held at such offices of the Corporation on November 15, 1979, at 8:30 a.m. (the "Closing Date"). The persons present at the Closing are set forth in Schedule I hereto.

C. All the transactions enumerated in divisions II and III below are considered to have taken place simultaneously, and no delivery or payment was considered to have been made until all transactions to be taken at the Closing were completed.

II

Documents Delivered at the Closing

A. From the Corporation to the Purchaser and its counsel:

1. Copy of the final Official Statement of the Corporation dated November 1, 1979, relating to the Series 19 Bonds, executed by the Executive Director of the Corporation and the supplement thereto relating to the Series 20 Bonds (collectively the "Official Statement").

2. Specimen Series 20 Bonds.

3. Bond Purchase Agreement, executed by the Corporation and the Purchaser.

4. Extracts of the Minutes of the Board of Directors Meeting held on October 31, 1979, showing:
(i) adoption of the Series Resolution; and
(ii) authorization of the issuance and delivery of the Series 20 Bonds.

5. Copy of the Second General Bond Resolution.

6. Copy of the Series Resolution.

7. Written order of the Corporation as to the delivery and authentication of the Series 20 Bonds.

8. A certificate, dated the Closing Date, of the Director of the Budget of the State of New York (the "State") with respect to the Official Statement, required pursuant to Section 3(a)(4) of the Bond Purchase Agreement.

9. A certificate, dated the Closing Date, of the Commissioner of Taxation and Finance of the State with respect to the Official Statement, required pursuant to Section 3(a)(5) of the Bond Purchase Agreement. (Exhibit E to the Bond Purchase Agreement)

10. A certificate, dated the Closing Date, of the Mayor of The City of New York (the "City") or an appropriate deputy with respect to the Official Statement, required pursuant to Section 3(a)(6) of the Bond Purchase Agreement.

11. A certificate, dated the Closing Date, of the Comptroller of the City or an appropriate deputy with respect to the Official Statement, required pursuant to Section 3(a)(6) of the Bond Purchase Agreement.

12. The approval, dated November 15, 1979, of the Comptroller of the State required pursuant to Section 3(d) of the Bond Purchase Agreement.

13. A letter, dated the Closing Date, furnished by Price Waterhouse & Co., required pursuant to Section 3(d) of the Bond Purchase Agreement. (Exhibit F to the Bond Purchase Agreement)

14. A general certificate of the Corporation as to directors, officers, terms of office and other details of the Corporation, including
the seal, by-laws, litigations, Resolutions, minutes, specimens, signatures and certificates, required pursuant to Section 202 of the Second General Bond Resolution, specifically as to:

(i) no default under Section 202.2(4); and

(ii) debt coverage under Section 202.3(3)-(4);

and the certificate of the Corporation, required pursuant to Section 3(a)(3) of the Bond Purchase Agreement and Section 401(1) of the Series Resolution.

15. A certificate of the Commissioner of Taxation and Finance of the State as to the amounts of sales and stock transfer taxes, required pursuant to Section 202.3(1) of the Second General Bond Resolution.

16. A certificate of the Director of the Budget of the State as to the amount of Per Capita Aid, required pursuant to Section 202.3(2) of the Second General Bond Resolution.

17. Arbitrage certificate of the Corporation.

B. From the Corporation to United States Trust Company of New York (the "Trustee") and its counsel, the following documents, all as required by Section 202 of the Second General Bond Resolution:

1. See item A.5 above.
2. See item A.6 above.
3. See item A.7 above.
4. See item A.15 above.
5. See item A.16 above.
6. See item A.17 above.
7. See item D below.
8. See item E below.

9. See item F.1 below.

C. From the Purchaser to the Corporation and its counsel:

1. Approval of the Superintendent of Insurance of the State.

2. Evidence of authorization for the exchange by the Purchaser (i.e., resolutions of the Board of Trustees).

D. From the Trustee to the Corporation, with executed copies to the Purchaser and its counsel:

1. Trustee's certificate with attached copy of an excerpt of its by-laws showing authority for officers to authenticate the Series 20 Bonds.

2. Opinion of Counsel for the Trustee with respect to the Trustee's authority to act as Trustee.


E. From Chase Manhattan Bank (National Association) and Bank of America NT&SA to the Corporation, with copies to the Purchaser and its counsel: Acceptances of the Office of Paying Agent.

