MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

$185,000,000
Series 52 Bonds

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Basic Documents and Certifications

1. Copy of the Final Official Statement of the Municipal Assistance Corporation For The City of New York (the "Corporation") dated September 26, 1984 relating to the Series 52 Bonds (the "Official Statement").


3. Conformed copy of the Bond Purchase Agreement dated September 26, 1984 executed by the Corporation and Salomon Brothers Inc for the Representatives (the "Representatives") of the Underwriters named therein (the "Underwriters").

4. Extract of the Minutes of the Board of Directors Meeting held on September 26, 1984 showing adoption of the Series 52 Resolution authorizing the issuance, sale and delivery of the Series 52 Bonds and other matters related thereto.

5. Copy of the Second General Bond Resolution.

6. Copy of the Series 52 Resolution.

7. Approval of the terms of the sale by the Comptroller of the State of New York (the "State").

8. Order of the Corporation as to the authentication and delivery to the Underwriters of the Series 52 Bonds.

9. Certificate of the Director of the Budget of the State with respect to the Official Statement.

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

11. Certificate of the Mayor and the Comptroller of the City of New York (the "City") or appropriate Deputies with respect to the Official Statement.
12. Certificate of the Commissioner of Taxation and Finance of the State with respect to the amounts of Sales Tax and Stock Transfer Tax.

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

14. 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, litigation, signatures and certificates.


17. Certificate as to acceptance of duties of Trustee by the United States Trust Company of New York (the "Trust Company") and showing authority for Authorized Officers to authenticate the Series 52 Bonds.

Opinions

18. Opinion of Paul, Weiss, Rifkind, Wharton & Garrison, General Counsel to the Corporation, addressed to the Representatives, together with reliance opinion addressed to the Trust Company.

19. Approving Opinion as to the Series 52 Bonds of Hawkins, Delafield & Wood, Bond Counsel to the Corporation, addressed to the Corporation, together with reliance opinion addressed to the Underwriters and the Trust Company.


21. Opinion of Hawkins, Delafield & Wood, addressed to the Corporation, as to arbitrage.

22. Opinion of Hawkins, Delafield & Wood, addressed to the Corporation, as to the 1978 State Covenant.

23. Opinion of Carter, Ledyard & Milburn, Counsel to the Trust Company, with respect to the Trust Company's authority to act as Trustee, and authentication of the Series 52 Bonds, together with reliance opinion addressed to the Underwriters.

24. Opinion of White & Case, Counsel to the Underwriters, addressed to the Underwriters.

25. Blue Sky Memorandum of White & Case, addressed to the Underwriters.
Proceeds

26. Order as to Deposit and Investment of the Series 52 Bond Proceeds.

27. Certificate of the Trust Company as to receipt of Proceeds of Sale of the Series 52 Bonds.

28. Receipt of the Underwriters for the Series 52 Bonds and the Closing Documents.

Miscellaneous

29. Copy of Advertisement.

30. Memorandum of Closing.
NEW ISSUE

In the opinion of Bond Counsel, interest on the Series 52 Bonds is exempt from (i) Federal income taxes under the existing statutes, and (ii) personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York), and the Series 52 Bonds are exempt from all taxation directly imposed thereon by or under authority of said State except for estate or gift taxes and taxes on transfers.

$185,000,000

MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
(A Public Benefit Corporation of the State of New York)
SERIES 52 BONDS

Dated September 1, 1984

Due July 1, as shown below

Principal of the Series 52 Bonds is payable at the corporate trust office of United States Trust Company of New York, trustee under the Second General Bond Resolution. Interest on the Series 52 Bonds is payable semiannually on each January 1 and July 1, commencing January 1, 1985, by check or draft mailed to the registered owner. The Series 52 Bonds will be issued as fully registered bonds in the denomination of $5,000 or any integral multiple of $5,000.

The Series 52 Bonds maturing after July 1, 1995 are subject to optional redemption as more fully described herein. The Series 52 Bonds maturing July 1, 1999 and July 1, 2008 are also subject to mandatory redemption as more fully described herein.

<table>
<thead>
<tr>
<th>Due</th>
<th>Amount</th>
<th>Rate</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>1988</td>
<td>$10,000,000</td>
<td>7 1/2%</td>
<td>100%</td>
</tr>
<tr>
<td>1989</td>
<td>8,000,000</td>
<td>7.90%</td>
<td>100%</td>
</tr>
<tr>
<td>1990</td>
<td>12,000,000</td>
<td>8.20%</td>
<td>100%</td>
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<tr>
<td>1991</td>
<td>12,000,000</td>
<td>8.60%</td>
<td>100%</td>
</tr>
<tr>
<td>1992</td>
<td>6,000,000</td>
<td>8.80%</td>
<td>100%</td>
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</tbody>
</table>

<table>
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<tr>
<th>Due</th>
<th>Amount</th>
<th>Rate</th>
<th>Price</th>
</tr>
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<tr>
<td>1993</td>
<td>$10,000,000</td>
<td>9%</td>
<td>100%</td>
</tr>
<tr>
<td>1994</td>
<td>10,000,000</td>
<td>9.20%</td>
<td>100%</td>
</tr>
<tr>
<td>1995</td>
<td>6,000,000</td>
<td>9.40%</td>
<td>100%</td>
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<tr>
<td>1996</td>
<td>6,000,000</td>
<td>9.60%</td>
<td>100%</td>
</tr>
<tr>
<td>1997</td>
<td>6,000,000</td>
<td>9.80%</td>
<td>100%</td>
</tr>
</tbody>
</table>

$21,000,000 10% Term Bonds due July 1, 1999 @ 100%
$78,000,000 10 1/4% Term Bonds due July 1, 2008 @ 99 1/4%
(Plus accrued interest)

The Series 52 Bonds are issued pursuant to the Second General Bond Resolution and 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 52 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 or of interest on the Series 52 Bonds.

The Series 52 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 52 Bonds in definitive form will be available for delivery on or about October 11, 1984. At the option of any Underwriter, delivery will be available at The Depository Trust Company, New York, New York.

Salomon Brothers Inc
Goldman, Sachs & Co.
Citicorp Capital Markets Group
Manufacturers Hanover Trust Company
Morgan Guaranty Trust Company
Bear, Stearns & Co.
I.F. Rothschild, Unterberg, Towbin
Merrill Lynch Capital Markets
of New York
Shearson Lehman/American Express Inc.

The date of this Official Statement is September 26, 1984
PART I—INTRODUCTION

Certain factors and additional information that may affect decisions to invest in the Series 52 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.

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 52 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 52 Bonds, which are general obligations of the Corporation and are not obligations of either the State or the City.

Payment of the Bonds and Debt Service Coverage

The Corporation’s revenues pledged to the payment of Second Resolution Bonds are derived from monies that are paid to the Trustee, subject to annual appropriation by the State Legislature, from three sources: Per Capita Aid and (after satisfying 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 52 Bonds and assuming the issuance of all bonds which the Corporation is conditionally obligated to issue, would be as follows:

(Dollars in Millions)

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales Tax</td>
<td>$1,684</td>
</tr>
<tr>
<td>Stock Transfer Tax</td>
<td>$966</td>
</tr>
<tr>
<td>Operating expenses of the Corporation</td>
<td>$11</td>
</tr>
<tr>
<td>Maximum annual debt service payment on currently outstanding First Resolution obligations (issuance test limits annual debt service to $425 million)</td>
<td>$344</td>
</tr>
<tr>
<td>Available tax revenues after provision for First Resolution obligations</td>
<td>$2,295</td>
</tr>
<tr>
<td>Available Per Capita Aid (for the Corporation’s 1984 fiscal year), net of $78 million of potential prior claims (none of which has been asserted since the inception of the Corporation)</td>
<td>$406</td>
</tr>
</tbody>
</table>

\[
\frac{\text{Available Revenues}}{\text{Debt Service Coverage}} = 3.11
\]

The authority of the State to impose and collect the Sales Tax and pay the Sales Tax and Stock Transfer Tax revenues to the Corporation has been affirmed by the State’s highest court; the United States Supreme Court dismissed the appeal of the State court’s decision for lack of a substantial Federal question.
the State during which such additional Bonds are to be issued, less (c) the maximum annual debt service on outstanding First Resolution obligations, 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). In addition, the Corporation has agreed that it will not issue obligations under the Commercial Paper Program except for refunding purposes unless available revenues equal or exceed 2.2 times maximum annual debt service.

Pursuant to the Series 52 Resolution and certain other series resolutions of the Corporation, the Corporation may issue additional First Resolution obligations 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 Corporation has covenanted with certain banks under the Commercial Paper Program that it will treat the $250 million Second Resolution Bonds issuable under the terms of the credit agreements as issued and outstanding for purposes of the coverage tests set forth in this section for the period of time such bonds may be issued, as provided in such credit agreements.

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 3—USE OF PROCEEDS

The net proceeds of the sale of the Series 52 Bonds will be $180,842,650. Of the net proceeds, $165 million will be used to provide funds to the City for capital improvements includable in the City's capital budget. Funds used for such capital improvements will be made available to the City through the subsequent purchase by the Corporation of bonds issued by the City to finance such improvements and will be paid to the City upon certification by the Mayor that the amount is required by the City to pay for items permitted by law to be included in the City's capital budget during the fiscal year in which the funds are paid to the City. Neither the City bonds acquired by the Corporation with the proceeds of this offering nor the payments of principal and interest with respect to such bonds will be subject to the lien created by the pledge under the First or Second General Bond Resolution, except to the extent such payments are actually paid into one of the Corporation's accounts as to which such lien applies.

The balance of the net proceeds will be deposited in the Capital Reserve Aid Fund established under the Second General Bond Resolution. For further information with respect to the Capital Reserve Aid Fund, see "PART 6—PAYMENT OF THE BONDS—CAPITAL RESERVE AID FUND."

PART 4—THE CORPORATION

Background, Purposes and Powers

The Corporation is a corporate governmental agency and instrumentality of 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 the purpose of providing financing assistance and fiscal oversight for the City. To carry out such purpose, the Corporation was given the authority, among other things, to issue and sell bonds and notes, to pay or lend funds received from such sales to the City and to exchange the Corporation's obligations for those of the City and to issue bonds to refund outstanding bonds. Between June 1975 and June 1978, the Corporation issued its obligations in accordance with this purpose and the City was provided with seasonal loans by the Federal government and long-term financing by certain City pension funds and the Corporation. In September 1975, the Control Board was established to oversee the financial affairs of the City.
PART 5—DEBT ISSUANCE PLAN

In November 1978, the Corporation in conjunction with the City developed the Debt Issuance Plan to provide long-term financing for the City during the 1979 through 1982 fiscal years. The Debt Issuance Plan has been supplemented from time to time to include subsequent fiscal years and to adjust projections regarding the issuance of long-term obligations to the public and the City’s capital needs.

**Debt Issuance Plan**  
(Dollars in Millions)

<table>
<thead>
<tr>
<th>Sources of Funds</th>
<th>FY 1985</th>
<th>FY 1986</th>
<th>FY 1987</th>
<th>FY 1988</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales to the Public of the Corporation's Bonds(a)</td>
<td>$485</td>
<td>$250</td>
<td>$100</td>
<td>$</td>
<td>$835</td>
</tr>
<tr>
<td>Sales to the Public of City Bonds(b)</td>
<td>850</td>
<td>1,100</td>
<td>1,275</td>
<td>1,345</td>
<td>4,570</td>
</tr>
<tr>
<td>Water and Sewer Revenue Financing(c)</td>
<td>315</td>
<td>330</td>
<td>350</td>
<td>375</td>
<td>1,370</td>
</tr>
<tr>
<td>Total Sources</td>
<td>$1,650</td>
<td>$1,680</td>
<td>$1,725</td>
<td>$1,720</td>
<td>$6,775</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Uses of Funds</th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>City Capital Improvements</td>
<td>$1,440</td>
<td>$1,615</td>
<td>$1,735</td>
<td>$1,825</td>
<td>$6,615</td>
</tr>
<tr>
<td>Capital Reserve Fund of the Corporation</td>
<td>28</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>28</td>
</tr>
<tr>
<td>Refunding(d)</td>
<td>125</td>
<td>250</td>
<td>100</td>
<td>-</td>
<td>475</td>
</tr>
<tr>
<td>Prepayment of Federally Guaranteed City Obligations(e)</td>
<td>227</td>
<td>247</td>
<td>28</td>
<td>-</td>
<td>502</td>
</tr>
<tr>
<td>Total Uses(f)</td>
<td>$1,820</td>
<td>$2,112</td>
<td>$1,863</td>
<td>$1,825</td>
<td>$7,620</td>
</tr>
</tbody>
</table>

(a) Including $175 million of bonds sold to date in fiscal 1985 and the Series 52 Bonds.  
(b) Including $250 million of bonds sold to date in fiscal 1985.  
(c) Contingent upon the financing of water and sewer projects through the issuance of revenue bonds pursuant to State legislation enacted in June 1984.  
(d) All proposed refundings are subject to market conditions.  
(e) See discussion of Federally guaranteed City bonds in this PART 5.  
(f) Differences between Total Sources and Total Uses are a result of the deposit or withdrawal of funds held by the Corporation from the proceeds of sales of its bonds in prior fiscal years for use in fiscal year 1985 and thereafter or other sources, including primarily debt service savings resulting from the Corporation’s refundings and advances from the City’s general fund for capital purposes. The Sources of Funds reflects the principal amount of obligations issued and the Uses of Funds reflects the receipt of such monies without giving effect to the costs of issuance.

The current Debt Issuance Plan is intended to enable the Corporation to assist the City in financing the City’s capital needs which the City currently projects to be approximately $1.4 billion to $1.8 billion during each of its 1985 through 1988 fiscal years. Substantial portions of the Debt Issuance Plan have been completed to date. To complete the Debt Issuance Plan, the Corporation intends to sell publicly an additional $660 million of its obligations, including the Series 52 Bonds, through June 30, 1987, for capital improvements by the City and refundings by the Corporation, and the City plans to sell publicly an additional $4.320 billion of its bonds through June 30, 1988. The sale of the Series 52 Bonds will complete the Corporation’s financings for City capital purposes under the Plan. The Plan assumes that the City will be able to meet, through sales of its bonds, its full capital needs after its 1985 fiscal year.

The actual amount of the Corporation’s obligations to be issued during each fiscal year will depend upon market conditions, the City’s actual capital requirements, the amount which can be raised through public sales of City bonds on reasonable terms, the Corporation’s requirements and other factors.

In connection with the Debt Issuance Plan, the City issued an aggregate of $1.65 billion of Federally guaranteed bonds from fiscal 1978 through 1982, of which approximately $659 million are currently outstanding. The Agreement to Guarantee providing for such Federal guarantees requires the City under
State Aid Fund and the 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 such Tax. Pursuant to the Finance Law, the State Comptroller may not disburse Sales or Stock Transfer Tax revenues or Per Capital 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 of the City and will, as required by the Act, acquire substantial additional amounts of bonds in connection with providing capital financing for 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. Some of such obligations have been pledged for the benefit of certain banks in connection with the Commercial Paper Program of the Corporation and a portion of such obligations to be acquired in the future may be so pledged. 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 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 of or interest on the Second Resolution Bonds.

If the Corporation were to be authorized by State law to file a petition under Chapter 9 of the Federal Bankruptcy Code, and if it were to meet other conditions specified in such Chapter, the Corporation could file a petition for relief under Chapter 9 pursuant to which the Corporation’s securities could be adjusted or modified. 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 appropriated 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 Constitution, 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 8—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 appropriation for the payment of State indebtedness. Although the Sales Tax and the Stock Transfer Tax are revenues of the State, they are applicable to special funds, rather than the State’s General Fund. Consequently, under existing law, the provisions requiring moneys 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.
The Corporation anticipates that an aggregate of approximately $660 million, of which the Series 52 Bonds are a portion (excluding the bonds which the Corporation is conditionally obligated to issue), of additional First Resolution obligations and Second Resolution Bonds will be issued pursuant to the Debt Issuance Plan and that such issuance can be made within the issuance coverage tests imposed under the First and Second General Bond Resolutions, the Series 52 Resolution and certain other resolutions and agreements of the Corporation, see “PART 2—BONDS BEING OFFERED—Additional Bonds and Notes”, on the basis of the assumptions described in this PART 7 and reflected in the above coverage table.

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, which Fund is currently funded at not less than the required level.

PART 8—CERTAIN DEVELOPMENTS AFFECTING THE STATE

Although bonds of the Corporation are not obligations of the State, financial developments with respect to the State may affect the market for or market prices of the Corporation’s securities and the sources of payment for the Corporation’s securities. As described under “PART 6—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.

The factors affecting the State’s financial condition are complex, and the following description constitutes only a brief summary. This PART 8 is based entirely on information supplied by the State.

Long-Term Trends

The State has historically 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 among the highest in the nation. The existence of this tax burden limits the State’s ability to impose higher taxes in the event of future financial difficulties.

Recently, the State has been relatively successful in bringing 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 burden 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. Certain manufacturing facilities have relocated to other states. This trend has been partially offset by the location of some new manufacturing facilities in the State and by expansion of existing facilities in the State. While no sustained reversal of the State’s relative economic position has been projected, the actions taken to date, in combination with many other causes of regional economic changes,
have slowed this trend. During 1980, 1981, 1982 and 1983, personal income growth in the State exceeded that of the rest of the nation. The State unemployment rate dipped below the national rate in the second half of 1981 and has remained lower since that time. Overall economic activity declined less in the State than in the nation as a whole over the last two years.

Financial Developments—Fiscal Years 1975-1984

During the mid-1970's, some of the State's public benefit corporations (the "Authorities") and municipalities (in particular, the City) faced extraordinary financial difficulties, which affected the State's own financial condition. In response to these financial problems, the State developed and implemented programs which were largely successful in addressing such problems. The State’s experience has been that if the Authorities or municipalities suffer serious financial difficulties, both the ability of the State, the Authorities and municipalities to obtain financing in the public credit markets and the market price of the State’s outstanding bonds and notes may be adversely affected.

For its 1981 and 1982 fiscal years, the State achieved balanced budgets with receipts and disbursements on a cash basis of $15.2 billion and $16.8 billion, respectively.

Although the General Fund in the State’s financial plan for its 1982-83 fiscal year was balanced when formulated in May 1982, the State incurred a cash basis operating deficit of $561 million in the State’s 1983 fiscal year. The deficit was caused, in part, by a reduction in receipts due to the failure of the national and State economies to recover from the recent recession at the time assumed in the original budget projections, the actions of the Legislature in mandating, over the Governor’s veto, certain additional disbursements and the failure of the Legislature to enact certain proposals designed to prevent diversion of General Fund receipts to support mass transit. These unfavorable developments were, in part, offset by available reserves in the original financial plan for such fiscal year, higher than projected lottery receipts, and a series of expenditure control actions. The State financed this cash basis operating deficit through the issuance of $500 million in tax and revenue anticipation notes issued in January 1983 which were redeemed in December 1983, and through the use of available General Fund balances. The State completed its 1984 fiscal year with its Financial Plan balanced on a cash basis.

On July 25, 1984, the Comptroller reported the State’s comprehensive (all funds) financial position as of March 31, 1984 and operating results, which have been audited by independent certified public accountants, for the State’s 1984 fiscal year in accordance with GAAP. When reported in accordance with GAAP, the State’s governmental funds group shows a net operating deficit of $450 million for the 1984 fiscal year. This net operating deficit reflects an operating deficit in the General Fund of $345 million, and operating deficits in Special Revenue, Capital Projects and Debt Service Fund types of $37 million, $20 million and $39 million, respectively.

The State’s combined balance sheet at March 31, 1984, which has been audited by independent certified public accountants, reflects an accumulated deficit in the State’s governmental funds in the amount of $3.399 billion. This deficit includes accumulated deficits in the General Fund and Capital Projects Fund types of $4.331 billion and $53 million, respectively, and surpluses of $247 million and $738 million in Special Revenue and Debt Service Fund types, respectively.

Program for the 1985 Fiscal Year

The State’s General Fund cash-basis projections for the 1985 fiscal year as revised on July 27, 1984 show anticipated receipts of $21.056 billion, an increase of $1.734 billion (9%) over the total receipts in the State’s 1984 fiscal year. Total General Fund disbursements in the 1985 fiscal year are projected to be $20.881 billion and the year-end balance in the General Fund is required by law to be increased by $51 million to restore to $102 million the fund balance depleted in prior years. The projection of disbursements reflects an increase of $2.110 billion (11.2%) over the total amount disbursed in the State’s 1984 fiscal year. For purposes of this comparison, disbursements for the 1984 fiscal year do not include $500 million disbursed to pay tax and revenue anticipation notes issued in January 1983 to finance the major portion of the State’s
1983 fiscal year deficit. The following discussion summarizes the 1985 State Financial Plan with particular emphasis on the State’s General Fund.

The State’s governmental fund types account for substantially all State nonpension financial operations. Governmental funds include the General Fund, which receives all income not required by law to be deposited in another fund, or approximately 65% of total governmental fund receipts exclusive of interfund transfers; Special Revenue Funds, the use of the income of which is legally restricted to certain purposes, which account for 28% of total governmental fund receipts; the Capital Projects Funds, used to finance the acquisition and construction of major capital facilities by the State and to aid in such projects conducted by local governments or public authorities, which account for 3% of governmental fund receipts; and Debt Service Funds, used as depositories for funds to be used to pay the principal of and interest on long-term debt and lease purchase and other commitments, which comprise 4% of governmental fund receipts.

Taxes account for 94% of the State’s General Fund receipts which, exclusive of transfers from other funds, are expected to total $29,908 billion in the State’s 1985 fiscal year, with the balance made up of miscellaneous receipts and certain Federal grants. Transfers from other funds account for less than 1% of total General Fund receipts.

Major components of the State’s tax structure include:

(i) The personal income tax, imposed on the income of individuals, estates and trusts at rates ranging from 2% on the first $1,000 to 14% on amounts in excess of $23,000 of New York taxable income (determined by making several adjustments to Federal adjusted gross income). The maximum rate on personal service income, however, is 10%. Receipts from this tax accounted for 52% of General Fund tax receipts in the State’s 1984 fiscal year and are projected to account for 53% of General Fund tax receipts in the State’s 1985 fiscal year.

(ii) User taxes and fees, the largest of which is the State sales and use tax. This tax, imposed at a statewide rate of 4%, applies to the sale or use within the State of most tangible personal property, commercial and industrial utility service billings, charges for meals, hotel and motel occupancy and admissions charges, as well as certain services. Sales and use tax receipts accounted for 21% of General Fund tax receipts in the State’s 1984 fiscal year and are projected to account for 21% of General Fund tax receipts in the State’s 1985 fiscal year. Also included in this category are receipts from a tax on the sale, generally for highway use, of gasoline (8 cents per gallon) and diesel fuel (10 cents per gallon); a tax on the sale of cigarettes (21 cents per pack); a tax, at varying rates, on liquor, beer, wine and other beverages; two highway use taxes; motor vehicle registration and operators’ license fees; and fees for permits to manufacture, distribute or sell alcoholic beverages in the State. Receipts from these levies accounted for 9% of General Fund tax receipts in the State’s 1984 fiscal year and are projected to account for 8% of total General Fund tax receipts during the State’s 1985 fiscal year.

(iii) Business taxes, which include a general business corporation franchise tax as well as specialized income taxes on banks and insurance companies and gross receipts taxes on utilities, transportation and transmission companies, and businesses engaged in the sale or importation for sale of petroleum products accounted for 15% of General Fund tax receipts in the State’s 1984 fiscal year and are projected to yield 15% of General Fund tax receipts during the State’s 1985 fiscal year. The general business tax is imposed at a rate of 10% on an allocated portion of entire net income, determined by making several adjustments to Federal taxable income, the most significant of which is the disallowance of the “accelerated” portion of depreciation deductions allowed under the Federal accelerated cost recovery program. Receipts from this tax are expected to account for approximately 46% of all business taxes in the 1985 fiscal year.

(iv) Other taxes, including taxes on pari-mutuel wagering, estate and gift taxes, a special 10% tax on the gain from the sale of certain real estate where the consideration exceeds $1 million and certain other minor taxes. Receipts from these sources accounted for 3% of General Fund tax receipts in the State’s 1984 fiscal year and are projected to total 3% of General Fund tax receipts in the State’s 1985 fiscal year.
On September 7, 1984, the Governor submitted a revised summary financial plan for the State’s 1985 fiscal year on a GAAP basis to the Legislature. For the General Fund, the State currently projects a GAAP operating deficit of $30 million. The decrease in the projected GAAP operating deficit from April basically reflects the impact of the anticipated improvement in the cash based operating results included in the 1985 State Financial Plan and a reduction in anticipated retirement system contributions payable during the first quarter of the State’s 1986 fiscal year.

On November 10, 1982, Standard & Poor’s Corporation reduced its rating on the general obligation bonds of the State from AA- to A+, citing the State’s continued use of one-time revenues, increased use of income tax refund deferrals, rising seasonal cash requirements and borrowings and the increase in the size of the projected deficit for the 1983 fiscal year from the July 1982 projection. At the same time, Standard & Poor’s Corporation also reduced its rating on certain bond issues of various Authorities, not including the Corporation. On November 12, 1982, Moody’s Investors Service reduced its rating on outstanding State tax and revenue anticipation notes from MIG-1 to MIG-2. However, on April 9, 1984, Moody’s Investors Service rated the State’s 1984 tax and revenue anticipation notes at MIG-1. Ratings reflect the views of the respective rating agency and explanations of such ratings may be obtained from each of the individual rating agencies. Any action by a rating agency to lower the credit rating on any outstanding indebtedness of the State may have an adverse impact on the market price of or market for the Corporation’s bonds.

**Important Considerations for the 1985 Fiscal Year and Thereafter**

The fiscal stability of the State is related, at least in part, to the fiscal stability of its localities and Authorities. Various Authorities have issued bonds secured, in part, by non-binding statutory provisions for State appropriations to maintain various debt service reserve funds established for such bonds (commonly referred to as “moral obligation” provisions).

At March 31, 1984, there was outstanding $18.6 billion aggregate principal amount of bonds and notes issued by Authorities which are either guaranteed by the State or supported by the State through lease-purchase arrangements, other contractual obligations or moral obligation provisions of which the Corporation’s bonds totalled approximately $7.7 billion. Debt service on outstanding Authority obligations is normally paid out of revenues generated by the Authorities’ projects, but in recent years the State has provided special financial assistance, in some cases of a recurring nature, to certain Authorities for operating and other expenses and for debt service pursuant to moral obligation indebtedness provisions or otherwise. The 1985 State Financial Plan provides $594.5 million for financial assistance expected to be required by certain Authorities during the State’s 1985 fiscal year.

Certain Authorities continue to experience financial difficulties, especially those Authorities conducting housing programs. Rising operating costs require increased rents or fees on projects financed by various Authorities. The inability or unwillingness of the residents or users of such projects to pay such increases has led to increasingly serious financial difficulties at a number of such projects. These difficulties could adversely affect the fiscal stability of certain of the programs of the Authorities involved and have increased the likelihood that the State will be requested to make appropriations to such Authorities pursuant to moral obligation provisions or otherwise.

The New York State Housing Finance Authority (“HFA”) and UDC face significant financial difficulties with some of the projects on which they hold mortgages. Nine HFA housing projects were more than one month in arrears in their monthly mortgage repayment escrow deposits due as of June 30, 1984. Six of these mortgagors were current in payments under settlement or workout agreements with HFA for rescheduling the amounts or timing of these obligations. HFA has commenced foreclosure proceedings against one mortgagor and expects to take appropriate action regarding the others. The most significant of the projects in arrears is Co-op City, on which HFA holds a mortgage with an original principal amount of $390 million. Co-op City has been in arrears from time to time in its monthly mortgage payments. As a result of mortgage payment delinquencies of Co-op City and, to a substantially lesser extent, of certain other projects, the State has been called upon to pay approximately $113.1 million, between January 1976 and March 31, 1984, to
restore deficiencies in the debt service reserve funds of HFA. At the end of each of the State’s fiscal years, HFA’s Non-Profit Housing debt service reserve fund must contain an amount equal to the maximum debt service on such bonds due in any succeeding calendar year. During the State’s 1984 fiscal year, the State appropriated and paid $22.2 million to the debt service reserve fund securing HFA’s Non-Profit Housing Project Bonds. On May 1, 1984, HFA withdrew a total of $11.3 million to meet its May 1 debt service from its Non-Profit Housing Bond and General Housing Bond debt service reserve funds. The 1985 State Financial Plan contains a reserve for HFA to replenish withdrawals from its Non-Profit Housing and General Housing debt service reserve funds during the State’s 1985 fiscal year.

UDC has experienced, and expects to continue to experience, financial difficulties with the housing programs it had undertaken prior to 1975, because a substantial number of these housing program mortgagors are unable to make full payments on their mortgage loans. Mortgage payment arrearages by these project mortgagors were $18.0 million and $16.7 million during calendar years 1982 and 1983, respectively, and, through a subsidiary, UDC is currently attempting to increase its rate of collection by accelerating its program of foreclosures and by entering into settlement agreements. Owing to the continuing problems with its housing programs, UDC has been, and will remain, dependent upon the State for appropriations to meet its expenses. In its 1983 and 1984 fiscal years, the State appropriated $8.8 million and $7.9 million, respectively, to UDC for corporate operating expenses, and the 1985 State Financial Plan includes a $6.4 million appropriation to UDC for corporate operating expenses. Failure by the State to make appropriations to UDC as moneys are required for operating expenses could lead to debt service shortfalls by UDC and result in UDC’s having to draw upon debt service reserve funds in order to meet its debt service requirements. This would cause UDC to request the State to replenish such funds in order to avoid a default on all or a portion of the $895.1 million of UDC moral obligation bonds outstanding.

In April 1983, legislation was enacted authorizing UDC to issue up to $380 million in obligations to finance correctional facilities pursuant to lease-purchase financing arrangements with the State. Pending the issuance of the bonds authorized by the legislation, the State is advancing the amounts necessary to complete critically needed correctional facilities. Litigation was commenced challenging this financing arrangement. On July 26, 1984, the Appellate Division, Third Department, upheld the financing arrangement in its entirety.

Through a subsidiary, UDC is currently managing the construction of a 750,000 square foot convention center in New York City, the original financing for which was provided by a contractual-obligation financing arrangement involving the issuance of $375 million of Triborough Bridge and Tunnel Authority (“TBTA”) bonds. UDC estimated in July 1983 that, as a result of substantial problems and delays in construction, the amounts needed to complete the convention center project would exceed the amounts available for such purpose by approximately $100 million. There can be no assurance, however, that additional problems and delays, including the expiration of a labor contract with the ironworkers’ union, will not further increase the total construction costs of the project. On March 30, 1984, a memorandum of agreement was executed by the Governor of the State, the Mayor of the City and the Chairman of the Corporation, under which the parties agreed to undertake to provide the funds needed to complete construction of the convention center project. These funds would come from contributions from the City of up to $60 million, derived from certain Corporation funds made available to the City, and from a refinancing of the TBTA’s convention center bonds and application of moneys released from the debt service reserve fund securing such bonds. The Governor agreed that the State would provide any resources necessary to complete the convention center project over and above these contributions from the City and TBTA and any other amounts available. There can, however, be no assurance that the provisions of the memorandum of agreement will be effected.

Battery Park City Authority (“BPCA”), which issued moral obligation bonds in 1972 to finance the development of Battery Park City in lower Manhattan, did not begin to receive revenues from this project until its 1981 fiscal year, but it is now receiving revenues from both residential and commercial development underway at the project site. The 1985 State Financial Plan includes $5.3 million for BPCA to cover debt service on BPCA’s 1972 moral obligation bonds, and BPCA expects to continue to require State appropriations totalling an additional $23 million for these purposes through the State’s 1987 fiscal year.
The Niagara Frontier Transportation Authority’s new rail mass transit system in the city of Buffalo is nearing completion, and inspection has revealed possible construction deficiencies. Although initial testing suggests that these deficiencies are relatively minor and can be corrected, there can be no assurance that significant repairs will not be needed before the system becomes operational and that appropriations by the State will not be requested to fund those repairs.

Another problem faced by certain Authorities is that future increases in operating costs may result in a need for increased rents, fees or user charges in Authority-financed projects, particularly 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 to meet their obligations 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.

The Metropolitan Transportation Authority ("MTA") oversees the operation of the City’s bus and subway lines by the New York City Transit Authority and the Manhattan and Bronx Surface Transit Operating Authority (collectively, the "Transit Authority" or the "TA") and through its subsidiaries, the Long Island Rail Road and the Metro-North Commuter Railroad, operates certain commuter rail lines in the New York metropolitan area. Because fare revenues are not sufficient to finance these operations, the MTA has depended and will continue to depend for operating support upon a system of Federal, State, local government and TBTA support, including loans, grants and operating subsidies.

The MTA completed its 1983 fiscal year ended December 31, 1983 with its budget of approximately $3.2 billion balanced on a cash basis, after issuing $46.225 million of grant anticipation notes in December 1983. The notes were repaid in June 1984. The TA ended its fiscal year on December 31, 1983 with a cash balance available for operations of less than $1 million.

For the MTA’s 1984 fiscal year ending December 31, 1984, after taking into account full-year 20% fare increases on the TA, the commuter rail systems and the Metropolitan Suburban Bus Authority system, as well as a 20% toll increase on certain TBTA facilities, the MTA is projecting operating budgets balanced on a cash basis, but only after receiving substantial assistance from the State and making certain other assumptions. Over the past several years the State has enacted several taxes—including a surcharge on the profits of banks, insurance corporations and general business corporations doing business in the 12-county region served by the MTA and a special one-quarter of 1% regional sales and use tax—that provide additional revenues for mass transit purposes, including assistance to the MTA. The 1985 State Financial Plan includes payments from these dedicated mass transit funds for the period April 1, 1984 through December 31, 1984 of $263 million for the TA and $143 million for the commuter rail lines under the jurisdiction of the MTA.

The MTA expects the remaining funds needed to balance its 1984 budgets on a cash basis to be derived from, among other sources, continued Federal operating subsidies, transfers of TBTA operating surplus, New York City’s operating subsidies and appropriations to the MTA under the State’s mass transit operating assistance program. Under the mass transit operating assistance program, the 1985 State Financial Plan provides for approximately $115.7 million in appropriations for the TA and commuter rail lines and requires an equal appropriation from localities and counties within the MTA region. Should any of the assumptions used by the MTA in arriving at its 1984 projections prove incorrect, the MTA could incur deficits in calendar year 1984 and would therefore be required to seek additional State assistance or to increase fares.

Because the MTA has a calendar fiscal year, factors affecting the MTA’s 1985 fiscal year could affect the 1985 State Financial Plan, particularly during the last fiscal quarter of the State’s 1985 fiscal year. The MTA currently expects substantial budget gaps during calendar year 1985, principally because revenues from two dedicated mass transit taxes (the corporate surcharge described above which will expire by statute and a unitary reporting requirement for oil companies under the State’s corporation franchise tax which is no
longer in effect), which the State expects would have produced more than $300 million for the MTA in calendar year 1985, will not be available to the MTA after December 31, 1984. In addition, operating costs are expected to increase. As a result, during the State’s 1985 fiscal year (most likely by the end of calendar year 1984) the MTA is expected to request additional State or local assistance, to increase user charges, to reduce service levels, or to seek some combination thereof, in order to replace the lost revenues and to cover additional expenses. Although the total budget gap expected for 1985 has not yet been projected by the MTA, the potential 1985 budget gap for the TA has been projected. In the TA’s 1984-88 Financial Plan approved by the New York State Financial Control Board (the “Control Board”) on August 29, 1984, the projected budget gap for the TA alone was $232 million for calendar year 1985. On August 29, 1984, a report issued by the Office of the Special Deputy Comptroller for the City of New York projected a budget gap for the TA of $276 million for the same period. This projection assumes an approximate 5% annual increase in wages as of April 1, 1985. These estimates do not include the substantial budget gap for 1985 expected for the MTA’s commuter rail lines as a result of the expiration of the dedicated mass transit taxes discussed above and expected increases in operating costs. The State currently projects that the MTA’s total budget gap for 1985 will range between $300 million and $500 million.

In his proposed budget for the 1985 Federal fiscal year ending September 30, 1985, the President has recommended measures that would reduce by 50% the $107.8 million in Federal operating subsidies expected to be received by the MTA during the 1985 Federal fiscal year. Congress has, however, failed to adopt similar proposals in prior years, and unless it adopts the President’s proposal this year, the amount of Federal operating subsidies expected by the MTA in 1984 and 1985 will be available.

In 1981, the Legislature authorized procedures for the adoption and approval of five-year capital program plans designed to upgrade the performance of the MTA’s transportation systems and to supplement, replace and rehabilitate facilities and equipment, and also granted certain additional bonding authorization therefor. The current plans contemplate total program expenditures and commitments during the five-year period ending December 31, 1986 of approximately $8.5 billion. As of July 31, 1984, approximately 50% of the total expenditures planned under the capital program had been expended or committed. This program, which is expected to be modified or amended from time to time, is expected to be funded from various sources, including TBTA bonds, MTA special obligation revenue bonds, service contracts between the State and the MTA and MTA bonds secured by such service contracts. Federal subsidies, financings benefiting from certain leasing provisions of the Federal tax law, and additional capital funds for buses and ancillary facilities from the Port Authority of New York and New Jersey. The State has entered into service contracts with the MTA providing for annual appropriations by the State over a 35-year period of not in excess of $80 million. The Legislature appropriated $80 million to fund these contracts during each of the State’s 1983, 1984 and 1985 fiscal years.

The MTA expects to complete various studies and analyses of capital facilities needs over the next several months. MTA has classified certain funds as “reserved” funds within the capital program to accommodate a future submission of specific projects when these studies are completed.

Certain localities other than New York City could have financial problems leading to requests for additional State assistance during the State’s 1985 fiscal year, particularly the City of Yonkers (“Yonkers”) and the counties and other localities on Long Island.

In response to projected financial difficulties, the Governor appointed a Panel on Yonkers City Finances, which issued a report on March 28, 1984 projecting a potential budget gap for Yonkers of no less than $7.5 million in its 1984 fiscal year ending June 30, 1984 (compared with Yonkers’ projection of a $15 million gap) and of between $37 million to $48 million in Yonkers’ 1985 fiscal year (compared with its projection of a $52.3 million gap). In light of these problems, legislation creating a Financial Control Board for Yonkers was enacted. Yonkers has prepared a four-year financial plan to bring its budget into balance for its 1984-85 fiscal year (ending June 30, 1985) and thereafter and the Yonkers Control Board has approved such plan. State legislation authorizing Yonkers to impose a personal income tax surcharge has been enacted by the Legislature. The Yonkers four-year plan also assumes additional assistance from the State and the
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 and all of such notes have either been paid or exchanged for bonds of the Corporation.

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, began charging general tuition at the City University of New York, and received additional State and Federal aid. Under the Three Year Financial Plan, the City Comptroller reported, in accordance with the accounting principles permitted by State law, operating deficits of $968 million and $329 million, for the 1976 and 1977 fiscal years, respectively. The City Comptroller has estimated that without the two major deviations from GAAP permitted by State law the reported deficits for the 1976 and 1977 fiscal years would have been approximately $1.870 billion and $1.039 billion, respectively. The financial statements for those two years, however, are unaudited and may contain substantial errors as well as other deviations from GAAP.

As required by the Act, beginning with its 1978 fiscal year, the City's financial statements have been audited by independent accounting firms. The statements for fiscal years 1978 through 1980 report results both in accordance with the accounting principles permitted by State law which allowed certain deviations from GAAP and in accordance with GAAP. Under the accounting principles permitted by State law, the General Fund balances for fiscal 1978, 1979, and 1980 showed surpluses of $32 million, $216 million and $145 million, respectively; when reported in accordance with GAAP, the General Fund showed deficits of $712 million, $422 million and $356 million, respectively. The City's financial statements for fiscal 1981, 1982 and 1983 were reported in accordance with GAAP and showed surpluses of $128 million, $41 million, and $34 million, respectively. The City's operating results for the 1984 fiscal year are expected to be balanced when reported on a GAAP basis. During the 1982 fiscal year, the City took various measures which, had they not been taken, would have caused the 1982 surplus to increase by $338 million. Prior to the close of the 1983 and 1984 fiscal years, the City again took certain actions to support its operations in subsequent fiscal years. In fiscal year 1983, $473 million of prepayments of certain subsidies and debt service payment adjustments were made that otherwise would have been payable in fiscal year 1984. Similarly, $497 million of such payments were made in fiscal year 1984 for amounts otherwise payable in fiscal year 1985. Had these actions not been taken in either of these fiscal years, a GAAP surplus in excess of $500 million would have resulted for such fiscal year.

Although the City accomplished the budgetary and accounting objectives of the Three Year Financial Plan, it did not regain access to the public credit markets during its 1978 fiscal year. The City, the Corporation, the Control Board and others, therefore, proposed a combination of actions intended to provide for the City's long-term financing through the 1982 fiscal year and to enable the City to reenter the public credit markets. These proposals resulted in: (1) the development of the Debt Issuance Plan and a financial plan for the 1979 through the 1982 fiscal years, (2) an extension of the Control Board, (3) an increase in the Corporation's debt issuance authority, (4) authorization for the Federal guarantee of certain City bonds, (5) elimination of the State advance and (6) reduction of the City's seasonal financing requirements. The State and Federal legislation necessary to undertake this program was enacted, and in November 1978 the Agreements implementing the Debt Issuance Plan were signed.

In March 1981, the City reentered the long-term public credit markets with an issue of $75 million of its bonds. Subsequently, the City sold $250 million and $452 million of its bonds in its 1982 and 1983 fiscal years, respectively. Public sales of City bonds in each of the 1982 and 1983 fiscal years exceeded projections of the volume of bonds to be sold publicly by the City in the Debt Issuance Plan. The City sold publicly $775 million of its bonds in the 1984 fiscal year and has sold $250 million of its bonds to date in the 1985 fiscal year. Since March 1981 City bonds have been assigned a BBB investment grade rating from Standard & Poor's Corporation. In November, 1983 Moody's Investors Service, Inc. raised the rating on City bonds to a Baa investment grade rating from Ba1, Moody's highest non-investment grade rating, which had been assigned in November 1981. Since 1979, the City has been able to obtain an increasing portion of its seasonal financing needs through the sale of short-term notes to the public, and in the 1981 through 1984 fiscal years,
the City obtained all of its seasonal financing requirements in that manner and is expected to do so in the 1985 fiscal year.

Pursuant to the Act and the Emergency Act, the City is required to submit by May 12 of each year for review and approval by the Control Board a financial plan for the next four fiscal years, covering the City and certain agencies subject to the provisions of the Emergency Act (the “Covered Organizations”). The four year financial plan must be reviewed quarterly and may be modified from time to time during the fiscal year upon request of the City and approval of the Control Board. The Emergency Act requires that the City provide for a budget balanced in accordance with GAAP for fiscal years 1982 and thereafter, a requirement that the City has fulfilled for the 1981 through 1983 fiscal years and is expected to fulfill for the 1984 fiscal year.

Fiscal Years 1985-1988

As required by the City Charter, the Mayor submitted the Executive Capital and Expense Budget for the City’s 1985 fiscal year (the “1985 Executive Budget”) to the City Council and Board of Estimate on April 26, 1984. As required by State law, the 1985 Executive Budget was prepared and balanced in accordance with GAAP. The 1985 Executive Budget, as compared to fiscal year 1985 projections contained in the 1984 four-year financial plan (the “1984 Plan”), included additional anticipated revenues which, when coupled with anticipated expenditure reductions, enable the City to eliminate the gap previously projected for its 1985 fiscal year.

On May 10, 1984 the City submitted a proposed financial plan for its 1985 through 1988 fiscal years (the “May Submission”) to the Control Board. The May Submission projected a balanced budget for the 1985 fiscal year, budget gaps of $323 million and $232 million for fiscal years 1986 and 1987, respectively, and a budget surplus of $36 million for fiscal year 1988.

On June 5, 1984 the City Council and Board of Estimate adopted a budget for the City’s 1985 fiscal year (the “1985 City Budget”). The 1985 City Budget projects revenues and expenditures of $18.219 billion. The 1985 City Budget reflects $497 million of prepayments of certain subsidies in fiscal year 1984 that would otherwise be due in fiscal year 1985 and certain debt service adjustments. The 1985 City Budget continues to assume a 2% increase in wage and benefit costs attributable to new labor contracts to replace contracts which expired on June 30, 1984. Negotiations on new labor contracts are currently in progress. In the City’s 1983 and 1984 fiscal years, however, the effective increases in City wage costs were between 6.7% and 7% in each year. The City currently estimates that each additional 1% increase in the wage assumption would result in additional expenditures of $70 million for fiscal year 1985 and $88 million, including pension costs, in each year thereafter.

On June 25, 1984 the City withdrew the May Submission stating that, due to an inability to project the cost of pending labor settlements and other uncertainties, it could not prepare a complete four-year financial plan in conformance with the requirements of the Financial Emergency Act. Pursuant to State law, the Control Board subsequently formulated and adopted on June 28, 1984 and modified on July 12, August 15, August 29 and September 12, 1984 an interim financial plan for the City and certain of its covered organizations covering the City’s 1985 fiscal year (the “1985 Interim Plan”).

The 1985 Interim Plan reflects the 1985 City Budget revenues and expenditures of $18.219 billion for fiscal year 1985. City projections based on the 1985 Interim Plan indicate budget gaps of $342 million, $365 million and $88 million for the 1986, 1987 and 1988 fiscal years, respectively, and continue the 2% wage and benefit increase assumption contained in the 1985 City Budget.

Under State law, the 1985 Interim Plan would be superseded in the event of approval by the Control Board of a four-year financial plan for fiscal years 1985-1988. The City intends to submit such a financial plan to the Control Board upon conclusion of its labor negotiations.
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 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 payment 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, 1979 and 1980 fiscal years 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 short-term obligations to meet its seasonal needs.

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.

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: Edward J. Babb, Penny Kaniakides and Stanley S. Shuman. Comer S. Coppie is the Executive Director of the Control Board. The Office of the Special Deputy State Comptroller assists the Control Board and the Corporation in carrying out their functions. Elinor B. Bachrach is Special Deputy State Comptroller.

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 5—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 imposed 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) the date when no notes or bonds 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 budgets 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 financial plan includes monitoring the City’s 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 the City general 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 contracts 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 re impose 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 State or City officials or bodies politic. The Representatives are entitled to receive notice of and to attend all meetings of the Board but are not entitled to vote. In addition, the State Comptroller or his representative is entitled to attend and participate in the meetings of the Board but is not entitled to vote.

The Act provides that no director (and no Representative) may be an officer or employee of the Federal Government or of the State or of any political subdivision thereof.
The present members of the Board and the Representatives of the Corporation, and the expiration dates of their respective terms of office are as follows:

<table>
<thead>
<tr>
<th>Directors</th>
<th>Expiration of Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>Felix G. Rohatyn, Chairman</td>
<td>December 31, 1987</td>
</tr>
<tr>
<td>Edward M. Kresky, Vice Chairman(1)</td>
<td>December 31, 1985</td>
</tr>
<tr>
<td>Kenneth J. Bialkin(1)(2)(3)</td>
<td>December 31, 1982</td>
</tr>
<tr>
<td>George M. Brooker(2)(3)</td>
<td>December 31, 1977</td>
</tr>
<tr>
<td>Eugene J. Kerlin(3)</td>
<td>December 31, 1982</td>
</tr>
<tr>
<td>Dick Netzer</td>
<td>December 31, 1987</td>
</tr>
<tr>
<td>Andrew P. Stettlin(1)(2)</td>
<td>December 31, 1984</td>
</tr>
<tr>
<td>Robert C. Weaver</td>
<td>December 31, 1984</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Representatives(4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jerome Belson</td>
</tr>
<tr>
<td>Leonard Nadel</td>
</tr>
<tr>
<td>Richard D. Parsons</td>
</tr>
<tr>
<td>Carl H. Pfohlzheimer III</td>
</tr>
<tr>
<td>Robert W. Seavey</td>
</tr>
</tbody>
</table>

(1) Wertheim & Co., Inc., Smith Barney, Harris Upham & Co. Incorporated, and Shearson Lehman/American Express Inc., with which Messrs. Kresky, Stettlin and Bialkin, respectively, are affiliated as described in their biographies, may act as underwriters in connection with the sale of the Series 52 Bonds.

(2) Appointed upon the written recommendation of the Mayor.

(3) Continuing to serve until reappointed or until successor appointed and qualified.

(4) Each Representative serves at the pleasure of the appointing official or body, is eligible for reappointment and holds office until his successor has been appointed. The positions of Representatives of the City Board of Estimate and the Minority Leader of the State Assembly are currently vacant.

**Felix G. Rohatyn, Chairman.** Mr. Rohatyn is a General Partner of Lazard Freres & Co., investment bankers. He is a former Governor of the New York Stock Exchange, Inc., and is a director of Schlumberger Ltd., Owens-Illinois, Inc., Pfizer Inc., Pechiney Ugine Kuhlmann Corporation, MCA Corporation, American Motors Corporation, Minerals and Resources Corp., Ltd. and EDS, Inc. He is also a director of the New York Philharmonic. Mr. Rohatyn is a resident of New York City.

**Edward M. Kresky, Vice-Chairman.** Mr. Kresky, Chairman of the Corporation’s Investment Committee, is a General Partner of Wertheim & Co., investment bankers. He has been with Wertheim since 1971. From 1965 through 1971, he served as Secretary to the Metropolitan Transportation Authority of New York State. He is a member of the Boards of Security Mutual Life Insurance Company of New York, the New York State Council on the Arts and the New York City Ballet. Mr. Kresky served the Corporation as a Representative from June 1975 to January 1979. He also served as an observer to the Control Board from 1976 to 1979. Mr. Kresky is a resident of New York City.

**Francis J. Barry.** Mr. Barry is Chairman of the Board of Circle Line-Sightseeing Yachts, Inc. and other of its affiliated companies. Since 1967, he has served as an arbitrator for the United Marine Division of Local 333 I.L.A. of the AFL-CIO. He is a member of the Board of Directors of the New York Convention Center Operating Corporation. He is a director and a member of the Executive Committee of the New York Convention and Visitors Bureau. He is a former member of the Financial Control Board. Mr. Barry is a resident of New York City.

**Kenneth J. Bialkin.** Mr. Bialkin is a member of the law firm of Willkie Farr & Gallagher, New York, New York, and is an Adjunct Professor of Law at New York University School of Law. He is a past Chairman of the Section of Corporation, Banking and Business Law of the American Bar Association, and is a former Chairman of the Committee on Federal Regulation of Securities of that Section. He is also a Vice President and a former Chairman of the Committee on Securities and Exchanges of the New York County
Lawyers' Association. He is a director of Shearson/Lehman American Express Inc., Gulf Resources and Chemical Corporation and E. M. Warburg, Pincus & Co., Inc. He is also National Chairman of the Anti-Defamation League of B'nai B'rith. Mr. Bialkin is a resident of New York City.

GEORGE M. BROOKER. Mr. Brooker is a principal stockholder and President of Webb & Brooker, Inc., a real estate management and brokerage firm. He is past President of the New York Chapter of the Institute of Real Estate Management. He is a member of the Board of Directors of the New York Urban League. He is a director and Vice President of the New York Building Congress. He is a governor of the Real Estate Board of New York and the Realty Advisory Board of New York. He is a trustee of the Educational Broadcasting Corp. (WNET/Channel 13). He is a director of the Management Council, National Center Housing Management of Washington, D.C. and a director of the Realty Foundation of New York. Mr. Brooker is a resident of New Rochelle, New York.

EUGENE J. KEILIN. Mr. Keilin, Chairman of the Corporation's Finance Committee, is a General Partner of Lazard Freres & Co., investment bankers, and was Executive Director of the Corporation from October 1976 to January 1979. From 1973 to 1975, he served as General Counsel of the City's Office of Management and Budget and, from 1975 to October 1976, he was counsel to the City's first Deputy Mayor for Finance. Prior to his employment by the City, Mr. Keilin was associated with the New York law firm of Sage, Gray, Todd & Sims. He is a Trustee of the Citizens Budget Commission and Chairman of the New York State Industrial Development Council. Mr. Keilin is a resident of New York City.

DICK NETZER. Dr. Netzer, Chairman of the Corporation's City Budget Committee, has been Director of New York University's Urban Research Center since September 1981 and was Dean of the University's Graduate School of Public Administration from 1969 through 1982. He is a former member of the Municipal Securities Rulemaking Board. He is a nationally recognized expert in the areas of state and local government finance and urban economics and he has published extensively in each of those areas. He is editor of the quarterly New York Affairs and a member of numerous editorial and research advisory Boards. Dr. Netzer is a resident of New York City.

ANDREW P. STEFFAN. Mr. Steffan, Chairman of the Corporation's Audit Committee, is a First Vice President of Smith Barney, Harris Upham & Co. Incorporated. From 1972 until 1976, he was on the staff of the Securities and Exchange Commission and became the Agency's first Director of Economic and Policy Research. Mr. Steffan is a resident of New York City.

ROBERT C. WEAVER. Dr. Weaver, Chairman of the Corporation's Administration Committee, was Distinguished Professor of Urban Affairs at Hunter College from 1971 to 1978. He is now Distinguished Professor Emeritus. From 1966 through 1968, he was Secretary of the United States Department of Housing and Urban Development and, from 1968 through 1970, was President of Bernard M. Baruch College. He is a former member of the Board of Trustees of the Metropolitan Life Insurance Co. and the Bowery Savings Bank, and is a former Chairman of the National Association for the Advancement of Colored People. Dr. Weaver is a resident of New York City.

JEROME BELSON, Representative. Mr. Belson is President and Chief Executive Officer of Jerome Belson Associates, Inc., a real estate management firm. He is also a partner in the law firm of Belson, Connolly & Belson. He is Chairman of the Board of Waterhouse Securities, Inc. He is President of Protective Energy Programs, Inc., a public company. He is Co-Executive Vice President of Associated Builders and Owners of Greater New York, Inc. He serves as Chairman of the Federation of Alumni Associations of St. John's University. Mr. Belson is a resident of New York City.

LEONARD NADEL, Representative. Mr. Nadel, who was Senior Vice President of Abraham & Straus, a division of Federated Department Stores, Inc. until March 1978, established his own management consulting firm, Leonard Nadel Associates Inc., in New York City in April 1978. In July 1980, Mr. Nadel joined Beldoch Industries Corporation, an apparel manufacturer, where he presently serves as an Executive Vice President. He is former Chairman and current member of the Board of Trustees of Adelphi University and a Trustee of Long Island Jewish-Hillside Medical Center and a Trustee of the Richmond Hill Savings Bank. He is a past President of the Brooklyn Chamber of Commerce. Mr. Nadel is a resident of Roslyn, New York.
Richard D. Parsons, Representative. Mr. Parsons is a member of the law firm of Patterson, Belknap, Webb & Tyler. He has been with the Patterson firm since 1977. From 1971 through 1974, Mr. Parsons served as an Assistant and First Assistant Counsel to former Governor Rockefeller. In 1975, he became Deputy Counsel to then Vice President Rockefeller and, later that year, was appointed to the White House staff as Counsel to the Domestic Council. He also serves as an observer to the Control Board. Mr. Parsons is a resident of Pocantico Hills, New York.

Carl H. Pforzheimer III, Representative. Mr. Pforzheimer is Managing Partner of Carl H. Pforzheimer & Co., an investment banking firm. He is a director of the Visiting Nurse Service of New York, a member of the Board of Trustees of Horace Mann-Barnard School, President of the Scarsdale Union Free School District and a member of the Board of Trustees of Pace University and the Hoff-Barthelson Music School. He is also a member of the New York Zoological Society and the Citizens Forum on Self-Government of the National Municipal League, Inc. Mr. Pforzheimer is a resident of Scarsdale, New York.

Robert W. Seavey, Representative. Mr. Seavey is Chairman of the Battery Park City Authority. He is of counsel to the law firm of Seavey, Fingerit, Vogel & Oziel, New York, New York, a director and a member of the Executive Committee of the Citizens Housing and Planning Council of New York, a member of the Committee on Housing and Urban Development of the Association of the Bar of The City of New York, and an Adjunct Professor of Law at Brooklyn Law School. Mr. Seavey is a resident of New York City.

PART 13—LITIGATION

The Corporation is not party to any litigation. Various actions challenging the constitutionality of the imposition and appropriation of the Sales Tax and Stock Transfer Tax to the Corporation have all been dismissed with the State’s highest court affirming the constitutionality of the Sales Tax and Stock Transfer Tax as security and sources of payment for the Corporation’s obligations. The United States Supreme Court dismissed an appeal from the State court ruling for lack of a substantial Federal question.

PART 14—SUMMARY OF CERTAIN PROVISIONS OF THE SECOND GENERAL BOND RESOLUTION

The following is a summary of certain provisions of the Second General Bond Resolution. The summary is not comprehensive or definitive and is subject to all of the terms and provisions of the Resolution, to which reference is hereby made and copies of which are available from the Corporation. The Capital Reserve Aid Fund is referred to hereinafter as the “Capital Reserve Fund.” Section references, unless otherwise indicated, are to the Resolution.

Certain Defined Terms

“Bonds” means all bonds issued pursuant to the Second General Bond Resolution.

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

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

“Capital Reserve Fund Requirement” means, 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 for such purposes, any unpaid and matured amounts of principal and interest on the Bonds or such larger amounts as may hereafter be authorized pursuant to the Act as amended from time to time.

“First General Bond Resolution” means the General Bond Resolution dated July 2, 1975, as heretofore and hereafter supplemented in accordance with the terms thereof.

“Fiscal Year” means any twelve consecutive calendar months commencing with the first day of July and ending on the last day of the following June.
Capital Reserve Fund

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

2. At any time after December 31, 1980, moneys and securities in the Capital Reserve Fund in excess of the Capital Reserve Fund Requirement, upon direction of the Corporation, may be deposited to the credit of the Bond Service Fund.

3. 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 a certificate stating the sum, if any, required to restore the Capital Reserve Fund to an amount equal to the Capital Reserve Fund Requirement.

4. Moneys and securities held in the Capital Reserve Fund may, and at the direction of the Corporation shall, be withdrawn therefrom 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 withdrawal, the amount in the Capital Reserve Fund will not be less than the Capital Reserve Fund Requirement.

(Resolution, Section 606)

Maintenance of Certain Funds

In order to assure the maintenance of the Operating Fund, the Bond Service Fund and the Capital Reserve Fund, not less than 120 days before the beginning of each Fiscal Year (but prior to February 12 in each calendar year), the Chairman of the Corporation shall certify to the State Comptroller and to the Mayor, with a copy of such Certificate to the Trustee, a schedule setting forth the cash requirements 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 maintain the Capital Reserve Fund at the Capital Reserve Fund Requirement; (ii) the amounts required to be deposited in the Bond Service Fund to make all principal and interest payments on Bonds due during such Fiscal Year; and (iii) the amounts required to be deposited 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 Bonds, each 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 moneys then in the Bond Service Fund and available for purposes of the Bond Service Fund during such Fiscal Year, not less than the sum of (A) 50% of the interest on all outstanding Bonds 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 FundInstallments 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 the Corporation of which such quarterly period is a part. Notwithstanding the foregoing, the Corporation covenanted to make the certifications referred to above 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 make principal and interest payments 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. 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.

(Resolution 607)

Creation of Liens

The Corporation shall not issue any indebtedness, other than the Bonds secured by the Capital Reserve Fund, and shall not create any lien prior to the Bonds on the Bond Service Fund, provided, however, that nothing shall prevent the Corporation from issuing (i) indebtedness under a separate resolution if the lien created by such resolution is not prior or equal to the charge or lien created by the Resolution and (ii) obligations issued in accordance with the applicable provisions of the First General Bond Resolution.

(Resolution, Section 907)

General

The Corporation shall not amend the First General Bond Resolution in any manner which would have a material adverse effect on the Bondholders, provided, however, that nothing shall prevent the issuance of obligations upon the terms as provided in the First General Bond Resolution. No such obligations shall be issued if such issuance would cause the amounts available for debt service on the Bonds to be less than 1.2 times the maximum aggregate amount of debt service on the Bonds for each Fiscal Year of the Corporation.

(Resolution, Section 909)

Additional Obligations

The Corporation reserves the right to issue its obligations under a separate resolution so long as the same are not entitled to a prior or equal lien with respect to the moneys pledged under the Resolution or with respect to proceeds from the Per Capita Aid, the Sales Tax or the Stock Transfer Tax.

(Resolution, Section 204)

Events of Default

The Resolution provides that it shall constitute an “event of default” if:

(a) the Corporation shall default in the payment of the principal of any Bond when due; 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 30 days; or

(c) the Corporation shall fail or refuse to comply with the provisions of the Act relating to the certification of its quarterly requirements, or the State Comptroller shall fail to pay to the Corporation any amount or amounts as shall be certified by the Chairman of the Corporation pursuant to such provisions of the Act; or

(d) the Corporation shall fail or refuse to comply with the provisions of the Act relating to the certification of the amount required to maintain the Capital Reserve Fund at the Capital Reserve Fund Requirement, or the State shall fail to appropriate and pay to the Corporation any amount or amounts as shall be certified by the Chairman pursuant to such provisions of the Act; 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 the Resolution, any Series Resolution, any Supplemental Resolution, or in the Bonds, and such failure, refusal or default shall continue for a period of 45 days after written notice thereof by the holders of not less than 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 the Tax Law as the same may be from time to time amended or the Stock Transfer Tax imposed by 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 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 further securing the
payment of the Bonds; to prescribe further limitations and 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 66 2/3% 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 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, 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 First and Second General Bond Resolutions. Its principal offices are located at 45 Wall Street, New York, New York 10005. 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 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 date 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 $5.603 million of First Resolution obligations and $10.3 million of Second Resolution Bonds for its own account. The Trust Company has performed, and may in the future perform, certain banking services for the Corporation. In addition, the Trust Company acts as collateral agent on behalf of certain commercial banks and as drawing agent on behalf of certain noteholders in connection with the Commercial Paper Program.

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, interest on the Series 52 Bonds is exempt from (i) Federal income taxes under the existing statutes, and (ii) personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York), and the Series 52 Bonds are exempt from all taxation directly imposed thereon by or under authority of said State, except for estate or gift taxes and taxes on transfers.
PART 18—LEGAL OPINIONS

All legal matters incident to the authorization, issuance, sale and delivery of the Series 52 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 with respect to the Series 52 Bonds 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 52 Bonds from the Corporation at a discount from the initial public offering prices equal to approximately 1.931% of the principal amount of the Series 52 Bonds. The Underwriters may offer to sell such Series 52 Bonds to certain dealers and others at prices lower than the initial public offering prices and the public offering prices 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 52 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, 1984 and the accompanying report thereon by Price Waterhouse, the Corporation’s independent accountants, are annexed hereto as Exhibit A. Subsequent to the June 30, 1984 financial statements, the following events took place and are not included in those financial statements: (i) the purchase by the Corporation of $141,230,000 of City bonds on July 12, 1984; (ii) the payment on August 1, 1984 of $68,672 million of interest on First Resolution Bonds; and (iii) the issuance of Series 51 Bonds in the aggregate principal amount of $175,000,000 on August 16, 1984.

Lazard Frères & Co. is acting without compensation as financial advisor to the Corporation. Felix G. Rohatyn, Chairman of the Corporation, and Eugene J. Keilin, a Director of the Corporation, are General Partners 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 T. DENNIS SULLIVAN II
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 Act 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.

Agreement to Guarantee—an agreement dated as of November 15, 1978, among the Corporation, the City, the State, the United States of America and the Financial Control Board providing for the federal guarantee of up to $1.65 billion of City bonds to be issued pursuant to the Debt Issuance Plan.

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 parties to the Financing Agreement and participants in the Debt Issuance Plan.

Commercial Paper Program—the issuance of short-term notes of the Corporation in an amount not to exceed $250 million principal and interest to accrue to maturity outstanding at any time, secured by irrevocable credit agreements with certain commercial banks.

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 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.

Financial Institutions—various commercial banks, savings banks, and insurance companies which are parties to the Financing Agreement and participants in the Debt Issuance Plan.

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.
Guaranty Fund—a 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.

Secretary—the Secretary of the Treasury of the United States.

Series 52 Bonds—the Bonds described in this Official Statement authorized to be issued pursuant to the Series 52 Resolution.

Series 52 Resolution—the Series Resolution of the Corporation authorizing the Series 52 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, Statement of Changes in Funds Available to Purchase City of New York Obligations, Summary of Changes in Funding Requirement and the related Debt Service Fund, Capital Reserve Fund, Guaranty 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, 1984 and 1983 and the Debt Service Fund, Capital Reserve Fund, Guaranty Fund and Operating Fund transactions for the years 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.

PRICE WATERHOUSE

153 East 53rd Street
New York, New York 10022
July 30, 1984
<table>
<thead>
<tr>
<th>Liabilities:</th>
<th>1984</th>
<th>1983</th>
</tr>
</thead>
<tbody>
<tr>
<td>First General Resolution Bonds</td>
<td>$1,832,883,000</td>
<td>$1,848,428,000</td>
</tr>
<tr>
<td>Second General Resolution Bonds</td>
<td>5,675,535,000</td>
<td>5,559,090,000</td>
</tr>
<tr>
<td>Total bonds payable</td>
<td>7,508,418,000</td>
<td>7,407,518,000</td>
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<tr>
<td>Commercial Paper Notes</td>
<td>243,000,000</td>
<td>247,000,000</td>
</tr>
<tr>
<td>Accrued interest on bonds payable</td>
<td>57,227,073</td>
<td>59,058,673</td>
</tr>
<tr>
<td>Accrued interest on notes payable</td>
<td>1,477,936</td>
<td>586,860</td>
</tr>
<tr>
<td>Payable for investment securities purchased</td>
<td>40,343,121</td>
<td>17,052,558</td>
</tr>
<tr>
<td>Required Guaranty Fund balance</td>
<td>56,272,703</td>
<td>71,376,410</td>
</tr>
<tr>
<td>Operating Fund</td>
<td>2,486,170</td>
<td>2,919,136</td>
</tr>
<tr>
<td>Total liabilities</td>
<td>7,909,225,003</td>
<td>7,805,511,637</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Assets:</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Debt Service Fund:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash</td>
<td>-0-</td>
<td>1,000</td>
</tr>
<tr>
<td>Investments in marketable securities</td>
<td>452,438,521</td>
<td>356,298,921</td>
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<tr>
<td>Accrued interest on marketable securities</td>
<td>4,932,859</td>
<td>1,663,004</td>
</tr>
<tr>
<td>City of New York obligations</td>
<td>1,513,594,000</td>
<td>1,115,407,000</td>
</tr>
<tr>
<td>Accrued interest on City of New York obligations</td>
<td>48,234,308</td>
<td>28,868,300</td>
</tr>
<tr>
<td>Funds Available to Purchase City of New York Obligations</td>
<td>595,866,703</td>
<td>748,862,623</td>
</tr>
<tr>
<td>Total Debt Service Fund</td>
<td>2,615,066,381</td>
<td>2,251,100,848</td>
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<tr>
<td>Capital Reserve Fund:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash</td>
<td>2</td>
<td>158</td>
</tr>
<tr>
<td>Investments in marketable securities</td>
<td>1,038,129,157</td>
<td>1,044,751,362</td>
</tr>
<tr>
<td>Accrued interest</td>
<td>26,299,900</td>
<td>20,387,762</td>
</tr>
<tr>
<td>Total Capital Reserve Fund</td>
<td>1,064,429,059</td>
<td>1,065,139,282</td>
</tr>
<tr>
<td>Guaranty Fund:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investments in marketable securities</td>
<td>57,715,125</td>
<td>75,979,153</td>
</tr>
<tr>
<td>Accrued interest</td>
<td>284,488</td>
<td>770,226</td>
</tr>
<tr>
<td>Total Guaranty Fund</td>
<td>57,999,613</td>
<td>76,749,379</td>
</tr>
<tr>
<td>Operating Fund</td>
<td>6,445,363</td>
<td>5,999,452</td>
</tr>
<tr>
<td>Total assets</td>
<td>3,743,940,416</td>
<td>3,398,988,961</td>
</tr>
<tr>
<td>Funding requirement</td>
<td>$4,165,284,587</td>
<td>$4,406,522,676</td>
</tr>
</tbody>
</table>

See accompanying notes to the financial statements.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
DEBT SERVICE, CAPITAL RESERVE AND GUARANTY FUNDS
STATEMENT OF TRANSACTIONS

For the fiscal year ended June 30,

<table>
<thead>
<tr>
<th></th>
<th>1984</th>
<th>1983</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>RECEIPTS:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Debt Service Fund:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Principal amount of bonds issued for refunding purposes</td>
<td>$226,880,000</td>
<td>$454,121,000</td>
</tr>
<tr>
<td>Less:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Discount on bonds issued</td>
<td>(4,766,749)</td>
<td>(10,912,027)</td>
</tr>
<tr>
<td>Net proceeds from issuance of bonds</td>
<td>222,113,251</td>
<td>443,208,973</td>
</tr>
<tr>
<td>Sales tax allocation received from State of New York</td>
<td>556,700,000</td>
<td>429,800,404</td>
</tr>
<tr>
<td>Income from investments</td>
<td>111,986,300</td>
<td>134,025,185</td>
</tr>
<tr>
<td>Income from City of New York obligations</td>
<td>138,613,051</td>
<td>85,515,109</td>
</tr>
<tr>
<td>Accrued interest received on issuance of bonds</td>
<td>5,122,286</td>
<td>6,308,007</td>
</tr>
<tr>
<td>City of New York obligations acquired</td>
<td>468,280,000</td>
<td>533,320,000</td>
</tr>
<tr>
<td>Transfers from Capital Reserve Fund</td>
<td>116,178,442</td>
<td>95,522,022</td>
</tr>
<tr>
<td>Transfers from Guaranty Fund</td>
<td>25,408,662</td>
<td>19,604,064</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>1,644,401,992</td>
<td>1,747,303,764</td>
</tr>
<tr>
<td>Capital Reserve Fund:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Income from investments</td>
<td>112,021,291</td>
<td>109,444,323</td>
</tr>
<tr>
<td>Transfers from bond proceeds</td>
<td>-0-</td>
<td>13,088,275</td>
</tr>
<tr>
<td>Transfers to Debt Service Fund</td>
<td>(116,178,442)</td>
<td>(95,522,022)</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>(4,157,151)</td>
<td>27,010,576</td>
</tr>
<tr>
<td>Guaranty Fund:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Income from investments</td>
<td>6,658,897</td>
<td>8,689,785</td>
</tr>
<tr>
<td>Transfers to Debt Service Fund</td>
<td>(25,408,662)</td>
<td>(19,604,064)</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>(18,749,765)</td>
<td>(10,914,279)</td>
</tr>
<tr>
<td>Decrease in requirement for Guaranty Fund</td>
<td>15,103,707</td>
<td>12,644,408</td>
</tr>
<tr>
<td><strong>Total receipts</strong></td>
<td>1,636,598,783</td>
<td>1,776,044,469</td>
</tr>
<tr>
<td><strong>EXPENDITURES:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest on First General Resolution Bonds</td>
<td>137,904,946</td>
<td>151,919,637</td>
</tr>
<tr>
<td>Interest on Second General Resolution Bonds</td>
<td>531,629,656</td>
<td>505,348,517</td>
</tr>
<tr>
<td>Interest on Commercial Paper Notes</td>
<td>13,348,266</td>
<td>7,690,770</td>
</tr>
<tr>
<td>Principal repayment of First General Resolution Bonds</td>
<td>15,545,000</td>
<td>66,900,000</td>
</tr>
<tr>
<td>Principal repayment of Second General Resolution Bonds</td>
<td>158,650,000</td>
<td>149,455,000</td>
</tr>
<tr>
<td>Less: Discount on purchases</td>
<td>(4,170,731)</td>
<td>(9,530,252)</td>
</tr>
<tr>
<td>Net cost</td>
<td>154,479,269</td>
<td>139,924,748</td>
</tr>
<tr>
<td>Total debt service</td>
<td>852,907,137</td>
<td>871,783,672</td>
</tr>
<tr>
<td>Deposit for defeasance</td>
<td>290,436,513</td>
<td>444,059,523</td>
</tr>
<tr>
<td>Transfers to Operating Fund</td>
<td>3,000,000</td>
<td>10,751,095</td>
</tr>
<tr>
<td><strong>Total expenditures</strong></td>
<td>1,146,343,650</td>
<td>1,326,594,290</td>
</tr>
<tr>
<td>Excess of receipts over expenditures for the period</td>
<td>$490,255,133</td>
<td>$449,450,179</td>
</tr>
</tbody>
</table>

See accompanying notes to the financial statements.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

STATEMENT OF CHANGES IN FUNDS AVAILABLE TO PURCHASE CITY OF NEW YORK OBLIGATIONS

For the fiscal year ended June 30,

<table>
<thead>
<tr>
<th></th>
<th>1984</th>
<th>1983</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>RECEIPTS:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Principal amount of bonds issued</td>
<td>$325,740,000</td>
<td>$238,824,000</td>
</tr>
<tr>
<td>Less:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Discount on bonds issued</td>
<td>(6,455,920)</td>
<td>(3,295,102)</td>
</tr>
<tr>
<td>Transfers to Capital Reserve Fund</td>
<td>(0)</td>
<td>(13,088,275)</td>
</tr>
<tr>
<td>Net proceeds available—bonds</td>
<td>319,284,080</td>
<td>222,440,623</td>
</tr>
<tr>
<td>Principal amount of notes issued</td>
<td>2,884,140,000</td>
<td>2,473,800,000</td>
</tr>
<tr>
<td>Less:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Principal repayment of notes</td>
<td>(2,888,140,000)</td>
<td>(2,226,800,000)</td>
</tr>
<tr>
<td>Net proceeds available—notes</td>
<td>(4,000,000)</td>
<td>247,000,000</td>
</tr>
<tr>
<td>Total proceeds available</td>
<td>315,284,080</td>
<td>469,440,623</td>
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<tr>
<td><strong>DISTRIBUTIONS:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Purchase of City of New York obligations for Debt Service Fund</td>
<td>468,280,000</td>
<td>533,320,000</td>
</tr>
<tr>
<td><strong>Net change for the period</strong></td>
<td>($152,995,920)</td>
<td>($63,879,377)</td>
</tr>
</tbody>
</table>

**FUNDS AVAILABLE TO PURCHASE CITY OF NEW YORK OBLIGATIONS:**

<table>
<thead>
<tr>
<th></th>
<th>1984</th>
<th>1983</th>
</tr>
</thead>
<tbody>
<tr>
<td>For the period</td>
<td>($152,995,920)</td>
<td>($63,879,377)</td>
</tr>
<tr>
<td>At beginning of period</td>
<td>748,862,623</td>
<td>812,742,000</td>
</tr>
<tr>
<td>At end of period</td>
<td>$595,866,703</td>
<td>$748,862,623</td>
</tr>
</tbody>
</table>

**SUMMARY OF CHANGES IN FUNDING REQUIREMENT**

For the fiscal year ended June 30,

<table>
<thead>
<tr>
<th></th>
<th>1984</th>
<th>1983</th>
</tr>
</thead>
<tbody>
<tr>
<td>Funding requirement at beginning of period</td>
<td>$4,406,522,676</td>
<td>$4,512,476,035</td>
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<tr>
<td>Changes during the period:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net increase in debt outstanding</td>
<td>96,900,000</td>
<td>283,180,000</td>
</tr>
<tr>
<td>Debt Service, Capital Reserve and Guaranty Funds</td>
<td>(490,255,133)</td>
<td>(449,450,179)</td>
</tr>
<tr>
<td>Funds available to purchase City of New York obligations</td>
<td>152,995,920</td>
<td>63,879,377</td>
</tr>
<tr>
<td>Operating Fund</td>
<td>(878,876)</td>
<td>(3,562,557)</td>
</tr>
<tr>
<td>Funding requirement at end of period</td>
<td>$4,165,284,587</td>
<td>$4,406,522,676</td>
</tr>
</tbody>
</table>

See accompanying notes to the financial statements.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
OPERATING FUND
STATEMENT OF TRANSACTIONS

<table>
<thead>
<tr>
<th></th>
<th>1984</th>
<th>1983</th>
</tr>
</thead>
<tbody>
<tr>
<td>Receipts:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Municipal Assistance Tax Fund</td>
<td>$ 8,000,000</td>
<td>$ 3,000,000</td>
</tr>
<tr>
<td>Income from investments</td>
<td>474,191</td>
<td>210,090</td>
</tr>
<tr>
<td>Transfers from Debt Service Fund</td>
<td>3,000,000</td>
<td>10,751,095</td>
</tr>
<tr>
<td>Total receipts</td>
<td>11,474,191</td>
<td>13,961,185</td>
</tr>
<tr>
<td>Expenditures:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Debt issuance:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bonds</td>
<td>501,735</td>
<td>673,636</td>
</tr>
<tr>
<td>Commercial Paper</td>
<td>3,691,978</td>
<td>3,613,442</td>
</tr>
<tr>
<td>Total</td>
<td>4,193,713</td>
<td>4,287,078</td>
</tr>
<tr>
<td>Debt administration</td>
<td>1,118,948</td>
<td>1,075,671</td>
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<tr>
<td>Oversight functions:</td>
<td></td>
<td></td>
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<tr>
<td>Office of Special Deputy Comptroller</td>
<td>2,040,039</td>
<td>2,215,520</td>
</tr>
<tr>
<td>Financial Control Board</td>
<td>1,544,791</td>
<td>1,238,327</td>
</tr>
<tr>
<td>Total</td>
<td>3,584,830</td>
<td>3,453,847</td>
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<tr>
<td>Investment</td>
<td>123,994</td>
<td>141,454</td>
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<tr>
<td>Financial reporting</td>
<td>606,103</td>
<td>568,851</td>
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<tr>
<td>General administrative</td>
<td>967,727</td>
<td>871,727</td>
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<tr>
<td>Total expenditures</td>
<td>10,595,315</td>
<td>10,398,628</td>
</tr>
<tr>
<td>Excess of receipts over expenditures for the period</td>
<td>$ 878,876</td>
<td>$ 3,562,557</td>
</tr>
</tbody>
</table>

See accompanying notes to the financial statements.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
NOTES TO FINANCIAL STATEMENTS

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. Interest income from investments and interest expense on the Corporation’s debt are recorded on the accrual basis. Income from investments includes realized gains and losses from sales of investments. With respect to the Debt Service Fund, income from investments also includes provisions for unrealized losses or reversals of prior provisions for unrealized losses on such investments. 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 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 date such amounts are segregated for that purpose by the Trustee under the bond resolutions. The funding requirements of the Corporation reported in the Statement of Financial Position do not include future interest requirements.

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.

Investments in marketable securities held in the Capital Reserve and Guaranty Funds are carried at amortized cost and investments in marketable securities in the Debt Service Fund are carried at the lower of cost or market value, inclusive of accrued interest, in accordance with the bond resolutions pursuant to which they were established. These investments consist of direct obligations of, or obligations guaranteed by, the State or the United States of America, or in certain other permitted investments. City of New York obligations are carried at cost.

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 $10 billion, 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, obligations of the Corporation may not mature later than July 1, 2008 and no new obligation may be issued after December 31, 1984 except to renew or refund outstanding obligations. The Corporation may issue such obligations provided their issuance would not cause certain debt service limitations and debt service coverage ratios to be exceeded. See Exhibits I, II and III, which are an integral part of the Corporation’s Financial Statements.

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 such taxes and per capita aid not required by the Corporation are available to the City.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
NOTES TO FINANCIAL STATEMENTS—(Continued)

All 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.

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. In 1977, the State enacted a program of gradually increasing rebates for all stock transfer taxpayers. Rebates equal to 100% of the tax began to October 1, 1981. The legislation provides that taxpayers are to continue to pay the stock transfer tax at the present rate but will be entitled to a 100% rebate should the Corporation not require the funds. To date, the Corporation has not found it necessary to use the revenues derived from the stock transfer to pay its debt service.

The Corporation was advised that net revenues from such sales and stock transfer taxes which were collected by the State during the years ended June 30, 1984 and 1983 amounted to $2,618.8 million and $2,436.8 million, respectively, as shown below:

<table>
<thead>
<tr>
<th></th>
<th>Fiscal Year 1984</th>
<th>Fiscal Year 1983</th>
<th>Increase</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales Tax</td>
<td>$1,652.8</td>
<td>$1,488.9</td>
<td>11.0%</td>
</tr>
<tr>
<td>Stock Transfer Tax</td>
<td>966.0</td>
<td>947.9</td>
<td>1.9</td>
</tr>
<tr>
<td>Total</td>
<td>$2,618.8</td>
<td>$2,436.8</td>
<td>7.5</td>
</tr>
</tbody>
</table>

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, the Corporation has been advised that no such claims have been asserted since the inception of the Corporation. Also, the Corporation was advised that total per capita aid paid into the Municipal Assistance State Aid Fund during the year ended June 30, 1984 amounted to $484 million (1983—$484 million).

To the extent that funds are available from investment income, receipt of principal and interest payments on obligations of the City and other sources, they may be used to reduce the Corporation’s funding requirement.

Payment Dates—

Principal payments at maturity or mandatory sinking fund calls are made February 1 and interest is paid semiannually 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 semiannually on July 1 and January 1 for bonds outstanding under the Second General Bond Resolution. The Corporation may from time to time purchase at a price equal to or less than par certain of its securities to satisfy its sinking fund requirements.

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
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
NOTES TO FINANCIAL STATEMENTS—(Continued)

The Corporation has entered into an agreement with the State and the City, as set forth in a Memorandum of Agreement dated March 30, 1984, to make available approximately $1.075 billion of additional revenues to the City of New York. The issuance of the Second General Resolution Series 50 Bonds was one of a series of actions which the Corporation agreed to undertake in accordance with the Memorandum of Agreement.

On April 12, 1984, the Corporation began to issue up to $250 million of its Series 4 commercial paper notes secured by a direct pay letter of credit with Citibank, N.A. and Manufacturers Hanover Trust Company for the purpose of refunding the Series 2 and Series 3 commercial paper notes. Such short-term obligations have a claim on the sales tax, stock transfer tax or per capita aid revenues subordinate to First and Second General Resolution Bonds. If the credit agreements are used to pay the short-term obligations, the Corporation’s obligation to the banks will be repayable over a period of at least five years through the issuance of bonds or otherwise. The Corporation has authorized the issuance of up to $250 million of such short-term obligations, which serves as an alternative to selling bonds publicly in such amount. At June 30, 1984, the Corporation had $243 million of such short-term obligations outstanding at interest rates ranging from 4.875% to 6.2% and maturities ranging from 3 days to 119 days.

On July 30, 1984, the Corporation announced its intention to sell $175 million of its Series 51 Bonds expected to be issued on or about August 16, 1984. The financial statements and the exhibits do not give effect to this transaction.