F. From Messrs. Paul, Weiss, Rifkind, Wharton & Garrison, General Counsel for the Corporation, to the Purchaser and its counsel: the opinion, dated the Closing
Date, addressed to the Purchaser, furnished pursuant to Section 3(a)(1) of the Bond Purchase Agreement and substantially in the form of Exhibit A thereto.

G. From Messrs. Hawkins, Delafield & Wood, Bond Counsel, to the Purchaser and its counsel:

1. The opinion, dated the Closing Date, addressed to the Corporation (accompanied by a letter authorizing reliance thereon by the Purchaser), furnished pursuant to Section 3(a)(1) of the Bond Purchase Agreement and substantially in the form of Exhibit B thereto.

2. The opinion, dated the Closing Date, addressed to the Purchaser, furnished pursuant to Section 3(a)(1) of the Bond Purchase Agreement and substantially in the form of Exhibit C thereto.

3. The opinion, dated the Closing Date, addressed to the Corporation, as to the enforceability of the 1978 State Covenant, furnished pursuant to Section 3(a)(1) of the Bond Purchase Agreement.

4. An opinion, dated the Closing Date, addressed to the Corporation as to arbitrage.

H. From the Attorney General of the State to the Purchaser and its counsel: the opinion, dated the Closing Date, addressed to the Corporation, furnished pursuant to Section 3(a)(1) of the Bond Purchase Agreement and substantially in the form of Exhibit D thereto.

I. From Messrs. Weil, Gotshal & Manges, Counsel for the Purchaser: the opinion, dated the Closing Date, addressed to the Corporation, furnished pursuant to Section 3(a)(2) of the Bond Purchase Agreement.
III

Delivery of the Series 20 Bonds and Series O and X Bonds

A. Registered bonds in the name of the Purchaser representing $64,270,000 aggregate principal amount of the Corporation's Series 20 Bonds due July 1, 2008 were delivered to the Purchaser.

B. The Purchaser delivered to the Corporation the Series O Bonds in the aggregate principal amount of $25,000,000 and the Series X Bonds in the aggregate principal amount of $35,000,000, which together constitute payment in full of the purchase price of the Series 20 Bonds.

C. The Corporation delivered to the Purchaser a bank check payable in federal funds in the amount of $1,906,666.67, which constitutes payment of the interest accrued on the Series O and Series X Bonds from August 1, 1979 through November 15, 1979.

D. The Purchaser delivered to the Corporation a bank check payable in federal funds in the amount of $212,448.06, which constitutes payment of the interest accrued on the Series 20 Bonds from November 1, 1979 through November 15, 1979.
E. Certificate of the Trustee as to receipt of the Series O Bonds and Series X Bonds and receipt of the Trustee for the interest payment check for the Series 20 Bonds were given to the Purchaser.

F. Receipts of the Purchaser for the Series 20 Bonds and the interest payment check for the Series O and X Bonds, respectively, were given to the Trustee.

G. An order as to the deposit and investment of the accrued interest on the Series 20 Bonds was given to the Trustee.

H. A letter from the Corporation relating to the payment of the legal expenses of the Purchaser was given to the Purchaser.

PAUL, WEISS, RIFKIND, WHARTON & GARRISON
SCHEDULE I

Persons Present At the Closing

1. For the Corporation:

   John G. Bove, Esq.
   Stephen J. Weinstein, Esq.
   H. Andrew Decker

2. For General Counsel:

   Paul, Weiss, Rifkind, Wharton & Garrison

   By:  Allen L. Thomas, Esq.
        Paul S. Pearlman, Esq.

3. For Bond Counsel:

   Hawkins, Delafield & Wood

   By:  Donald J. Robinson, Esq.
        John J. Keohane, Esq.
        Maxine H. Gillman, Esq.
        Jack Schrager, Esq.

4. For the Trustee:

   Malcolm J. Hood
   George Boswell
   Pat V. Santivasci

5. For Counsel to the Trustee:

   Carter, Ledyard & Milburn

   By:  Francis M. Ellis, Esq.
        Amy S. Vance, Esq.
6. For the Purchaser:

By: Peter Pryor, Esq.
    Arnold Kideckel

7. For Counsel to the Purchaser:

Weil, Gotshal & Manges

By: Charles A. Goldstein, Esq.
    David P. Stone, Esq.
    Andrea A. Bernstein, Esq.
    Susan Levine, Esq.