The Corporation has agreed to reimburse the New York State Office of the Special Deputy Comptroller for the City of New York and the Financial Control Board for the cost of providing certain oversight services of the City’s financial affairs.
### MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
### NOTES TO FINANCIAL STATEMENTS—(Concluded)

**NOTE 9—Investments in Marketable Securities:**

<table>
<thead>
<tr>
<th>Debt Service Fund</th>
<th>Principal</th>
<th>June 30, 1984</th>
<th>Market</th>
<th>Cost</th>
<th>June 30, 1983</th>
<th>Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Securities Purchased Under Agreements to Resell</td>
<td>$1,423</td>
<td>$1,423</td>
<td>$1,423</td>
<td>$1,127</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Obligations Maturing in Less than One Year</td>
<td>478,300</td>
<td>470,209</td>
<td>473,613</td>
<td>881,444</td>
<td></td>
<td></td>
</tr>
<tr>
<td>U.S. Treasury</td>
<td>543,050</td>
<td>537,523</td>
<td>537,294</td>
<td>205,430</td>
<td></td>
<td></td>
</tr>
<tr>
<td>U.S. Government Agencies</td>
<td>-0-</td>
<td>-0-</td>
<td>-0-</td>
<td>17,161</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Obligations of the Corporation</td>
<td>40,000</td>
<td>39,150</td>
<td>39,857</td>
<td>-0-</td>
<td></td>
<td></td>
</tr>
<tr>
<td>One to Five Years</td>
<td>1,062,773</td>
<td>1,048,305</td>
<td>1,052,187</td>
<td>1,105,162</td>
<td></td>
<td></td>
</tr>
<tr>
<td>U.S. Treasury</td>
<td>595,867</td>
<td>595,867</td>
<td>595,867</td>
<td>748,863</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: Amount allocated to Funds Available to Purchase City of New York Obligations</td>
<td>-0-</td>
<td>-0-</td>
<td>(3,882)</td>
<td>-0-</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Unrealized Loss</td>
<td>466,906</td>
<td>452,438</td>
<td>452,438</td>
<td>356,299</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Capital Reserve Fund

| Securities Purchased Under Agreements to Resell  | $998 | $998 | $998 | 555 |
| Obligations Maturing in Less than One Year | 192,765 | 190,471 | 190,799 | 265,274 |
| U.S. Treasury | 86,163 | 85,583 | 85,759 | 29,746 |
| U.S. Government Agencies | 507,341 | 473,633 | 499,837 | 387,204 |
| One to Five Years | 222,343 | 202,005 | 222,034 | 270,706 |
| U.S. Treasury | 23,242 | 23,779 | 33,751 | 37,679 |
| U.S. Government Agencies | 5,000 | 4,844 | 4,951 | 53,587 |
| Five Years or Greater | 1,047,852 | 981,313 | 1,038,129 | 1,044,751 |

### Guaranty Fund

| Obligations Maturing in Less than One Year | $58,905 | $57,677 | $57,715 | 61,089 |
| U.S. Treasury | -0- | -0- | -0- | -0- |
| Obligations Maturing in One to Five Years | $58,905 | $57,677 | $57,715 | 14,890 |
| U.S. Treasury | -0- | -0- | -0- | -0- |
| Total | 58,905 | 57,677 | 57,715 | 75,979 |
### 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>June 30, 1984</th>
<th>June 30, 1983</th>
</tr>
</thead>
<tbody>
<tr>
<td>FF</td>
<td>1986</td>
<td>7.5%</td>
<td>$32,755</td>
<td>$47,755</td>
</tr>
<tr>
<td>GG</td>
<td>1987</td>
<td>8%</td>
<td>$250,000</td>
<td>$250,000</td>
</tr>
<tr>
<td>HI</td>
<td>1985-1995</td>
<td>7.5%</td>
<td>$53,475</td>
<td>$53,475</td>
</tr>
<tr>
<td>II</td>
<td>1987</td>
<td>7.5%</td>
<td>$70,200</td>
<td>$70,200</td>
</tr>
<tr>
<td></td>
<td><strong>Total First Resolution</strong></td>
<td></td>
<td>$1,414,738</td>
<td>$1,414,738</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>$11,370</td>
<td>$11,170</td>
</tr>
<tr>
<td></td>
<td><strong>Total First Resolution</strong></td>
<td></td>
<td><strong>1,832,883</strong></td>
<td><strong>1,848,428</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>1985-1986</td>
<td>7.1%</td>
</tr>
<tr>
<td>2</td>
<td>1985-1986</td>
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</tr>
<tr>
<td>3</td>
<td>1985-1986</td>
<td>8%</td>
</tr>
<tr>
<td>4</td>
<td>1985-1986</td>
<td>8%</td>
</tr>
<tr>
<td>5</td>
<td>1985-1991</td>
<td>8%</td>
</tr>
<tr>
<td>6</td>
<td>1985-1991</td>
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<tr>
<td>7</td>
<td>1985-1992</td>
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<tr>
<td>8</td>
<td>1985-1992</td>
<td>8%</td>
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<tr>
<td>9</td>
<td>1985-1992</td>
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<tr>
<td>10</td>
<td>1985-1992</td>
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<tr>
<td>11</td>
<td>1985-1992</td>
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<tr>
<td>12</td>
<td>1985-1992</td>
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<tr>
<td>13</td>
<td>1985-1992</td>
<td>8%</td>
</tr>
<tr>
<td>14</td>
<td>1985-1992</td>
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<tr>
<td>15</td>
<td>1985-1992</td>
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<tr>
<td>16</td>
<td>1985-1992</td>
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<tr>
<td>17</td>
<td>1985-1992</td>
<td>8%</td>
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<tr>
<td>18</td>
<td>1985-1992</td>
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<tr>
<td>19</td>
<td>1985-1992</td>
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<tr>
<td>20</td>
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<tr>
<td>21</td>
<td>1985-1992</td>
<td>8%</td>
</tr>
<tr>
<td>22</td>
<td>1985-1992</td>
<td>8%</td>
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<tr>
<td>23</td>
<td>1985-1992</td>
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<tr>
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<td>25</td>
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<tr>
<td>27</td>
<td>1985-1992</td>
<td>8%</td>
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<td>31</td>
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<td>1985-1992</td>
<td>8%</td>
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<td>1985-1992</td>
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<td>34</td>
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<td>8%</td>
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<tr>
<td>35</td>
<td>1985-1992</td>
<td>8%</td>
</tr>
<tr>
<td>36</td>
<td>1985-1992</td>
<td>8%</td>
</tr>
<tr>
<td>37</td>
<td>1985-1992</td>
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<td>1985-1992</td>
<td>8%</td>
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<td>8%</td>
</tr>
<tr>
<td>40</td>
<td>1985-1992</td>
<td>8%</td>
</tr>
<tr>
<td>41</td>
<td>1985-1992</td>
<td>8%</td>
</tr>
<tr>
<td>42</td>
<td>1985-1992</td>
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<td>1985-1992</td>
<td>8%</td>
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<tr>
<td>44</td>
<td>1985-1992</td>
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<tr>
<td>45</td>
<td>1985-1992</td>
<td>8%</td>
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<tr>
<td>46</td>
<td>1985-1992</td>
<td>8%</td>
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<tr>
<td>47</td>
<td>1985-1992</td>
<td>8%</td>
</tr>
<tr>
<td>48</td>
<td>1985-1992</td>
<td>8%</td>
</tr>
<tr>
<td>49</td>
<td>1985-1992</td>
<td>8%</td>
</tr>
<tr>
<td>50</td>
<td>1985-1992</td>
<td>8%</td>
</tr>
<tr>
<td></td>
<td><strong>Total Second Resolution</strong></td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>Total Bonds Outstanding</strong></td>
<td></td>
</tr>
</tbody>
</table>

---

**F-12**
### MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

**SUMMARY OF ANNUAL DEBT SERVICE FUNDING REQUIREMENTS**

**June 30, 1984**

(In Thousands)

<table>
<thead>
<tr>
<th>FY ending</th>
<th>First General Bond Resolution</th>
<th>Second General Bond Resolution</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Principal &amp; Interest Requirements</td>
<td>Capital Reserve Fund Additions/ (Releases)</td>
</tr>
<tr>
<td>1985</td>
<td>$180,225</td>
<td>($104,968)</td>
</tr>
<tr>
<td>1986</td>
<td>209,667</td>
<td>5,307</td>
</tr>
<tr>
<td>1987</td>
<td>218,767</td>
<td>11,653</td>
</tr>
<tr>
<td>1988</td>
<td>258,605</td>
<td>64,688</td>
</tr>
<tr>
<td>1989</td>
<td>290,793</td>
<td>(3,500)</td>
</tr>
<tr>
<td>1990</td>
<td>294,793</td>
<td>10,187</td>
</tr>
<tr>
<td>1991</td>
<td>282,480</td>
<td>(35,000)</td>
</tr>
<tr>
<td>1992</td>
<td>259,980</td>
<td>(9,437)</td>
</tr>
<tr>
<td>1993</td>
<td>295,543</td>
<td>76,812</td>
</tr>
<tr>
<td>1994</td>
<td>339,724</td>
<td>6,873</td>
</tr>
<tr>
<td>1995</td>
<td>171,859</td>
<td>(331,728)</td>
</tr>
<tr>
<td>1996</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1997</td>
<td></td>
<td></td>
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<tr>
<td>1998</td>
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<tr>
<td>1999</td>
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<td>2000</td>
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<td>2003</td>
<td></td>
<td></td>
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<tr>
<td>2004</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2005</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2006</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2007</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2008</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

| Total     | $2,802,436                    | ($309,113)                          | $2,493,323 | $11,609,757                    | ($751,869)                      | $10,857,888 |

F-13
EXHIBIT III

MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
SUMMARY OF ANNUAL DEBT SERVICE PAYMENT REQUIREMENTS

June 30, 1984
(In Thousands)

<table>
<thead>
<tr>
<th>FY ending 6/30</th>
<th>First General Bond Resolution</th>
<th>Second General Bond Resolution</th>
<th>Total Debt Service on Bonds Outstanding</th>
<th>Estimated Coverage Ratios*</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>First Resolution Bonds</td>
</tr>
<tr>
<td>1985</td>
<td>$ 153,795</td>
<td>$ 692,085†</td>
<td>$ 845,880†</td>
<td>15.92</td>
</tr>
<tr>
<td>1986</td>
<td>206,656</td>
<td>737,217</td>
<td>943,873</td>
<td>12.05</td>
</tr>
<tr>
<td>1987</td>
<td>212,679</td>
<td>738,648</td>
<td>951,327</td>
<td>11.73</td>
</tr>
<tr>
<td>1988</td>
<td>224,855</td>
<td>793,366</td>
<td>1,018,221</td>
<td>11.12</td>
</tr>
<tr>
<td>1989</td>
<td>292,355</td>
<td>771,373</td>
<td>1,063,728</td>
<td>8.64</td>
</tr>
<tr>
<td>1990</td>
<td>289,230</td>
<td>752,619</td>
<td>1,041,849</td>
<td>8.73</td>
</tr>
<tr>
<td>1991</td>
<td>300,355</td>
<td>724,231</td>
<td>1,024,586</td>
<td>8.42</td>
</tr>
<tr>
<td>1992</td>
<td>264,605</td>
<td>706,181</td>
<td>970,786</td>
<td>9.52</td>
</tr>
<tr>
<td>1993</td>
<td>255,355</td>
<td>704,121</td>
<td>959,476</td>
<td>9.85</td>
</tr>
<tr>
<td>1994</td>
<td>335,730</td>
<td>522,047</td>
<td>857,777</td>
<td>7.56</td>
</tr>
<tr>
<td>1995</td>
<td>343,718</td>
<td>526,617</td>
<td>870,335</td>
<td>7.39</td>
</tr>
<tr>
<td>1996</td>
<td></td>
<td>531,355</td>
<td>531,355</td>
<td>5.67</td>
</tr>
<tr>
<td>1997</td>
<td></td>
<td>470,208</td>
<td>470,208</td>
<td>6.41</td>
</tr>
<tr>
<td>1998</td>
<td></td>
<td>375,382</td>
<td>375,382</td>
<td>8.03</td>
</tr>
<tr>
<td>1999</td>
<td></td>
<td>366,034</td>
<td>366,034</td>
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</tr>
<tr>
<td>2000</td>
<td></td>
<td>378,707</td>
<td>378,707</td>
<td>7.96</td>
</tr>
<tr>
<td>2001</td>
<td></td>
<td>332,339</td>
<td>332,339</td>
<td>9.07</td>
</tr>
<tr>
<td>2002</td>
<td></td>
<td>304,018</td>
<td>304,018</td>
<td>9.92</td>
</tr>
<tr>
<td>2003</td>
<td></td>
<td>284,980</td>
<td>284,980</td>
<td>10.58</td>
</tr>
<tr>
<td>2004</td>
<td></td>
<td>275,982</td>
<td>275,982</td>
<td>10.92</td>
</tr>
<tr>
<td>2005</td>
<td></td>
<td>254,477</td>
<td>254,477</td>
<td>11.85</td>
</tr>
<tr>
<td>2006</td>
<td></td>
<td>244,581</td>
<td>244,581</td>
<td>12.32</td>
</tr>
<tr>
<td>2007</td>
<td></td>
<td>236,603</td>
<td>236,603</td>
<td>12.74</td>
</tr>
<tr>
<td>2008</td>
<td></td>
<td>228,435</td>
<td>228,435</td>
<td>13.20</td>
</tr>
<tr>
<td>2009</td>
<td></td>
<td>217,314</td>
<td>217,314</td>
<td>13.87</td>
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<tr>
<td>Total</td>
<td>$2,879,333</td>
<td>$12,168,920</td>
<td>$15,048,253</td>
<td></td>
</tr>
</tbody>
</table>

* Estimated Coverage Ratios on First Resolution Bonds are based upon New York State Sales and Stock Transfer Tax Revenues, divided by Debt Service on First Resolution Bonds and Operating Expenses of $10.6 million. Estimated Coverage Ratios on Second Resolution Bonds are based upon all revenues, reduced by Debt Service on First Resolution Bonds and Operating Expenses, divided by Debt Service on Second Resolution Bonds. All revenues include $2,618.8 million combined New York State Sales and Stock Transfer Tax and $406.3 million in Per Capita Aid.

† Includes $426.2 million which was paid on July 1, 1984 as debt service payment on Second General Resolution Bonds.
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 $185,000,000 aggregate principal amount of Series 52 Bonds (the “Series 52 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 52 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 52 Resolution, adopted September 26, 1984 (the “Series Resolution”). The Second General Bond Resolution and the Series Resolution are herein collectively called the “Resolutions”.

The Series 52 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 and certain agreements of the Corporation or as may be limited by law. The Corporation has covenanted with the holders of certain bonds of the Corporation and with certain others to limit the issuance of additional bonds. The Series 52 Bonds are being issued for purposes set forth in the Resolutions.

The Corporation is authorized to issue Bonds, in addition to the Series 52 Bonds, only upon the terms and conditions set forth in the Second General Bond Resolution and such Bonds, when issued, shall with the Series 52 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 52 Bonds are dated September 1, 1984 except as otherwise provided in the Resolutions with respect to Series 52 Bonds delivered on or after the first interest payment date, will mature on July 1 in each of the years and will bear interest payable semiannually on January 1 and July 1 of each year, commencing January 1, 1985 at the respective rates per annum shown below:

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount Maturing</th>
<th>Interest Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

B-1
The Series 52 Bonds are issued only in fully registered form in the denomination of $5,000 or an integral multiple thereof. Series 52 Bonds are lettered and numbered 52R - followed by the last two digits of the year of maturity and the number of the Series 52 Bond. Series 52 Bonds are numbered consecutively from one upward in order of issuance.

The Series 52 Bonds maturing on July 1, 1999 and July 1, 2008 are subject to redemption, commencing on July 1, 1998 and July 1, 2000, respectively, 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 52 Bond or portion thereof to be redeemed, plus accrued interest, if any, to the date of redemption.

In addition, the Series 52 Bonds maturing after July 1, 1995 are subject to redemption at the election of the Corporation on and after July 1, 1995, 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 1974 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 52 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 52 Bonds hereunder and to perform the obligations and covenants contained in the Resolutions and the Series 52 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 52 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 Fund 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 52 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 52 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 the 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 52 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 52 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 Code 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. Interest on the Series 52 Bonds is exempt from (i) Federal income taxes under the existing statutes, and (ii) personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York), and the Series 52 Bonds are exempt from all taxation directly imposed thereon by or under authority of said State, except for estate or gift taxes and taxes on transfers.

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 52 Bonds.

12. The adoption and performance of, and compliance with, all of the terms and conditions of the Resolutions and the Series 52 Bonds, and the execution and delivery of the Series 52 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 52 Bond numbered 52R-1 and, in our opinion, the form of said Bond and its execution are regular and proper.

Very truly yours,
NEW ISSUE

In the opinion of Bond Counsel, interest on the Series 52 Bonds is exempt from (i) Federal income taxes under the existing statutes, and (ii) personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York), and the Series 52 Bonds are exempt from all taxation directly imposed thereon by or under authority of said State except for estate or gift taxes and taxes on transfers.

$185,000,000*

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

SERIES 52 BONDS

Dated September 1, 1984

Principal of the Series 52 Bonds is payable at the corporate trust office of United States Trust Company of New York, trustee under the Second General Bond Resolution. Interest on the Series 52 Bonds is payable semiannually on each January 1 and July 1, commencing January 1, 1985, by check or draft mailed to the registered owner. The Series 52 Bonds will be issued as fully registered bonds in the denomination of $5,000 or any integral multiple of $5,000.

The Series 52 Bonds maturing after July 1, 1995 are subject to optional redemption as more fully described herein. The Series 52 Bonds maturing July 1, 2008 are also subject to mandatory redemption as more fully described herein.

<table>
<thead>
<tr>
<th>Due</th>
<th>Amount</th>
<th>Rate</th>
<th>Price</th>
<th>Due</th>
<th>Amount</th>
<th>Rate</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>1988</td>
<td>$5,000,000</td>
<td>%</td>
<td>%</td>
<td>1994</td>
<td>$5,000,000</td>
<td>%</td>
<td>%</td>
</tr>
<tr>
<td>1989</td>
<td>5,000,000</td>
<td>%</td>
<td>%</td>
<td>1995</td>
<td>5,000,000</td>
<td>%</td>
<td>%</td>
</tr>
<tr>
<td>1990</td>
<td>5,000,000</td>
<td>%</td>
<td>%</td>
<td>1996</td>
<td>5,000,000</td>
<td>%</td>
<td>%</td>
</tr>
<tr>
<td>1991</td>
<td>5,000,000</td>
<td>%</td>
<td>%</td>
<td>1997</td>
<td>5,000,000</td>
<td>%</td>
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<tr>
<td>1992</td>
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<td>%</td>
<td>%</td>
<td>1998</td>
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<td>%</td>
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</tr>
<tr>
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<td>5,000,000</td>
<td>%</td>
<td>%</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

$130,000,000 % Term Bonds due July 1, 2008 @ %
(Plus accrued interest)

The Series 52 Bonds are issued pursuant to the Second General Bond Resolution and 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 52 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 52 Bonds.

The Series 52 Bonds are offered when, as and if issued by the Corporation and received by the Underwriters and subject to approval of legality by Hawkins, Delafeld & 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 52 Bonds in definitive form will be available for delivery on or about October 11, 1984. At the option of any Underwriter, delivery will be available at The Depository Trust Company, New York, New York.

Salomon Brothers Inc
Merrill Lynch Capital Markets

Goldman, Sachs & Co. Manufacturers Hanover Trust Company
Citcorp Capital Markets Group Morgan Guaranty Trust Company
Manhattan, N.A. of New York

Bear, Stearns & Co. I. F. Rothschild, Unterberg, Towbin
Shearson Lehman/American Express Inc.

The date of this Official Statement is September, 1984

* Subject to change.
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 52 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 52 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 STABILIZATION, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

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<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>
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<tr>
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Lazard Frères & Co.—Financial Advisor
PART 1—INTRODUCTION

Certain factors and additional information that may affect decisions to invest in the Series 52 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.

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 52 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 52 Bonds, which are general obligations of the Corporation and are not obligations of either the State or the City.

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 (after satisfying 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 52 Bonds and assuming the issuance of all bonds which the Corporation is conditionally obligated to issue, would be as follows:

(Dollars in Millions)

\[
\begin{align*}
\text{Sales Tax (12 months ended August 31, 1984)} & \quad 1,684 \\
\text{Stock Transfer Tax (12 months ended August 31, 1984)} & \quad 966 \\
\text{Operating expenses of the Corporation} & \quad 11 \\
\text{Maximum annual debt service payment on currently outstanding First Resolution obligations (issuance test limits annual debt service to $425 million)} & \quad 344 \\
\text{Available tax revenues after provision for First Resolution obligations} & \quad 2,295 \\
\text{Available Per Capita Aid (for the Corporation's 1984 fiscal year), net of $78 million of potential prior claims (none of which has been asserted since the inception of the Corporation)} & \quad 406 \\
\text{Available Revenues} & \quad 2,701 \\
\text{Maximum annual debt service payment on currently outstanding Second Resolution Bonds (including the Series 52 Bonds, assuming the issuance of all bonds which the Corporation is conditionally obligated to issue)} & \quad 869 \\
\text{Debt Service Coverage} & \quad 3.11
\end{align*}
\]

The authority of the State to impose and collect the Sales Tax and pay the Sales Tax and Stock Transfer Tax revenues to the Corporation has been affirmed by the State's highest court; the United States Supreme Court dismissed the appeal of the State court's decision for lack of a substantial Federal question.
Sinking Fund Redemption

The Series 52 Bonds maturing July 1, 2008 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 52 Bonds specified for each of the years shown below:

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
<th>Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1988</td>
<td>$3,000,000</td>
<td>1999</td>
<td>$ 7,380,000</td>
</tr>
<tr>
<td>1989</td>
<td>3,000,000</td>
<td>2000</td>
<td>7,385,000</td>
</tr>
<tr>
<td>1990</td>
<td>7,000,000</td>
<td>2001</td>
<td>11,070,000</td>
</tr>
<tr>
<td>1991</td>
<td>7,000,000</td>
<td>2002</td>
<td>11,065,000</td>
</tr>
<tr>
<td>1992</td>
<td>955,000</td>
<td>2003</td>
<td>11,070,000</td>
</tr>
<tr>
<td>1993</td>
<td>955,000</td>
<td>2004</td>
<td>11,065,000</td>
</tr>
<tr>
<td>1994</td>
<td>955,000</td>
<td>2005</td>
<td>11,070,000</td>
</tr>
<tr>
<td>1995</td>
<td>955,000</td>
<td>2006</td>
<td>11,065,000</td>
</tr>
<tr>
<td>1996</td>
<td>955,000</td>
<td>2007</td>
<td>11,070,000</td>
</tr>
<tr>
<td>1997</td>
<td>955,000</td>
<td>2008</td>
<td>11,075,000*</td>
</tr>
<tr>
<td>1998</td>
<td>955,000</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 52 Bonds maturing on July 1, 2008 would be approximately 17.03 years calculated from September 1, 1984.

The Corporation may from time to time direct the Trustee to purchase, with moneys in the Bond Service Fund, Series 52 Bonds at or below par plus unpaid interest accrued to the date of such purchase, and apply any Bonds so purchased as a credit, at par, against and in fulfillment of a required Sinking Fund Installment on the Bonds so purchased. 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 of such Bonds, the likelihood of redemption by lot of any holder’s Bonds of such Series 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, but is not obligated to, do so with respect to the Series 52 Bonds.

Additional Bonds and Notes

Pursuant to the Act, the Corporation is authorized to issue bonds and notes in an aggregate principal amount not exceeding $10 billion (exclusive of 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 approximately $9.445 billion after issuance of the Series 52 Bonds, including approximately $250 million of commercial paper notes. 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 52 Bonds, provided that (a) an 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 Commission 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 First Resolution obligations, 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). In addition, the Corporation has agreed that it will not issue obligations under the Commercial Paper Program except for refunding purposes unless available revenues equal or exceed 2.2 times maximum annual debt service.

Pursuant to the Series 52 Resolution and certain other series resolutions of the Corporation, the Corporation may issue additional First Resolution obligations 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 Corporation has covenanted with certain banks under the Commercial Paper Program that it will treat the $250 million Second Resolution Bonds issuable under the terms of the credit agreements as issued and outstanding for purposes of the coverage tests set forth in this section for the period of time such bonds may be issued, as provided in such credit agreements.

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 3—USE OF PROCEEDS

The net proceeds of the sale of the Series 52 Bonds will be $165 million will be used to provide funds to the City for capital improvements includable in the City’s capital budget. Funds used for such capital improvements will be made available to the City through the subsequent purchase by the Corporation of bonds issued by the City to finance such improvements and will be paid to the City upon certification by the Mayor that the amount is required by the City to pay for facilities permitted by law to be included in the City’s capital budget during the fiscal year in which the funds are paid to the City. Neither the City bonds acquired by the Corporation with the proceeds of this offering nor the payments of principal and interest with respect to such bonds will be subject to the lien created by the pledge under the First or Second General Bond Resolution, except to the extent such payments are actually paid into one of the Corporation’s accounts as to which such lien applies.

The balance of the net proceeds will be deposited in the Capital Reserve Aid Fund established under the Second General Bond Resolution. For further information with respect to the Capital Reserve Aid Fund, see “PART 6—PAYMENT OF THE BONDS—CAPITAL RESERVE AID FUND.”

PART 4—THE CORPORATION

Background, Purposes and Powers

The Corporation is a corporate governmental agency and instrumentality of 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 the purpose of providing financing assistance and fiscal oversight for the City. To carry out such purpose, the Corporation was given the authority, among other things, to issue and sell bonds and notes, to pay or lend funds received from such sales to the City and to exchange the Corporation’s obligations for those of the City and to issue bonds to refund outstanding bonds. Between June 1975 and June 1978, the Corporation issued its obligations in accordance with this purpose and the City was provided with seasonal loans by the Federal government and long-term financing by certain City pension funds and the Corporation. In September 1975, the Control Board was established to oversee the financial affairs of the City.
By June 1978, the City had brought its operating budget into balance in accordance with State law and accomplished other budgetary and accounting objectives. Despite this progress, it became clear that further actions would be necessary to enable the City to finance itself. As a result, the Debt Issuance Plan was developed to provide long-term financing to the City over the four fiscal years ending June 1982, during which time the City was required to follow a plan designed to bring its operating budget into balance in accordance with generally accepted accounting principles ("GAAP") by the 1982 fiscal year and to enable it to regain access to the public credit markets. Although the City’s operating budget for the 1981, 1982 and 1983 fiscal years was balanced in accordance with GAAP and is projected to be so balanced for the 1984 and 1985 fiscal years, the Debt Issuance Plan was supplemented to give the City additional time to regain full access to the public credit markets. The City publicly sold $75 million of its bonds in its 1981 fiscal year, $250 million of its bonds in its 1982 fiscal year, $452 million of its bonds in its 1983 fiscal year, $775 million of its bonds in its 1984 fiscal year, and $250 million of its bonds to date in its 1985 fiscal year.

To enable the Corporation to assist in financing the City’s capital needs during its 1983 through 1985 fiscal years, the State enacted legislation in June 1980 increasing the amount of obligations which the Corporation may issue to $10 billion (excluding refunding obligations and certain short-term notes) and extending through December 31, 1984 the period during which such obligations, other than refunding obligations, may be issued. The 1980 legislation provides sufficient bond issuance authority to enable the Corporation to fulfill its role under the Debt Issuance Plan.

**Outstanding Debt of the Corporation**

After issuance of the Series 52 Bonds, the Corporation will have issued approximately $9.445 billion aggregate principal amount of bonds and notes for purposes of the $10 billion statutory issuance limit (which limit excludes all refunding obligations). The Corporation will have outstanding (excluding bonds that have been refunded) $6.285 billion aggregate principal amount of bonds issued under the Second General Bond Resolution and $1.833 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 no claim on Per Capita Aid, which is a principal source of payment for the Second Resolution Bonds. 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. 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.

In addition to First and Second Resolution obligations, the Corporation is issuing commercial paper under a separate resolution on a continuing refunding basis. The Corporation presently has outstanding approximately $250 million of such obligations, which the Corporation intends to refund with the proceeds of bonds to be issued by June 15, 1987. The commercial paper has no claim on Per Capita Aid, the Sales Tax or the Stock Transfer Tax prior to or on a parity with First or Second Resolution Bonds. For further information on the Corporation’s commercial paper program, see "PART 5—DEBT ISSUANCE PLAN."

For additional information concerning the financial condition of the Corporation, see the audited financial statements of the Corporation as at June 30, 1984, annexed hereto as Exhibit A, and "PART 20—FINANCIAL STATEMENTS."
PART 5—DEBT ISSUANCE PLAN

In November 1978, the Corporation in conjunction with the City developed the Debt Issuance Plan to provide long-term financing for the City during the 1979 through 1982 fiscal years. The Debt Issuance Plan has been supplemented from time to time to include subsequent fiscal years and to adjust projections regarding the issuance of long-term obligations to the public and the City’s capital needs.

DEBT ISSUANCE PLAN
(Dollars in Millions)

Sources of Funds

<table>
<thead>
<tr>
<th></th>
<th>FY 1985</th>
<th>FY 1986</th>
<th>FY 1987</th>
<th>FY 1988</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales to the Public of the Corporation’s Bonds(a)</td>
<td>$ 485</td>
<td>$ 250</td>
<td>$ 100</td>
<td>$ —</td>
<td>$ 835</td>
</tr>
<tr>
<td>Sales to the Public of City Bonds(b)</td>
<td>850</td>
<td>1,100</td>
<td>1,275</td>
<td>1,345</td>
<td>4,570</td>
</tr>
<tr>
<td>Water and Sewer Revenue Financing(c)</td>
<td>315</td>
<td>330</td>
<td>350</td>
<td>375</td>
<td>1,370</td>
</tr>
<tr>
<td><strong>Total Sources</strong></td>
<td><strong>$1,650</strong></td>
<td><strong>$1,680</strong></td>
<td><strong>$1,725</strong></td>
<td><strong>$1,720</strong></td>
<td><strong>$6,775</strong></td>
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</table>

Uses of Funds

<table>
<thead>
<tr>
<th></th>
<th>FY 1985</th>
<th>FY 1986</th>
<th>FY 1987</th>
<th>FY 1988</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>City Capital Improvements</td>
<td>$1,440</td>
<td>$1,615</td>
<td>$1,735</td>
<td>$1,825</td>
<td>$6,615</td>
</tr>
<tr>
<td>Capital Reserve Fund of the Corporation</td>
<td>28</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>28</td>
</tr>
<tr>
<td>Refunding(d)</td>
<td>125</td>
<td>250</td>
<td>100</td>
<td>—</td>
<td>475</td>
</tr>
<tr>
<td>Prepayment of Federally Guaranteed City Obligations(e)</td>
<td>227</td>
<td>247</td>
<td>28</td>
<td>—</td>
<td>502</td>
</tr>
<tr>
<td><strong>Total Uses(f)</strong></td>
<td><strong>$1,820</strong></td>
<td><strong>$2,112</strong></td>
<td><strong>$1,863</strong></td>
<td><strong>$1,825</strong></td>
<td><strong>$7,620</strong></td>
</tr>
</tbody>
</table>

(a) Including $175 million of bonds sold to date in fiscal 1985 and the Series 52 Bonds.
(b) Including $250 million of bonds sold to date in fiscal 1985.
(c) Contingent upon the financing of water and sewer projects through the issuance of revenue bonds pursuant to State legislation enacted in June 1984.
(d) All proposed refundings are subject to market conditions.
(e) See discussion of Federally guaranteed City bonds in this Part 5.
(f) Differences between Total Sources and Total Uses are a result of the deposit or withdrawal of funds held by the Corporation from the proceeds of sales of its bonds in prior fiscal years for use in fiscal year 1985 and thereafter or other sources, including primarily debt service savings resulting from the Corporation’s refundings and advances from the City’s general fund for capital purposes. The Sources of Funds reflects the principal amount of obligations issued and the Uses of Funds reflects the receipt of such monies without giving effect to the costs of issuance.

The current Debt Issuance Plan is intended to enable the Corporation to assist the City in financing the City’s capital needs which the City currently projects to be approximately $1.4 billion to $1.8 billion during each of its 1985 through 1988 fiscal years. Substantial portions of the Debt Issuance Plan have been completed to date. To complete the Debt Issuance Plan, the Corporation intends to sell publicly an additional $660 million of its obligations, including the Series 52 Bonds, through June 30, 1987, for capital improvements by the City and refundings by the Corporation, and the City plans to sell publicly an additional $4.320 billion of its bonds through June 30, 1988. The sale of the Series 52 Bonds will complete the Corporation’s financings for City capital purposes under the Plan. The Plan assumes that the City will be able to meet, through sales of its bonds, its full capital needs after its 1985 fiscal year.

The actual amount of the Corporation’s obligations to be issued during each fiscal year will depend upon market conditions, the City’s actual capital requirements, the amount which can be raised through public sales of City bonds on reasonable terms, the Corporation’s requirements and other factors.

In connection with the Debt Issuance Plan, the City issued an aggregate of $1.65 billion of Federally guaranteed bonds from fiscal 1978 through 1982, of which approximately $659 million are currently outstanding. The Agreement to Guarantee providing for such Federal guarantees requires the City under
certain circumstances to prepay such bonds beginning in its 1983 fiscal year according to a prescribed formula. The Secretary of the Treasury of the United States denied the City’s request to waive this requirement for fiscal years 1983 and 1984, and the City utilized certain proceeds of its bond issuances for such prepayments in each of those years. If the waiver were denied in each of the 1985 through 1987 fiscal years, $502 million would be required for such purpose. Accordingly, the Debt Issuance Plan provides $502 million for such use in the fiscal years 1985 through 1987, after which there would be no Federally guaranteed City bonds outstanding.

Approximately $1.075 billion in additional revenues is to be made available to the City during the period covered by the Debt Issuance Plan if certain actions, which the Corporation has agreed to undertake in a Memorandum of Agreement with the Governor and the Mayor dated March 30, 1984, are taken. These actions include (1) the issuance of $250 million of bonds for capital purposes under the Debt Issuance Plan, (2) the refundings contained in the Debt Issuance Plan (which are projected to produce, subject to market conditions, debt service savings to the Corporation during the period covered by such plan, resulting in increased revenues to the City of approximately $300 million) and (3) the Corporation making available to the City approximately $525 million out of earnings and releases from its funds. The City has agreed to utilize the moneys resulting from these actions as follows: approximately $550 million for capital purposes; approximately $365 million for economic development; and approximately $160 million for operating purposes. To date, the Corporation has taken those actions necessary to make such additional revenues available to the City in accordance with the agreed schedule.

In July 1982, the Corporation commenced sales of its commercial paper notes which are currently outstanding in the approximate amount of $250 million (the “Commercial Paper Program”). Payment of the commercial paper notes is supported by a credit facility provided by Citibank, N.A. and Manufacturers Hanover Trust Company. The Corporation developed the Commercial Paper Program in order to take advantage of the existing differential between short-term and long-term tax-exempt interest rates so that it could provide the City with capital funds at a lower cost. The Corporation intends to fund the commercial paper with proceeds of long-term bonds at such time as the markets make such option attractive.

**PART 6—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 “Maintenance of Capital Reserve Aid Fund” in this PART 6; 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 the 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 such Tax. 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 of the City and will, as required by the Act, acquire substantial additional amounts of bonds in connection with providing capital financing for 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. Some of such obligations have been pledged for the benefit of certain banks in connection with the Commercial Paper Program of the Corporation and a portion of such obligations to be acquired in the future may be so pledged. 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 the 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. Amounts paid to the City are paid directly by the State.
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 be authorized by State law to file a petition under Chapter 9 of the Federal Bankruptcy Code, and if it were to meet other conditions specified in such Chapter, the Corporation could file a petition for relief under Chapter 9 pursuant to which the Corporation’s securities could be adjusted or modified. 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 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 appropriated 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 Constitution, 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 8—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 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 appropriation for the payment of State indebtedness. Although the Sales Tax and the Stock Transfer Tax are revenues of the State, they are applicable to special funds, rather than the State’s General Fund. Consequently, under existing law, the provisions requiring moneys 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. 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 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 6. The financial condition of the State may affect the amount of Per Capita Aid appropriated by the Legislature.

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, 1984.

<table>
<thead>
<tr>
<th>Year</th>
<th>Per Capita Aid (Dollars in thousands)</th>
</tr>
</thead>
<tbody>
<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(a)</td>
</tr>
<tr>
<td>1978</td>
<td>434,324(a)</td>
</tr>
<tr>
<td>1979</td>
<td>481,569(b)</td>
</tr>
<tr>
<td>1980</td>
<td>$484,036(c)</td>
</tr>
<tr>
<td>1981</td>
<td>484,037(c)</td>
</tr>
<tr>
<td>1982</td>
<td>484,037(c)</td>
</tr>
<tr>
<td>1983</td>
<td>484,037(c)</td>
</tr>
<tr>
<td>1984</td>
<td>484,024(c)</td>
</tr>
</tbody>
</table>

(a) Reflects State’s ceiling on Per Capita Aid payments at the 1976 level, with certain minor modifications applicable to 1978 payments.
(b) Does not include $49,276 million paid in October 1978.
(c) Reflects State’s ceiling on aid to localities.

Sales Tax

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 and at the rate of 6% on receipts from parking, garaging or storing motor vehicles in the City. The Sales Tax is in addition to the 4% sales and compensating use taxes levied statewide and the 1% sales and compensating use tax levied in the regions served by the Metropolitan Transportation Authority. 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 table sets 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.

**QUARTERLY COLLECTIONS OF SALES AND COMPENSATING USE TAXES IN THE CITY**(a)

<table>
<thead>
<tr>
<th>Fiscal Year Ended</th>
<th>Three Months Ended:</th>
<th></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>1975(b)</td>
<td>$173,824</td>
<td>$198,990</td>
</tr>
<tr>
<td>1976(c)</td>
<td>194,560</td>
<td>193,690</td>
</tr>
<tr>
<td>1977</td>
<td>215,794</td>
<td>210,383</td>
</tr>
<tr>
<td>1978</td>
<td>221,815</td>
<td>232,291</td>
</tr>
<tr>
<td>1979</td>
<td>232,732</td>
<td>239,852</td>
</tr>
<tr>
<td>1980</td>
<td>253,974</td>
<td>283,540</td>
</tr>
<tr>
<td>1981</td>
<td>293,581</td>
<td>313,990</td>
</tr>
<tr>
<td>1982</td>
<td>329,950</td>
<td>349,041</td>
</tr>
<tr>
<td>1983</td>
<td>338,727</td>
<td>373,836</td>
</tr>
<tr>
<td>1984</td>
<td>377,560</td>
<td>398,725</td>
</tr>
</tbody>
</table>

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

(a) Commencing March 1976, quarterly collections were distributed to localities based on historical collection data. Commencing June 1980, quarterly collections are distributed to localities based on historical collection and current unverified vendor data. Subsequent quarterly distributions to localities are adjusted to compensate for over-distributions or under-distributions 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 $41,255 to $111.1 million to reflect over-distributions for certain prior periods and from $116,971 to $12.3 million to reflect under-distributions for other prior periods. Periods subsequent to December 1983 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 11/4¢ 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>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></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1975</td>
<td>$ 35,756</td>
<td>$ 40,214</td>
<td>$ 51,363</td>
<td>$ 58,649</td>
<td>$185,982</td>
<td></td>
</tr>
<tr>
<td>1976(a)</td>
<td>53,049</td>
<td>57,937</td>
<td>90,285</td>
<td>65,376</td>
<td>266,647</td>
<td></td>
</tr>
<tr>
<td>1977(a)</td>
<td>62,220</td>
<td>69,072</td>
<td>79,045</td>
<td>70,759</td>
<td>281,096</td>
<td></td>
</tr>
<tr>
<td>1978(a)</td>
<td>68,770</td>
<td>82,072</td>
<td>79,188</td>
<td>125,944</td>
<td>355,974</td>
<td></td>
</tr>
<tr>
<td>1979</td>
<td>112,478(a)</td>
<td>93,648</td>
<td>86,199</td>
<td>96,987</td>
<td>389,312</td>
<td></td>
</tr>
<tr>
<td>1980</td>
<td>107,772</td>
<td>106,211</td>
<td>141,077</td>
<td>106,398</td>
<td>461,458</td>
<td></td>
</tr>
<tr>
<td>1981</td>
<td>146,066</td>
<td>182,600</td>
<td>144,968</td>
<td>157,216</td>
<td>630,850</td>
<td></td>
</tr>
<tr>
<td>1982</td>
<td>131,039</td>
<td>140,816</td>
<td>131,887</td>
<td>126,986</td>
<td>530,728</td>
<td></td>
</tr>
<tr>
<td>1983</td>
<td>163,745</td>
<td>249,295</td>
<td>252,921</td>
<td>281,920</td>
<td>947,881</td>
<td></td>
</tr>
<tr>
<td>1984</td>
<td>247,247</td>
<td>241,706</td>
<td>252,536</td>
<td>224,565</td>
<td>966,054</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 equal to 100% of the tax began on 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 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.

To date, the Corporation has not found it necessary to use the revenues derived from 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 these revenues in the future, although no assurance can be given that they will not be so required. See “PART 7—DEBT SERVICE PAYMENT REQUIREMENTS AND ESTIMATED COVERAGE RATIOS.” If the Corporation were to require a substantial portion of the Stock Transfer Tax revenues otherwise subject to rebate, the resulting reduction in the amounts available for rebate could have an adverse effect upon the New York securities industry.

**Capital Reserve Aid Fund**

The Act requires the Capital Reserve Aid Fund to be at a level not less than 100% of 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. 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 the required levels. The amount of any such payment, if required, is to be in accordance with a certificate of the Corporation stating the sum, if any, required to restore the Capital Reserve Aid Fund to the required level.
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 6.

As of June 30, 1984, the fund contained $752 million and such fund is currently funded at an amount not less than the required level with securities valued in accordance with the requirements of the Act (which may differ from the market value of such securities). See Notes 2 and 4 to the financial statements of the Corporation contained in Exhibit A.

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 Corporation has not found it necessary to use moneys in the Capital Reserve Fund to pay debt service on any of its bonds.
PART 7—DEBT SERVICE PAYMENT REQUIREMENTS AND ESTIMATED COVERAGE RATIOS

In order to estimate coverage ratios for the Second Resolution Bonds that will be outstanding, 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 estimated 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.

<table>
<thead>
<tr>
<th>Per Capita Aid available to the Corporation during the Corporation’s 1984 fiscal year</th>
<th>$484,024</th>
</tr>
</thead>
<tbody>
<tr>
<td>Less annual potential claims and liabilities:</td>
<td></td>
</tr>
<tr>
<td>(a) City University Construction Fund (&quot;CUCF&quot;).</td>
<td></td>
</tr>
<tr>
<td>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 $106.29 million during its current fiscal year. State law permits a maximum claim of $65 million in any fiscal year of the City*</td>
<td>$53,146</td>
</tr>
<tr>
<td>(b) New York City Housing Development Corporation (&quot;HDC&quot;).</td>
<td></td>
</tr>
<tr>
<td>Amounts required to restore the HDC capital reserve funds to the amount required to be on deposit in such funds would be a claim against Per Capita Aid if not otherwise paid. The Corporation has been informed by HDC that the aggregate capital reserve fund requirements on all outstanding bonds of HDC as of this date is approximately $24.1 million. State law currently permits a maximum claim of $30 million in any fiscal year</td>
<td>$24,118</td>
</tr>
<tr>
<td>(c) New York City Police Pension Fund.</td>
<td></td>
</tr>
<tr>
<td>Amounts due annually from Per Capita Aid to the Trustees of the City Police Pension Fund</td>
<td>$ 500  $ 77,764</td>
</tr>
<tr>
<td>Adjusted Per Capita Aid</td>
<td>$406,260</td>
</tr>
</tbody>
</table>

* Although State law purports to limit claims on 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 Per Capita Aid. The Dormitory Authority has outstanding $905 million in such bonds. The State has, however, enacted legislation under which it commits, subject to annual appropriation, to reimburse the City for a portion of the CUCF share of the Dormitory Authority’s debt service. The portion increased to 100% in the City’s 1983 fiscal year with respect to debt issued for senior colleges. See “PART 8—CERTAIN DEVELOPMENTS AFFECTING THE STATE—Problems of Authorities and Localities”.

16
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 August 31, 1984, see “Part 6—Payment of the Bonds—Sales Tax” and “Stock Transfer Tax”, and operating expenses of the Corporation are $10.6 million (the estimate for the 1985 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 August 31, 1984</td>
<td>$1,684,134</td>
</tr>
<tr>
<td>Stock Transfer Tax collections for the 12 months ended August 31, 1984</td>
<td>966,046</td>
</tr>
<tr>
<td>Sub-total</td>
<td>$2,650,180</td>
</tr>
<tr>
<td>Less: Operating expenses of Corporation</td>
<td>10,600</td>
</tr>
<tr>
<td>Aggregate Sales and Stock Transfer Taxes</td>
<td>$2,639,580</td>
</tr>
</tbody>
</table>

Debt Service Requirements and Estimated Coverage Ratios

As shown above, Adjusted Per Capita Aid is approximately $406 million and Aggregate Sales and Stock Transfer Taxes are approximately $2,640 million, for a total of $3,046 million.

The following table shows the aggregate annual debt service payment requirements on the First Resolution obligations which have a prior claim to that of the Second Resolution Bonds on the Sales and Stock Transfer Taxes. The Series 52 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 assuming the issuance of all bonds which the Corporation is conditionally obligated to issue, and after giving effect to the issuance of the Series 52 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, the Series 52 Resolution, the credit agreement with the banks under the Commercial Paper Program and the Act.
DEBT SERVICE PAYMENT REQUIREMENTS AND ESTIMATED COVERAGE RATIOS

(after issuance of the Series 52 Bonds and assuming the issuance of all bonds
which the Corporation is conditionally obligated to issue)

(Dollars in thousands)

<table>
<thead>
<tr>
<th>12-Month Period Ended</th>
<th>Total Debt Service Payment Requirement on First Resolution Obligations(a)</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>June 30</td>
<td></td>
<td>Principal Payments(a)</td>
<td>Interest Payments*</td>
</tr>
<tr>
<td>1985</td>
<td>$153,795</td>
<td>$158,650</td>
<td>$554,323</td>
</tr>
<tr>
<td>1986</td>
<td>206,656</td>
<td>240,535</td>
<td>575,460</td>
</tr>
<tr>
<td>1987</td>
<td>212,679</td>
<td>263,045</td>
<td>552,693</td>
</tr>
<tr>
<td>1988</td>
<td>224,855</td>
<td>343,065</td>
<td>525,578</td>
</tr>
<tr>
<td>1989</td>
<td>292,355</td>
<td>365,795</td>
<td>494,260</td>
</tr>
<tr>
<td>1990</td>
<td>289,230</td>
<td>376,415</td>
<td>461,517</td>
</tr>
<tr>
<td>1991</td>
<td>300,355</td>
<td>385,635</td>
<td>428,093</td>
</tr>
<tr>
<td>1992</td>
<td>264,605</td>
<td>397,605</td>
<td>393,824</td>
</tr>
<tr>
<td>1993</td>
<td>255,355</td>
<td>414,970</td>
<td>358,308</td>
</tr>
<tr>
<td>1994</td>
<td>335,730</td>
<td>259,735</td>
<td>328,205</td>
</tr>
<tr>
<td>1995</td>
<td>343,718</td>
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(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.

* These debt service amounts and coverage ratios are based upon interest rates for the Series 52 Bonds estimated solely for purposes of this preliminary Official Statement. The actual interest rates, debt service and coverage ratios may vary. Such variations, which are not expected to be material, will be reflected in the final Official Statement.

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 fiscal years 1985 through 1995, ranging from a low of 2.64 times in 1989 to a high of 3.51 times in 1985 and such coverages average approximately 2.97 times.
The Corporation anticipates that an aggregate of approximately $660 million, of which the Series 52 Bonds are a portion (excluding the bonds which the Corporation is conditionally obligated to issue). of additional First Resolution obligations and Second Resolution Bonds will be issued pursuant to the Debt Issuance Plan and that such issuance can be made within the issuance coverage tests imposed under the First and Second General Bond Resolutions, the Series 52 Resolution and certain other resolutions and agreements of the Corporation, see “PART 2—BONDS BEING OFFERED—Additional Bonds and Notes”, on the basis of the assumptions described in this PART 7 and reflected in the above coverage table.

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, which Fund is currently funded at not less than the required level.

PART 8—CERTAIN DEVELOPMENTS AFFECTING THE STATE

Although bonds of the Corporation are not obligations of the State, financial developments with respect to the State may affect the market for or market prices of the Corporation’s securities and the sources of payment for the Corporation’s securities. As described under “PART 6—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.

The factors affecting the State’s financial condition are complex, and the following description constitutes only a brief summary. This PART 8 is based entirely on information supplied by the State.

Long-Term Trends

The State has historically 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 among the highest in the nation. The existence of this tax burden limits the State’s ability to impose higher taxes in the event of future financial difficulties.

Recently, the State has been relatively successful in bringing 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 burden 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. Certain manufacturing facilities have relocated to other states. This trend has been partially offset by the location of some new manufacturing facilities in the State and by expansion of existing facilities in the State. While no sustained reversal of the State’s relative economic position has been projected, the actions taken to date, in combination with many other causes of regional economic changes,
have slowed this trend. During 1980, 1981, 1982 and 1983, personal income growth in the State exceeded that of the rest of the nation. The State unemployment rate dipped below the national rate in the second half of 1981 and has remained lower since that time. Overall economic activity declined less in the State than in the nation as a whole over the last two years.

**Financial Developments—Fiscal Years 1975-1984**

During the mid-1970's, some of the State's public benefit corporations (the “Authorities”) and municipalities (in particular, the City) faced extraordinary financial difficulties, which affected the State's own financial condition. In response to these financial problems, the State developed and implemented programs which were largely successful in addressing such problems. The State's experience has been that if the Authorities or municipalities suffer serious financial difficulties, both the ability of the State, the Authorities and municipalities to obtain financing in the public credit markets and the market price of the State's outstanding bonds and notes may be adversely affected.

For its 1981 and 1982 fiscal years, the State achieved balanced budgets with receipts and disbursements on a cash basis of $15.2 billion and $16.8 billion, respectively.

Although the General Fund in the State's financial plan for its 1982-83 fiscal year was balanced when formulated in May 1982, the State incurred a cash basis operating deficit of $561 million in the State's 1983 fiscal year. The deficit was caused, in part, by a reduction in receipts due to the failure of the national and State economies to recover from the recent recession at the time assumed in the original budget projections, the actions of the Legislature in mandating, over the Governor's veto, certain additional disbursements and the failure of the Legislature to enact certain proposals designed to prevent diversion of General Fund receipts to support mass transit. These unfavorable developments were, in part, offset by available reserves in the original financial plan for such fiscal year, higher than projected lottery receipts, and a series of expenditure control actions. The State financed this cash basis operating deficit through the issuance of $500 million in tax and revenue anticipation notes issued in January 1983 which were redeemed in December 1983, and through the use of available General Fund balances. The State completed its 1984 fiscal year with its Financial Plan balanced on a cash basis.

On July 25, 1984, the Comptroller reported the State's comprehensive (all funds) financial position as of March 31, 1984 and operating results, which have been audited by independent certified public accountants, for the State's 1984 fiscal year in accordance with GAAP. When reported in accordance with GAAP, the State's governmental funds group shows a net operating deficit of $450 million for the 1984 fiscal year. This net operating deficit reflects an operating deficit in the General Fund of $345 million, and operating deficits in Special Revenue, Capital Projects and Debt Service Fund types of $37 million, $29 million and $39 million, respectively.

The State's combined balance sheet at March 31, 1984, which has been audited by independent certified public accountants, reflects an accumulated deficit in the State's governmental funds in the amount of $3.399 billion. This deficit includes accumulated deficits in the General Fund and Capital Projects Fund types of $4.331 billion and $53 million, respectively, and surpluses of $247 million and $738 million in Special Revenue and Debt Service Fund types, respectively.

**Program for the 1985 Fiscal Year**

The State's General Fund cash-basis projections for the 1985 fiscal year as revised on July 27, 1984 show anticipated receipts of $21.056 billion, an increase of $1.734 billion (9%) over the total receipts in the State's 1984 fiscal year. Total General Fund disbursements in the 1985 fiscal year are projected to be $20.881 billion and the year-end balance in the General Fund is required by law to be increased by $51 million to restore to $102 million the fund balance depleted in prior years. The projection of disbursements reflects an increase of $2.110 billion (11.2%) over the total amount disbursed in the State's 1984 fiscal year. For purposes of this comparison, disbursements for the 1984 fiscal year do not include $500 million disbursed to pay tax and revenue anticipation notes issued in January 1983 to finance the major portion of the State's
1983 fiscal year deficit. The following discussion summarizes the 1985 State Financial Plan with particular emphasis on the State’s General Fund.

The State’s governmental fund types account for substantially all State nonpension financial operations. Governmental funds include the General Fund, which receives all income not required by law to be deposited in another fund, or approximately 65% of total governmental fund receipts exclusive of interfund transfers; Special Revenue Funds, the use of the income of which is legally restricted to certain purposes, which account for 28% of total governmental fund receipts; the Capital Projects Funds, used to finance the acquisition and construction of major capital facilities by the State and to aid in such projects conducted by local governments or public authorities, which account for 3% of governmental fund receipts; and Debt Service Funds, used as depositories for funds to be used to pay the principal of and interest on long-term debt and lease purchase and other commitments, which comprise 4% of governmental fund receipts.

Taxes account for 94% of the State’s General Fund receipts which, exclusive of transfers from other funds, are expected to total $20.908 billion in the State’s 1985 fiscal year, with the balance made up of miscellaneous receipts and certain Federal grants. Transfers from other funds account for less than 1% of total General Fund receipts.

Major components of the State’s tax structure include:

(i) The personal income tax, imposed on the income of individuals, estates and trusts at rates ranging from 2% on the first $1,000 to 14% on amounts in excess of $23,000 of New York taxable income (determined by making several adjustments to Federal adjusted gross income). The maximum rate on personal service income, however, is 10%. Receipts from this tax accounted for 32% of General Fund tax receipts in the State’s 1984 fiscal year and are projected to account for 53% of General Fund tax receipts in the State’s 1985 fiscal year.

(ii) User taxes and fees, the largest of which is the State sales and use tax. This tax, imposed at a statewide rate of 4%, applies to the sale or use within the State of most tangible personal property, commercial and industrial utility service billings, charges for meals, hotel and motel occupancy and admissions charges, as well as certain services. Sales and use tax receipts accounted for 21% of General Fund tax receipts in the State’s 1984 fiscal year and are projected to account for 21% of General Fund tax receipts in the State’s 1985 fiscal year. Also included in this category are receipts from a tax on the sale, generally for highway use, of gasoline (8 cents per gallon) and diesel fuel (10 cents per gallon); a tax on the sale of cigarettes (21 cents per pack); a tax, at varying rates, on liquor, beer, wine and other beverages; two highway use taxes; motor vehicle registration and operators’ license fees; and fees for permits to manufacture, distribute or sell alcoholic beverages in the State. Receipts from these levies accounted for 9% of General Fund tax receipts in the State’s 1984 fiscal year and are projected to account for 8% of total General Fund tax receipts during the State’s 1985 fiscal year.

(iii) Business taxes, which include a general business corporation franchise tax as well as specialized income taxes on banks and insurance companies and gross receipts taxes on utilities, transportation and transmission companies, and businesses engaged in the sale or importation for sale of petroleum products accounted for 15% of General Fund tax receipts in the State’s 1984 fiscal year and are projected to yield 15% of General Fund tax receipts during the State’s 1985 fiscal year. The general business tax is imposed at a rate of 10% on an allocated portion of entire net income, determined by making several adjustments to Federal taxable income, the most significant of which is the disallowance of the “accelerated” portion of depreciation deductions allowed under the Federal accelerated cost recovery program. Receipts from this tax are expected to account for approximately 46% of all business taxes in the 1985 fiscal year.

(iv) Other taxes, including taxes on pari-mutuel wagering, estate and gift taxes, a special 10% tax on the gain from the sale of certain real estate where the consideration exceeds $1 million and certain other minor taxes. Receipts from these sources accounted for 3% of General Fund tax receipts in the State’s 1984 fiscal year and are projected to total 3% of General Fund tax receipts in the State’s 1985 fiscal year.

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Miscellaneous receipts include investment income, a variety of fees and assessments, abandoned property collections and other varied sources. Transfers from other funds result from the need to move receipts from the fund in which they are originally received to that from which they will be spent. The largest transfer to the General Fund represents the Federal share of the administrative costs of the State’s Department of Social Services.

General Fund disbursements for the State’s 1985 fiscal year, including transfers to other funds, are expected to total $20.881 billion. Grants to local governments, the largest category of General Fund disbursements, accounted for 60% of General Fund disbursements in the State’s 1984 fiscal year and are projected to account for approximately 59% of total General Fund disbursements in the State’s 1985 fiscal year. Within this category, aid to elementary, secondary and higher education accounts for 49%. Social services expenditures, including Medicaid and income maintenance, account for 31%. Other local assistance programs include State revenue sharing, aid for health and environmental quality, drug abuse control, transportation and other governmental services.

State operations spending accounted for 25% of General Fund disbursements in the State’s 1984 fiscal year and is projected to account for 26% of General Fund disbursements during the State’s 1985 fiscal year and include payment of salaries, operation of the State University system and State courts, maintenance of State mental hygiene, health and correctional facilities and other general operational costs. Personal service costs account for approximately two-thirds of projected disbursements in this category.

General State charges accounted for 8% of General Fund disbursements in the State’s 1984 fiscal year and are projected to account for 7% of total General Fund disbursements in the State’s 1985 fiscal year. They include contributions to pension systems, the employer’s share of social security contributions, medical and death benefits for State employees and retirees and other fringe benefits, including employee benefit funds. They also include payments of judgments against the State and the payments in lieu of taxes.

Transfers to other funds, a category of disbursements which accounts for the transfer of money from the General Fund to other State funds from which it will ultimately be spent, accounted for 6% of General Fund disbursements in the State’s 1984 fiscal year and are projected to account for 6% of General Fund disbursements in the State’s 1985 fiscal year. The bulk of these transfers are to Debt Service Funds to meet the State’s general obligation debt service requirements and certain lease-purchase payments and to Capital Projects Funds to meet the tax-financed portion of the State’s capital construction program. Debt service spending directly from the General Fund accounted for 1% of General Fund disbursements in the State’s 1984 fiscal year and is projected to account for 1% of General Fund spending in the State’s 1985 fiscal year. These debt service payments, unlike debt service payments recorded in Debt Service Funds, reflect the payment of interest on short-term borrowings.

Federal grants are projected to account for 87% of the $8.850 billion in total projected receipts, exclusive of transfers, in Special Revenue Funds in the State’s 1985 fiscal year. Approximately 77% of the Federal Funds received in this fund type are on account of Medicaid, income maintenance and associated social services, education and health programs. The balance represents grants for specific programs primarily in environmental conservation and labor-related functional categories.

Tax revenues account for 4% of receipts in the Special Revenue Funds, virtually all of which are dedicated to the support of mass transportation service throughout the State. Miscellaneous receipts, largely fees and other charges, the proceeds of which are dedicated to the support of specific programs, account for the balance of receipts in these funds.

Disbursements from Special Revenue Funds, including transfers to other funds of $701 million, are projected at $10.348 billion for the State’s 1985 fiscal year. Disbursements for grants to local governments from this fund group, projected at $7.237 billion, are primarily for the Federal share of Medicaid and other social services programs, school lunch and breakfast programs and assistance for transportation and mass transportation programs. Disbursements for State operations and general State charges, projected at $2.391
billion, primarily reflect the operating costs of the State University of New York and the Departments of Health and Mental Hygiene that are supported by tuition, room rental and other fees and charges for patient care.

Federal grants for capital projects, largely highway-related, are projected to account for 53% of the $1.150 billion in total projected receipts, exclusive of transfers, in Capital Projects Funds in the State's 1985 fiscal year, while miscellaneous revenues, mainly repayments from public authorities and localities of advances made by the State, are projected to account for 31%. General obligation bonds constitute the balance of receipts in this category. Spending from Capital Projects Funds is also supported by transfers from other funds, the bulk of which comes from the General Fund to finance the tax-supported portion of the State's capital program. The projection of miscellaneous receipts in the Capital Projects Funds assumes the receipt of $247 million in reimbursements from the New York State Urban Development Corporation ("UDC") and the New York State Thruway Authority ("Thruway Authority") from the sale of their bonds and notes. The legislation authorizing UDC to issue bonds and enter into a lease-purchase arrangement with the State is the subject of pending litigation. To the extent these receipts are not realized, additional disbursements from the General Fund would be required.

Total disbursements from Capital Projects Funds are projected at $1.848 billion during the State's 1985 fiscal year, 65% of which is for various transportation and mass transportation programs, 11% for programs of the Department of Correctional Services and the Division for Youth, 5% for mental hygiene programs, 6% for environmental and recreational programs and 5% for educational programs. The balance (8%) will be disbursed for various housing programs and maintenance of State office facilities.

Miscellaneous revenues, largely tuition and charges associated with the State University system and third-party payments for care of those served in State mental hygiene facilities, are projected to account for 97% of the $1.157 billion in total projected receipts, exclusive of transfers, in Debt Service Funds in the State's 1985 fiscal year. Pursuant to applicable bond covenants, this revenue is initially pledged to support bonds issued to finance State University and mental hygiene facilities. These funds also receive minor amounts of Federal grants and earmarked motor fuel tax receipts also pledged to debt service requirements. Transfers from other funds to Debt Service Funds include the transfer from the General Fund of amounts to meet the State's general obligation debt service and lease purchase requirements, and transfers, from Special Revenue Funds, of Federal aid for the care of those in State operated health and mental hygiene facilities.

Total disbursements from Debt Service Funds, excluding transfers to other funds of $1.432 billion, are expected to total $916 million during the State's 1985 fiscal year. Of this total 50% reflects payment of debt service on State general obligation debt and the balance reflects lease-purchase and other contractual obligation payments for State office facilities, State University, Health and Mental Hygiene facilities and certain other commitments.

In accordance with State law, the State prepared a summary financial plan in April 1984 for the four Governmental Funds on a GAAP basis for the 1985 fiscal year. For the General Fund, the State projected a GAAP operating deficit of $211 million, compared to a balanced General Fund on a cash basis. The principal reasons for the difference between the GAAP-basis and cash-basis projections for the General Fund for the 1985 fiscal year are the accrual as expenditures under GAAP in the 1985 fiscal year of certain items not expected to be disbursed until the State's 1986 fiscal year. These items include: a portion of the growth in aid to local schools for the 1985 school year which will not be paid until the first quarter of the State's 1986 fiscal year ($134 million); normal growth in the accruals for such items as Medicaid and payroll liabilities ($80 million); and the increment of pension contributions which the State is liable to pay in June 1985 in excess of the amount scheduled for payment in June 1984 ($30 million). These items are in part offset by the growth in taxes and other receivables.

In an attempt to limit the General Fund GAAP operating deficit in the State's 1985 fiscal year, the 1985 State Financial Plan reflects the payment of $150 million in personal income tax refunds on calendar year 1984 tax liability, in contrast to the payment of no comparable refunds in the State's 1984 fiscal year. This has the effect of virtually eliminating any increase in the State's liability on a GAAP basis for refunds payable in the State's 1985 fiscal year on calendar year 1984 liability.
County of Westchester during its 1984-85 fiscal year, and State appropriations to provide up to $14.8 million have been enacted. There can be no assurance that Yonkers will implement a balanced 1985 budget nor that Yonkers will not request additional State assistance in the future. There can be no assurance that the 1985 State Financial Plan will not be affected by continuing financial difficulties in Yonkers.

The Long Island Lighting Company ("LILCO") is the investor-owned utility which supplies gas service and substantially all electric service in Nassau and Suffolk counties and a small portion of Queens County in New York City. LILCO has reported that it faces serious cash-flow and other financial difficulties that could lead, among other things, to its failure to meet certain cash obligations and, owing to its suspension of payments for its share of the Nine Mile Point 2 nuclear power plant under construction, to a default on $500 million in bank loans. These difficulties are attributable, among other things, to construction problems on its 809-megawatt Shoreham Nuclear Power Facility ("Shoreham"), the cash-flow problems of carrying debt service on that facility, certain problems in obtaining a Federal operating license for Shoreham, and pending proceedings before the State Public Service Commission that may limit LILCO's ability to recover its estimated $4.1 billion investment in Shoreham. As a result, LILCO announced in February 1984 that it had stopped paying dividends on its common stock for at least the balance of 1984, adopted a program to reduce its work force by nearly 20%, and reduced the salaries of its officers and managers, as well as about 20% of its other employees. In light of these developments, the State could be requested to assist LILCO directly or indirectly, or otherwise to participate in resolving LILCO's financial difficulties and certain other problems resulting from LILCO's investment in Shoreham. These requests could come from LILCO or others, including utility ratepayers on Long Island where LILCO is seeking material increases in rates and Nassau and Suffolk counties and their respective localities where LILCO is a significant local taxpayer. There are, however, no legal requirements under which the State is obligated to participate in alleviating LILCO's financial difficulties, and the 1985 State Financial Plan does not project any direct or indirect State financial assistance for LILCO. On June 21, 1984, LILCO filed suit in the United States District Court for the Eastern District of New York against Suffolk County for the $4.1 billion investment in the Shoreham facilities. LILCO charges that by blocking the evacuation plan, Suffolk County is denying the company effective use of the Shoreham facilities—in effect an "inverse condemnation without due process." LILCO charges that by refusing to provide police services in the event of an evacuation, the county is depriving LILCO of its right to equal protection under the law. LILCO officials indicated that it is not precluded from naming the State in a later action.

LILCO is the largest single real property taxpayer in both Suffolk and Nassau counties, with total school, town and county taxes levied on its properties of approximately $110 million in Suffolk County and $72 million in Nassau County for 1984. In January 1984, LILCO withheld payment of $26.2 million then due in school, town and county property taxes levied in Suffolk County on Shoreham, representing approximately one-half of the 1984 levy on that facility. In May 1984, LILCO withheld the balance due for 1984, and both the Town of Brookhaven, which is the unit initially responsible for collecting these taxes, and the State Attorney General have commenced legal actions against LILCO to compel payment. Although LILCO has not withheld any other property taxes in either Suffolk or Nassau counties, there can be no assurance that its financial difficulties will not adversely affect real property tax collections there in the future. Nonpayment of property taxes by LILCO could result in severe financial difficulties for the affected localities, particularly in Suffolk County. Under the Suffolk County Tax Act, the impact of uncollected school, town or county taxes is effectively borne by the County, where the constitutional real property tax capacity for 1984 is approximately $378 million and the 1984 County real property tax levy subject to the limit is approximately $228 million. In addition, certain difficulties affecting a proposed re-financing of a substantial portion of $398 million in bonds issued by Suffolk County to finance a portion of an estimated $1 billion sanitary sewage collection and disposal system in the Southwest Sewer District in the County could result in substantially increased user-charges to meet debt service requirements on the currently outstanding obligations. The District encompasses a 57-square mile area containing about 23% of the County's 1.3 million population. These factors could result in requests by the affected localities for substantial additional State assistance during the State's 1985 fiscal year.
Litigation

Certain litigations pending against the State or its officers or employees could have a substantial or long-term, adverse effect on State finances. Among the more significant of these litigations are those that involve: (i) the validity and fairness of agreements and treaties by which the Oneida and Cayuga Indians transferred title to the State of approximately 6 million acres of land in central New York; (ii) certain aspects of the State’s Medicaid rates and regulations, including reimbursements to providers of mandatory and optional Medicaid services; (iii) the treatment provided at several State mental hygiene facilities; (iv) the care and housing for individuals released from State mental health facilities; (v) the conduct of the State, HFA, and the State Commissioner of Housing and Community Renewal in the construction, financing, supervision and management of Co-op City; (vi) contamination in the Love Canal area of Niagara Falls; (vii) certain aspects of the State’s plan to construct Westway; (viii) educational accommodations for learning disabled students at a State University; (ix) alleged employment discrimination by the State University of New York; (x) alleged State negligence following polychlorinated biphenyl contamination of the Binghamton State Office Building; (xi) the constitutionality of certain transfers of certain insurance-related funds to the State’s General Fund in the State’s 1983 fiscal year; (xii) a challenge to the gains tax on transfers of real property; and (xiii) the validity of a lease-purchase agreement pursuant to which the State is to lease prisons financed by bonds issued by UDC.

PART 9—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 Corporation’s securities. 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. During the time the Series 52 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 Government, see “PART 10—VARIous CONTROL PROGRAMS.”

This section describes the City’s actual operating results for the 1982 and 1983 fiscal years, projections for the 1984 and 1985 fiscal years, major assumptions and uncertainties with respect to such projections, 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, the staff of the Control Board, and the Office of the Special Deputy State Comptroller (“OSDC”), or as 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.

Fiscal Years 1975-1984

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 created the Corporation and enacted the Emergency Act, which created the Control Board. See “PART 10—VARIOUS CONTROL PROGRAMS.” Other State actions were an advance to the City at the end of the City’s 1975 fiscal year of $800 million of State assistance monies due the City in the succeeding fiscal year (an action repeated in each of the next three fiscal years).

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 then permitted by State law by the 1978 fiscal year.

In order to provide both seasonal and long-term financing for the City for fiscal years 1976 through 1978, a number of actions were taken. The City and the Federal Government entered into an agreement which provided the City with seasonal financing for the period. Certain City pension funds agreed to provide the City with long-term financing by purchasing City bonds and the City’s sinking funds exchanged City notes for City bonds. In addition, bonds of the Corporation were: (1) purchased by certain commercial banks and City pension funds, (2) sold to the public, and (3) exchanged for outstanding City notes. 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 and all of such notes have either been paid or exchanged for bonds of the Corporation.

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, began charging general tuition at the City University of New York, and received additional State and Federal aid. Under the Three Year Financial Plan, the City Comptroller reported, in accordance with the accounting principles permitted by State law, operating deficits of $968 million and $329 million, for the 1976 and 1977 fiscal years, respectively. The City Comptroller has estimated that without the two major deviations from GAAP permitted by State law the reported deficits for the 1976 and 1977 fiscal years would have been approximately $1.870 billion and $1.039 billion, respectively. The financial statements for those two years, however, are unaudited and may contain substantial errors as well as other deviations from GAAP.

As required by the Act, beginning with its 1978 fiscal year, the City's financial statements have been audited by independent accounting firms. The statements for fiscal years 1978 through 1980 report results both in accordance with the accounting principles permitted by State law which allowed certain deviations from GAAP and in accordance with GAAP. Under the accounting principles permitted by State law, the General Fund balances for fiscal 1978, 1979, and 1980 showed surpluses of $32 million, $216 million and $145 million, respectively; when reported in accordance with GAAP, the General Fund showed deficits of $712 million, $422 million and $356 million, respectively. The City's financial statements for fiscal 1981, 1982 and 1983 were reported in accordance with GAAP and showed surpluses of $128 million, $41 million, and $34 million, respectively. The City's operating results for the 1984 fiscal year are expected to be balanced when reported on a GAAP basis. During the 1982 fiscal year, the City took various measures which, had they not been taken, would have caused the 1982 surplus to increase by $338 million. Prior to the close of the 1983 and 1984 fiscal years, the City again took certain actions to support its operations in subsequent fiscal years. In fiscal year 1983, $473 million of prepayments of certain subsidies and debt service payments adjustments were made that otherwise would have been payable in fiscal year 1984. Similarly, $497 million of such payments were made in fiscal year 1984 for amounts otherwise payable in fiscal year 1985. Had these actions not been taken in either of these fiscal years, a GAAP surplus in excess of $500 million would have resulted for such fiscal year.

Although the City accomplished the budgetary and accounting objectives of the Three Year Financial Plan, it did not regain access to the public credit markets during its 1978 fiscal year. The City, the Corporation, the Control Board and others, therefore, proposed a combination of actions intended to provide for the City's long-term financing through the 1982 fiscal year and to enable the City to reenter the public credit markets. These proposals resulted in: (1) the development of the Debt Issuance Plan and a financial plan for the 1979 through the 1982 fiscal years, (2) an extension of the Control Board, (3) an increase in the Corporation's debt issuance authority, (4) authorization for the Federal guarantee of certain City bonds, (5) elimination of the State advance and (6) reduction of the City's seasonal financing requirements. The State and Federal legislation necessary to undertake this program was enacted, and in November 1978 the Agreements implementing the Debt Issuance Plan were signed.

In March 1981, the City reentered the long-term public credit markets with an issue of $75 million of its bonds. Subsequently, the City sold $250 million and $452 million of its bonds in its 1982 and 1983 fiscal years, respectively. Public sales of City bonds in each of the 1982 and 1983 fiscal years exceeded projections of the volume of bonds to be sold publicly by the City in the Debt Issuance Plan. The City sold publicly $775 million of its bonds in the 1984 fiscal year and has sold $250 million of its bonds to date in the 1985 fiscal year. Since March 1981 City bonds have been assigned a BBB investment grade rating from Standard & Poor's Corporation. In November, 1983 Moody's Investors Service, Inc. raised the rating on City bonds to a Baa investment grade rating from Ba1, Moody's highest non-investment grade rating, which had been assigned in November 1981. Since 1979, the City has been able to obtain an increasing portion of its seasonal financing needs through the sale of short-term notes to the public, and in the 1981 through 1984 fiscal years,
the City obtained all of its seasonal financing requirements in that manner and is expected to do so in the 1985 fiscal year.

Pursuant to the Act and the Emergency Act, the City is required to submit by May 12 of each year for review and approval by the Control Board a financial plan for the next four fiscal years, covering the City and certain agencies subject to the provisions of the Emergency Act (the “Covered Organizations”). The four year financial plan must be reviewed quarterly and may be modified from time to time during the fiscal year upon request of the City and approval of the Control Board. The Emergency Act requires that the City provide for a budget balanced in accordance with GAAP for fiscal years 1982 and thereafter, a requirement that the City has fulfilled for the 1981 through 1983 fiscal years and is expected to fulfill for the 1984 fiscal year.

Fiscal Years 1985-1988

As required by the City Charter, the Mayor submitted the Executive Capital and Expense Budget for the City’s 1985 fiscal year (the “1985 Executive Budget”) to the City Council and Board of Estimate on April 26, 1984. As required by State law, the 1985 Executive Budget was prepared and balanced in accordance with GAAP. The 1985 Executive Budget, as compared to fiscal year 1985 projections contained in the 1984 four-year financial plan (the "1984 Plan"), included additional anticipated revenues which, when coupled with anticipated expenditure reductions, enable the City to eliminate the gap previously projected for its 1985 fiscal year.

On May 10, 1984 the City submitted a proposed financial plan for its 1985 through 1988 fiscal years (the “May Submission”) to the Control Board. The May Submission projected a balanced budget for the 1985 fiscal year, budget gaps of $323 million and $232 million for fiscal years 1986 and 1987, respectively, and a budget surplus of $36 million for fiscal year 1988.

On June 5, 1984 the City Council and Board of Estimate adopted a budget for the City’s 1985 fiscal year (the “1985 City Budget”). The 1985 City Budget projects revenues and expenditures of $18.219 billion. The 1985 City Budget reflects $497 million of prepayments of certain subsidies in fiscal year 1984 that would otherwise be due in fiscal year 1985 and certain debt service adjustments. The 1985 City Budget continues to assume a 2% increase in wage and benefit costs attributable to new labor contracts to replace contracts which expired on June 30, 1984. Negotiations on new labor contracts are currently in progress. In the City’s 1983 and 1984 fiscal years, however, the effective increases in City wage costs were between 6.7% and 7% in each year. The City currently estimates that each additional 1% increase in the wage assumption would result in additional expenditures of $70 million for fiscal year 1985 and $88 million, including pension costs, in each year thereafter.

On June 25, 1984 the City withdrew the May Submission stating that, due to an inability to project the cost of pending labor settlements and other uncertainties, it could not prepare a complete four-year financial plan in conformance with the requirements of the Financial Emergency Act. Pursuant to State law, the Control Board subsequently formulated and adopted on June 28, 1984 and modified on July 12, August 15, August 29 and September 12, 1984 an interim financial plan for the City and certain of its covered organizations covering the City’s 1985 fiscal year (the "1985 Interim Plan").

The 1985 Interim Plan reflects the 1985 City Budget revenues and expenditures of $18.219 billion for fiscal year 1985. City projections based on the 1985 Interim Plan indicate budget gaps of $342 million, $365 million and $88 million for the 1986, 1987 and 1988 fiscal years, respectively, and continue the 2% wage and benefit increase assumption contained in the 1985 City Budget.

Under State law, the 1985 Interim Plan would be superseded in the event of approval by the Control Board of a four-year financial plan for fiscal years 1985-1988. The City intends to submit such a financial plan to the Control Board upon conclusion of its labor negotiations.
Litigation

The notes to the City’s audited financial statements for the 1983 fiscal year report that the City is a defendant in a significant number of lawsuits pertaining to material matters including those claims asserted

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 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 payment 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, 1979 and 1980 fiscal years 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 short-term obligations to meet its seasonal needs.

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.

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: Edward J. Babb, Penny Kanicilides and Stanley S. Shuman. Comer S. Coppie is the Executive Director of the Control Board. The Office of the Special Deputy State Comptroller assists the Control Board and the Corporation in carrying out their functions. Elinor B. Bachrach is Special Deputy State Comptroller.

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 5—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) the date when no notes or bonds 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 budgets 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 financial plan includes monitoring the City’s 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 the City general 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 contracts 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 impose 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 State or City officials or bodies politic. The Representatives are entitled to receive notice of and to attend all meetings of the Board but are not entitled to vote. In addition, the State Comptroller or his representative is entitled to attend and participate in the meetings of the Board but is not entitled to vote.

The Act provides that no director (and no Representative) may be an officer or employee of the Federal Government or of the State or of any political subdivision thereof.
The present members of the Board and the Representatives of the Corporation, and the expiration dates of their respective terms of office are as follows:

<table>
<thead>
<tr>
<th>Directors</th>
<th>Expiration of Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>Felix G. Rohatyn, Chairman</td>
<td>December 31, 1987</td>
</tr>
<tr>
<td>Edward M. Kresky, Vice Chairman(1)</td>
<td>December 31, 1985</td>
</tr>
<tr>
<td>Kenneth J. Bialkin(1)(2)(3)</td>
<td>December 31, 1982</td>
</tr>
<tr>
<td>George M. Brooker(2)(3)</td>
<td>December 31, 1977</td>
</tr>
<tr>
<td>Eugene J. Keilin(3)</td>
<td>December 31, 1982</td>
</tr>
<tr>
<td>Dick Netzer</td>
<td>December 31, 1987</td>
</tr>
<tr>
<td>Andrew P. Steffan(1)(2)</td>
<td>December 31, 1984</td>
</tr>
<tr>
<td>Robert C. Weaver</td>
<td>December 31, 1984</td>
</tr>
<tr>
<td>Representatives(4)</td>
<td></td>
</tr>
<tr>
<td>Jerome Belson</td>
<td>Appointed by the Vice-Chairman of the City Council</td>
</tr>
<tr>
<td>Leonard Nadel</td>
<td>Appointed by the Speaker of the State Assembly</td>
</tr>
<tr>
<td>Richard D. Parsons</td>
<td>Appointed by the President Pro-Tem of the State Senate</td>
</tr>
<tr>
<td>Carl H. Pforzheimer III</td>
<td>Designated representative of the State Comptroller</td>
</tr>
<tr>
<td>Robert W. Seavey</td>
<td>Appointed by the Minority Leader of the State Senate</td>
</tr>
</tbody>
</table>

(1) Wertheim & Co., Inc., Smith Barney, Harris Upham & Co. Incorporated, and Shearson Lehman/American Express Inc., with which Messrs. Kresky, Steffan and Bialkin, respectively, are affiliated as described in their biographies, may act as underwriters in connection with the sale of the Series 52 Bonds.

(2) Appointed upon the written recommendation of the Mayor.

(3) Continuing to serve until reappointed or until successor appointed and qualified.

(4) Each Representative serves at the pleasure of the appointing official or body, is eligible for reappointment and holds office until his successor has been appointed. The positions of Representatives of the City Board of Estimate and the Minority Leader of the State Assembly are currently vacant.

FELIX G. ROHATYN, Chairman. Mr. Rohatyn is a General Partner of Lazard Freres & Co., investment bankers. He is a former Governor of the New York Stock Exchange, Inc., and is a director of Schlumberger Ltd., Owens-Illinois, Inc., Pfizer Inc., Pechiney Ugine Kuhlmann Corporation, MCA Corporation, American Motors Corporation, Minerals and Resources Corp., Ltd. and EDS, Inc. He is also a director of the New York Philharmonic. Mr. Rohatyn is a resident of New York City.

EDWARD M. KRESKY, Vice-Chairman. Mr. Kresky, Chairman of the Corporation's Investment Committee, is a General Partner of Wertheim & Co., investment bankers. He has been with Wertheim since 1971. From 1965 through 1971, he served as Secretary to the Metropolitan Transportation Authority of New York State. He is a member of the Boards of Security Mutual Life Insurance Company of New York, the New York State Council on the Arts and the New York City Ballet. Mr. Kresky served the Corporation as a Representative from June 1975 to January 1979. He also served as an observer to the Control Board from 1976 to 1979. Mr. Kresky is a resident of New York City.

FRANCIS J. BARRY. Mr. Barry is Chairman of the Board of Circle Line-Sightseeing Yachts, Inc. and other of its affiliated companies. Since 1967, he has served as an arbitrator for the United Marine Division of Local 333 I.L.A. of the AFL-CIO. He is a member of the Board of Directors of the New York Convention Center Operating Corporation. He is a director and a member of the Executive Committee of the New York Convention and Visitors Bureau. He is a former member of the Financial Control Board. Mr. Barry is a resident of New York City.

KENNETH J. BIALKIN. Mr. Bialkin is a member of the law firm of Willkie Farr & Gallagher, New York, New York, and is an Adjunct Professor of Law at New York University School of Law. He is a past Chairman of the Section of Corporation, Banking and Business Law of the American Bar Association, and is a former Chairman of the Committee on Federal Regulation of Securities of that Section. He is also a Vice President and a former Chairman of the Committee on Securities and Exchanges of the New York County
Lawyers’ Association. He is a director of Shearson/Lehman American Express Inc., Gulf Resources and Chemical Corporation and E. M. Warburg, Pincus & Co., Inc. He is also National Chairman of the Anti-Defamation League of B’nai B’rith. Mr. Bialkin is a resident of New York City.

GEORGE M. BROOKER. Mr. Brooker is a principal stockholder and President of Webb & Brooker, Inc., a real estate management and brokerage firm. He is past President of the New York Chapter of the Institute of Real Estate Management. He is a member of the Board of Directors of the New York Urban League. He is a director and Vice President of the New York Building Congress. He is a governor of the Real Estate Board of New York and the Realty Advisory Board of New York. He is a trustee of the Educational Broadcasting Corp. (WNET/Channel 13). He is a director of the Management Council, National Center Housing Management of Washington, D.C. and a director of the Realty Foundation of New York. Mr. Brooker is a resident of New Rochelle, New York.

EUGENE J. KEILIN. Mr. Keilin, Chairman of the Corporation’s Finance Committee, is a General Partner of Lazard Freres & Co., investment bankers, and was Executive Director of the Corporation from October 1976 to January 1979. From 1973 to 1975, he served as General Counsel of the City’s Office of Management and Budget and, from 1975 to October 1976, he was counsel to the City’s first Deputy Mayor for Finance. Prior to his employment by the City, Mr. Keilin was associated with the New York law firm of Sage, Gray, Todd & Sims. He is a Trustee of the Citizens Budget Commission and Chairman of the New York State Industrial Development Council. Mr. Keilin is a resident of New York City.

DICK NETZER. Dr. Netzer, Chairman of the Corporation’s City Budget Committee, has been Director of New York University’s Urban Research Center since September 1981 and was Dean of the University’s Graduate School of Public Administration from 1969 through 1982. He is a former member of the Municipal Securities Rulemaking Board. He is a nationally recognized expert in the areas of state and local government finance and urban economics and he has published extensively in each of those areas. He is editor of the quarterly New York Affairs and a member of numerous editorial and research advisory Boards. Dr. Netzer is a resident of New York City.

ANDREW P. STEFFAN. Mr. Steffan, Chairman of the Corporation’s Audit Committee, is a First Vice President of Smith Barney, Harris Upham & Co. Incorporated. From 1972 until 1976, he was on the staff of the Securities and Exchange Commission and became the Agency’s first Director of Economic and Policy Research. Mr. Steffan is a resident of New York City.

ROBERT C. WEAVER. Dr. Weaver, Chairman of the Corporation’s Administration Committee, was Distinguished Professor of Urban Affairs at Hunter College from 1971 to 1978. He is now Distinguished Professor Emeritus. From 1966 through 1968, he was Secretary of the United States Department of Housing and Urban Development and, from 1968 through 1970, was President of Bernard M. Baruch College. He is a former member of the Board of Trustees of the Metropolitan Life Insurance Co. and the Bowery Savings Bank, and is a former Chairman of the National Association for the Advancement of Colored People. Dr. Weaver is a resident of New York City.

JEROME BELSON, Representative. Mr. Belson is President and Chief Executive Officer of Jerome Belson Associates, Inc., a real estate management firm. He is also a partner in the law firm of Belson, Connolly & Belson. He is Chairman of the Board of Waterhouse Securities, Inc. He is President of Protective Energy Programs, Inc., a public company. He is Co-Executive Vice President of Associated Builders and Owners of Greater New York, Inc. He serves as Chairman of the Federation of Alumni Associations of St. John’s University. Mr. Belson is a resident of New York City.

LEONARD NADEL, Representative. Mr. Nadel, who was Senior Vice President of Abraham & Straus, a division of Federated Department Stores, Inc. until March 1978, established his own management consulting firm, Leonard Nadel Associates Inc., in New York City in April 1978. In July 1980, Mr. Nadel joined Bellock Industries Corporation, an apparel manufacturer, where he presently serves as an Executive Vice President. He is former Chairman and current member of the Board of Trustees of Adelphi University and a Trustee of Long Island Jewish-Hillside Medical Center and a Trustee of the Richmond Hill Savings Bank. He is a past President of the Brooklyn Chamber of Commerce. Mr. Nadel is a resident of Roslyn, New York.
RICHARD D. PARSONS, Representative. Mr. Parsons is a member of the law firm of Patterson, Belknap, Webb & Tyler. He has been with the Patterson firm since 1977. From 1971 through 1974, Mr. Parsons served as an Assistant and First Assistant Counsel to former Governor Rockefeller. In 1975, he became Deputy Counsel to then Vice President Rockefeller and, later that year, was appointed to the White House staff as Counsel to the Domestic Council. He also serves as an observer to the Control Board. Mr. Parsons is a resident of Pocantico Hills, New York.

CARL H. PFORZHEIMER III, Representative. Mr. Pforzheimer is Managing Partner of Carl H. Pforzheimer & Co., an investment banking firm. He is a director of the Visiting Nurse Service of New York, a member of the Board of Trustees of Horace Mann-Barnard School, President of the Scarsdale Union Free School District and a member of the Board of Trustees of Pace University and the Hoff-Barthelson Music School. He is also a member of the New York Zoological Society and the Citizens Forum on Self-Government of the National Municipal League, Inc. Mr. Pforzheimer is a resident of Scarsdale, New York.

ROBERT W. SEAVER, Representative. Mr. Seavey is Chairman of the Battery Park City Authority. He is of counsel to the law firm of Seavey, Fingerit, Vogel & Ozziel, New York, New York, a director and a member of the Executive Committee of the Citizens Housing and Planning Council of New York, a member of the Committee on Housing and Urban Development of the Association of the Bar of The City of New York, and an Adjunct Professor of Law at Brooklyn Law School. Mr. Seavey is a resident of New York City.

PART 13—LITIGATION

The Corporation is not party to any litigation. Various actions challenging the constitutionality of the imposition and appropriation of the Sales Tax and Stock Transfer Tax to the Corporation have all been dismissed with the State's highest court affirming the constitutionality of the Sales Tax and Stock Transfer Tax as security and sources of payment for the Corporation's obligations. The United States Supreme Court dismissed an appeal from the State court ruling for lack of a substantial Federal question.

PART 14—SUMMARY OF CERTAIN PROVISIONS OF THE SECOND GENERAL BOND RESOLUTION

The following is a summary of certain provisions of the Second General Bond Resolution. The summary is not comprehensive or definitive and is subject to all of the terms and provisions of the Resolution, to which reference is hereby made and copies of which are available from the Corporation. The Capital Reserve Aid Fund is referred to hereinafter as the "Capital Reserve Fund." Section references, unless otherwise indicated, are to the Resolution.

Certain Defined Terms

"Bonds" means all bonds issued pursuant to the Second General Bond Resolution.

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

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

"Capital Reserve Fund Requirement" means, 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 for such purposes, any unpaid and matured amounts of principal and interest on the Bonds or such larger amounts as may hereafter be authorized pursuant to the Act as amended from time to time.

"First General Bond Resolution" means the General Bond Resolution dated July 2, 1975, as heretofore and hereafter supplemented in accordance with the terms thereof.

"Fiscal Year" means any twelve consecutive calendar months commencing with the first day of July and ending on the last day of the following June.
“Operating Expenses” means the Corporation’s expenses of carrying out and administering its powers, duties and functions, as authorized by the Act, as then in effect, and includes administrative expenses, legal, accounting and consultants’ 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 the Resolution or the First General Bond Resolution or otherwise.

“Operating Fund” means the fund by the name established by Section 604 of the First General Bond Resolution.

“Outstanding” means, as of any date, Bonds theretofore or then being delivered under the provisions of the 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 moneys equal to the principal amount or Redemption Price thereof, with interest to the date of maturity or redemption date, shall be held by the Trustee or the Paying Agents in trust, (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 defeased.

“Paying Agent” for the Bonds of any Series means the bank or trust company and its successor or successors, appointed pursuant to the 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 is 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” means, with respect to any Bonds, the principal amount thereof, plus the applicable premium, if any, payable upon redemption thereof pursuant to the Resolution and the Series Resolution.

“Resolution” means the 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 thereof.

“Revenues” means all payments to the Corporation pursuant to Section 3036 and 3036-a of the Act except any payments to the Operating Fund.

“Serial Bonds” means the Bonds so designated in a Series Resolution.

“Series of Bonds” or “Bonds of a Series” or words of similar meaning means the Series of Bonds authorized by a Series Resolution.

“Series Resolution” means a resolution of the Corporation authorizing the issuance of a Series of Bonds in accordance with the terms and provisions thereof adopted by the Corporation in accordance with Article X of the Resolution.

“Sinking Fund Installment” means 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 the relevant Series Resolution, to be paid at all events by the Corporation on a single future July 1 for the retirement of any Outstanding Bonds of that Series which mature after such July 1, but does not include any amount payable by the Corporation by reason only of the maturity of a Bond.

“Special Aid Account” means the special account created for the Corporation in the State Aid Fund.

“State” means the State of New York.

“State Aid Fund” means the Municipal Assistance State Aid Fund established pursuant to Section 92-e of the State Finance Law.

“Stock Transfer Tax” means 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” means a resolution supplemental to or amendatory of the Resolution, adopted by the Corporation in accordance with Article X of the Resolution.
“Term Bonds” means the bonds so designated in a Series Resolution and payable from Sinking Fund Installments.

“Trustee” means United States Trust Company of New York and its successor or successors and any other bank or trust company at any time substituted in its place pursuant to the Resolution. (Resolution, Section 101)

The Pledge Effected by the Resolution

The proceeds of the sale of the Bonds, the Revenues and all Funds established by the Resolution (except for the Operating Fund) are pledged to the payment of the Bonds. The pledge created by the Resolution is subordinate to the pledge of the revenues, moneys and securities and funds pledged under the First General Bond Resolution. (Resolution, Section 601)

Establishment of Funds

The Resolution establishes the Bond Service Fund and Capital Reserve Fund, both of which are held by the Trustee. (Resolution, Section 602)

Application of Payments

If the amount of any payment received is less than the amount certified by the Chairman of the Corporation, such amount shall be applied pro rata to the respective Funds on the basis of the amounts as certified. (Resolution, Section 603)

Operating Fund

The Corporation shall pay out of the Operating Fund the amounts required for the payment of Operating Expenses. (Resolution, Section 604)

Bond Service Fund

1. On or before the business day preceding each date of a required payment on any Bonds, the Trustee shall pay, from the Bond Service Fund, to itself and the Paying Agents, the amount required for such payment.

2. If the amount in the Bond Service Fund shall be less than the amounts required to be paid pursuant to paragraph 1 above, the Trustee shall withdraw from the Capital Reserve Fund such amount as will be sufficient to make such payment.

3. As soon as practicable after the 45th day preceding the date of any Sinking Fund Installment, the Trustee shall call for redemption the specified amount of Term Bonds to be retired by such Sinking Fund Installment.

4. The Corporation may, after July 2 in any year but not less than 45 days prior to the date on which a Sinking Fund Installment is due, direct the Trustee to purchase, with moneys 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. Term Bonds so purchased shall be credited against the Sinking Fund Installment due on such date. (Resolution, Section 605)
**Capital Reserve Fund**

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

2. At any time after December 31, 1980, moneys and securities in the Capital Reserve Fund in excess of the Capital Reserve Fund Requirement, upon direction of the Corporation, may be deposited to the credit of the Bond Service Fund.

3. 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 a certificate stating the sum, if any, required to restore the Capital Reserve Fund to an amount equal to the Capital Reserve Fund Requirement.

4. Moneys and securities held in the Capital Reserve Fund may, and at the direction of the Corporation shall, be withdrawn therefrom 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 withdrawal, the amount in the Capital Reserve Fund will not be less than the Capital Reserve Fund Requirement.

   (Resolution, Section 606)

**Maintenance of Certain Funds**

In order to assure the maintenance of the Operating Fund, the Bond Service Fund and the Capital Reserve Fund, not less than 120 days before the beginning of each Fiscal Year (but prior to February 12 in each calendar year), the Chairman of the Corporation shall certify to the State Comptroller and to the Mayor, with a copy of such Certificate to the Trustee, a schedule setting forth the cash requirements 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 maintain the Capital Reserve Fund at the Capital Reserve Fund Requirement; (ii) the amounts required to be deposited in the Bond Service Fund to make all principal and interest payments on Bonds due during such Fiscal Year; and (iii) the amounts required to be deposited 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 Bonds, each 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 moneys then in the Bond Service Fund and available for purposes of the Bond Service Fund during such Fiscal Year, not less than the sum of (A) 50% of the interest on all outstanding Bonds 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 the Corporation of which such quarterly period is a part. Notwithstanding the foregoing, the Corporation covenanted to make the certifications referred to above 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 make principal and interest payments 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. 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.
(Resolution 607)

Creation of Liens

The Corporation shall not issue any indebtedness, other than the Bonds secured by the Capital Reserve Fund, and shall not create any lien prior to the Bonds on the Bond Service Fund, provided, however, that nothing shall prevent the Corporation from issuing (i) indebtedness under a separate resolution if the lien created by such resolution is not prior or equal to the charge or lien created by the Resolution and (ii) obligations issued in accordance with the applicable provisions of the First General Bond Resolution.
(Resolution, Section 907)

General

The Corporation shall not amend the First General Bond Resolution in any manner which would have a material adverse effect on the Bondholders, provided, however, that nothing shall prevent the issuance of obligations upon the terms as provided in the First General Bond Resolution. No such obligations shall be issued if such issuance would cause the amounts available for debt service on the Bonds to be less than 1.2 times the maximum aggregate amount of debt service on the Bonds for each Fiscal Year of the Corporation.
(Resolution, Section 909)

Additional Obligations

The Corporation reserves the right to issue its obligations under a separate resolution so long as the same are not entitled to a prior or equal lien with respect to the moneys pledged under the Resolution or with respect to proceeds from the Per Capita Aid, the Sales Tax or the Stock Transfer Tax.
(Resolution, Section 204)

Events of Default

The Resolution provides that it shall constitute an “event of default” if:

(a) the Corporation shall default in the payment of the principal of any Bond when due; 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 30 days; or

(c) the Corporation shall fail or refuse to comply with the provisions of the Act relating to the certification of its quarterly requirements, or the State Comptroller shall fail to pay to the Corporation any amount or amounts as shall be certified by the Chairman of the Corporation pursuant to such provisions of the Act; or

(d) the Corporation shall fail or refuse to comply with the provisions of the Act relating to the certification of the amount required to maintain the Capital Reserve Fund at the Capital Reserve Fund Requirement, or the State shall fail to appropriate and pay to the Corporation any amount or amounts as shall be certified by the Chairman pursuant to such provisions of the Act; 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 the Resolution, any Series Resolution, any Supplemental Resolution, or in the Bonds, and such failure, refusal or default shall continue for a period of 45 days after written notice thereof by the holders of not less than 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 the Tax Law as the same may be from time to time amended or the Stock Transfer Tax imposed by 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 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 further securing the
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
Series 52 Bonds

BOND PURCHASE AGREEMENT

SALOMON BROTHERS INC.
GOLDMAN, SACHS & CO.
MERRILL LYNCH CAPITAL MARKETS
MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED
CITICORP CAPITAL MARKETS GROUP
CITIBANK, N.A.
MANUFACTURERS HANOVER TRUST COMPANY
MORGAN GUARANTY TRUST COMPANY OF NEW YORK
BEAR, STEARNS & CO.
L. F. ROTHCHILD, UNGERBERG, TOWBIN
SHEARSON LEHMAN/AMERICAN EXPRESS INC.
As Representatives of the Underwriters
c/o Salomon Brothers Inc
One New York Plaza
New York, New York 10004

September 26, 1984

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 and the other Underwriters named in Schedule I hereto (the “Underwriters”), for whom you are acting as Representatives (the “Representatives”), with respect to the purchase by the Underwriters, jointly and severally, from the Corporation, and the sale by the Underwriters, of $185,000,000 aggregate principal amount of the Corporation’s Series 52 Bonds (the “Bonds”), maturing and bearing interest as set forth on the cover of the final Official Statement (as hereinafter defined), which the Underwriters herein agree to purchase and which are to be issued pursuant to the Second General Bond Resolution and the Series 52 Resolution, adopted by the Board of Directors of the Corporation on November 25, 1975 and September 26, 1984, respectively (collectively, the “Resolution”).

Attached hereto is a copy of the final Official Statement of the Corporation including the cover page and exhibits thereto, dated September 26, 1984, relating to the Bonds (the “final Official Statement”).

SECTION 1. Representations and Agreements of the Corporation.

The Corporation hereby represents to and agrees with each of the Underwriters 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 (as 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 the Representatives 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. The Corporation will apply the proceeds from the sale of the Bonds substantially as set forth in the Resolution and the final Official Statement.

(d) When delivered to and paid for by the Underwriters, 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) The Corporation agrees to cooperate with the Underwriters to register or qualify the Bonds for offer and sale under the securities or “blue sky” laws of such jurisdictions in the United States as the Underwriters may request (it being understood that nothing herein shall require the Corporation to qualify as a foreign corporation or as a dealer in securities or to execute any consent to service of process other than in connection with such qualification or registration).

(f) 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, 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, 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.

(g) 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.

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

(i) The execution, delivery and performance of this Agreement and the 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.

(j) Except for liens created by or in connection with the bonds and notes heretofore issued by the Corporation, by the Resolution and by the Corporation’s General Bond Resolution dated July 2, 1975 (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 or in connection with such bonds and notes, by the Resolution and by the First General Bond Resolution.

(k) 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.

(l) 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.

(m) 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, 1984, 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.

(n) If during the period commencing on the date hereof and ending at the Closing Time any event affecting the transactions contemplated by this Agreement shall occur which makes untrue any statement of a material fact set forth in the final Official Statement or causes an omission to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, and if in the opinion of the Corporation and the Representatives such event requires a supplement or amendment to the final Official Statement, the Corporation at its expense will supplement or amend the final Official Statement in a form and in a manner approved by the Representatives and counsel for the Underwriters.

(o) To the best of the knowledge of the Corporation, no independent investigation having been made, the Agreements (as defined in the final Official Statement) are in full force and effect and no default exists thereunder. The Agreements to which the Corporation is a party constitute legal, valid and binding agreements enforceable against the Corporation in accordance with their respective terms, except as enforceability may be limited by bankruptcy, moratorium or similar laws validly enacted and applicable to the rights of the parties to such Agreements.

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 sell to the Underwriters, and the Underwriters, jointly and severally, agree to purchase from the Corporation, the Bonds for an aggregate purchase price of $180,842,650, plus accrued interest on the Bonds from September 1, 1984 to the date of payment and delivery. The Bonds shall be issued under and secured by the Resolution, to the extent therein provided. The Bonds shall mature and bear the interest rates and be subject to redemption as set forth in the final Official Statement. Payment for the Bonds shall be made by certified or official bank check or checks, in New York Clearing House funds, payable to the order of the Corporation, 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 9:00 a.m., New York time, on October 11, 1984, or such other time and place as may be provided in accordance with the provisions of Section 9 hereof or as may otherwise be agreed to by the Representatives and the Corporation. The Bonds shall be delivered in definitive form, registered as to principal and interest in the denomination of $5,000 each or any integral multiple of $5,000, and shall be available for examination and packaging by the Underwriters not less than 24 hours prior to the Closing Time.
SECTION 3. Conditions of the Underwriters' Obligations.

The Underwriters' 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 as Representatives:

(1) Opinions, dated the Closing Time, with sufficient copies for each Underwriter, of (i) Paul, Weiss, Rifkind, Wharton & Garrison, General Counsel to the Corporation, in the form attached hereto as Exhibit A and (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), in each case with such changes, and with such annexed opinions of other counsel referred to therein, if any, as counsel for the Underwriters shall reasonably approve.

(2) An opinion of White & Case, counsel for the Underwriters, dated the Closing Time, with sufficient copies for each Underwriter, satisfactory in form and substance to the Representatives, with respect to the creation and existence of the Corporation, the adoption of the Resolution, the authorization and issuance of the Bonds, the authorization, execution and delivery by the Corporation of this Agreement, the exemption of the offering and sale of the Bonds from the registration requirements of the Securities Act of 1933, as amended, the exemption of the Resolution from the qualification requirements of the Trust Indenture Act of 1939, as amended, and the status of the Bonds as "municipal securities" under the Securities Exchange Act of 1934, as amended; to the effect that nothing has come to their attention which would lead them to believe that the final Official Statement (as the same has been theretofore supplemented or amended as of the Closing Time) 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; and such other related matters as the Representatives may reasonably request; and such counsel shall have received such papers and information as they may reasonably request to enable them to pass upon such matters.

(3) A certificate, reasonably satisfactory in form to you, as Representatives, 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 descriptions thereof in the final Official Statement.

(4) A certificate, reasonably satisfactory in form to you, as Representatives, 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 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 D, with such changes, if any, as the Representatives shall approve.

(6) Certificates, reasonably satisfactory in form to you, as Representatives, 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, as Representatives, 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, 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, as Representatives, 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) The market prices of the Bonds, or the market prices of general credit or revenue obligations issued by states or political subdivisions thereof, or the market prices of such revenue obligations of the character of the Bonds, shall not (in the reasonable opinion of the Representatives) have been materially adversely affected by reason of the fact that between the date hereof and the Closing Time:

1. legislation shall have been enacted by the Congress, or recommended to the Congress for passage by the President of the United States, or introduced and favorably reported for passage to either House of the Congress by any Committee of such House to which such legislation has been referred for consideration, or

2. a decision shall have been rendered by a court established under Article III of the Constitution of the United States, or the Tax Court of the United States, or

3. an order, ruling or regulation (final, temporary or proposed) shall have been made by the Treasury Department of the United States or the Internal Revenue Service and published in the Federal Register.

with the purpose or effect, directly or indirectly, of imposing Federal income taxation upon such interest as would be received by the holders of the Bonds, or
(4) there shall have been a material adverse change in the national financial economic situation in the United States and there shall have occurred (i) the closing other than in the ordinary course of business of the New York Stock Exchange, Inc. or (ii) the general suspension of trading on the New York Stock Exchange, Inc. or (iii) the establishment of a general banking moratorium by Federal or New York State authorities.

(c) 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.

(d) 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.

(e) The Government of the United States shall not have made any declaration of war and the United States shall not have become engaged in any intercontinental ballistic or atomic warfare, or other major military hostilities (exclusive of civil war, insurrection or rebellion).

(f) Underwriters which are member banks of the Federal Reserve System shall be authorized under applicable law to underwrite the Bonds. Underwriters which are subject to regulation by the New York State Department of Banking shall be authorized under applicable law to underwrite the Bonds.

(g) 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.

(h) There shall not have occurred any event of the type referred to in Section 1(n) hereof which in the reasonable judgment of the Representatives requires or has required an amendment, modification or supplement to the final Official Statement.

SECTION 4. Conditions of the Corporation’s Obligations.

The Corporation’s obligations hereunder, other than pursuant to Sections 5, 7 and 10 hereof, are subject to:

(a) the performance by the Underwriters of their obligations hereunder;

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

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

SECTION 5. Deposit.

The Corporation hereby acknowledges receipt of a certified or bank cashier’s check payable to the order of the Corporation in New York Clearing House funds in the amount equal to 1/2 of 1% of the aggregate principal amount of the Bonds. In the event of the failure of the Corporation to deliver the Bonds at the Closing Time or if the Corporation shall be unable to satisfy the conditions of the obligations of the Underwriters set forth in this Agreement (unless waived by the Underwriters), or if the obligation of the Underwriters shall be terminated for any reason permitted by this Agreement, the amount of such check shall be returned to the Representatives. In the event that the Underwriters fail (other than for a reason permitted hereunder) to accept delivery and pay for the Bonds at the Closing Time as herein provided, the amount of such check shall be retained by the Corporation and for full liquidated damages for such failure and for any defaults hereunder on the part of the Underwriters and, except as otherwise provided in this Agreement, no party shall have any further right against any other hereunder. Upon acceptance of this offer, such check may be cashed by the Corporation and the proceeds thereof deposited in a special account of the Corporation. Such proceeds may be invested for the exclusive benefit of the Corporation and the amount of such check shall be applied by the Corporation to the aggregate purchase price for the Bonds set forth in Section 2 hereof.
SECTION 6. *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 the Underwriters or any person who controls any Underwriter, and shall survive delivery of the Bonds to the Underwriters.

SECTION 7. *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 several Underwriters, 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 expenses incurred in connection with any securities or “blue sky” law qualifications and the preparation of a memorandum with respect thereto 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 7, the Underwriters will pay all their own costs and expenses including fees and expenses of their counsel, the printing of the Agreement Among Underwriters and any advertising and mailing connected with any offering of the Bonds by them; provided, however, that the Corporation shall have no obligation under this Section 7 if the Corporation is not obligated under this Agreement pursuant to Section 4(a) hereof. Nothing herein shall be construed to relieve a defaulting Underwriter from liability for its default.


The Corporation hereby confirms the authority, and authorizes the Underwriters, to use and make available to prospective and ultimate purchasers of the Bonds the preliminary Official Statement dated September 20, 1984, and authorizes the use of the final Official Statement by the Underwriters in connection with the sale of the Bonds. Each Underwriter agrees, in connection with the sale of Bonds by such Underwriter, that it will not confirm the sale of any Bonds unless the confirmation of sale is accompanied or preceded by delivery of a copy of the final Official Statement.


If the Underwriters shall default in their obligation to purchase the principal amount of Bonds herein agreed to be purchased, and if the Representatives at such time shall notify the Corporation that such default is the result of a failure on the part of one or more of the Underwriters to comply with its or their obligations, then either the Representatives or the Corporation shall have the right to postpone the Closing Time for a single period of not more than three business days (and the Representatives with the consent of the Corporation shall have the right to postpone the Closing Time for an additional single period of seven days) in order that necessary changes and arrangements may be effected by the Representatives and the Corporation to have the Underwriters which shall not have so failed, or one or more other underwriters, take up, in such proportions as the Underwriters may agree and upon the terms herein set forth, the participations of the Underwriter or Underwriters which failed to comply with its or their obligations, whereupon this Agreement shall be carried out accordingly at such postponed Closing Time. The provisions of this Section 9 shall not in any way affect the joint and several obligations of the Underwriters to take up and pay for all of the Bonds or any liability of any Underwriter or Underwriters which failed to comply with its or their obligations to the Underwriters which have not so failed.

SECTION 10. *Indemnification.*

To the extent it may legally do so, the Corporation agrees to indemnify and hold harmless each of the Underwriters and each person, if any, who controls any Underwriter against any and all losses, claims, damages and liabilities (i) arising out of any untrue statement of a material fact contained in the final Official Statement, as the same has been supplemented or amended, or the omission therefrom of a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, except any such statements as were based on information furnished to the Corporation by any
Underwriter, and (ii) to the extent of the aggregate amount paid in settlement of any litigation commenced or threatened arising from a claim based upon any such untrue statement or omission if such settlement is effected with the written consent of the Corporation. In case any claim shall be made or action brought against any Underwriter or person controlling such Underwriter based upon the final Official Statement as aforesaid, in respect of which indemnity may be sought against the Corporation, such Underwriter shall promptly notify the Corporation in writing setting forth the particulars of such claim or action and the Corporation shall assume the defense thereof including the employment of counsel, satisfactory to the Representatives (who shall not, except with the consent of the Representatives, be counsel of the Corporation) and the payment of all expenses. Any Underwriter or any such controlling person shall have the right to employ separate counsel in any such action and to participate in the defense thereof, but the fees and expenses of such counsel shall be at the expense of such Underwriter or such controlling person unless the employment, and payment by the Corporation, of such counsel has been specifically authorized by the Corporation or unless in the opinion of counsel for the Underwriters, the Underwriters have a defense or defenses not available to the Corporation.

SECTION 11. Parties in Interest.

This Agreement has been and is made solely for the benefit of the Underwriters and the Corporation and their respective successors, and, to the extent expressed herein, for the benefit of persons controlling any of the Underwriters or the Corporation, and officials of 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 any Underwriter 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 12. 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 10154; and, if sent to the Underwriters, shall be mailed, delivered or telegraphed and confirmed to the Representatives at the address set forth above.

SECTION 13. Representation.

In all dealings under this Agreement the Corporation shall be entitled to act and rely upon any statement, request, notice or agreement made or entered into by you jointly, or by Salomon Brothers Inc on behalf of you as the Representatives, as having been duly made or entered into on behalf of each of the Underwriters.


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

Yours very truly,

MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

[Seal.]

By T. DENNIS SULLIVAN II
Executive Director

By SUSAN A. WEIL
Secretary

Accepted and confirmed as of the date first above written:

SALOMON BROTHERS INC
GOLDMAN, SACHS & CO.
MERRILL LYNCH CAPITAL MARKETS
MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED
CITICORP CAPITAL MARKETS GROUP
CITIBANK, N.A.
MANUFACTURERS HANOVER TRUST COMPANY
MORGAN GUARANTY TRUST COMPANY OF NEW YORK
BEAR, STEARNS & CO.
L. F. ROTHCHILD, UNTERBERG, TOWBIN
SHEARSON LEHMAN/AMERICAN EXPRESS INC.
on behalf of themselves and the other
Underwriters named in Schedule I hereto.

By SALOMON BROTHERS INC

By GEDALE B. HOROWITZ
Managing Director
SCHEDULE I

To Bond Purchase Agreement among Municipal Assistance Corporation for The City of New York and the Underwriters referred to therein

UNDERWRITERS

SALOMON BROTHERS INC
GOLDMAN, SACHS & CO.
MERRILL LYNCH CAPITAL MARKETS
MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED
CITICORP CAPITAL MARKETS GROUP
CITIBANK, N.A.
MANUFACTURERS HANOVER TRUST COMPANY
MORGAN GUARANTY TRUST COMPANY OF NEW YORK
BEAR, STEARNS & CO.
L. F. ROTHSCHILD, UNTERBERG, TOWBIN
SHEARSON LEHMAN/AMERICAN EXPRESS INC.
Representatives

Adams, McEntee & Company
Allen & Company Incorporated
Bank of America N.T. & SA
Bank of Boston/The First National Bank of Boston
Bankers Trust Company
Alex Brown & Sons
Chase Manhattan Capital Markets Corporation
Chemical Bank
Continental Illinois National Bank and Trust Company of Chicago
Craddock National Bank
Dillon, Read & Co. Inc.
Donaldson, Lufkin & Jenrette Securities Corporation
Drexel Burnham Lambert Incorporated
Ehrlich-Boher & Co., Inc.
The First Boston Corporation
First Chicago/The First National Bank of Chicago
First Interstate Bank of California
Glickenhaus & Co.
Harris Trust and Savings Bank
E.F. Hutton & Company Inc.
Irving Trust Company
Kidder, Peabody & Co., Incorporated
Lebenthal & Co., Inc.
Marine Midland Bank, N.A.
Morgan Stanley & Co., Incorporated
Museley, Hallgarten, Estabrook & Weeden Inc.
The Northern Trust Company
Norwest Securities
John Nuveen & Co. Incorporated
Oppenheimer & Co., Inc.
PaineWebber Incorporated
Prudential-Bache Securities Inc.
Reed Partners
Rothschild Inc.
Smith Barney, Harris Upham & Co., Incorporated
Thomson McKinnon Securities, Inc.
Van Kampen Merritt Inc.

Wertheim & Co., Inc.
Dean Witter Reynolds Inc.

Advest, Inc.
American Securities Corp.
The Bank of New York
Barr Brothers & Co. Inc.
J. C. Bradford & Co.
Langdon P. Cool & Co., Incorporated
European American Bank & Trust Company
Fahnestock & Company
First Tennessee Bank, N.A. Memphis
J. J. Lowrey & Co.
Matthews & Wright, Inc.
McDonald & Company
Mellon Bank, N.A.
National Westminster Bank USA
NCNB National Bank of North Carolina
The Philadelphia National Bank
Win. E. Pollock & Co., Inc.
Prescott, Ball & Turban
Samuel A. Ramirez & Co., Inc.
Roosevelt & Cross, Incorporated
Rotan Mosle Inc.
Herbert J. Sims & Co., Inc.
Southeast Bank, N.A.
Stephens Inc.
Swiss American Securities Inc.
UMIC Inc.
Underwood, Neuhaus & Co., Incorporated
Young Smith & Peacock Inc.

Adams, Harkness & Hill, Inc.
Baker, Watts & Co.
Banco Popular de Puerto Rico
Bevill, Bresler & Schultman Incorporated
EXHIBIT A

To

Bond Purchase Agreement

October 1, 1984

Dear Sirs:

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 September 26, 1984 (the “Agreement”), by and among the Corporation and each of you as purchasers, and the sale by the Corporation to you thereunder of $185,000,000 aggregate principal amount of the Corporation’s Series 52 Bonds (the “Bonds”).

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 final Official Statement of the Corporation, dated September 26, 1984, with respect to the Bonds, as amended or supplemented to

[Further details and legal analysis follow, but are not transcribed here.]
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 (the “State”) 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 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 offering and sale of the Bonds by the Corporation to you, and the resale of the Bonds by you as contemplated by the Agreement and the final Official Statement, are 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 and also consulted on numerous occasions with representatives of certain of you. In this connection, with your concurrence, 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 “Debt Issuance Plan”, “Certain Developments Affecting the City—Federal Bankruptcy Legislation”, “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 enforceability of the Corporation’s obligations under the Resolutions, the Agreement or the Bonds are subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

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 opinions 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 opinions are 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

3
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 $185,000,000 aggregate principal amount of Series 52 Bonds (the “Series 52 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 52 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 52 Resolution, adopted September 26, 1984 (the “Series Resolution”). The Second General Bond Resolution and the Series Resolution are herein collectively called the “Resolutions”.

The Series 52 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 and certain agreements of the Corporation or as may be limited by law. The Corporation has covenanted with the holders of certain bonds of the Corporation and with certain others to limit the issuance of additional bonds. The Series 52 Bonds are being issued for purposes set forth in the Resolutions.

The Corporation is authorized to issue Bonds, in addition to the Series 52 Bonds, only upon the terms and conditions set forth in the Second General Bond Resolution and such Bonds, when issued, shall with the Series 52 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 52 Bonds are dated September 1, 1984 except as otherwise provided in the Resolutions with respect to Series 52 Bonds delivered on or after the first interest payment date, will mature on July 1 in each of the years and will bear interest payable semiannually on January 1 and July 1 of each year, commencing January 1, 1985 at the respective rates per annum shown below:

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The Series 52 Bonds are issued only in fully registered form in the denomination of $5,000 or an integral multiple thereof. Series 52 Bonds are lettered and numbered 52R- - followed by the last two digits of the year of maturity and the number of the Series 52 Bond. Series 52 Bonds are numbered consecutively from one upward in order of issuance.

The Series 52 Bonds maturing on July 1, 1999 and July 1, 2008 are subject to redemption, commencing on July 1, 1998 and July 1, 2000, respectively, 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 52 Bond or portion thereof to be redeemed, plus accrued interest, if any, to the date of redemption.

In addition, the Series 52 Bonds maturing after July 1, 1995 are subject to redemption at the election of the Corporation on and after July 1, 1995, 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 1974 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 52 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 52 Bonds thereunder and to perform the obligations and covenants contained in the Resolutions and the Series 52 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 52 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 Fund 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 52 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 52 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 the 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
payment of the Bonds; to prescribe further limitations and 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 66⅔% 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 First and Second General Bond Resolutions. Its principal offices are located at 45 Wall Street, New York, New York 10005. 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 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 date 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 $5.603 million of First Resolution obligations and $10.3 million of Second Resolution Bonds for its own account. The Trust Company has performed, and may in the future perform, certain banking services for the Corporation. In addition, the Trust Company acts as collateral agent on behalf of certain commercial banks and as drawing agent on behalf of certain noteholders in connection with the Commercial Paper Program.

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, interest on the Series 52 Bonds is exempt from (i) Federal income taxes under the existing statutes, and (ii) personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York), and the Series 52 Bonds are exempt from all taxation directly imposed thereon by or under authority of said State, except for estate or gift taxes and taxes on transfers.

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PART 18—LEGAL OPINIONS

All legal matters incident to the authorization, issuance, sale and delivery of the Series 52 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 with respect to the Series 52 Bonds 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 52 Bonds from the Corporation at a discount from the initial public offering prices equal to % of the principal amount of the Series 52 Bonds. The Underwriters may offer to sell such Series 52 Bonds to certain dealers and others at prices lower than the initial public offering prices and the public offering prices 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 52 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, 1984 and the accompanying report thereon by Price Waterhouse, the Corporation's independent accountants, are annexed hereto as Exhibit A. Subsequent to the June 30, 1984 financial statements, the following events took place and are not included in those financial statements: (i) the purchase by the Corporation of $141,230,000 of City bonds on July 12, 1984; (ii) the payment on August 1, 1984 of $68,672 million of interest on First Resolution Bonds; and (iii) the issuance of Series 51 Bonds in the aggregate principal amount of $175,000,000 on August 16, 1984.

*   *   *

Lazard Frères & Co. is acting without compensation as financial advisor to the Corporation. Felix G. Rohatyn, Chairman of the Corporation, and Eugene J. Keilin, a Director of the Corporation, are General Partners 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

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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 Act 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.

**Agreement to Guarantee**—an agreement dated as of November 15, 1978, among the Corporation, the City, the State, the United States of America and the Financial Control Board providing for the federal guarantee of up to $1.65 billion of City bonds to be issued pursuant to the Debt Issuance Plan.

**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 parties to the Financing Agreement and participants in the Debt Issuance Plan.

**Commercial Paper Program**—the issuance of short-term notes of the Corporation in an amount not to exceed $250 million principal and interest to accrue to maturity outstanding at any time, secured by irrevocable credit agreements with certain commercial banks.

**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 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.

**Financial Institutions**—various commercial banks, savings banks, and insurance companies which are parties to the Financing Agreement and participants in the Debt Issuance Plan.

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

**Finance Law**—the State Finance Law of New York.

**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.
APPENDIX—(Continued)

Guaranty 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.

Secretary—the Secretary of the Treasury of the United States.

Series 52 Bonds—the Bonds described in this Official Statement authorized to be issued pursuant to the Series 52 Resolution.

Series 52 Resolution—the Series Resolution of the Corporation authorizing the Series 52 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, Statement of Changes in Funds Available to Purchase City of New York Obligations, Summary of Changes in Funding Requirement and the related Debt Service Fund, Capital Reserve Fund, Guaranty 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, 1984 and 1983 and the Debt Service Fund, Capital Reserve Fund, Guaranty Fund and Operating Fund transactions for the years 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.

PRICE WATERHOUSE

153 East 53rd Street
New York, New York 10022
July 30, 1984
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
STATEMENT OF FINANCIAL POSITION

<table>
<thead>
<tr>
<th></th>
<th>1984</th>
<th>1983</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>LIABILITIES:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>First General Resolution Bonds</td>
<td>$1,832,883,000</td>
<td>$1,848,428,000</td>
</tr>
<tr>
<td>Second General Resolution Bonds</td>
<td>5,675,535,000</td>
<td>5,559,090,000</td>
</tr>
<tr>
<td>Total bonds payable</td>
<td>7,508,418,000</td>
<td>7,407,518,000</td>
</tr>
<tr>
<td>Commercial Paper Notes</td>
<td>243,000,000</td>
<td>247,000,000</td>
</tr>
<tr>
<td>Accrued interest on bonds payable</td>
<td>57,227,073</td>
<td>59,058,673</td>
</tr>
<tr>
<td>Accrued interest on notes payable</td>
<td>1,477,936</td>
<td>586,860</td>
</tr>
<tr>
<td>Payable for investment securities purchased</td>
<td>40,343,121</td>
<td>17,052,558</td>
</tr>
<tr>
<td>Required Guaranty Fund balance</td>
<td>56,272,703</td>
<td>71,376,410</td>
</tr>
<tr>
<td>Operating Fund</td>
<td>2,486,170</td>
<td>2,919,136</td>
</tr>
<tr>
<td><strong>Total liabilities</strong></td>
<td>7,909,225,003</td>
<td>7,805,511,637</td>
</tr>
</tbody>
</table>

|                          |                 |                 |
| **ASSETS:**              |                 |                 |
| Debt Service Fund:       |                 |                 |
| Cash                     |                 |                 |
| Investments in marketable securities | 452,438,521    | 356,298,921     |
| Accrued interest on marketable securities | 4,932,859    | 1,663,004       |
| City of New York obligations | 1,513,594,000  | 1,115,407,000   |
| Accrued interest on City of New York obligations | 48,234,298      | 28,868,300      |
| Funds Available to Purchase City of New York Obligations | 595,866,703  | 748,862,623     |
| Total Debt Service Fund  | 2,615,066,381   | 2,251,100,848   |
| Capital Reserve Fund:    |                 |                 |
| Cash                     | 2               | 158             |
| Investments in marketable securities | 1,038,129,157  | 1,044,751,362   |
| Accrued interest         | 26,299,900      | 20,387,762      |
| Total Capital Reserve Fund | 1,064,429,059  | 1,065,139,282   |
| Guaranty Fund:           |                 |                 |
| Investments in marketable securities | 57,715,125    | 75,979,153      |
| Accrued interest         | 284,488         | 770,226         |
| Total Guaranty Fund      | 57,999,613      | 76,749,379      |
| Operating Fund           | 6,445,363       | 5,999,452       |
| Total assets             | 3,743,940,416   | 3,398,988,961   |
| Funding requirement      | $4,165,284,587  | $4,406,522,676  |

See accompanying notes to the financial statements.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
DEBT SERVICE, CAPITAL RESERVE AND GUARANTY FUNDS
STATEMENT OF TRANSACTIONS

For the fiscal year ended June 30,

<table>
<thead>
<tr>
<th></th>
<th>1984</th>
<th>1983</th>
</tr>
</thead>
<tbody>
<tr>
<td>RECEIPTS:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Debt Service Fund:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Principal amount of bonds issued for refunding purposes</td>
<td>$226,880,000</td>
<td>$454,121,000</td>
</tr>
<tr>
<td>Less:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Discount on bonds issued</td>
<td>(4,766,749)</td>
<td>(10,912,027)</td>
</tr>
<tr>
<td>Net proceeds from issuance of bonds</td>
<td>222,113,251</td>
<td>443,208,973</td>
</tr>
<tr>
<td>Sales tax allocation received from State of New York</td>
<td>556,700,000</td>
<td>429,800,404</td>
</tr>
<tr>
<td>Income from investments</td>
<td>111,986,300</td>
<td>134,025,185</td>
</tr>
<tr>
<td>Income from City of New York obligations</td>
<td>138,613,051</td>
<td>85,515,109</td>
</tr>
<tr>
<td>Accrued interest received on issuance of bonds</td>
<td>5,122,286</td>
<td>6,308,007</td>
</tr>
<tr>
<td>City of New York obligations acquired</td>
<td>468,280,000</td>
<td>533,320,000</td>
</tr>
<tr>
<td>Transfers from Capital Reserve Fund</td>
<td>116,178,442</td>
<td>95,522,022</td>
</tr>
<tr>
<td>Transfers from Guaranty Fund</td>
<td>25,408,662</td>
<td>19,604,064</td>
</tr>
<tr>
<td>Total</td>
<td>1,644,401,992</td>
<td>1,747,303,764</td>
</tr>
<tr>
<td>Capital Reserve Fund:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Income from investments</td>
<td>112,021,291</td>
<td>109,444,323</td>
</tr>
<tr>
<td>Transfers from bond proceeds</td>
<td>-0-</td>
<td>13,088,275</td>
</tr>
<tr>
<td>Transfers to Debt Service Fund</td>
<td>25,408,662</td>
<td>95,522,022</td>
</tr>
<tr>
<td>Total</td>
<td>112,021,291</td>
<td>122,532,598</td>
</tr>
<tr>
<td>Guaranty Fund:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Income from investments</td>
<td>6,658,897</td>
<td>8,689,785</td>
</tr>
<tr>
<td>Transfers to Debt Service Fund</td>
<td>25,408,662</td>
<td>(19,604,064)</td>
</tr>
<tr>
<td>Total</td>
<td>32,067,559</td>
<td>(10,914,279)</td>
</tr>
<tr>
<td>Decrease in requirement for Guaranty Fund</td>
<td>15,103,707</td>
<td>12,644,408</td>
</tr>
<tr>
<td>Total receipts</td>
<td>1,636,598,783</td>
<td>1,776,044,469</td>
</tr>
<tr>
<td>EXPENDITURES:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest on First General Resolution Bonds</td>
<td>137,904,946</td>
<td>151,919,637</td>
</tr>
<tr>
<td>Interest on Second General Resolution Bonds</td>
<td>531,629,656</td>
<td>505,348,517</td>
</tr>
<tr>
<td>Interest on Commercial Paper Notes</td>
<td>13,348,266</td>
<td>7,690,770</td>
</tr>
<tr>
<td>Principal repayment of First General Resolution Bonds</td>
<td>15,545,000</td>
<td>66,900,000</td>
</tr>
<tr>
<td>Principal repayment of Second General Resolution Bonds</td>
<td>158,650,000</td>
<td>149,455,000</td>
</tr>
<tr>
<td>Less: Discount on purchases</td>
<td>(4,170,731)</td>
<td>(9,530,252)</td>
</tr>
<tr>
<td>Net cost</td>
<td>154,479,269</td>
<td>139,924,748</td>
</tr>
<tr>
<td>Total debt service</td>
<td>852,907,137</td>
<td>871,783,672</td>
</tr>
<tr>
<td>Deposit for defeasance</td>
<td>290,436,513</td>
<td>444,059,523</td>
</tr>
<tr>
<td>Transfers to Operating Fund</td>
<td>3,000,000</td>
<td>10,751,095</td>
</tr>
<tr>
<td>Total expenditures</td>
<td>1,146,343,650</td>
<td>1,326,594,290</td>
</tr>
<tr>
<td>Excess of receipts over expenditures for the period</td>
<td>$490,255,133</td>
<td>$449,450,179</td>
</tr>
</tbody>
</table>

See accompanying notes to the financial statements.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
STATEMENT OF CHANGES IN FUNDS AVAILABLE TO PURCHASE
CITY OF NEW YORK OBLIGATIONS

For the fiscal year ended June 30,

<table>
<thead>
<tr>
<th></th>
<th>1984</th>
<th>1983</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>RECEIPTS:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Principal amount of bonds issued</td>
<td>$325,740,000</td>
<td>$238,824,000</td>
</tr>
<tr>
<td>Less:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Discount on bonds issued</td>
<td>(6,455,920)</td>
<td>(3,295,102)</td>
</tr>
<tr>
<td>Transfers to Capital Reserve Fund</td>
<td>0</td>
<td>(13,088,275)</td>
</tr>
<tr>
<td>Net proceeds available—bonds</td>
<td>319,284,080</td>
<td>222,440,623</td>
</tr>
<tr>
<td>Principal amount of notes issued</td>
<td>2,884,140,000</td>
<td>2,473,800,000</td>
</tr>
<tr>
<td>Less:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Principal repayment of notes</td>
<td>(2,888,140,000)</td>
<td>(2,226,800,000)</td>
</tr>
<tr>
<td>Net proceeds available—notes</td>
<td>(4,000,000)</td>
<td>247,000,000</td>
</tr>
<tr>
<td>Total proceeds available</td>
<td>315,284,080</td>
<td>469,440,623</td>
</tr>
</tbody>
</table>

**DISTRIBUTIONS:**

| Purchase of City of New York obligations for Debt Service Fund | 468,280,000 | 533,320,000 |
| Net change for the period | ($152,995,920) | ($63,879,377) |

**FUNDS AVAILABLE TO PURCHASE CITY OF NEW YORK OBLIGATIONS:**

| For the period | ($152,995,920) | ($63,879,377) |
| At beginning of period | 748,862,623 | 812,742,000 |
| At end of period | $595,866,703 | $748,862,623 |

**SUMMARY OF CHANGES IN FUNDING REQUIREMENT**

For the fiscal year ended June 30,

<table>
<thead>
<tr>
<th></th>
<th>1984</th>
<th>1983</th>
</tr>
</thead>
<tbody>
<tr>
<td>Funding requirement at beginning of period</td>
<td>$4,406,522,676</td>
<td>$4,512,476,035</td>
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<tr>
<td>Changes during the period:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net increase in debt outstanding</td>
<td>96,900,000</td>
<td>283,180,000</td>
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<tr>
<td>Debt Service, Capital Reserve and Guaranty Funds</td>
<td>(490,255,133)</td>
<td>(449,450,179)</td>
</tr>
<tr>
<td>Funds available to purchase City of New York obligations</td>
<td>152,995,920</td>
<td>63,879,377</td>
</tr>
<tr>
<td>Operating Fund</td>
<td>(878,876)</td>
<td>(3,562,557)</td>
</tr>
<tr>
<td>Funding requirement at end of period</td>
<td>$4,165,284,587</td>
<td>$4,406,522,676</td>
</tr>
</tbody>
</table>

See accompanying notes to the financial statements.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
OPERATING FUND

STATEMENT OF TRANSACTIONS

For the fiscal year ended June 30,

<table>
<thead>
<tr>
<th></th>
<th>1984</th>
<th>1983</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>RECEIPTS:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Municipal Assistance Tax Fund</td>
<td>$ 8,000,000</td>
<td>$ 3,000,000</td>
</tr>
<tr>
<td>Income from investments</td>
<td>474,191</td>
<td>210,090</td>
</tr>
<tr>
<td>Transfers from Debt Service Fund</td>
<td>3,000,000</td>
<td>10,751,095</td>
</tr>
<tr>
<td><strong>Total receipts</strong></td>
<td>11,474,191</td>
<td>13,961,185</td>
</tr>
<tr>
<td><strong>EXPENDITURES:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Debt issuance:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bonds</td>
<td>501,735</td>
<td>673,636</td>
</tr>
<tr>
<td>Commercial Paper</td>
<td>3,691,978</td>
<td>3,613,442</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>4,193,713</td>
<td>4,287,078</td>
</tr>
<tr>
<td>Debt administration</td>
<td>1,118,948</td>
<td>1,075,671</td>
</tr>
<tr>
<td>Oversight functions:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Office of Special Deputy Comptroller</td>
<td>2,040,039</td>
<td>2,215,520</td>
</tr>
<tr>
<td>Financial Control Board</td>
<td>1,544,791</td>
<td>1,238,327</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>3,584,830</td>
<td>3,453,847</td>
</tr>
<tr>
<td>Investment</td>
<td>123,994</td>
<td>141,454</td>
</tr>
<tr>
<td>Financial reporting</td>
<td>606,103</td>
<td>568,851</td>
</tr>
<tr>
<td>General administrative</td>
<td>967,727</td>
<td>871,727</td>
</tr>
<tr>
<td><strong>Total expenditures</strong></td>
<td>10,595,315</td>
<td>10,398,628</td>
</tr>
<tr>
<td>Excess of receipts over expenditures for the period</td>
<td>$ 878,876</td>
<td>$ 3,562,557</td>
</tr>
</tbody>
</table>

See accompanying notes to the financial statements.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
NOTES TO FINANCIAL STATEMENTS

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. Interest income from investments and interest expense on the Corporation's debt are recorded on the accrual basis. Income from investments includes realized gains and losses from sales of investments. With respect to the Debt Service Fund, income from investments also includes provisions for unrealized losses or reversals of prior provisions for unrealized losses on such investments. 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 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 date such amounts are segregated for that purpose by the Trustee under the bond resolutions. The funding requirements of the Corporation reported in the Statement of Financial Position do not include future interest requirements.

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.

Investments in marketable securities held in the Capital Reserve and Guaranty Funds are carried at amortized cost and investments in marketable securities in the Debt Service Fund are carried at the lower of cost or market value, inclusive of accrued interest, in accordance with the bond resolutions pursuant to which they were established. These investments consist of direct obligations of, or obligations guaranteed by, the State or the United States of America, or in certain other permitted investments. City of New York obligations are carried at cost.

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 $10 billion, 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, obligations of the Corporation may not mature later than July 1, 2008 and no new obligation may be issued after December 31, 1984 except to renew or refund outstanding obligations. The Corporation may issue such obligations provided their issuance would not cause certain debt service limitations and debt service coverage ratios to be exceeded. See Exhibits I, II and III, which are an integral part of the Corporation's Financial Statements.

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 such taxes and per capita aid not required by the Corporation are available to the City.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
NOTES TO FINANCIAL STATEMENTS—(Continued)

All 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.

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. In 1977, the State enacted a program of gradually increasing rebates for all stock transfer taxpayers. Rebates equal to 100% of the tax began to October 1, 1981. The legislation provides that taxpayers are to continue to pay the stock transfer tax at the present rate but will be entitled to a 100% rebate should the Corporation not require the funds. To date, the Corporation has not found it necessary to use the revenues derived from the stock transfer to pay its debt service.

The Corporation was advised that net revenues from such sales and stock transfer taxes which were collected by the State during the years ended June 30, 1984 and 1983 amounted to $2,618.8 million and $2,436.8 million, respectively, as shown below:

<table>
<thead>
<tr>
<th></th>
<th>Fiscal Year 1984</th>
<th>Fiscal Year 1983</th>
<th>Increase</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales Tax</td>
<td>$1,652.8</td>
<td>$1,488.9</td>
<td>11.0%</td>
</tr>
<tr>
<td>Stock Transfer Tax</td>
<td>966.0</td>
<td>947.9</td>
<td>1.9</td>
</tr>
<tr>
<td>Total</td>
<td>$2,618.8</td>
<td>$2,436.8</td>
<td>7.5</td>
</tr>
</tbody>
</table>

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, the Corporation has been advised that no such claims have been asserted since the inception of the Corporation. Also, the Corporation was advised that total per capita aid paid into the Municipal Assistance State Aid Fund during the year ended June 30, 1984 amounted to $484 million (1983—$484 million).

To the extent that funds are available from investment income, receipt of principal and interest payments on obligations of the City and other sources, they may be used to reduce the Corporation’s funding requirement.

**Payment Dates—**

Principal payments at maturity or mandatory sinking fund calls are made February 1 and interest is paid semiannually 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 semiannually on July 1 and January 1 for bonds outstanding under the Second General Bond Resolution. The Corporation may from time to time purchase at a price equal to or less than par certain of its securities to satisfy its sinking fund requirements.

**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. Although they remain valid debt instruments with regard to principal and interest payable thereon from the moneys or securities placed in trust, advance 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. In May 1984, the Corporation issued $226.88 million of Second General Resolution Series 50 Bonds. The net proceeds of the sale were included in a payment of $290.4 million made to advance refund $34.8 million of Series 1 Bonds, $74.3 million of Series 2 Bonds, $30.5 million of Series 3 Bonds, $37.9 million of Series 4 Bonds and $100 million of Series 38 Bonds. At June 30, 1984, $936.1 million of the Corporation's bonds which have been advance refunded remain valid debt instruments.

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 100% of the principal (including sinking fund installments) and interest maturing or otherwise due or becoming due on outstanding bonds during the succeeding calendar year.

At June 30, 1984, total Capital Reserve Fund assets were approximately $1,064.4 million. The Capital Reserve Fund balance at that date was $1,060.9 million, net of payable for investment securities purchased of $3.5 million. This net balance comprised $309.1 million relating to First General Resolution Bonds and $751.8 million relating to Second General Resolution Bonds.

NOTE 5—Guaranty Fund:

In connection with the issuance by the City of Federally guaranteed obligations, a Guaranty Fund has been established by the Corporation. The Corporation is required, at the time of each issuance of guaranteed City obligations, to have on deposit in the Guaranty Fund a specified amount. 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 June 30, 1984, no claim has been asserted. Moneys on deposit in the Guaranty Fund are invested in direct obligations of the United States of America.

NOTE 6—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 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 assets of the Operating Fund at June 30, 1984 include $62,000 of securities purchased under an agreement to resell, approximately $4,184,000 of investments in marketable securities, approximately $1,730,000 of prepaid expenses relating to commercial paper and approximately $444,000 for computer and related software which is being depreciated on a straight line basis over a five year period which began January 1, 1982. The Corporation entered into a loan agreement in fiscal 1982 with the United States Trust Company of New York to finance the cost of the computer and related software. The balance of this loan at June 30, 1984 is $200,000, and the loan bears interest at 9 1/4% and is due in two equal annual installments of principal with interest due semiannually. This loan is included in total operating fund liabilities.
NOTE 7—New York City Obligations Held by the Corporation:

Since October 1980, the Corporation has been acquiring bonds of the City, as part of a program to provide for a significant portion of the City's capital financing requirements through fiscal 1985, by using the net proceeds of the Corporation's debt issuances to purchase City bonds with similar maturities. Prior to October 1980, the Corporation had acquired bonds of the City in connection with certain other transactions.

At June 30, 1984, the Corporation held $1,513.6 million principal amount of City bonds. The City obligations held at June 30, 1984 bear interest at rates ranging from 7.5% to 13.6% and will mature on September 15 in each year as shown below:

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount Maturing (In thousands)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1984</td>
<td>$ 114,126</td>
</tr>
<tr>
<td>1985</td>
<td>115,267</td>
</tr>
<tr>
<td>1986</td>
<td>111,407</td>
</tr>
<tr>
<td>1987</td>
<td>101,019</td>
</tr>
<tr>
<td>1988</td>
<td>92,483</td>
</tr>
<tr>
<td>1989-1993</td>
<td>383,608</td>
</tr>
<tr>
<td>1994-1998</td>
<td>369,663</td>
</tr>
<tr>
<td>1999-2003</td>
<td>168,386</td>
</tr>
<tr>
<td>2004-2007</td>
<td>57,635</td>
</tr>
<tr>
<td></td>
<td>$1,513,594</td>
</tr>
</tbody>
</table>

On July 12, 1984, the Corporation purchased $141.2 million of City obligations with interest rates of 6.5% to 10.875% and maturities of 1985 to 2007.

The Corporation, in connection with the issuance of commercial paper notes, has entered into credit agreements under which it has pledged certain City obligations as collateral. The City has agreed that all bonds pledged as collateral may be sold without further consent of the City. All bonds not pledged as collateral may not be sold without the consent of the City. At June 30, 1984, approximately $304 million of bonds were pledged.

The Corporation, in making its certification for funds to the State, is required to exclude from consideration any amounts it expects to receive as payment on City obligations until such amounts are received.

NOTE 8—Commitments:

The Corporation and the City have developed a Debt Issuance Plan (as amended to date, the "Plan") to provide for a significant portion of the City’s long-term financing requirements through fiscal 1988. Under the Plan, proceeds of debt issuances of the Corporation will be used to provide a source of funding for a portion of the City’s capital program by purchasing obligations of the City and to refund certain existing obligations of the Corporation. At June 30, 1984, approximately $596 million was available to purchase City obligations. The Plan provides for additional public sales of the Corporation’s obligations of approximately $475 million through fiscal 1987 for refunding purposes and approximately $361 million through December 31, 1984 for City capital purposes and related capital reserve funding.

The amount of the Corporation’s obligations to be sold publicly under the Plan will depend upon many conditions, including the City’s actual capital requirements, the City’s ability to continue raising funds in the public bond markets and the general conditions in the public bond markets.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
NOTES TO FINANCIAL STATEMENTS—(Continued)

The Corporation has entered into an agreement with the State and the City, as set forth in a Memorandum of Agreement dated March 30, 1984, to make available approximately $1.075 billion of additional revenues to the City of New York. The issuance of the Second General Resolution Series 50 Bonds was one of a series of actions which the Corporation agreed to undertake in accordance with the Memorandum of Agreement.

On April 12, 1984, the Corporation began to issue up to $250 million of its Series 4 commercial paper notes secured by a direct pay letter of credit with Citibank, N.A. and Manufacturers Hanover Trust Company for the purpose of refunding the Series 2 and Series 3 commercial paper notes. Such short-term obligations have a claim on the sales tax, stock transfer tax or per capita aid revenues subordinate to First and Second General Resolution Bonds. If the credit agreements are used to pay the short-term obligations, the Corporation’s obligation to the banks will be repayable over a period of at least five years through the issuance of bonds or otherwise. The Corporation has authorized the issuance of up to $250 million of such short-term obligations, which serves as an alternative to selling bonds publicly in such amount. At June 30, 1984, the Corporation had $243 million of such short-term obligations outstanding at interest rates ranging from 4.875% to 6.2% and maturities ranging from 3 days to 119 days.

On July 30, 1984, the Corporation announced its intention to sell $175 million of its Series 51 Bonds expected to be issued on or about August 16, 1984. The financial statements and the exhibits do not give effect to this transaction.

The Corporation has agreed to reimburse the New York State Office of the Special Deputy Comptroller for the City of New York and the Financial Control Board for the cost of providing certain oversight services of the City’s financial affairs.
NOTE 9—Investments in Marketable Securities:

### Debt Service Fund

<table>
<thead>
<tr>
<th>Principal</th>
<th>Market</th>
<th>Cost</th>
<th>Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>1,423</td>
<td>1,423</td>
<td>1,423</td>
<td>1,127</td>
</tr>
</tbody>
</table>

Obligations Maturing in Less than One Year

<table>
<thead>
<tr>
<th>U.S. Treasury</th>
<th>478,300</th>
<th>470,209</th>
<th>473,613</th>
<th>881,444</th>
</tr>
</thead>
<tbody>
<tr>
<td>U.S. Government Agencies</td>
<td>543,050</td>
<td>537,523</td>
<td>537,294</td>
<td>205,430</td>
</tr>
<tr>
<td>Obligations of the Corporation</td>
<td>-0-</td>
<td>-0-</td>
<td>-0-</td>
<td>17,161</td>
</tr>
</tbody>
</table>

One to Five Years

<table>
<thead>
<tr>
<th>U.S. Treasury</th>
<th>40,000</th>
<th>39,150</th>
<th>39,857</th>
<th>-0-</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>1,062,773</td>
<td>1,048,305</td>
<td>1,052,187</td>
<td>1,105,162</td>
</tr>
</tbody>
</table>

Less:

Amount allocated to Funds Available to Purchase City of New York Obligations

<table>
<thead>
<tr>
<th>(In Thousands)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(595,867)</td>
</tr>
<tr>
<td>(595,867)</td>
</tr>
<tr>
<td>(595,867)</td>
</tr>
<tr>
<td>(748,863)</td>
</tr>
</tbody>
</table>

Unrealized Loss

| -0-    | -0-    | (3,882) | -0-    |

Total

| $466,906 | $452,438 | $452,438 | $356,299 |

### Capital Reserve Fund

<table>
<thead>
<tr>
<th>Principal</th>
<th>Market</th>
<th>Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>998</td>
<td>998</td>
<td>998</td>
</tr>
<tr>
<td></td>
<td></td>
<td>555</td>
</tr>
</tbody>
</table>

Obligations Maturing in Less than One Year

<table>
<thead>
<tr>
<th>U.S. Treasury</th>
<th>192,765</th>
<th>190,471</th>
<th>190,799</th>
<th>265,274</th>
</tr>
</thead>
<tbody>
<tr>
<td>U.S. Government Agencies</td>
<td>86,163</td>
<td>85,583</td>
<td>85,759</td>
<td>29,746</td>
</tr>
</tbody>
</table>

One to Five Years

<table>
<thead>
<tr>
<th>U.S. Treasury</th>
<th>507,341</th>
<th>473,633</th>
<th>499,837</th>
<th>387,204</th>
</tr>
</thead>
<tbody>
<tr>
<td>U.S. Government Agencies</td>
<td>222,343</td>
<td>202,005</td>
<td>222,034</td>
<td>270,706</td>
</tr>
</tbody>
</table>

Five Years or Greater

<table>
<thead>
<tr>
<th>U.S. Treasury</th>
<th>5,000</th>
<th>4,844</th>
<th>4,951</th>
<th>53,587</th>
</tr>
</thead>
<tbody>
<tr>
<td>U.S. Government Agencies</td>
<td>33,242</td>
<td>23,779</td>
<td>33,751</td>
<td>37,679</td>
</tr>
</tbody>
</table>

Total

| $1,047,852 | $981,313 | $1,038,129 | $1,044,751 |

### Guaranty Fund

<table>
<thead>
<tr>
<th>Principal</th>
<th>Market</th>
<th>Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>58,905</td>
<td>57,677</td>
<td>57,715</td>
</tr>
<tr>
<td></td>
<td></td>
<td>61,089</td>
</tr>
</tbody>
</table>

Obligations Maturing in Less than One Year

<table>
<thead>
<tr>
<th>U.S. Treasury</th>
<th>-0-</th>
<th>-0-</th>
<th>-0-</th>
<th>14,890</th>
</tr>
</thead>
</table>

Total

| $58,905 | $57,677 | $57,715 | $75,979 |

F-11
## 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>June 30, 1984</th>
<th>June 30, 1983</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>First General Resolution Bonds</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>February 1:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>I</td>
<td>1985</td>
<td>11%</td>
<td>$545</td>
<td>$1,090</td>
</tr>
<tr>
<td>EE</td>
<td>1991-1995</td>
<td>7.5%</td>
<td>250,000</td>
<td>250,000</td>
</tr>
<tr>
<td>FF</td>
<td>1986</td>
<td>7.5%</td>
<td>53,475</td>
<td>53,475</td>
</tr>
<tr>
<td>GG</td>
<td>1987</td>
<td>8%</td>
<td>70,200</td>
<td>70,200</td>
</tr>
<tr>
<td>HH</td>
<td>1988-1995</td>
<td>7.5%</td>
<td>1,144,738</td>
<td>1,144,738</td>
</tr>
<tr>
<td>II</td>
<td>1987</td>
<td>7.5%</td>
<td>11,170</td>
<td>11,170</td>
</tr>
<tr>
<td><strong>Total First Resolution</strong></td>
<td></td>
<td></td>
<td>$1,832,883</td>
<td>$1,848,428</td>
</tr>
<tr>
<td><strong>Second General Resolution Bonds</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>July 1:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1</td>
<td>1983-1986</td>
<td>8%</td>
<td>-0-</td>
<td>34,840</td>
</tr>
<tr>
<td>2</td>
<td>1983-1986</td>
<td>8%</td>
<td>-0-</td>
<td>74,265</td>
</tr>
<tr>
<td>3</td>
<td>1983-1986</td>
<td>8%</td>
<td>-0-</td>
<td>30,480</td>
</tr>
<tr>
<td>4</td>
<td>1983-1986</td>
<td>8%</td>
<td>14,175</td>
<td>15,630</td>
</tr>
<tr>
<td>5</td>
<td>1983-1991</td>
<td>9.75%</td>
<td>349,565</td>
<td>377,675</td>
</tr>
<tr>
<td>6</td>
<td>1983-1991</td>
<td>7.5%</td>
<td>172,075</td>
<td>176,200</td>
</tr>
<tr>
<td>7</td>
<td>1983-1992</td>
<td>7.5%</td>
<td>705,230</td>
<td>730,230</td>
</tr>
<tr>
<td>8</td>
<td>1983-1992</td>
<td>7.5%</td>
<td>250,000</td>
<td>250,000</td>
</tr>
<tr>
<td>9</td>
<td>1983-1998</td>
<td>8.375%</td>
<td>349,565</td>
<td>377,675</td>
</tr>
<tr>
<td>10</td>
<td>1983-1998</td>
<td>8.375%</td>
<td>139,525</td>
<td>139,525</td>
</tr>
<tr>
<td>11</td>
<td>1983-1998</td>
<td>8.375%</td>
<td>60,375</td>
<td>60,375</td>
</tr>
<tr>
<td>12</td>
<td>1983-1998</td>
<td>8.375%</td>
<td>201,100</td>
<td>201,100</td>
</tr>
<tr>
<td>13</td>
<td>1983-1998</td>
<td>8.1%-8.625%</td>
<td>125,000</td>
<td>125,000</td>
</tr>
<tr>
<td>14</td>
<td>1983-1998</td>
<td>8.1%-8.625%</td>
<td>125,000</td>
<td>125,000</td>
</tr>
<tr>
<td>15</td>
<td>1993-1999</td>
<td>7.4%-7.625%</td>
<td>132,235</td>
<td>132,235</td>
</tr>
<tr>
<td>16</td>
<td>1995-1999</td>
<td>7.875%</td>
<td>90,980</td>
<td>97,275</td>
</tr>
<tr>
<td>17</td>
<td>1995-1999</td>
<td>7.875%</td>
<td>65,220</td>
<td>69,735</td>
</tr>
<tr>
<td>18</td>
<td>2000-2008</td>
<td>9%</td>
<td>90,000</td>
<td>90,000</td>
</tr>
<tr>
<td>19</td>
<td>2000-2008</td>
<td>8.5%</td>
<td>64,270</td>
<td>64,270</td>
</tr>
<tr>
<td>20</td>
<td>1983-1999</td>
<td>8.75%</td>
<td>199,710</td>
<td>209,680</td>
</tr>
<tr>
<td>21</td>
<td>1983-1999</td>
<td>8.75%</td>
<td>143,175</td>
<td>150,320</td>
</tr>
<tr>
<td>22</td>
<td>1983-1999</td>
<td>9.1%</td>
<td>125,000</td>
<td>125,000</td>
</tr>
<tr>
<td>23</td>
<td>2000-2008</td>
<td>8.0%-9.75%</td>
<td>81,400</td>
<td>88,100</td>
</tr>
<tr>
<td>24</td>
<td>1985-2000</td>
<td>10.75%</td>
<td>155,725</td>
<td>167,755</td>
</tr>
<tr>
<td>25</td>
<td>1985-2000</td>
<td>10.75%</td>
<td>111,685</td>
<td>120,310</td>
</tr>
<tr>
<td>26</td>
<td>1996-2008</td>
<td>10.625%</td>
<td>100,000</td>
<td>100,000</td>
</tr>
<tr>
<td>27</td>
<td>1985-2007</td>
<td>10.625%</td>
<td>30,695</td>
<td>31,590</td>
</tr>
<tr>
<td>28</td>
<td>1985-2000</td>
<td>11.375%</td>
<td>125,570</td>
<td>131,885</td>
</tr>
<tr>
<td>29</td>
<td>1985-2000</td>
<td>11.375%</td>
<td>90,050</td>
<td>94,585</td>
</tr>
<tr>
<td>30</td>
<td>1985-2008</td>
<td>11.25%-13.5%</td>
<td>92,000</td>
<td>100,000</td>
</tr>
<tr>
<td>31</td>
<td>1985-2000</td>
<td>13.375%</td>
<td>208,785</td>
<td>208,550</td>
</tr>
<tr>
<td>33</td>
<td>1985-1989</td>
<td>10%-11.25%</td>
<td>40,495</td>
<td>40,495</td>
</tr>
<tr>
<td>34</td>
<td>1990-2008</td>
<td>12.75%</td>
<td>59,505</td>
<td>59,505</td>
</tr>
<tr>
<td>35</td>
<td>1985-2007</td>
<td>12.75%</td>
<td>57,600</td>
<td>57,600</td>
</tr>
<tr>
<td>36</td>
<td>1985-2008</td>
<td>9.75%-14.125%</td>
<td>-4-</td>
<td>-4-</td>
</tr>
<tr>
<td>37</td>
<td>1985-2008</td>
<td>10%-13%</td>
<td>99,625</td>
<td>100,000</td>
</tr>
<tr>
<td>38</td>
<td>1995-2003</td>
<td>9.25%-9.875%</td>
<td>175,000</td>
<td>175,000</td>
</tr>
<tr>
<td>39</td>
<td>2004-2008</td>
<td>9.7%</td>
<td>19,910</td>
<td>21,430</td>
</tr>
<tr>
<td>40</td>
<td>1985-2007</td>
<td>9.7%</td>
<td>100,000</td>
<td>100,000</td>
</tr>
<tr>
<td>41</td>
<td>1993-2008</td>
<td>10%-10.875%</td>
<td>210,000</td>
<td>210,000</td>
</tr>
<tr>
<td>42</td>
<td>1985-1998</td>
<td>5.75%-6.5%</td>
<td>115,795</td>
<td>118,345</td>
</tr>
<tr>
<td>43</td>
<td>1985-1998</td>
<td>6.75%-9.875%</td>
<td>100,000</td>
<td>100,000</td>
</tr>
<tr>
<td>44</td>
<td>1987-2008</td>
<td>6.75%-9.7%</td>
<td>206,260</td>
<td>-0-</td>
</tr>
<tr>
<td>45</td>
<td>1993-2008</td>
<td>8.4%-10%</td>
<td>226,880</td>
<td>-0-</td>
</tr>
<tr>
<td><strong>Total Second Resolution</strong></td>
<td></td>
<td></td>
<td>5,675,535</td>
<td>5,599,090</td>
</tr>
<tr>
<td><strong>Total Bonds Outstanding</strong></td>
<td></td>
<td></td>
<td>$7,508,418</td>
<td>$7,407,518</td>
</tr>
</tbody>
</table>

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EXHIBIT II

MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

SUMMARY OF ANNUAL DEBT SERVICE FUNDING REQUIREMENTS

June 30, 1984

(In Thousands)

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<thead>
<tr>
<th>FY ending 6/30</th>
<th>First General Bond Resolution</th>
<th>Second General Bond Resolution</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Principal &amp; Interest Requirements</td>
<td>Capital Reserve Fund Additions/ (Releases)</td>
</tr>
<tr>
<td>1985</td>
<td>$180,225 ($104,968)</td>
<td>$75,257</td>
</tr>
<tr>
<td>1986</td>
<td>209,667</td>
<td>5,307</td>
</tr>
<tr>
<td>1987</td>
<td>218,767</td>
<td>11,653</td>
</tr>
<tr>
<td>1988</td>
<td>258,605</td>
<td>64,688</td>
</tr>
<tr>
<td>1989</td>
<td>290,793</td>
<td>(3,500)</td>
</tr>
<tr>
<td>1990</td>
<td>294,793</td>
<td>10,187</td>
</tr>
<tr>
<td>1991</td>
<td>282,480</td>
<td>(35,000)</td>
</tr>
<tr>
<td>1992</td>
<td>259,980</td>
<td>(9,437)</td>
</tr>
<tr>
<td>1993</td>
<td>295,543</td>
<td>76,812</td>
</tr>
<tr>
<td>1994</td>
<td>339,724</td>
<td>6,873</td>
</tr>
<tr>
<td>1995</td>
<td>171,859</td>
<td>(331,728)</td>
</tr>
<tr>
<td>1996</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1997</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1998</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1999</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2001</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2002</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2003</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2004</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2005</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2006</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2007</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2008</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td>$2,802,436 ($309,113)</td>
<td>$2,493,323</td>
</tr>
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</table>

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## MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
### SUMMARY OF ANNUAL DEBT SERVICE PAYMENT REQUIREMENTS

**June 30, 1984**

<table>
<thead>
<tr>
<th>FY ending 6/30</th>
<th>First General Bond Resolution</th>
<th>Second General Bond Resolution</th>
<th>Total Debt Service on Bonds Outstanding</th>
<th>Estimated Coverage Ratios*</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>In Thousands</td>
<td></td>
<td></td>
<td>First Resolution Bonds</td>
</tr>
<tr>
<td>1985</td>
<td>$153,795</td>
<td>$692,085†</td>
<td>$845,880†</td>
<td>15.92</td>
</tr>
<tr>
<td>1986</td>
<td>206,656</td>
<td>737,217</td>
<td>943,873</td>
<td>12.05</td>
</tr>
<tr>
<td>1987</td>
<td>212,679</td>
<td>738,648</td>
<td>951,327</td>
<td>11.73</td>
</tr>
<tr>
<td>1988</td>
<td>224,855</td>
<td>793,366</td>
<td>1,018,221</td>
<td>11.12</td>
</tr>
<tr>
<td>1989</td>
<td>292,355</td>
<td>771,373</td>
<td>1,063,728</td>
<td>8.64</td>
</tr>
<tr>
<td>1990</td>
<td>289,230</td>
<td>752,619</td>
<td>1,041,849</td>
<td>8.73</td>
</tr>
<tr>
<td>1991</td>
<td>300,355</td>
<td>724,231</td>
<td>1,024,586</td>
<td>8.42</td>
</tr>
<tr>
<td>1992</td>
<td>264,605</td>
<td>706,181</td>
<td>970,786</td>
<td>9.52</td>
</tr>
<tr>
<td>1993</td>
<td>255,355</td>
<td>704,121</td>
<td>959,476</td>
<td>9.85</td>
</tr>
<tr>
<td>1994</td>
<td>335,730</td>
<td>522,047</td>
<td>857,777</td>
<td>7.56</td>
</tr>
<tr>
<td>1995</td>
<td>343,718</td>
<td>526,617</td>
<td>870,335</td>
<td>7.39</td>
</tr>
<tr>
<td>1996</td>
<td></td>
<td>531,355</td>
<td>531,355</td>
<td>5.67</td>
</tr>
<tr>
<td>1997</td>
<td></td>
<td>470,208</td>
<td>470,208</td>
<td>6.41</td>
</tr>
<tr>
<td>1998</td>
<td></td>
<td>375,382</td>
<td>375,382</td>
<td>8.03</td>
</tr>
<tr>
<td>1999</td>
<td></td>
<td>366,034</td>
<td>366,034</td>
<td>8.24</td>
</tr>
<tr>
<td>2000</td>
<td></td>
<td>378,707</td>
<td>378,707</td>
<td>7.96</td>
</tr>
<tr>
<td>2001</td>
<td></td>
<td>332,339</td>
<td>332,339</td>
<td>9.07</td>
</tr>
<tr>
<td>2002</td>
<td></td>
<td>304,018</td>
<td>304,018</td>
<td>9.92</td>
</tr>
<tr>
<td>2003</td>
<td></td>
<td>284,980</td>
<td>284,980</td>
<td>10.58</td>
</tr>
<tr>
<td>2004</td>
<td></td>
<td>275,982</td>
<td>275,982</td>
<td>10.92</td>
</tr>
<tr>
<td>2005</td>
<td></td>
<td>254,477</td>
<td>254,477</td>
<td>11.85</td>
</tr>
<tr>
<td>2006</td>
<td></td>
<td>244,581</td>
<td>244,581</td>
<td>12.32</td>
</tr>
<tr>
<td>2007</td>
<td></td>
<td>236,603</td>
<td>236,603</td>
<td>12.74</td>
</tr>
<tr>
<td>2008</td>
<td></td>
<td>228,435</td>
<td>228,435</td>
<td>13.20</td>
</tr>
<tr>
<td>2009</td>
<td></td>
<td>217,314</td>
<td>217,314</td>
<td>13.87</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$2,879,333</strong></td>
<td><strong>$12,168,920</strong></td>
<td><strong>$15,048,253</strong></td>
<td></td>
</tr>
</tbody>
</table>

* Estimated Coverage Ratios on First Resolution Bonds are based upon New York State Sales and Stock Transfer Tax Revenues, divided by Debt Service on First Resolution Bonds and Operating Expenses of $10.6 million. Estimated Coverage Ratios on Second Resolution Bonds are based upon all revenues, reduced by Debt Service on First Resolution Bonds and Operating Expenses, divided by Debt Service on Second Resolution Bonds. All revenues include $2,618.8 million combined New York State Sales and Stock Transfer Tax and $406.3 million in Per Capita Aid.

† Includes $426.2 million which was paid on July 1, 1984 as debt service payment on Second General Resolution Bonds.
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 $185,000,000 aggregate principal amount of Series 52 Bonds (the "Series 52 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 52 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 52 Resolution, adopted September 26, 1984 (the "Series Resolution"). The Second General Bond Resolution and the Series Resolution are herein collectively called the "Resolutions".

The Series 52 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 and certain agreements of the Corporation or as may be limited by law. The Corporation has covenanted with the holders of certain bonds of the Corporation and with certain others to limit the issuance of additional bonds. The Series 52 Bonds are being issued for purposes set forth in the Resolutions.

The Corporation is authorized to issue Bonds, in addition to the Series 52 Bonds, only upon the terms and conditions set forth in the Second General Bond Resolution and such Bonds, when issued, shall with the Series 52 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 52 Bonds are dated September 1, 1984 except as otherwise provided in the Resolutions with respect to Series 52 Bonds delivered on or after the first interest payment date, will mature on July 1 in each of the years and will bear interest payable semiannually on January 1 and July 1 of each year, commencing January 1, 1985 at the respective rates per annum shown below:

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount Maturing</th>
<th>Interest Rate</th>
<th>Year</th>
<th>Amount Maturing</th>
<th>Interest Rate</th>
</tr>
</thead>
</table>

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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 52 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 52 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 herebefore 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 Code 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. Interest on the Series 52 Bonds is exempt from (i) Federal income taxes under the existing statutes, and (ii) personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York), and the Series 52 Bonds are exempt from all taxation directly imposed thereon by or under authority of said State, except for estate or gift taxes and taxes on transfers.

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 52 Bonds.

12. The adoption and performance of, and compliance with, all of the terms and conditions of the Resolutions and the Series 52 Bonds, and the execution and delivery of the Series 52 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 52 Bond numbered 52R-1 and, in our opinion, the form of said Bond and its execution are regular and proper.

Very truly yours.
CERTIFICATE OF THE COMMISSIONER
OF TAXATION AND FINANCE

I, Roderick G. W. Chu, 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 52 Bonds dated September 26, 1984, 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 day of October, 1984.

Roderick G. W. Chu
After discussion, upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the Series 52 Resolution, 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 is adopted.
MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

SECOND GENERAL BOND RESOLUTION

Adopted November 25, 1975
As Amended Through September 1, 1983
# Municipal Assistance Corporation

*For the City of New York*

## Second General Bond Resolution

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</thead>
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<td>Section 102</td>
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</tr>
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</table>

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</tr>
</thead>
<tbody>
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</tr>
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</tr>
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</tr>
<tr>
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<td>Preparation of Definitive Bonds; Temporary Bonds</td>
</tr>
</tbody>
</table>

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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, 1975 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-e 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," "hereto," "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.

The Corporation covenants that it will issue no obligations pursuant 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 pursuant 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.

**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 In-
stallments, 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 para-
graph (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 compli-
ance with the requirements of subsection 1 and this subsection 2 of this Section 208.

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 exchange may be dated as of the date to
which interest has been paid in full on the Bonds surrendered. Regis-
tered 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 Resolu-
tion 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 en-
dorsed 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 ex-
cuted in the name of the Corporation by the manual or facsimile signa-
ture 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 signa-
ture of such officer or employee of the Corporation as shall be author-
ized 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 authenti-
cated 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 thereunto 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 unma-
tured 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 bearer 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 discretion, 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 denomination 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 pursuant 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 redeemed, and, in the case of registered Bonds to be redeemed in part only, such notice shall also specify the respective portions of the principal 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, monies 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 monies 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 payable 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 408 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 Installment 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 applicable 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 certification, 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 requirements of the Corporation for each 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 deposited 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 Corpo-
ration, 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
(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 103 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 application 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 hereof, 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 indem-
nify 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 Corpora-
tion. 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 pur-
suant 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 subject 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 adoption 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 amend-
ment. 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 amend-
ment 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 there-
to 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 Res-
olution shall not be effective unless and until (a) there shall have been
filed with the Trustee (i) the written consents of Holders of the percent-
ages 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 Resolu-
tion, 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 Hold-
ers of the Bonds described in such certificate or certificates of the Trust-
ee. 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 hereinafore 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 jurisdi-
tion 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.

1108. 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 matur-
ing 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 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 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.
(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 verified, 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 the 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 Unit-
ed 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.
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 stipulations, promise or promises, agreement or agreements, obligation or obligations shall be deemed and construed to be severable from the remain-
ing covenants, stipulations, promises, agreements and obligations here-
in contained and shall in no way affect the validity of the other provi-
sions 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 refer-
ence 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 52 Resolution

Authorizing
$185,000,000
SERIES 52 BONDS

Adopted September 26, 1984
MUNICIPAL ASSISTANCE CORPORATION  
FOR THE CITY OF NEW YORK  
SERIES 52 RESOLUTION AUTHORIZING  
$185,000,000  
SERIES 52 BONDS  

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<th>Title</th>
<th>Page</th>
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SERIES 52 RESOLUTION AUTHORIZING
$185,000,000
SERIES 52 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 52 Resolution. This Series 52 Resolution Authorizing $185,000,000 Series 52 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 52 Resolution Authorizing $185,000,000 Series 52 Bonds as such terms are given in said Section 101 of the Resolution.

(b) In addition, as used in this Series 52 Resolution Authorizing $185,000,000 Series 52 Bonds, unless the context shall otherwise require, the following terms shall have the following respective meanings:

"Bond Purchase Agreement" shall mean the Bond Purchase Agreement dated September 26, 1984, by and among the Corporation and the Purchasers, in substantially the form presented at this meeting.

"Purchasers" shall mean the underwriters set forth in Schedule I to the Bond Purchase Agreement as represented by Salomon Brothers Inc, Goldman, Sachs & Co., Merrill Lynch Capital Markets, Citicorp Capital Markets Group (Citibank, N.A.),

"Series 52 Bonds" shall mean the Bonds authorized by Article II of this Series 52 Resolution.

"Series 52 Resolution" shall mean this Series 52 Resolution Authorizing $185,000,000 Series 52 Bonds.

(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 52 Resolution, refer to the Series 52 Resolution.

SECTION 103. Authority for the Series 52 Resolution. This Series 52 Resolution is adopted pursuant to the provisions of the Act and the Resolution.
ARTICLE II

AUTHORIZATION, TERMS AND ISSUANCE OF
SERIES 52 BONDS

SECTION 201. Authorization of Series 52 Bonds, Principal Amount, Designation and Series. The Series 52 Bonds are hereby authorized to be issued in the aggregate principal amount of $185,000,000 pursuant to and subject to the terms, conditions and limitations established in the Resolution and this Series 52 Resolution. The Series 52 Bonds maturing on July 1 in each of the years 1988 to 1997, inclusive, shall be deemed to be Serial Bonds and the Series 52 Bonds maturing on July 1, 1999 and July 1, 2008 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 52" and each as so designated shall be entitled "Series 52 Bond" and may be issued only in fully registered form; provided, however, that if, after the initial issuance of the Series 52 Bonds, the Corporation may issue bonds in coupon form, the interest on which is exempt from Federal income taxation, the Series 52 Bonds may be exchanged or transferred for Series 52 Bonds in coupon form and/or Series 52 Bonds in registered form, in accordance with the provisions of the Resolution.

SECTION 202. Purposes. The purposes for which the Series 52 Bonds are being issued are to pay the proceeds to the City upon certification by the Mayor of the City to the Corporation that the amount is required by the City to pay for items permitted by law to be included in the City's capital budget during the fiscal year in which the amount is to be paid to the City and to make deposits into the Capital Reserve Fund, it being hereby determined that such deposits, in addition to the amounts currently on deposit in such Fund, constitute a reasonably required reserve fund.

SECTION 203. Date of Series 52 Bonds. The Series 52 Bonds shall be dated September 1, 1984, except as otherwise provided in Section 301 of the Resolution with respect to certain registered Series 52 Bonds issued on or after the first interest payment date. Registered Series 52 Bonds issued prior to the first interest payment date thereof shall be dated September 1, 1984.

SECTION 204. Maturities and Interest Rates. The Series 52 Bonds shall bear interest at the rates per annum set forth below and shall mature on July 1 in each of the years and in the principal amounts set forth below:
<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
<th>Interest Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>1988</td>
<td>$10,000,000</td>
<td>7.50%</td>
</tr>
<tr>
<td>1989</td>
<td>8,000,000</td>
<td>7.90</td>
</tr>
<tr>
<td>1990</td>
<td>12,000,000</td>
<td>8.30</td>
</tr>
<tr>
<td>1991</td>
<td>12,000,000</td>
<td>8.60</td>
</tr>
<tr>
<td>1992</td>
<td>6,000,000</td>
<td>8.80</td>
</tr>
<tr>
<td>1993</td>
<td>10,000,000</td>
<td>9.00</td>
</tr>
<tr>
<td>1994</td>
<td>10,000,000</td>
<td>9.20</td>
</tr>
<tr>
<td>1995</td>
<td>6,000,000</td>
<td>9.40</td>
</tr>
<tr>
<td>1996</td>
<td>6,000,000</td>
<td>9.60</td>
</tr>
<tr>
<td>1997</td>
<td>6,000,000</td>
<td>9.80</td>
</tr>
<tr>
<td>1999</td>
<td>21,000,000</td>
<td>10.00</td>
</tr>
<tr>
<td>2008</td>
<td>78,000,000</td>
<td>10.25</td>
</tr>
</tbody>
</table>

SECTION 205. Interest Payments. The Series 52 Bonds shall bear interest from their date, payable semiannually on each January 1 and on each July 1, commencing January 1, 1985, 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 52 Bonds is discharged. Interest on the Series 52 Bonds in registered form shall be paid by check or draft mailed to the registered owners thereof at their addresses as the same appear on the books of the Corporation kept by the Trustee on the tenth (10th) day next preceding an interest payment date.

SECTION 206. Denominations, Numbers and Letters. The Series 52 Bonds shall be issued in the denomination of $5,000 or an integral multiple of $5,000 only in fully registered form without coupons; provided, however, that if, after the initial issuance of the Series 52 Bonds, the Corporation may issue Bonds in coupon form, the interest on which is exempt from Federal income taxation, the Series 52 Bonds may be exchanged or transferred for Series 52 Bonds in coupon form and/or Series 52 Bonds in registered form, in accordance with the provisions of the Resolution. The Series 52 Bonds in registered form shall be designated 52R-. Each such number and letter designated above shall be followed by the last two digits of the year of maturity of the Series 52 Bonds and the number of the Series 52 Bond.

SECTION 207. CUSIP Numbers. The Corporation is hereby authorized, in its discretion or if so requested by the Purchasers, to provide for the assignment of CUSIP numbers for the Series 52 Bonds and to have such CUSIP numbers printed thereon, and the Corporation may direct the Trustee to use such CUSIP numbers on 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 52 Bonds or as contained in any notice of redemption.
SECTION 208. Place of Payment. The principal and redemption price of and interest on all registered Series 52 Bonds shall be payable at the corporate trust office of the Trustee. In the event that after the initial issuance of the Series 52 Bonds, the Corporation may issue Bonds in coupon form, the interest on which is exempt from Federal income taxation, any Authorized Officer is hereby authorized to appoint one or more Paying Agents for the Series 52 Bonds.

SECTION 209. Optional Redemption of Series 52 Bonds and Terms. The Series 52 Bonds maturing after July 1, 1995 shall be subject to redemption at the election of the Corporation, at any time on and after July 1, 1995, as a whole on any date or dates, or in part, by lot, on any interest payment date 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, 1995 to December 31, 1996</td>
<td>102%</td>
</tr>
<tr>
<td>January 1, 1997 to June 30, 1998</td>
<td>101 1/2</td>
</tr>
<tr>
<td>July 1, 1998 to December 31, 1999</td>
<td>101</td>
</tr>
<tr>
<td>January 1, 2000 to June 30, 2001</td>
<td>100 1/2</td>
</tr>
<tr>
<td>July 1, 2001 and thereafter</td>
<td>100</td>
</tr>
</tbody>
</table>

SECTION 210. Sinking Fund Installments. The Series 52 Bonds maturing on July 1, 1999 and July 1, 2008 shall be subject to redemption, in part, by operation of the Bond Service Fund through application of Sinking Fund Installments, beginning on July 1, 1998 and July 1, 2000, respectively as herein provided, upon 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 52 Bond or portion thereof to be redeemed, plus accrued interest, if any, to the date of redemption. Unless none of the Series 52 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 52 Bonds, on July 1 in each of the years set forth in the following table, the amount set forth opposite such year in such 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 52 Bonds:
Series 52 Bonds due July 1, 1999

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1998</td>
<td>$10,500,000</td>
</tr>
<tr>
<td>1999</td>
<td>10,500,000*</td>
</tr>
</tbody>
</table>

Series 52 Bonds due July 1, 2008

<table>
<thead>
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<th>Year</th>
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<tbody>
<tr>
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<tr>
<td>2001</td>
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</tr>
<tr>
<td>2002</td>
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<td>2006</td>
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<tr>
<td>2007</td>
<td>9,000,000</td>
</tr>
<tr>
<td>2008</td>
<td>8,995,000*</td>
</tr>
</tbody>
</table>

*Payment at maturity.

SECTION 211. Selection by Lot. If less than all of the Series 52 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. Sale of the Series 52 Bonds. The Series 52 Bonds authorized to be issued herein shall be sold to the Purchasers at the purchase price set forth in the Bond Purchase Agreement, and any Authorized Officer is hereby authorized to execute the Bond Purchase Agreement in the name and on behalf of the Corporation and to deliver the same to the Purchasers.

Any Authorized Officer is hereby authorized to permit the distribution of the 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 Purchasers. The Corporation hereby ratifies the use in conjunction with the sale of the Series 52 Bonds by the Purchasers of the Preliminary Official Statement dated September 20, 1984.

The Series 52 Bonds shall be delivered to the Purchasers at such time and place as shall be determined by the Corporation, subject to the conditions of the Bond Purchase Agreement and the Resolution.

SECTION 213. Notice of Redemption. In redeeming any of the Series 52 Bonds, it shall not be necessary, unless any Series
52 Bonds have been issued in coupon form, to publish notice of such redemption in any Authorized Newspaper as provided in Section 405 of the Resolution but mailing of such notice as provided in the last sentence of said Section 405 shall be sufficient notice of any redemption.
ARTICLE III

FORM AND EXECUTION OF SERIES 52 BONDS

SECTION 301. Form of Series 52 Bonds. Subject to the provisions of the Resolution, the Series 52 Bonds in registered form, together with the form of assignment therefor, and the Trustee’s Certificate of Authentication, shall be in substantially the following forms and tenors:
(FORM OF REGISTERED BOND)
(FACE OF BOND)

No. 52R-  $.  .........................

MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

Series 52 Bond

___% Due July 1, __ ___% Due July 1,

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 ____, unless redeemed prior thereto as hereinafter provided, and to pay the registered owner hereof interest thereon per annum at the rate specified above, payable semiannually on January 1 and on July 1, in each year, commencing January 1, 1985, 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. Interest on this Bond is payable by check or draft mailed to the registered owner hereof at his address as the same appears on the books of the Corporation kept by the Trustee on the tenth (10th) day next preceding an interest payment date.

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 52 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 52 Bonds be payable out of any funds other than those of the Corporation.

This Series 52 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 52 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 52 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 52 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 52 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

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Series 52 Bonds described in the within-mentioned Resolutions.

UNITED STATES TRUST COMPANY OF NEW YORK, Trustee

By__________________________
Authorized Signature

-11-
MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

SERIES 52 BOND

__% Due July 1, ___

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 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 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 and agreements 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 52 Bonds" (herein called the "Series 52 Bonds"), issued in the aggregate principal amount of $185,000,000 pursuant to the Second General Bond Resolution and the series resolution of the Corporation, adopted September 26, 1984, entitled "Series 52
Resolution Authorizing $185,000,000 Series 52 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 52 Bonds, the nature, extent and manner of enforcement of such pledges, the rights and remedies of the bearers or registered owners of the Series 52 Bonds with respect thereto and the terms and conditions upon which the Series 52 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 52 Bonds, and the Corporation hereby includes in this Series 52 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 52 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 52 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 52 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 52 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 with respect to a holder of a Series 52 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 52 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 52 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 52 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 52 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 52 Bond or Bonds, of the same aggregate principal amount, maturity and interest rate as the surrendered Series 52 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 52 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) hereon and interest due hereon and for all other purposes whatsoever.

The Series 52 Bonds are issuable only 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 52 Bonds maturing in the year of maturity of the Series 52 Bond for which the denomination of the Series 52 Bond is to be specified. In the manner, subject to the conditions and upon payment of the charges, if any, provided in the Resolutions, registered Series 52 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 52 Bonds in registered form without coupons, of any of the authorized denominations, of the same maturity and bearing the same rate of interest. In the event that, after the initial issuance of the Series 52 Bonds, the Corporation may issue Bonds in coupon form, the interest on which is exempt from Federal income taxes, the Series 52 Bonds may be transferred or exchanged for Series 52 Bonds in coupon form and/or Series 52 Bonds in registered form, in accordance with the provisions of the Resolutions.

The Series 52 Bonds maturing on or prior to July 1, 1995 are not subject to redemption prior to maturity.

The Series 52 Bonds maturing after July 1, 1995 are subject to redemption at the election of the Corporation at any time on and after July 1, 1995, as a whole on any date or in
In the event that any or all of the Series 52 Bonds are to be redeemed, notice of such redemption shall be mailed, postage prepaid, not less than 30 days before the redemption date to the registered owners of any Series 52 Bonds or portions of the Series 52 Bonds to be redeemed. Such mailing shall be a condition precedent to such redemption. Notice of redemption having been given, as aforesaid, the Series 52 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 52 Bonds, or portions thereof so called for redemption, shall cease to accrue and become payable.

* * * * *

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
(Cust) (Minor)
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 52 Bond, and all rights thereunder, and hereby irrevocably constitutes and appoints __________ Attorney to transfer the within Series 52 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 on the face of the within Series 52 Bond in every particular, without alteration or enlargement or any change whatever.
SECTION 302. No Recourse on Series 52 Bonds. No recourse shall be had for the payment of the principal or Redemption Price of or interest on the Series 52 Bonds or for any claim based thereon or on the Series 52 Resolution against any member or officer of the Corporation or any person executing the Series 52 Bonds and neither the Directors of the Corporation nor any other person executing the Series 52 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 52 Bonds. Pursuant to the provisions of Section 303 of the Resolution, the Chairman of the Corporation is hereby authorized and directed to execute by his manual or facsimile signature the Series 52 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 52 Bonds.

The Trustee is hereby authorized to authenticate by manual or facsimile signature the Series 52 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 52 Bonds are as defined in the First General Bond Resolution. The Corporation hereby covenants with the Holders of the Series 52 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 hereby covenants further with the Holders of the Series 52 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 the State of New York (hereinafter called the "Control Act"), the Corporation hereby includes in this Series 52 Resolution the pledge and agreement of the State with the holders of the Series 52 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 52 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 52 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 52 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 52 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 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 52 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 52 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 52 Bonds is in full force and effect.

SECTION 403. Authorized Officers. The Chairman, Vice Chairman, Chairman of the Finance Committee, Executive Director, Deputy 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, the Bond Purchase Agreement or this Series 52 Resolution in connection with the issuance of the Series 52 Bonds.

SECTION 404. When Effective. The Series 52 Resolution shall become effective immediately upon the filing with the Trustee of a copy hereof certified by an Authorized Officer.
25 September 1984

Honorable Edward V. Regan
Comptroller
STATE OF NEW YORK
Department of Audit and Control
Alfred E. Smith Office Building
Albany, New York 12224

Re: Series 52 Bonds

Dear Mr. Regan:

This letter is to request your approval of the sale by the Municipal Assistance Corporation For The City of New York of $185,000,000 of its Series 52 Bonds to be issued pursuant to its Second General Bond Resolution. The Corporation's Preliminary Official Statement, dated September 20, 1984, relating to such sale has been provided for your information. The Series 52 Bonds will be sold to a syndicate of underwriters at a net price of 97.7528% of par and will be reoffered by the underwriters at the prices set forth in Exhibit A hereto.

The net proceeds of sale of the Series 52 Bonds is $180,842,650 Of the net proceeds, $165,000,000 will be made available to the City of New York to finance items includable in its capital budget through the purchase of a similar principal amount of bonds of the City upon certification by the Mayor of the City that such proceeds will be so expended. The balance of $15,842,650 of the net proceeds will be used to fund the Corporation's Capital Reserve Fund for Second Resolution obligations.

The Series 52 Bonds are comprised of serial bonds aggregating $86,000,000 and maturing July 1 of each of the years from 1988 through 1997 and term bonds aggregating $21,000,000 maturing July 1, 1999 and $78,000,000 maturing July 1, 2008. The Series 52 Bonds maturing on July 1, 1999 and July 1, 2008 are also subject to redemption from mandatory sinking fund installments. The rates of interest on the Series 52 Bonds and the optional redemption and sinking fund provisions are set forth in Exhibit A, attached hereto.
25 September 1984
Honorable Edward V. Regan
Page 2

We request your approval of the sale of the Series 52 Bonds and of the terms thereof pursuant to Section 3012(1)(e) of the Municipal Assistance Corporation Act, as amended. We further request your approval, pursuant to Section 3013(4) of the Municipal Assistance Corporation Act, as amended, of the system of accounts of the Corporation to the extent the same are prescribed in the Second General Bond Resolution of the Corporation, adopted November 25, 1975, and the Series 52 Resolution of the Corporation, to be adopted September 26, 1984.

Your approval is respectfully requested.

Sincerely,

T. Dennis Sullivan II
Executive Director

The sale of the above described Series 52 Bonds of the Municipal Assistance Corporation For The City of New York upon the terms above described and system of accounts of the Corporation, to the extent the same are prescribed in the Second General Bond Resolution and the Series 52 Resolution of the Corporation, are hereby approved.

Comptroller of the State of New York

Dated: September 26, 1984
Optional Redemption

The Series 52 serial bonds and term bonds maturing after July 1, 1995 are subject to redemption at the option of the Corporation on or after July 1, 1995, 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>
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<tr>
<td>July 1, 1995 to December 31, 1996</td>
<td>102</td>
</tr>
<tr>
<td>January 1, 1997 to June 30, 1998</td>
<td>101-1/2</td>
</tr>
<tr>
<td>July 1, 1998 to December 31, 1999</td>
<td>101</td>
</tr>
<tr>
<td>January 1, 2000 to June 30, 2001</td>
<td>100-1/2</td>
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<tr>
<td>July 1, 2001 and thereafter</td>
<td>100</td>
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</table>

Series 52 Serial Bonds

An aggregate of $86,000,000 of the Series 52 Bonds will be sold at par and will mature serially as follows:

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
<th>Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>1988</td>
<td>$10,000,000</td>
<td>7-1/2%</td>
</tr>
<tr>
<td>1989</td>
<td>8,000,000</td>
<td>7.90</td>
</tr>
<tr>
<td>1990</td>
<td>12,000,000</td>
<td>8.30</td>
</tr>
<tr>
<td>1991</td>
<td>12,000,000</td>
<td>8.60</td>
</tr>
<tr>
<td>1992</td>
<td>6,000,000</td>
<td>8.80</td>
</tr>
<tr>
<td>1993</td>
<td>10,000,000</td>
<td>9</td>
</tr>
<tr>
<td>1994</td>
<td>10,000,000</td>
<td>9.20</td>
</tr>
<tr>
<td>1995</td>
<td>6,000,000</td>
<td>9.40</td>
</tr>
<tr>
<td>1996</td>
<td>6,000,000</td>
<td>9.60</td>
</tr>
<tr>
<td>1997</td>
<td>6,000,000</td>
<td>9.80</td>
</tr>
</tbody>
</table>
25 September 1984
Hon. Edward V. Regan
Exhibit A
Page 2 of 2

Series 52 Term Bonds

An aggregate of $21,000,000 of the Series 52 Bonds will mature July 1, 1999, will bear interest at 10%, and will be sold at par. An aggregate of $78,000,000 of the Series 52 Bonds will mature July 1, 2008, will bear interest at 10-1/4%, and will be sold at 99-1/4%.

The Series 52 Term Bonds due July 1, 1999 and July 1, 2008 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 52 Bonds specified for each of the years shown below:

Series 52 Bonds due July 1, 1999

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1998</td>
<td>$10,500,000</td>
</tr>
<tr>
<td>1999</td>
<td>10,500,000*</td>
</tr>
</tbody>
</table>

Series 52 Bonds due July 1, 2008

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2000</td>
<td>$6,015,000</td>
</tr>
<tr>
<td>2001</td>
<td>9,000,000</td>
</tr>
<tr>
<td>2002</td>
<td>8,995,000</td>
</tr>
<tr>
<td>2003</td>
<td>9,000,000</td>
</tr>
<tr>
<td>2004</td>
<td>9,000,000</td>
</tr>
<tr>
<td>2005</td>
<td>8,995,000</td>
</tr>
<tr>
<td>2006</td>
<td>9,000,000</td>
</tr>
<tr>
<td>2007</td>
<td>9,000,000</td>
</tr>
<tr>
<td>2008</td>
<td>8,995,000*</td>
</tr>
</tbody>
</table>

* Payment at Maturity
ORDER AS TO AUTHENTICATION
AND DELIVERY OF SERIES 52 BONDS

11 October 1984

United States Trust Company
of New York
45 Wall Street
New York, New York 10005

Ladies and Gentlemen:

We have heretofore delivered to you, as 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"), $183,000,000 principal amount of Series 52 Bonds dated September 1, 1984, in definitive form (the "Bonds"), authorized, printed, executed and issued pursuant to the Second General Resolution and the Series 52 Resolution of the Corporation adopted September 26, 1984, and to be sold pursuant to the Bond Purchase Agreement dated September 26, 1984 (the "Bond Purchase Agreement") and the Official Statement of the Corporation dated September 26, 1984. We have also delivered to you, as Trustee, on September 26, 1984, the $925,000 deposit for the purchase price of the Bonds.

You are hereby requested, authorized and ordered as Trustee to authenticate the Bonds and when so authenticated to deliver them, upon receipt of the documents and opinions which together with this order constitute all the conditions precedent to the delivery of the Bonds pursuant to the Second General Resolution and upon receipt of payment in the amount of $181,871,094.44 (representing the purchase price of the Bonds in the amount of $180,842,650 minus the sum of $925,000 which was received by us as the deposit and delivered to you on September 26, 1984, plus the sum of $1,953,444.44 which represents the accrued interest on the Bonds from September 1, 1984 to the date hereof) to or in accordance with the order of the Underwriters designated in the Bond Purchase Agreement, against their receipt therefor.

MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

By: T. Dennis Sullivan II
Executive Director
CERTIFICATE OF THE DIRECTOR OF THE BUDGET
OF THE STATE OF NEW YORK

I, R. WAYNE DIESEL, 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 September 26, 1984 (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 "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 (a) 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 11th day of October 1984.

R. Wayne Diesel
Director of the Budget
State of New York
CERTIFICATION OF THE COMMISSIONER OF TAXATION AND FINANCE

I, Roderick G. W. Chu, 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 Official Statement of the Municipal Assistance Corporation for the City of New York, dated September 26, 1984, with respect to the Series 52 Bonds (the "Official Statement") 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 11th day of October 1984.

[Signature]
Rodrick G. W. Chu
Commissioner
CERTIFICATE OF THE CITY OF NEW YORK

We, ALVIN PURYEAR, First Deputy Comptroller, and ALAIR A. TOWNSEND, Director of Management and Budget, of the City of New York (the "City"), on behalf of the City, DO HEREBY CERTIFY as follows:

1. We have reviewed the information (the "City Information") set forth under the heading "Certain Developments Affecting the City" in the Final Official Statement of the Municipal Assistance Corporation For The City of New York, dated September 26, 1984, relating to sale of the $185,000,000 of Series 52 Bonds (the "Official Statement"). Certain of such information represents public information contained in the official reports, statements and other documents of the City.

2. As of this date, to the best of our knowledge after due inquiry, the City Information set forth under the heading "Certain Developments Affecting the City" is a fair presentation of the information set forth therein.

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of October 1984.

THE CITY OF NEW YORK

By: 

[Signature]
First Deputy Comptroller

By: 

[Signature]
Director of Management and Budget
STATE OF NEW YORK
DEPARTMENT OF TAXATION AND FINANCE
ALBANY, N.Y. 12227

RODERICK G. W. CHU
COMMISSIONER OF TAXATION AND FINANCE
PRESIDENT, STATE TAX COMMISSION

CERTIFICATE OF THE COMMISSIONER
OF TAXATION AND FINANCE

I, Roderick G. W. Chu, 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 August 31, 1984 of the Sales Tax (p. 4) after deduction of cost of administering, collecting and distributing such tax was $1,684,133,543

2. The most recent collections for the twelve (12) consecutive calendar months ended August 31, 1984 of the Stock Transfer Tax (p. 5) after deduction of cost of administering, collecting and distributing such tax was $966,045,930

3. The most recent collections for the twelve (12) consecutive calendar months ended August 31, 1984 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:

<table>
<thead>
<tr>
<th>Total of</th>
</tr>
</thead>
<tbody>
<tr>
<td>$2,650,179,473</td>
</tr>
</tbody>
</table>

The figures for Sales Tax, Stock Transfer Tax, and the total of these two taxes are rounded to the nearest whole dollar. Although each of these figures is correct, the sum of the figures for Sales Tax and Stock Transfer Tax may not equal the figure for the total of these two taxes due to the rounding of the figures.

C. The total amount of $2,650,179,473 for the twelve (12) consecutive calendar months ended August 31, 1984 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 September 1, 1984 from the Sales Tax and Stock Transfer Tax will be less than $2,650,179,473.

E. With respect to Sales Tax collection for the twelve (12) consecutive calendar months ended August 31, 1984, 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 and commencing June 1, 1980, a greater consideration is given to current unverified vendor quarterly collection data in making distribution for a quarterly period. 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 September 1984. Overdistributions were made to the Special Account which ranged from $41,255 to $11,122,699 for certain prior 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 $117,000 to $12.3 million to reflect underdistributions 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 hereunto set my hand on this 11th day of October 1984.

[Signature]
Roderick G. W. Chu

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, R. WAYNE DIESEL, Director of the Budget of the State of New York, do HEREBY CERTIFY as follows:

The amount of per capita aid payable to The City of New York pursuant to Section 54 of the State Finance Law, as amended, 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, 1985 is $484,024,000.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of October, 1984.

R. Wayne Diesel
Director of the Budget
State of New York
GENERAL CERTIFICATE OF THE
MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK
DATED OCTOBER 11, 1984

I, SUSAN A. WEIL, 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 expiration 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, 1987</td>
</tr>
<tr>
<td>Edward M. Kresky</td>
<td>Vice Chairman</td>
<td>December 31, 1985</td>
</tr>
<tr>
<td>Francis J. Barry</td>
<td></td>
<td>December 31, 1983(1)</td>
</tr>
<tr>
<td>Kenneth J. Bialkin</td>
<td></td>
<td>December 31, 1982(1)</td>
</tr>
<tr>
<td>George M. Brooker</td>
<td></td>
<td>December 31, 1977(1)</td>
</tr>
<tr>
<td>Eugene J. Keilin</td>
<td></td>
<td>December 31, 1982(1)</td>
</tr>
<tr>
<td>Dick Netzer</td>
<td></td>
<td>December 31, 1987</td>
</tr>
<tr>
<td>Andrew P. Steffan</td>
<td></td>
<td>December 31, 1984</td>
</tr>
<tr>
<td>Robert C. Weaver</td>
<td></td>
<td>December 31, 1984</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, September 23, 1981 and June 3, 1982 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 September 26, 1984, attached to the 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 the Record of Proceedings as Document No. 3 (the "Agreement"), the issuance of the $185,000,000 Series 52 Bonds (the "Series 52 Bonds"), or which in any way might adversely affect provisions for the payment of principal, premium, if any, or interest on the Series 52 Bonds or the validity of the Series 52 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 Series 52 Bonds.

8. That the Second General Bond Resolution of the Corporation adopted November 23, 1975 as amended and supplemented (the "Second General Bond Resolution"), and the Series 52 Resolution of the Corporation adopted September 26, 1984 (such resolutions being hereinafter called the "Resolutions"), attached to the Record of Proceedings as Documents No. 5 and 6, respectively, 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 the Record of Proceedings as Document No. 4 is a true and correct copy of the 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 Series 52 Bonds attached hereto as Exhibit B are identical in all respects, except as to number and denomination, and name of registered owner, with the Series 52 Bonds this day delivered to the Purchasers referred to in the Series 52 Resolution (the "Purchasers") and said specimens are substantially in the forms required by the Resolutions.

WE, T. DENNIS SULLIVAN II and SUSAN A. WEIL, Executive Director and Secretary, respectively, of the Corporation, HEREBY CERTIFY as follows:

1. That the Series 52 Bonds delivered to the Purchasers on this date, specimens of which are attached hereto, which Series 52 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 has adopted such signature and the affixing thereof of a facsimile of the official seal of the Corporation attested to by the facsimile signature of Susan A. Weil, Secretary of the Corporation, who did and does hereby adopt such signature.

2. That at the time of the signing and execution of the Series 52 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 Series 52 Bonds and Susan A. Weil was and is the duly chosen, qualified and acting Secretary of the Corporation authorized to attest to the execution of the Series 52 Bonds.

3. That a facsimile of the seal, an impression of which appears below, has been imprinted on the Series 52 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 performance of any of the covenants, conditions, agreements or provisions contained in the Resolutions or the General Bond Resolution adopted by the Corporation on July 2, 1973, as amended and supplemented (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 $343,718,350; (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 Series 52 Bonds, for each Fiscal Year is as set forth in Exhibit A attached hereto; and (c) the aggregate estimated amount of Operating Expenses for the current Fiscal Year is $10,645,750. (All defined terms in this Paragraph 5 are defined in the Second General Bond Resolution.)

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 the Record of Proceedings as Document No. 12, as representing the Sales Tax and Stock Transfer Tax, and (ii) the amount set forth in the Certificate of the New York State Director of the Budget, a copy of which is attached to the Record of Proceedings as Document No. 13, as representing the actual amount of Per Capita Aid apportioned and paid into the Special Aid Account after deducting (iii) the aggregate amount 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, and maximum annual debt service on notes of the Corporation not issued under the Resolution or the First General Bond Resolution, for each Fiscal Year set forth pursuant to 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 Series 52 Bonds on the date hereof has been complied with as of the date hereof.

9. That the Series 52 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 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 11 are defined in the First General Bond Resolution.)

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation this 11th day of October 1984.

<table>
<thead>
<tr>
<th>Signature</th>
<th>Term of Official Title</th>
<th>Office Expires</th>
</tr>
</thead>
<tbody>
<tr>
<td>I. Dennis</td>
<td>Executive Director</td>
<td>Indefinite</td>
</tr>
<tr>
<td>Samuel</td>
<td>Secretary</td>
<td>Indefinite</td>
</tr>
</tbody>
</table>

(SEAL)

I HEREBY CERTIFY that the signatures of the Officers of the Municipal Assis Corporation For The City of New York, which appear above are true and genuine that I know said officers and know them to hold said offices set opposite signatures.

<table>
<thead>
<tr>
<th>Signature</th>
<th>Title</th>
<th>Name of B</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pat Santini</td>
<td>Assistant Vice President</td>
<td>United States Company of Ne</td>
</tr>
</tbody>
</table>
# Municipal Assistance Corporation
## Debt Service Payment and Funding Requirements by Fiscal Year

**SECOND RES PLUS CF BONDS PLUS SER 52**

*(In Thousands of Dollars)*

<table>
<thead>
<tr>
<th>FY</th>
<th>Principal</th>
<th>Interest</th>
<th>Total</th>
<th>Funding</th>
</tr>
</thead>
<tbody>
<tr>
<td>1985</td>
<td>158,650</td>
<td>55,917</td>
<td>214,567</td>
<td>827,646</td>
</tr>
<tr>
<td>1986</td>
<td>240,535</td>
<td>57,954</td>
<td>301,490</td>
<td>820,797</td>
</tr>
<tr>
<td>1987</td>
<td>263,015</td>
<td>55,774</td>
<td>317,789</td>
<td>875,303</td>
</tr>
<tr>
<td>1988</td>
<td>343,065</td>
<td>52,659</td>
<td>395,724</td>
<td>869,228</td>
</tr>
<tr>
<td>1989</td>
<td>367,745</td>
<td>49,366</td>
<td>417,111</td>
<td>845,396</td>
</tr>
<tr>
<td>1990</td>
<td>376,313</td>
<td>460,732</td>
<td>837,045</td>
<td>821,498</td>
</tr>
<tr>
<td>1991</td>
<td>380,635</td>
<td>427,491</td>
<td>808,126</td>
<td>799,689</td>
</tr>
<tr>
<td>1992</td>
<td>399,605</td>
<td>393,401</td>
<td>793,006</td>
<td>782,054</td>
</tr>
<tr>
<td>1993</td>
<td>415,015</td>
<td>358,071</td>
<td>773,086</td>
<td>597,653</td>
</tr>
<tr>
<td>1994</td>
<td>263,780</td>
<td>327,749</td>
<td>591,529</td>
<td>599,279</td>
</tr>
<tr>
<td>1995</td>
<td>290,435</td>
<td>302,065</td>
<td>592,500</td>
<td>572,606</td>
</tr>
<tr>
<td>1996</td>
<td>290,855</td>
<td>274,996</td>
<td>565,851</td>
<td>509,540</td>
</tr>
<tr>
<td>1997</td>
<td>253,990</td>
<td>249,615</td>
<td>503,605</td>
<td>412,134</td>
</tr>
<tr>
<td>1998</td>
<td>178,860</td>
<td>228,803</td>
<td>407,663</td>
<td>406,258</td>
</tr>
<tr>
<td>1999</td>
<td>191,200</td>
<td>210,255</td>
<td>401,455</td>
<td>418,034</td>
</tr>
<tr>
<td>2000</td>
<td>222,885</td>
<td>189,647</td>
<td>412,532</td>
<td>365,268</td>
</tr>
<tr>
<td>2001</td>
<td>191,595</td>
<td>168,700</td>
<td>360,295</td>
<td>341,185</td>
</tr>
<tr>
<td>2002</td>
<td>187,280</td>
<td>149,054</td>
<td>336,334</td>
<td>320,093</td>
</tr>
<tr>
<td>2003</td>
<td>185,310</td>
<td>130,212</td>
<td>315,522</td>
<td>309,518</td>
</tr>
<tr>
<td>2004</td>
<td>193,205</td>
<td>111,555</td>
<td>304,760</td>
<td>289,057</td>
</tr>
<tr>
<td>2005</td>
<td>191,735</td>
<td>92,604</td>
<td>284,339</td>
<td>277,248</td>
</tr>
<tr>
<td>2006</td>
<td>199,955</td>
<td>73,418</td>
<td>273,373</td>
<td>267,447</td>
</tr>
<tr>
<td>2007</td>
<td>208,890</td>
<td>63,445</td>
<td>272,335</td>
<td>257,420</td>
</tr>
<tr>
<td>2008</td>
<td>219,515</td>
<td>32,588</td>
<td>252,103</td>
<td>244,400</td>
</tr>
<tr>
<td>2009</td>
<td>227,935</td>
<td>10,976</td>
<td>238,911</td>
<td></td>
</tr>
</tbody>
</table>

**Total:** 6,444,185 6,943,731 13,387,916 12,828,754
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

SERIES 92 BOND

7½% DUE JULY 1, 1988

The Series 92 Bond has a duly authorized issue of bonds of the Corporation entitled as its "Bonds" or such bonds as may be and shall be referred to in this Certificate. The Corporation is a public authority organized and existing under the laws of the State of New York and is empowered, among other powers, to issue bonds for the purpose of financing the public works and improvements desired by the people of the City of New York. The series of bonds issued by the Corporation is known as the "Series 92 Bond." The bonds are payable to the order of the Corporation and are secured by a mortgage on the property described in the Mortgage.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
SERIES 52 BOND

This is one of a series of Bonds, the principal of each Bond and interest thereon to be payable on the 1st day of July, 1983, and every year on or before the 1st day of July thereafter, to the holder or holders then of record of such Bond, unless such Bond or Bond Interest has been previously paid or cancelled. The Bonds are secured by the revenue of the Reconstruction Project described in the Bonds, and by the obligations of the City of New York for the payment of the Series 52 Bonds and any other bonds of the City of New York, and by the powers and duties of the City of New York under the provisions of the New York State Constitution and the New York State General Municipal Law, and by the pledge of certain personal and other property of the City of New York and of the Reconstruction Project. The Bonds are also secured by the full faith and credit of the City of New York and all of its property, real and personal, and subject to all taxes, assessments and levies that may be lawfully imposed thereon. The Bonds are also secured by a lien, ranking after the lien of the City of New York for the payment of the Series 52 Bonds, on certain personal and other property of the City of New York, and of the Reconstruction Project, and on certain real property constituting part of the Reconstruction Project. The Bonds are also secured by the City of New York's obligation to purchase the Series 52 Bonds and any other bonds of the City of New York, and the power of the City of New York to take any action necessary to enforce the lien of the Series 52 Bonds and any other bonds of the City of New York on the property of the City of New York and of the Reconstruction Project.

The Bonds are secured by certain personal and other property of the City of New York, and of the Reconstruction Project, and of the City of New York's obligation to purchase the Series 52 Bonds and any other bonds of the City of New York. The Bonds are also secured by the City of New York's obligation to purchase the Series 52 Bonds and any other bonds of the City of New York, and the power of the City of New York to take any action necessary to enforce the lien of the Series 52 Bonds and any other bonds of the City of New York on the property of the City of New York and of the Reconstruction Project.

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The Bonds are secured by certain personal and other property of the City of New York, and of the Reconstruction Project, and of the City of New York's obligation to purchase the Series 52 Bonds and any other bonds of the City of New York. The Bonds are also secured by the City of New York's obligation to purchase the Series 52 Bonds and any other bonds of the City of New York, and the power of the City of New York to take any action necessary to enforce the lien of the Series 52 Bonds and any other bonds of the City of New York on the property of the City of New York and of the Reconstruction Project.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

SERIES BB BOND

8.30% DUE JULY 1, 1999

REGISTERED

MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

CUSIP 652390 MA 7

REGISTERED
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

4.25% DUE JULY 1, 1958

This Bond is one of a duly authorized issue of bonds of the Corporation issued under authority of the "Municipal Assistance Corporation Act of 1934" of the State of New York. The Corporation is a political subdivision of the State of New York, created by the provisions of such Act. The Corporation is authorized and empowered to issue such bonds and to erect, construct, equip and maintain a drainage system for the City of New York, and to do all other things necessary or incidental to the purchase, construction, equipping and maintaining of such drainage system. The bonds are secured by the full faith and credit of the City of New York, and are a full faith and credit obligation of the City of New York, and are payable by the City of New York in its general property, and the bonds are otherwise made payable by the provisions of the Act and the resolutions of the Corporation authorized and adopted by the City of New York. The bonds are a direct and matured obligation of the City of New York, and are payable in full at its option, with interest, from time to time, upon 20 days' written notice, provided that no such notice shall be given until the bonds have become due and payable.

The Bond is one of a series of Bonds authorized by the Board of Estimate and Apportionment of the City of New York, as hereinafter described, and is payable in accordance with the provisions of such resolution and the resolution of the Corporation, adopted December 20, 1934, entitled "Resolution No. 7039", which authorized the issuance of $250,000,000 of Series 20B Bonds for the purchase, construction, equipping and maintaining of said drainage system. The Bond is not subject to the provisions of the Lease Act of New York, as amended, and is not secured by the City of New York, its property, or revenue under such Act.

The Corporation is a political subdivision of the State of New York, and is authorized and empowered to issue such bonds and to erect, construct, equip and maintain a drainage system for the City of New York, and to do all other things necessary or incidental to the purchase, construction, equipping and maintaining of such drainage system. The bonds are secured by the full faith and credit of the City of New York, and are payable by the City of New York in its general property, and are otherwise made payable by the provisions of the Act and the resolutions of the Corporation authorized and adopted by the City of New York. The bonds are a direct and matured obligation of the City of New York, and are payable in full at its option, with interest, from time to time, upon 20 days' written notice, provided that no such notice shall be given until the bonds have become due and payable.

The following abbreviations, when used in the inscription on the face of the 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 entirety
JTN TEN — as joint tenants with right of survivorship, and not as tenants in common

UNIF GIFT MIN ACT [Cust] (Minor) under Uniform Gifts to Minors Act (State)

For Value Received the undersigned hereby sells, assigns and transfers unto

Please Print or Typeprint Name and Address of Transferee

Within Series 52 Bond, and all rights thereunder, and hereby irrevocably constitute and appoints

To transfer the within Series 52 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 on the face of the within Series 52 Bond in every particular, without alteration or enlargement or any change whatever.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

SERIES 52 BOND

5.80% DUE JULY 1, 1985

The undersigned hereby sells, assigns and transfers unto

the within Series 52 Bond, and all rights thereunder and hereby irrevocably constitutes and appoints:

Please Print or Type the Name and Address of Transferee

Dated:

NOTICE: The signature to this assignment must correspond with the name as it appears on the face of the within Series 52 Bond in every particular, without alteration or enlargement or any change whatever.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

SERIES 62 BOND

8.80%, Due July 1, 1992

This obligation of the Municipal Assistance Corporation for the City of New York and each of the bonds issued in respect thereof are secured by a pledge and security interest in certain elective assets of the City of New York, as set forth in the Bond Resolution, accepted for record by the Corporation and filed with the Commissioner of the City of New York. The Corporation is authorized to issue bonds in the amount of $50,000,000 and the net proceeds thereof will be used to advance a portion of the capital costs of a new hospital for the New York City Health and Hospitals Corporation located in the City of New York.

The bonds are to be issued in the amounts of $50,000,000 and are to be sold at a price of $50.00 per bond. The bonds are to be sold in minimum denominations of $500.00 and in multiples thereof.

For value received, the undersigned hereby sells, assigns and transfers unto:

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):

<table>
<thead>
<tr>
<th>TEN COM</th>
<th>TEN ENT</th>
<th>JT TEN</th>
</tr>
</thead>
<tbody>
<tr>
<td>as tenants in common</td>
<td>as tenants by the entirety</td>
<td>as joint tenants with right of survivorship</td>
</tr>
</tbody>
</table>

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):

<table>
<thead>
<tr>
<th>UNIF GIFT MIN ACT</th>
<th>Custodian (Cust)</th>
<th>Minor (Min)</th>
</tr>
</thead>
<tbody>
<tr>
<td>under Uniform Gifts to Minors Act</td>
<td>under Uniform Gifts to Minors Act</td>
<td></td>
</tr>
</tbody>
</table>

Please print or type your Name and Address of Transferee:

FOR VALUE RECEIVED, I hereby sell, assign and transfer the within Series 62 Bond, and all rights thereunder, hereby irrevocably constitutes and appoints:

Attorney

Dated:

NOTICE: The signature of this assignment must correspond with the name as it appears on the face of the within Series 62 Bond in every particular, without alteration or enlargement or any change whatever.

This Bond is one of a series of Bonds of the Corporation designated as "Series 52." It evidences in the Corporation's behalf, on behalf of the City of New York, a loan in the principal amount of $500,000, and shall bear interest at the rate of 4.20% per annum, semi-annually on January 1 and July 1, until the maturity of the same. Each Bond shall be payable on demand, together with interest accrued to the date of demand.

The Bonds are secured by a First Lien on a number of properties described in the Bond Resolution, as amended, by the Board of Estimate and Apportionment, and are subject to the provisions of the Bond Act of 1912, as amended, and all other applicable laws and regulations. The Bonds are further secured by a lien on the net earnings from the operation of the funds under the Bond Act of 1912, as amended, and the Bond Act of 1913, as amended, for the operation of the Bond Act of 1912, as amended.

Any holder of a Bond may, at any time prior to the maturity thereof, demand repayment of the principal amount thereof, together with interest accrued to the date of demand, and the Corporation shall be obligated to make such repayment upon such demand.

The Bonds are transferable to the order of the undersigned, and are not subject to assessment for additional taxes or assessments. The Corporation shall be bound by the terms hereof and by any amendment thereto, whether the same be made by the Corporation or by the holders of the Bonds, and all such terms shall be binding upon the Corporation and the successors and assigns of the Corporation.

The undersigned, for value received, does hereby sell, assign, and transfer to the order of the undersigned, and hereby irrevocably constitutes and appoints the transferee or his order, all or any part of the Bonds hereby sold, assigned, and transferred, and does hereby irrevocably constitutes and appoints the transferee or his order, as his true and lawful attorneys, with full power of substitution in the premises.

Dated:

NOTICE: The signature to this assignment must correspond with the name as it appears on the face of the within Series 52 Bond in every particular, without alteration or enlargement or any change whatever.

For VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

Please Print or Type Your Name and Address of Transferee

Please insert social security or other identifier number. Note: number for computer record only.

UNIF. GIFTS MIN. ACT. (Cust.)

Custodian (Minor) under Uniform Gifts to Minors Act.

(State)
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

SERIES 52 BOND

The Bond is one of a duly authorized issue of Bonds of the Corporation designated as "Bonds" and bears the inscription "Municipal Assistance Corporation for the City of New York, Series 52 BOND" and bears the number of the date of registration thereof. The Bonds are secured by the revenues of the Corporation and are payable in the manner described in the Bonds. The Bonds are subject to the provisions of the Municipal Assistance Corporation for the City of New York Act of 1917, as amended, and to any other applicable laws and regulations.

The Bonds are payable in installments of $1,000 each, payable in the manner prescribed by law.

For Value Received, the undersigned hereby sells, assigns and transfers unto

UNIFORM CIVIL ACT (Custodian)

the within Series 52 Bond, and all rights thereunder, and hereby irrevocably constitutes and appoints

Attorney

the within Series 52 Bond on the books kept for the registration thereof, with full power of substitution in the premises.

Dated:

NOTICE: This assignment must correspond with the name and address as appears on the face of the within Series 52 Bond in every particular, without alteration or endorsement or any change whatever.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
SERIES 52 BOND
DOLLARS
CUSIP 666140 MG H
9.60% DUE JULY 1, 1996
REGISTERED

This bond is of the registerable kind, and may be transferred only by by written instrument of transfer signed by the registered owner or owners thereof and delivered to the trustee, or to the registered owner or owners thereof, in accordance with the indenture under which the bonds are issued. The bond is not negotiable.
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):

**UNIF GIFT/WIN ACT**

Custodian

(Minor)

under Uniform Gifts to Minors Act

(State)

for Minor

The Corporation may, at any time or from time to time prior to maturity, cancel any or all bonds or portions of bonds for which a sinking fund trust certificate has been issued, but if so it will not cancel more than one-fourth of the face amount of the bonds so canceled in any one year. The Trustee, or a successor Trustee, shall certify that the amount of bonds involved has been canceled and shall accommodate records thereof. In the event that the Corporation is unable to pay the Bondholders the principal amount of the bonds when due, the Trustee may sell or exchange the bonds for any kind of property which the Corporation may direct, or may bring an action in equity to compel the performance of the Corporation's duties under the act. In such action the Trustee may be joined as a defendant and the proceedings may be brought in any court of competent jurisdiction, and the costs of such proceedings shall be a charge to the Corporation.

The within Series 52 Bond, and all rights thereunder, and hereby irrevocably constitutes and appoints:

Attorney

for the bondholders of the within Series 52 Bond on the books kept for the registration thereof, with full power of substitution in the premises.

Dated:

[Signature]

NOTICE: The signature to this assignment must correspond with the name as it appears on the face of the within Series 52 Bond in every particular, without alteration or enlargement or any change whatsoever.
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
10% DUE JULY 1, 1990

SERIES 82 BOND

(a) This bond is one of the authorized bonds issued by the Corporation designated as "Series 82" and bears interest at the rate of 10% per annum from July 1, 1990, and matures in full on July 1, 1991, as evidenced by the face of the bond. The bond is subject to the terms and conditions of the indenture of trust referred to in Exhibit "B" hereto. The bond is not subject to taxation, except as provided by law.

(b) The bond is not subject to taxation, except as provided by law.

(c) The bond is not subject to taxation, except as provided by law.

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 through 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

The undersigned hereby sells, assigns and transfers unto

[Signature]

Please print or type the above name and address of transferee:

[Address]

The undersigned, for value received, does hereby transfer and assign the Series 82 Bond to the transferee specified above, to be held in accordance with the terms of said bond, and the undersigned for himself, his heirs, executors, administrators and assigns, does hereby irrevocably constitute and appoint

[Signature]

attorney to transfer said 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 on the face of the within Series 82 Bond in every particular, without alteration or enlargement or any change whatever.
ARBITRAGE CERTIFICATE OF THE
MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
SERIES 52 BONDS

I. GENERAL

1.1. I, Quentin B. Spector, Treasurer of the Municipal Assistance Corporation For The City of New York (the "Corporation"), HEREBY CERTIFY with respect to the Corporation's $185,000,000 Series 52 Bonds (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 as amended and supplemented (the "Second Resolution") and a series resolution adopted September 26, 1984 (the "Series Resolution"), 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 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, as amended (the "Code") and is being executed and delivered as part of the record of proceedings in connection with 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 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 Bonds, are reasonable and there are no other facts, estimates or circumstances that would materially change such expectations.

II. PURPOSE OF ISSUE

2.1. The Corporation is issuing the Bonds pursuant to the modification to and extension of the four year plan of financing developed in November 1978 (the "Four Year Plan"), which is designed to provide alternative methods of financing for the capital program of the City of New York (the "City") until such time as the City has regained full access to the long-term public credit markets. In order to implement the objectives of the modified Four Year Plan, the proceeds of the Bonds will be used (i) to finance a portion of the City's capital requirements through the purchase of bonds issued by the City (the "City Bonds") and (ii) to augment the Capital Reserve Fund, established under the Second Resolution (the "Capital Reserve Aid Fund").

2.2. The original proceeds of the 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 Bonds are $180,842,650 (exclusive of underwriter's discount of $3,572,350, original issue discount of $585,000 and of accrued interest on the Bonds for 40 days of $1,953,444.44). $165,000,000 of such proceeds will be used to finance City capital requirements through the purchase of City Bonds. $15,842,650 of such proceeds will be deposited into the Capital Reserve Aid Fund.
3.2 The accrued interest on the Bonds of $1,953,444.44 will be applied on January 1, 1985 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 proceeds of the Bonds to be used to finance City capital requirements through the purchase of the City Bonds:

a. Section 3037 of the New York State Municipal Assistance Corporation Act, as amended (the "Act"), requires the Corporation to take back City Bonds in exchange for monies paid to the City for true capital purposes, and the Series Resolution sets forth as the purpose for the issuance of the Bonds the payment of the proceeds to the City as required for capital financing purposes. As a result of Section 3037 of the Act and the terms of the Series Resolution, the Corporation, by issuing the Bonds, has entered into a binding commitment to purchase the City Bonds.

b. The City will use the proceeds of sale of the City Bonds to finance a portion of its capital program. The Corporation reasonably expects, on the basis of a letter from the Comptroller's office and the Office of Management and Budget of the City attached hereto as Exhibit B and an arbitrage certificate of the City to be delivered at such time(s) as the City Bonds are purchased pursuant to the Bond Purchase Agreement, that such proceeds will be used in a manner consistent with the arbitrage regulations promulgated under Section 103(c) of the Code as though the City Bonds had been issued as of the date hereof.
c. All such proceeds will be expended on or before October 11, 1987, upon certification by the City for its capital financing requirements as described in Exhibit B, and will be invested without restriction as to yield during the interim. Interest received from the investment of these proceeds which will not be used to purchase the City Bonds will be deposited in the Bond Service Fund, will be applied to the payment of debt service on all Second Resolution Bonds within the later of three years from the date hereof and one year of receipt, and will be invested without restriction as to yield during the interim.

3.4. The Corporation will use principal and interest payments to be received on the City Bonds for debt service on all its outstanding obligations and for operating expenses of the Corporation. Such payments will be deposited in either the Debt Service Fund (for obligations issued under a general bond resolution of the Corporation dated July 2, 1975, the "First Resolution") or the Bond Service Fund (for Second Resolution Bonds), as described in paragraph 5.2 herein, or the Corporation’s operating fund, established under the First Resolution. Such amounts will be so used within one year of receipt, and will be invested without restriction as to yield during the interim.

IV. TERMS OF THE BONDS AND THE PURCHASE THEREOF

4.1. The date, maturities, denominations, rates of interest and redemption features of the Bonds are shown on Exhibit A attached hereto.

4.2. The Corporation's contract of sale with the underwriters for the Bonds specifies that such underwriters are entering into the contract for the purpose of purchasing the Bonds for resale to the public purchasers thereof and that such public
purchasers shall be offered the Bonds by the underwriters at the prices listed on the cover of the Official Statement for the Bonds, plus accrued interest. At the time the contract was entered into, the interest rates and initial sales prices of other municipal bond issues were reviewed by the Corporation. As a result, the Corporation believes that the initial offering prices of the Bonds to the public purchasers at the time of the sale thereof to the underwriters reasonably reflects the fair market value of the Bonds applicable in the established tax-exempt securities market.

V. DEBT SERVICE

5.1. 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"), as well as monies received as principal and interest payments on City Bonds which are deposited in the Bond Service Fund.

5.2. 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, principal and interest payments on City Bonds held by the Corporation and all other amounts which may be deposited in the Bonds 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.
5.3. The Bonds will be secured by the Capital Reserve Aid Fund established under the Second Resolution. Such Capital Reserve Aid 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 5.1 hereof) and from proceeds of the Corporation's bonds and do not exceed, on any given date, debt service on all Second Resolution Bonds coming due in the succeeding calendar year (the "Requirement"); taking into account the terms of letter rulings issued to the Corporation by the Internal Revenue Service on April 29, 1980 (as supplemented and clarified), March 23, 1981 and July 10, 1984 (the "Letter Rulings"). Under the terms of the July 10, 1984 letter ruling, however, amounts in the Capital Reserve Aid Fund may, on any given date, exceed the Requirement; such amounts will not, however, exceed the lesser of 1.25 times average annual debt service or maximum annual debt service on all bonds issued under the Second Resolution. This 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 terms of the Letter Rulings. $15,842,650 of the proceeds of the Bonds will be deposited in such Fund.

5.4. The Corporation has not created, nor intends to create or establish, any funds other than the Bond Service Fund and the Capital Reserve Aid 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.

5.5. Interest received from the investment of amounts deposited in the Bond Service Fund and deposited in the Corporation's operating fund as described in paragraph 3.4 will be expended on the payment of debt service and operating expenses, respectively, within one year of receipt and will be invested without restriction as to yield during the interim.

5.6. Interest received from the investment of amounts deposited in the Capital Reserve Aid Fund established under the Second Resolution will be retained for investment in such Fund to the extent permitted by the terms of the Letter Rulings. Any substantial excess amount, taking into account the terms of the Letter Rulings, 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 11th day of October 1984.

[Signature]
Quentin B. Spector
Treasurer
The Series 52 Bonds are dated as of September 1, 1984, will be sold at the prices, bear interest at the rates and mature on July 1, in each of the years and in the principal amounts set forth below:

<table>
<thead>
<tr>
<th>Due</th>
<th>Amount</th>
<th>Rate</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>1988</td>
<td>$10,000,000</td>
<td>7-1/2</td>
<td>100%</td>
</tr>
<tr>
<td>1989</td>
<td>8,000,000</td>
<td>7.90</td>
<td>100</td>
</tr>
<tr>
<td>1990</td>
<td>12,000,000</td>
<td>8.30</td>
<td>100</td>
</tr>
<tr>
<td>1991</td>
<td>12,000,000</td>
<td>8.60</td>
<td>100</td>
</tr>
<tr>
<td>1992</td>
<td>6,000,000</td>
<td>8.80</td>
<td>100</td>
</tr>
<tr>
<td>1993</td>
<td>10,000,000</td>
<td>9.20</td>
<td>100</td>
</tr>
<tr>
<td>1994</td>
<td>10,000,000</td>
<td>9.40</td>
<td>100</td>
</tr>
<tr>
<td>1995</td>
<td>6,000,000</td>
<td>9.60</td>
<td>100</td>
</tr>
<tr>
<td>1996</td>
<td>6,000,000</td>
<td>9.80</td>
<td>100</td>
</tr>
<tr>
<td>1997</td>
<td>6,000,000</td>
<td>10.00</td>
<td>100</td>
</tr>
<tr>
<td>1999</td>
<td>21,000,000</td>
<td>10-1/4</td>
<td>99-1/4</td>
</tr>
<tr>
<td>2008</td>
<td>78,000,000</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Optional Redemption

The Series 52 Bonds maturing after July 1, 1995 are subject to redemption at the option of the Corporation on and after July 1, 1995 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, 1995 to December 31, 1996</td>
<td>102%</td>
</tr>
<tr>
<td>January 1, 1997 to June 30, 1998</td>
<td>101-1/2</td>
</tr>
<tr>
<td>July 1, 1998 to December 31, 1999</td>
<td>101</td>
</tr>
<tr>
<td>January 1, 2000 to June 30, 2001</td>
<td>100-1/2</td>
</tr>
<tr>
<td>July 1, 2001 and thereafter</td>
<td>100</td>
</tr>
</tbody>
</table>
Sinking Fund Redemption

The Series 52 Bonds maturing on July 1, 1999 and July 1, 2008 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 52 Bonds specified for each of the years shown below:

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1998</td>
<td>$10,500,000</td>
</tr>
<tr>
<td>1999</td>
<td>10,500,000</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2000</td>
<td>$6,015,000</td>
</tr>
<tr>
<td>2001</td>
<td>9,000,000</td>
</tr>
<tr>
<td>2002</td>
<td>8,995,000</td>
</tr>
<tr>
<td>2003</td>
<td>9,000,000</td>
</tr>
<tr>
<td>2004</td>
<td>9,000,000</td>
</tr>
<tr>
<td>2005</td>
<td>8,995,000</td>
</tr>
<tr>
<td>2006</td>
<td>9,000,000</td>
</tr>
<tr>
<td>2007</td>
<td>9,000,000</td>
</tr>
<tr>
<td>2008</td>
<td>8,995,000*</td>
</tr>
</tbody>
</table>

*Payment at maturity.
October 11, 1984

Municipal Assistance Corporation
For The City of New York
One World Trade Center
New York, New York 10048

Re: $185 Million Series 52 Bonds
Dated September 1, 1984

Dear Sirs:

In connection with the issuance by the Municipal Assistance Corporation For The City of New York (the "Corporation") of its $185 million Series 52 Bonds, dated September 1, 1984, and the proposed use of all the proceeds thereof to purchase bonds to be issued by the City of New York (the "City"), we hereby advise you that the City will sell to the Corporation on or before October 11, 1987, its bonds (the "Bonds") in an aggregate principal amount equal to $165,000,000 and that, on or before such date, the City will use the proceeds of the Bonds for the purpose of financing capital expenditures for capital improvement projects permitted to be included in its capital budget for the fiscal year during which the City issues the Bonds, or to reimburse its General Fund for temporary advances authorized to be made for such purposes. The City has incurred as of the date hereof, or reasonably expects to incur within six months or, to the extent there are good business reasons, within one year, from the date hereof, substantial binding obligations to commence or acquire capital improvement projects undertaken for the purposes for which the Bonds will be issued.
In addition, the City reasonably expects to proceed with due diligence to completion on capital improvement projects, including those to be financed with such proceeds of the Series 52 Bonds, having at least the periods of probable usefulness set forth in Exhibit 1 after substantial binding obligations have been incurred.

Very truly yours,

Alair A. Townsend
Director of Management and Budget

Margaret Van D. Cook
Deputy Comptroller for Finance
<table>
<thead>
<tr>
<th>Periods of Probable Usefulness</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>5 Years</td>
<td>$40,000,000</td>
</tr>
<tr>
<td>10 Years</td>
<td>$25,000,000</td>
</tr>
<tr>
<td>15 Years</td>
<td>$15,000,000</td>
</tr>
<tr>
<td>20 Years</td>
<td>$35,000,000</td>
</tr>
<tr>
<td>25 Years or Greater</td>
<td>$50,000,000</td>
</tr>
</tbody>
</table>
CERTIFICATE OF THE TREASURER OF THE
MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

I, QUENTIN B. SPECTOR, Treasurer of the Municipal Assistance Corporation For The City of New York (the "Corporation"), HEREBY CERTIFY as follows:

1. That, after the issuance of the Corporation's Series 52 Bonds in the aggregate principal amount of $185,000,000, the Capital Reserve Fund Requirement (the "Requirement"), as defined in the Corporation's Second General Bond Resolution adopted November 25, 1975 (the "Resolution") and in Section 3036-a of the Act, as defined in the Resolution (the "Act"), is approximately $778 million, which is the amount of principal and interest maturing or otherwise coming due in calendar year 1985 on all bonds issued and outstanding under the Resolution.

2. That, as of the date hereof, the Capital Reserve Fund established by Section 602 of the Second General Bond Resolution consists of monies and securities, valued in accordance with the Resolution and the Act, in an amount not less than $788 million.

3. That, after the issuance of the Series 52 Bonds, the Corporation will have issued approximately $9.445 billion aggregate principal amount of bonds and notes, excluding bonds and notes issued to refund outstanding bonds and notes.

IN WITNESS WHEREOF, I have hereunto set my hand the 11th day of October 1984.

[Signature]

QUENTIN B. SPECTOR
Treasurer
TRUSTEE'S ACCEPTANCE AND CERTIFICATE OF AUTHORITY

United States Trust Company of New York (the Trust Company), as Trustee (the Trustee) appointed by 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 52 Resolution adopted by the Corporation on September 26, 1984 (collectively, the Resolutions), authorizing the issuance of the Corporation's Series 52 Bonds (the Bonds) in the aggregate principal amount of $185,000,000, HEREBY CERTIFIES that:

1. The Trust Company accepts the duties and obligations of the 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 $185,000,000 principal amount of the Bonds.

4. Each person who authenticated the Bonds was duly elected or appointed, qualified and acting as an authorized officer of the Trust Company and empowered to perform such act, and the attached copy of the Executive Order Pursuant to Article VII of the By-Laws Authorizing Corporate Trust and Agency Division Signing Authorities 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 terms.
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, the Trust Company has caused this Certificate to be executed by the officers thereunto duly authorized this 11th day of October, 1984.

UNITED STATES TRUST COMPANY
OF NEW YORK

By
[Signature]
Assistant Vice President

(CORPORATE SEAL)

Attest:

[Signature]
Assistant Secretary

10.3.84.
Pursuant to the authority vested in me by Article VII of the By-Laws of United States Trust Company of New York (the "Trust Company") and in order to facilitate the exercise of the Trust Company's corporate trust and agency powers, the following signing authorities are hereby granted to the officers of the Corporate Trust and Agency Division:

Any officer of such Division shall have authority on behalf of the Trust Company to sign or endorse checks, drafts, notes, and any orders issued by or payable to the Trust Company in any corporate trust or agency capacity;

Any Executive Vice President, Senior Vice President, Vice President, or Assistant Vice President of such Division shall have authority to transfer stocks, mortgages, and securities held by the Trust Company in any corporate trust or agency capacity and to execute deeds of real estate held by the Trust Company in any corporate trust or agency capacity;

Any Executive Vice President, Senior Vice President, Vice President, or Assistant Vice President of such Division shall have authority to execute on behalf of the Trust Company indentures, trust agreements and all other instruments under which the Trust Company is to act in any corporate trust or agency capacity, or relating to the Trust Company's acting in any corporate trust or agency capacity, and to execute on behalf of the Trust Company all contracts, agreements, notes, releases, forms, assignments, security documents, and other instruments contemplated thereby or related thereto;

Any Executive Vice President, Senior Vice President, Vice President, or Assistant Vice President of such Division shall, to the extent permitted by law, have authority to execute any agreements, contracts, or other documents pertaining to the investment of funds held by the Trust Company in any corporate trust or agency capacity; and
Any officer of such Division 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, depositary, transfer agent, fiscal agent, or other agent, as the case may be, and to certify as to the incumbency and specimen signature of any of the officers of the Corporate Trust and Agency Division. The Chairman of the Board or the President or a Vice Chairman or an Executive Vice President of the Trust Company, or such Senior Vice Presidents of the Trust Company as may be authorized by the Chief Executive Officer, may, from time to time, designate employees who shall be authorized, for and under the supervision of an officer of the Corporate Trust and Agency Division and subject in each case to such conditions or limitations as the Chief Executive Officer may prescribe, to authenticate, execute, countersign, or certify such bonds, debentures, other evidences of indebtedness, coupons, certificates, or warrants and proxies, using the title "Authorized Officer" or "Authorized Signature." The Chairman of the Board or the President or a Vice Chairman or an Executive Vice President of the Trust Company, or such Senior Vice Presidents of the Trust Company as may be authorized by the Chief Executive Officer, may also, from time to time, designate employees who shall be authorized, for and under the supervision of an officer of the Corporate Trust and Agency Division, and subject in each case to such conditions or limitations as the Chief Executive Officer may prescribe, to 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, using the title "Authorized Officer" or "Authorized Signature."

[Signature]

Chief Executive Officer
United States Trust Company
of New York

Dated: January 1, 1981
October 11, 1984

Dear Sirs:

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 September 26, 1984 (the "Agreement"), by and among the Corporation and each of you as purchasers, and the sale by the Corporation to you thereunder of $185,000,000 aggregate principal amount of the Corporation's Series 52 Bonds (the "Bonds").

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 final Official Statement of the Corporation, dated September 26, 1984, with respect to the Bonds, as amended or supplemented to
the date hereof (the "final Official Statement"), the By-laws of the Corporation, records of its corporate proceedings, including the Second General Bond Resolution and the Series 52 Resolution, adopted by the Board of Directors of the Corporation on November 25, 1975 and on September 26, 1984, 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 (the "State") 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 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 offering and sale of the Bonds by the Corporation to you, and the resale of the Bonds by you as contemplated by the Agreement and the final Official Statement, are 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 and also consulted on numerous occasions with representatives of certain of you. In this connection, with your concurrence, 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 "Debt Issuance Plan", "Certain Developments Affecting the City—Federal Bankruptcy Legislation", "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 enforceability of the Corporation's obligations under the Resolutions, the Agreement or the Bonds are subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

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 opinions 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 opinions are 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
October 11, 1984

UNITED STATES TRUST COMPANY
OF NEW YORK
45 Wall Street
New York, New York 10005

Gentlemen:

We have delivered to Salomon Brothers Inc. and certain other representatives of the Underwriters an opinion dated the date hereof, with respect to the issuance of $185,000,000 aggregate principal amount of the Series 52 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

Attachment
October 11, 1984

Hawkins, Delafield & Wood
67 Wall Street, New York 10005

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 $185,000,000 aggregate principal amount of Series 52 Bonds (the “Series 52 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 52 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 52 Resolution, adopted September 26, 1984 (the “Series Resolution”). The Second General Bond Resolution and the Series Resolution are herein collectively called the “Resolutions”.

The Series 52 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 and certain agreements of the Corporation or as may be limited by law. The Corporation has covenanted with the holders of certain bonds of the Corporation and with certain others to limit the issuance of additional bonds. The Series 52 Bonds are being issued for purposes set forth in the Resolutions.

The Corporation is authorized to issue Bonds, in addition to the Series 52 Bonds, only upon the terms and conditions set forth in the Second General Bond Resolution and such Bonds, when issued, shall with the Series 52 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 52 Bonds are dated September 1, 1984 except as otherwise provided in the Resolutions with respect to Series 52 Bonds delivered on or after the first interest payment date, will mature on July 1 in each of the years and will bear interest payable semiannually on January 1 and July 1 of each year, commencing January 1, 1985 at the respective rates per annum shown below:

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount Maturing</th>
<th>Interest Rate</th>
<th>Year</th>
<th>Amount Maturing</th>
<th>Interest Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>1988</td>
<td>$10,000,000</td>
<td>7 1/2%</td>
<td>1994</td>
<td>$10,000,000</td>
<td>9.20%</td>
</tr>
<tr>
<td>1989</td>
<td>8,000,000</td>
<td>7.90</td>
<td>1995</td>
<td>6,000,000</td>
<td>9.40</td>
</tr>
<tr>
<td>1990</td>
<td>12,000,000</td>
<td>8.30</td>
<td>1996</td>
<td>6,000,000</td>
<td>9.60</td>
</tr>
<tr>
<td>1991</td>
<td>12,000,000</td>
<td>8.60</td>
<td>1997</td>
<td>6,000,000</td>
<td>9.80</td>
</tr>
<tr>
<td>1992</td>
<td>6,000,000</td>
<td>8.80</td>
<td>1999</td>
<td>21,000,000</td>
<td>10</td>
</tr>
<tr>
<td>1993</td>
<td>10,000,000</td>
<td>9</td>
<td>2008</td>
<td>78,000,000</td>
<td>10 1/4</td>
</tr>
</tbody>
</table>
The Series 52 Bonds are issued only in fully registered form in the denomination of $5,000 or an integral multiple thereof. Series 52 Bonds are lettered and numbered 52R- followed by the last two digits of the year of maturity and the number of the Series 52 Bond. Series 52 Bonds are numbered consecutively from one upward in order of issuance.

The Series 52 Bonds maturing on July 1, 1999 and July 1, 2008 are subject to redemption, commencing on July 1, 1998 and July 1, 2000, respectively, 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 52 Bond or portion thereof to be redeemed, plus accrued interest, if any, to the date of redemption.

In addition, the Series 52 Bonds maturing after July 1, 1995 are subject to redemption at the election of the Corporation on and after July 1, 1995, 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 1974 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 52 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 52 Bonds thereunder and to perform the obligations and covenants contained in the Resolutions and the Series 52 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 52 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 Fund 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 52 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 52 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 the 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 I 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 52 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 52 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 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 Code 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. Interest on the Series 52 Bonds is exempt from (i) Federal income taxes under the existing statutes, and (ii) personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York), and the Series 52 Bonds are exempt from all taxation directly imposed thereon by or under authority of said State, except for estate or gift taxes and taxes on transfers.

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 52 Bonds.

12. The adoption and performance of, and compliance with, all of the terms and conditions of the Resolutions and the Series 52 Bonds, and the execution and delivery of the Series 52 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 52 Bond numbered 52R-88-1 and, in our opinion, the form of said Bond and its execution are regular and proper.

Very truly yours,

[Signature]

Maurice, Deloach & Wood
United States Trust Company
of New York, as Trustee
New York, New York

Salomon Brothers Inc
Goldman, Sachs & Co.
Merrill Lynch Capital Markets
(Merrill Lynch, Pierce, Fenner & Smith Incorporated)
Citicorp Capital Markets Group
(Citibank, N.A.)
Manufacturers Hanover Trust Company
Morgan Guaranty Trust Company of New York
Bear, Stearns & Co.
L.F. Rothschild, Unterberg, Towbin
Shearson Lehman/American Express Inc.

As representatives of the several
Underwriters named in Schedule I
to the Bond Purchase Agreement dated
September 26, 1984 with the Municipal
Assistance Corporation For The City
of New York

c/o Salomon Brothers Inc
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 the Corporation an opinion dated the date
hereof with respect to the issuance of the Series 52 Bonds of the
Corporation, and 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.
You are entitled to rely on said opinions as if the same were
addressed to you.

Very truly yours,

[Signature]
Salomon Brothers Inc
Goldman, Sachs & Co.
Merrill Lynch Capital Markets
Merrill Lynch, Pierce, Fenner & Smith Incorporated
Citicorp Capital Markets Group
Citibank, N.A.
Manufacturers Hanover Trust Company
Morgan Guaranty Trust Company of New York
Bear, Stearns & Co.
L. F. Rothschild, Unterberg, Towbin
Shearson Lehman/American Express Inc.

As representatives of the several Underwriters
named in Schedule I to the Bond Purchase
Agreement dated September 26, 1984 with the
Municipal Assistance Corporation For The
City of New York.

c/o Salomon Brothers Inc
One New York Plaza
New York, New York 10004

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 52 Bonds (the "Bonds"), dated September 1, 1984 and
authorized by the Second General Bond Resolution, adopted by the Corporation on November 25, 1975, as
Bond Resolution and the Series 52 Resolution are hereinafter collectively referred to as the "Resolutions".
The Opinion is being rendered in connection with the delivery of the Bonds to Salomon Brothers Inc on behalf
of the Underwriters named in Schedule I to the Bond Purchase Agreement for the Bonds (the "Bond Purchase
Agreement") by and among you, as representatives of said Underwriters 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 Bonds dated September 26, 1984
(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 officers, agents and employees of the Corporation,
Paul, Weiss, Rifkind, Wharton & Garrison, General Counsel for the Corporation, you and your counsel,
White & Case, 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",

October 11, 1984
“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 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 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 except as the enforceability thereof may be limited by bankruptcy, insolvency or similar laws validly enacted affecting creditors’ rights or remedies generally.

We are further of the opinion that the Series 52 Resolution has been duly and lawfully adopted by the Corporation and is in full force and effect and is valid and binding upon the Corporation and enforceable in accordance with its terms except as the enforceability thereof may be limited by bankruptcy, insolvency or similar laws validly enacted affecting creditors’ rights or remedies generally.

We are further of the opinion that the issuance and sale to you of the Bonds pursuant to and as contemplated by the Bond Purchase 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 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,

[Signature]

[Typed Name]
October 11, 1984

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

Gentlemen:

We have reviewed the accompanying arbitrage certificate of Mr. Quentin B. Spector, Treasurer of the Municipal Assistance Corporation For The City of New York (herein called the "Corporation") relating to the reasonable expectation as of the date of issuance of the Corporation's Series 52 Bonds, dated September 1, 1984 (herein called the "Bonds"); that the proceeds of the Bonds will not be used in a manner that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 103(c) of the Internal Revenue Code of 1954, as amended to the date hereof (the "Code").

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, make unreasonable or incorrect the representations made in such certification.

Very truly yours,

[Signature]
October 11, 1984

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

Gentlemen:

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 (the "State") 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]
Municipal Assistance Corporation
For The City of New York
Suite 8901
One World Trade Center
New York, New York 10048

Re: United States Trust Company of New York - Municipal Assistance Corporation For The City of New York - Series 52 Bonds

Mesdames and Gentlemen:

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 (the 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 52 Bonds issued today in the aggregate principal amount of $185,000,000 (the Bonds) pursuant to the Second General Bond Resolution and the Series 52 Resolution adopted by the Corporation on September 26, 1984 (collectively, the Resolutions), and being sold today pursuant to the Bond Purchase Agreement dated September 26, 1984 and the Official Statement dated September 26, 1984 of the Corporation.

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 our opinions hereinafter expressed.
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 of the Trustee.

2. The Trustee has duly authenticated and delivered the Bonds.

Very truly yours,

[Signature]

cc: Mr. Pat V. Santivasci
October 11, 1984

Salomon Brothers Inc
 Goldman, Sachs & Co.
 Merrill Lynch Capital Markets
 (Merrill Lynch, Pierce, Fenner & Smith
  Incorporated)
 Citicorp Capital Markets Group
 (Citibank, N.A.)
 Manufacturers Hanover Trust Company
 Morgan Guaranty Trust Company of New York
 Bear, Stearns & Co.
 L.F. Rothschild, Unterberg, Towbin
 Shearson Lehman/American Express Inc.
 As Representatives of the Underwriters
 c/o Salomon Brothers Inc
 One New York Plaza
 New York, New York 10004

Re: United States Trust Company of New York —
 Municipal Assistance Corporation For The
 City of New York — Series 52 Bonds

Mesdames and Gentlemen:

We have acted as counsel to United States Trust Com-
pany of New York, as Trustee, in connection with the issuance
today by Municipal Assistance Corporation For The City of New
York (the Corporation) of its Series 52 Bonds in the aggregate
principal amount of $185,000,000.

We are delivering to you herewith our opinion dated
today rendered to the Corporation. You are authorized to rely
upon this opinion as fully and to the same extent as if it had
been addressed to you.

Very truly yours,

[Signature]

CARTER, LEDYARD & MILBURN
COUNSELLORS AT LAW
2 WALL STREET
NEW YORK, N.Y. 10005

TELEPHONE: (212) 732-3200

CABLE ADDRESS
"LEDYARD" NEW YORK
October 11, 1984

SALOMON BROTHERS INC
GOLDMAN, SACHS & CO.
MERRILL LYNCH CAPITAL MARKETS
Merrill Lynch, Pierce, Fenner & Smith Incorporated
CITICORP CAPITAL MARKETS GROUP
Citibank, N.A.
MANUFACTURERS HANOVER TRUST COMPANY
MORGAN GUARANTY TRUST COMPANY OF NEW YORK
BEAR, STEARNS & CO.
L.F. ROTHCHILD, UNTERBERG, TOWBIN
SHEARSON LEHMAN/AMERICAN EXPRESS INC.
As Representatives of the Underwriters

c/o Salomon Brothers Inc
One New York Plaza
New York, New York 10004

Dear Sirs:

We have acted as counsel for you and the other Underwriters named in Schedule I to the Bond Purchase Agreement dated September 26, 1984 (the "Bond Purchase Agreement") between you and the Municipal Assistance Corporation For The City of New York (the "Corporation"), under which you and such other Underwriters jointly and severally agree to purchase from the Corporation $185,000,000 aggregate principal amount of its Series 52 Bonds (the "Bonds") issued pursuant to the Second General Bond Resolution and the Series 52 Resolution, adopted by the Board of Directors of the Corporation on November 25, 1975 and September 26, 1984, respectively (the "Resolutions"). Pursuant to the Resolutions, the Corporation has designated United States Trust Company of New York as trustee (the "Trustee").

In connection with the offering of the Bonds, the Corporation has prepared and authorized the distribution of an official statement dated September 26, 1984 (the "Official Statement").
In acting as your counsel, we have participated in the preparation of the Official Statement and have examined the originals, or copies thereof certified to our satisfaction, of such corporate records of the Corporation, certificates of public officials, certificates of officers of the Corporation and such other documents, records and papers as we have deemed necessary or appropriate in order to give the opinions expressed herein. We have relied upon such certificates of officers of the Corporation and other certifications with respect to the accuracy of material factual matters contained therein which were not independently established. In addition, we have, with your approval, assumed that the Bonds have been duly executed on behalf of the Corporation and duly authenticated by the Trustee, and that the signatures on all documents and instruments examined by us are genuine, which assumptions we have not independently verified.

Based upon the foregoing, it is our opinion that:

1. The Corporation is duly created and validly exists as a corporate governmental agency and instrumentality of the State of New York (the "State"), constituting a public benefit corporation under the laws of the State.

2. The Resolutions have been duly and validly adopted by the Corporation and are in full force and effect and no further authorization for the Resolutions is required.

3. The Bonds have been duly authorized and issued by the Corporation in accordance with the laws of the State and the Resolutions.

4. The Bond Purchase Agreement has been duly authorized, executed and delivered by the Corporation.

5. The offering and sale of the Bonds by the Corporation, and the resale of the Bonds by you as contemplated by the Bond Purchase Agreement and the Official Statement, do not require registration under the Securities Act of 1933, as amended, or qualification of the Resolutions under the Trust Indenture Act of 1939, as amended. The Bonds constitute "municipal securities" within the meaning of the Securities Exchange Act of 1934, as amended.

In the course of the preparation by the Corporation of the Official Statement, we and representatives of the Underwriters participated in numerous conferences and conver-
sations with general counsel and bond counsel for the Corporation and with certain officers and representatives of the Corporation, and we also consulted on numerous occasions with representatives of certain of the Underwriters. We are not passing upon the accuracy, completeness or fairness of the information contained in the Official Statement. In this connection, with your concurrence, we did not undertake any independent examination or review of, or otherwise attempt to make any independent verification of, (i) any records of proceedings of, or any factual matters relating to or otherwise involving, the Corporation, the State or any authority, agency or political subdivision thereof or therein, or (ii) any other factual matters contained in the Official Statement. It is our understanding that you are relying upon the preparation of the Official Statement by the Corporation and certifications of various officers and officials of the Corporation, the State and The City of New York 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 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 Official Statement or in our conferences or conversations referred to above which has caused us to believe that the Official Statement, as of the date thereof, contained any untrue statement of a material fact or omitted to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

While we have not independently passed upon the validity of the Bonds, we hereby confirm that all proceedings of the Corporation and related matters, including the opinion addressed to you of Paul, Weiss, Rifkind, Wharton & Garrison, general counsel for the Corporation, and the opinion of Hawkins, Delafield & Wood, bond counsel for the Corporation, each of even date herewith and delivered to you today, are satisfactory in form and substance to us and we believe that you are justified in relying thereon.

Very truly yours,

White & Case

-3-
October 11, 1984

Dear Sirs:

Reference is made to our opinion to you of even date herewith with respect to the Series 52 Bonds of the Municipal Assistance Corporation for The City of New York. We hereby confirm to you that, while we have not participated in conferences or conversations regarding the accuracy, completeness or fairness of the information contained in the Official Statement referred to in such opinion with those involved in its preparation or otherwise undertaken any investigation with respect to the information contained in such Official Statement subsequent to its date, nothing has come to our attention which has caused us to believe that such Official Statement, as of this date, contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements therein, in the light
of the circumstances under which they were made, not misleading.

Very truly yours,

White & Case
$185,000,000*

MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK
SERIES 52 BONDS

BLUE SKY MEMORANDUM

September 20, 1984

Salomon Brothers Inc
Goldman, Sachs & Co.
Merrill Lynch Capital Markets
Merrill Lynch, Pierce, Fenner & Smith Incorporated
Citigroup Capital Markets Group
Citibank, N.A.
Manufacturers Hanover Trust Company
Morgan Guaranty Trust Company of New York
Bear, Stearns & Co.
L. F. Rothschild, Unterberg, Towbin
Shearson Lehman/American Express Inc.
As Representatives of the Underwriters
c/o Salomon Brothers Inc
One New York Plaza
New York, New York 10004

Dear Sirs:

In connection with the proposed offering of $185,000,000* aggregate principal amount of the Series 52 Bonds (hereinafter referred to as the "Bonds") of the Municipal Assistance Corporation For The City of New York (the "Corporation"), we have prepared the accompanying Preliminary Blue Sky Survey relating to the provisions of the securities or Blue Sky laws of the jurisdictions enumerated therein. The Survey is based upon an examination of such laws as reported in the latest unofficial compilations available to us and upon financial and other information furnished by officers of the Corporation or contained in the Preliminary Official Statement dated September 20, 1984. The Survey covers (i) offers of and solicitations of offers to purchase the Bonds ("offers"), made orally or by means of the Preliminary Official Statement before issuance of the Official Statement in final form; and (ii) sales or contracts of sale of the Bonds ("sales") after issuance of the Official Statement in final form.

* Subject to change.
The Survey is based upon the opinion of Bond Counsel that the Corporation is a corporate governmental agency and instrumentality of the State of New York and upon the assumptions that the offers and sales will be made in accordance with the applicable statements contained in the Official Statement and at a price not in excess of the initial public offering price specified therein and that the necessary banking authority approvals have been obtained.

The Survey also is subject to the following qualifications:

(a) Although informal rulings from the securities commissions or other similar administrative bodies having jurisdiction have in some instances been obtained, such rulings do not in every case represent authoritative interpretations of the provisions in question. No opinions have been obtained from local counsel and we do not purport to be experts as to the laws of any state other than New York.

(b) Requirements relating to advertising matter published in any jurisdiction have not been considered.

(c) The conclusions set forth in the Survey are subject to the exercise of broad discretionary powers of the securities commissions or other similar administrative bodies having jurisdiction, including the power to withdraw exemptions or special classifications accorded by statute or regulation, to establish specific requirements in respect of any offering of securities and to suspend or revoke at any time the registration or qualification of securities for offering in their respective jurisdictions.

Very truly yours,

WHITE & CASE
Preliminary Blue Sky Survey

$185,000,000*

Municipal Assistance Corporation for the City of New York
Series 52 Bonds

Part I

Offers and Sales to the Public by Banks and Registered Dealers

Banks, without registration as brokers or dealers except as indicated below, and dealers, registered or licensed in the jurisdictions listed below, may offer the Bonds to the public before the Official Statement in final form is issued and may sell the Bonds to the public after it is issued, without registration of the Bonds or other filings being made in the following jurisdictions:

- Alabama
- Alaska
- Arizona(1)
- Arkansas
- California
- Colorado
- Connecticut
- Delaware
- District of Columbia
- Florida(2)
- Georgia
- Guam
- Hawaii(3)
- Idaho
- Illinois(4)
- Indiana
- Iowa
- Kansas
- Kentucky
- Louisiana(3)
- Maine
- Maryland
- Massachusetts
- Michigan
- Minnesota
- Mississippi
- Missouri
- Montana
- Nebraska
- Nevada
- New Hampshire
- New Jersey
- New Mexico
- New York
- North Carolina
- North Dakota(3)
- Ohio(3)(5)
- Oklahoma
- Oregon
- Pennsylvania
- Puerto Rico
- Rhode Island(3)
- South Carolina
- South Dakota(3)
- Tennessee
- Texas(3)
- Utah
- Vermont(3)
- Virginia
- Washington
- West Virginia
- Wisconsin
- Wyoming

* Subject to change.

(1) Registration as a dealer is required of banks not regulated by an agency of Arizona or the United States.
(2) A bank must register as a dealer unless it is authorized to do business in Florida.
(3) Banks must register as brokers or dealers in this state.
(4) Banks not organized under the laws of Illinois or the United States must register as dealers in Illinois.
(5) Application for confirmation of exemption is being filed. Before making any offers or sales, dealers should communicate with Salomon Brothers Inc for information as to final approval.
PART II
Exempt Transactions
Dealers

Offers before the Official Statement in final form is issued, and sales after it is issued, may be made to dealers and brokers in the jurisdictions listed below without registration of the Bonds or any filings being made in such jurisdictions. Persons making such offers and sales need not be registered or licensed as dealers or brokers in these jurisdictions except as otherwise indicated.

Alabama
Alaska(1)
Arizona
Arkansas(1)
California(2)
Colorado(3)
Connecticut(4)
Delaware(1)
District of Columbia(1)
Florida
Georgia
Guam(1)
Hawaii(5)
Idaho
Illinois
Indiana(1)
Iowa(6)
Kansas
Kentucky
Louisiana(7)
Maine
Maryland(1)
Massachusetts(1)
Michigan(1)
Minnesota(1)
Mississippi(1)
Missouri(1)
Montana
Nebraska
Nevada(1)
New Hampshire(1)
New Jersey(8)
New Mexico
New York
North Carolina(1)
North Dakota
Ohio
Oklahoma(1)
Oregon
Pennsylvania(9)
Puerto Rico(1)
Rhode Island
South Carolina(1)
South Dakota
Tennessee(10)
Texas(11)
Utah(1)
Vermont
Virginia
Washington
West Virginia(1)
Wisconsin(12)
Wyoming(1)

(1) Provided offeror or seller is a bank, savings institution or trust company; or is a registered or licensed dealer or broker in this jurisdiction; or has no place of business in this jurisdiction and effects transactions in this jurisdiction exclusively with or through registered or licensed dealers or brokers or with or through exempt institutions.

(2) Provided offeror or seller is a bank, trust company, or savings and loan association, or is registered as a broker-dealer in California; or has no place of business in California, and effects transactions in California exclusively with broker-dealers; or is a broker-dealer registered under the Securities Exchange Act of 1934, has not previously had any certificate denied or revoked under the California Corporate Securities Law of 1968 or any predecessor statute, has no place of business in California and offers or sells securities in California exclusively to broker-dealers or exempt institutions.

(3) Provided offeror or seller is a bank, or a registered broker or has filed as an exempt broker in Colorado.

(4) Provided offeror or seller is a state bank and trust company, a national banking association, a mutual savings bank, a savings and loan association, a credit union, a federal credit union, or trust company, or a person who has no place of business in Connecticut and effects transactions exclusively with or through broker-dealers or exempt institutions.

(5) Provided offeror or seller is a registered dealer in Hawaii, or has no place of business in Hawaii and effects transactions in Hawaii exclusively with or through registered dealers or exempt institutions.

(6) Provided offeror or seller is an institutional investor, including an insurance company or bank; or is registered as a broker-dealer in Iowa; or has no place of business in Iowa and effects transactions in Iowa exclusively with or through registered broker-dealers or exempt institutions.

(7) Provided offeree or purchaser is a dealer or broker actually engaged in buying and selling securities as a business.

(8) Provided offeror or seller is a bank, savings institution or trust company; or is a registered broker-dealer in New Jersey; or effects transactions in New Jersey exclusively with or through registered broker-dealers or exempt institutions.

(9) Provided offeror or seller is a bank, banking and trust company, savings bank, trust company, private bank, or savings and loan association effecting transactions for its own account or executing orders for the sale of securities for the account of the seller thereof; or is a registered broker-dealer in Pennsylvania, and has no place of business in Pennsylvania and effects transactions in Pennsylvania exclusively with or through registered broker-dealers or exempt institutions.

(10) Provided offeror or seller is an institutional investor, including an insurance company or bank; or is registered as a broker-dealer in Tennessee; or is registered as a broker-dealer with the Securities and Exchange Commission or the National Association of Securities Dealers but has no place of business in Tennessee and effects transactions in Tennessee exclusively with or through registered broker-dealers or exempt institutions.

(11) Provided offeree or purchaser is a registered dealer in Texas actually engaged in buying and selling securities.

(12) Provided offeror or seller is a bank, savings institution or trust company effecting transactions for its own account or as agent for the seller pursuant to bank agency regulation, or is a licensed broker-dealer in Wisconsin.
Institutions

Offers before the Official Statement in final form is issued, and sales after it is issued, may be made in the following jurisdictions to the institutions specified, without registration of the Bonds or any filings being made. Persons making such offers and sales need not be registered or licensed as dealers or brokers in these jurisdictions, unless otherwise indicated. This Survey does not cover the status of the Bonds with respect to eligibility for investment by any of the institutions mentioned.

Alabama
Any bank, savings institution, credit union, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or in some fiduciary capacity.

Alaska(1)
Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

Arizona
Any bank, savings institution, insurance company, agency or instrumentality of the United States or of a state, or any person a principal part of whose business consists of buying securities.

Arkansas(1)
Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

California(2)
Any bank, savings and loan association, trust company, insurance company, investment company registered under the Investment Company Act of 1940, pension or profit-sharing trust (other than a pension or profit-sharing trust of the issuer, a self-employed individual retirement plan, or individual retirement account), any organization described in Section 501(c)(3) of the Internal Revenue Code which has total assets (including endowment funds) of not less than $5,000,000, or a corporation which has a net worth of not less than $14,000,000 or a wholly-owned subsidiary of any of the foregoing; provided the purchaser, whether acting for itself or as trustee, represents that it is purchasing for its own account (or for such trust account) for investment and not with a view to or for sale in connection with any distribution of the security; or to the Federal government or any state or local government, government agency, state university or state college or their employee retirement systems.

Colorado(3)
Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or in some fiduciary capacity.

Connecticut(1)
Any state bank and trust company, national banking association, mutual savings bank, savings and loan association, credit union, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

Delaware(1)
Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

District of Columbia(1)
Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.
Florida ........................................... Any bank or trust company, whether acting in its individual or fiduciary capacity, savings institution, insurance company, regulated investment company, or a pension or profit-sharing plan having assets not less than $500,000.

Georgia ......................................... Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, real estate investment trust, small business investment corporation, pension or profit-sharing plan or trust, or other financial institution, whether the purchaser is acting for itself or in some fiduciary capacity.

Guam(1) ......................................... Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

Hawaii(4) ........................................ Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

Idaho ........................................... Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or in some fiduciary capacity.

Illinois ......................................... Any corporation, bank, savings institution, trust company, insurance company, building and loan association, pension fund or pension trust, employees' profit sharing trust, other financial institution or institutional investor (including any investment company, university or other organization whose primary purpose is to invest its own assets or those held in trust by it for others and any foundation or endowment fund exempt from taxation under the Internal Revenue Code, a principal business function of which is to invest funds to produce income to carry out its purposes), whether the purchaser is acting for itself or in some fiduciary capacity, or to any partnership or association engaged as a substantial part of its business or operations in purchasing or holding securities, or a trust in respect of which a bank or trust company is trustee or co-trustee.

Indiana(1) ...................................... Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

Iowa(5) ......................................... Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

Kansas .......................................... Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, except if the financial institution acts only as an agent for another purchaser that is not an exempt financial institution.

Kentucky ....................................... Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or in some fiduciary capacity.

Louisiana ...................................... Any bank, savings institution, trust company, insurance company, or corporation.
Maine(6) Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or in some fiduciary capacity.

Maryland(1) Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

Massachusetts(1) Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

Michigan(1) Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

Minnesota(1) Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer (including any corporation with equity securities registered under Section 12(g) of the Securities Exchange Act of 1934, as amended, and any "accredited investor" within the meaning of SEC Rule 501(a)), whether the purchaser is acting for itself or in some fiduciary capacity.

Mississippi(1) Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

Missouri(1) Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

Montana Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or in some fiduciary capacity.

Nebraska Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or in some fiduciary capacity.

Nevada(1) Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

New Hampshire(1) Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or in some fiduciary capacity.

New Jersey(7) Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.
<table>
<thead>
<tr>
<th>State</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>New Mexico</td>
<td>Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or in some fiduciary capacity.</td>
</tr>
<tr>
<td>New York</td>
<td>Any bank or any syndicate, corporation or group formed for the specific purpose of acquiring such securities for resale to the public directly or through other syndicates or groups.</td>
</tr>
<tr>
<td>North Carolina(1)(8)</td>
<td>Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.</td>
</tr>
<tr>
<td>North Dakota</td>
<td>Any bank, savings bank, savings institution, trust company, insurance company or any corporation, organization or association, a principal part of whose business consists of the buying of securities.</td>
</tr>
<tr>
<td>Ohio(9)</td>
<td>Any institutional investor, defined as any corporation, bank, insurance company, pension fund or trust, employees' profit sharing fund or trust, any association engaged, as a substantial part of its business or operations, in purchasing or holding securities, or any trust in respect of which a bank is trustee or co-trustee.</td>
</tr>
<tr>
<td>Oklahoma(1)</td>
<td>Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.</td>
</tr>
<tr>
<td>Oregon</td>
<td>Any bank, savings institution, trust company, insurance company, investment company, pension or profit-sharing trust, or other financial institution or institutional buyer.</td>
</tr>
<tr>
<td>Pennsylvania(10)</td>
<td>Any institutional investor, defined as any bank, insurance company, pension or profit-sharing plan or trust, investment company, as defined in the Investment Company Act of 1940, other financial institution or any person, other than an individual, which controls any of the foregoing, the Federal Government, State or any agency or political subdivision thereof or any other person designated by regulation of the Pennsylvania Securities Commission, whether the buyer is acting for itself or in some fiduciary capacity.</td>
</tr>
<tr>
<td>Puerto Rico(4)</td>
<td>Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Companies Act of Puerto Rico, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.</td>
</tr>
<tr>
<td>Rhode Island</td>
<td>Any national bank, or any bank, trust company, insurance company or association under the supervision of the Director of Business Regulation, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or institutional buyer, such securities being purchased by such institution for its own account and investment.</td>
</tr>
<tr>
<td>South Carolina(1)</td>
<td>Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.</td>
</tr>
<tr>
<td>South Dakota</td>
<td>Any bank, savings institution, trust company, insurance company, savings and loan association, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, the State or any agency or political subdivision thereof, or other financial institution or institutional buyer (including any issuer with securities registered under Section 12 of the Securities Exchange Act of 1934, as amended, and any wholly-owned subsidiary thereof, and any corporation, partnership or association in existence for 10 years or with net assets in excess of $250,000 whose principal stated purpose is investing in securities), whether such person is acting for itself or as trustee.</td>
</tr>
</tbody>
</table>
Tennessee(11) ............ Any bank, trust company, insurance company, investment company registered under the Investment Company Act of 1940, as amended, a holding company which controls any of the foregoing, a trust or fund over which any of the foregoing has or shares investment discretion, or any other person engaged as a substantial part of its business in investing in securities (except a broker-dealer), in each case having a net worth in excess of $1,000,000.

Texas ................. Any bank, trust company, building and loan association, insurance company, surety or guaranty company, savings institution, investment company as defined in the Investment Company Act of 1940, or small business investment company as defined in the Small Business Investment Act of 1958, as amended, provided the purchaser is acting for its own account or as a bona fide trustee.

Utah(1) ................. Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

Vermont ................. Any bank, savings institution, trust company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or in a fiduciary capacity.

Virginia ................. Any corporation, investment company or pension or profit-sharing trust.

Washington .............. Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or in some fiduciary capacity.

West Virginia(1) ........ Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

Wisconsin(12) .......... Any bank, savings institution, credit union, trust company, insurance company, investment advisor or savings and loan association, provided the purchaser is acting for itself or as trustee with investment control, any investment company as defined under 15 USC § 80a-3, pension or profit-sharing trust, the state or any agency or political subdivision thereof, the federal government or any of its agencies or instrumentalities or any other financial institution or institutional investor (including any issuer with securities registered under Section 12 of the Securities Exchange Act of 1934, as amended, and any wholly owned subsidiary thereof, and any corporation, partnership or association in existence for 10 years or with net assets in excess of $500,000 whose principal stated purpose is investing in securities), whether such person is acting for itself or as trustee.

Wyoming(1) .............. Any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, whether the purchaser is acting for itself or as trustee.

(1) Provided offeror or seller is a bank, savings institution or trust company; or is a registered or licensed dealer or broker in this jurisdiction; or has no place of business in this jurisdiction and effects transactions in this jurisdiction exclusively with or through registered or licensed dealers or brokers or with or through exempt institutions.

(2) Provided offeror or seller is a bank, trust company, or savings and loan association; or is registered as a broker-dealer in California or is a broker-dealer registered under the Securities Exchange Act of 1934, has not previously had any certificate denied or revoked under the California Corporate Securities Law of 1968 or any predecessor statute, has no place of business in California and offers or sells securities in California exclusively to other broker-dealers or to exempt institutions.

(3) Provided offeror or seller is a bank, or a registered broker or dealer or has filed as an exempt broker or dealer in Colorado.

(4) Provided offeror or seller is a registered dealer in Hawaii, or has no place of business in Hawaii and effects transactions in Hawaii exclusively with or through registered dealers or exempt institutions.
(5) Provided offeror or seller is an institutional investor, including an insurance company or bank; or is registered as a broker-dealer in Iowa, or has no place of business in Iowa and effects transactions in Iowa exclusively with or through registered broker-dealers or exempt institutions.

(6) Provided offeror or seller is a registered dealer in Maine, or is a state or national bank, trust company or savings institution organized under the law and subject to examination, supervision and control of any state or of the United States, and is engaged in its regular course of business.

(7) Provided offeror or seller is a bank, savings institution or trust company; or is a registered broker-dealer in New Jersey; or effects transactions in New Jersey exclusively with or through registered broker-dealers or exempt institutions.

(8) A bank, savings institution, trust company, or North Carolina registered dealer may also offer and sell the Bonds to any corporation which has a net worth in excess of $1,000,000 in addition to the exempt institutions cited.

(9) Provided offeror or seller is a registered or licensed dealer in Ohio.

(10) Provided offeror or seller is a bank, banking and trust company, savings bank, trust company, private bank, or savings and loan association effecting transactions for its own account or executing orders for the sale of securities for the account of the seller thereof; or is a registered broker-dealer in Pennsylvania, or has no place of business in Pennsylvania and effects transactions in Pennsylvania exclusively with or through registered broker-dealers or exempt institutions.

(11) Provided offeror or seller is an institutional investor, including an insurance company or bank; or is registered as a broker-dealer in Tennessee; or is registered as a broker-dealer with the Securities and Exchange Commission or the National Association of Securities Dealers but has no place of business in Tennessee and effects transactions in Tennessee exclusively with or through registered broker-dealers or exempt institutions.

(12) Provided offeror or seller is a bank, savings institution or trust company effecting transactions for its own account or as agent for the seller pursuant to bank agency regulation, or is a licensed broker-dealer in Wisconsin.
September 26, 1984

Dear Sirs:

This Memorandum supplements and completes our Blue Sky Memorandum dated September 20, 1984, with reference to the offering of the Series 52 Bonds (the "Bonds") of the Municipal Assistance Corporation For The City of New York.

We wish to advise you that exemptions have been confirmed where necessary.

For information as to the Blue Sky status of the Bonds in the various jurisdictions, reference is made to our Blue Sky Memorandum of September 20, 1984.

Very truly yours,

WHITE & CASE
ORDER AS TO DEPOSIT AND INVESTMENT
OF SERIES 52 BOND PROCEEDS

11 October 1984

United States Trust Company
of New York
45 Wall Street
New York, New York 10005

Ladies and Gentlemen:

You have today received the amount of $181,871,094.44 from the Municipal Assistance Corporation For The City of New York (the "Corporation") by check payable in New York Clearing House funds which, together with the deposit of $925,000 received on September 26, 1984, constitutes the aggregate proceeds, including accrued interest, of the Corporation's sale of its $185,000,000 aggregate principal amount of Series 52 Bonds dated September 1, 1984 (the "Proceeds"). You are hereby requested, authorized and ordered to deposit the Proceeds in the Corporation's Proceeds Account (the "Proceeds Account").

You are hereby further requested, authorized and ordered (i) to deposit on October 11, 1984, $1,953,444.44 of the Proceeds Account in the Bond Service Fund under the Second General Bond Resolution adopted on November 25, 1975, as amended and supplemented (the "Second General Bond Resolution"), and (ii) to deposit on October 11, 1984, $13,842,650 of the Proceeds Account into the Capital Reserve Fund under the Second General Bond Resolution. The balance of $165,000,000 shall continue to be held in the Proceeds Account pending further written direction from the Corporation, which direction shall cause such balance to be used to purchase bonds issued by the City of New York to finance capital improvements.

Pending directions as to the expenditure of the Proceeds Account, the Bond Service Fund and the Capital Reserve Fund for the purposes authorized by the Second General Bond Resolution, you are hereby requested, authorized and ordered to invest the monies so deposited in the Proceeds Account, the Bond Service Fund and the Capital Reserve Fund and any accrued interest thereon, in the manner provided in Section 702 of the Second General Bond Resolution.

MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

By: [Signature]
T. Dennis Sullivan II
Executive Director
CERTIFICATE OF TRUSTEE AS TO RECEIPT OF PROCEEDS OF THE SALE OF SERIES 52 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 52 Bonds, in the aggregate principal amount of $185,000,000 (the "Bonds"), as authorized by the Series 52 Resolution adopted on September 26, 1984, hereby acknowledges, on behalf of the Corporation, the receipt of the proceeds of sale of the Bonds, plus accrued interest thereon, consisting of $925,000 good faith deposit received on September 26, 1984, and the additional amount of $181,871,094.44 (representing the purchase price of the Bonds in the amount of $180,842,650 plus accrued interest in the aggregate amount of $1,953,444.44, less such good faith deposit) received on the date hereof, for use in accordance with instructions delivered by the Corporation to the Trustee on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of United States Trust Company of New York this 11th day of October 1984.

(SEAL)

Pat Santivasci
Assistant Vice President

Attest:

[Signature]
Assistant Secretary
RECEIPT FOR SERIES 52 BONDS AND DOCUMENTS

The undersigned hereby acknowledges receipt on the date hereof from the United States Trust Company of New York, as Trustee under the Second General Bond Resolution adopted on November 25, 1975, as amended and supplemented (the "Second General Resolution"), upon the order of the Municipal Assistance Corporation For The City of New York (the "Corporation"), of the Series 52 Bonds (the "Bonds"), of the Corporation, in definitive form, in the principal amount of $185,000,000 issued pursuant to the Second General Resolution and the Series 52 Resolution adopted September 26, 1984.

The aggregate purchase price of the Bonds is $180,842,650 plus accrued interest in the amount of $1,953,444.44 from September 1, 1984 to the date hereof, for a total of $182,796,094.44, for which a check payable in New York Clearing House funds is herewith tendered in the amount of $181,871,094.44, the balance being provided by the application of the deposit in the amount of $925,000 delivered to the Corporation on September 26, 1984.

In connection with the purchase of the Bonds, the undersigned acknowledges receipt of the approving opinion of Hawkins, Delafield & Wood, Bond Counsel to the Corporation, together with copies of all of the other documents delivered at the closing, as set forth in the Table of Contents attached to the Record of Proceedings.

IN WITNESS WHEREOF, this receipt has been executed this 11th day of October, 1984.

SALOMON BROTHERS INC

[Signature]

(NAME)
$185,000,000
Municipal Assistance Corporation For The City of New York
(A Public Benefit Corporation of the State of New York)
Series 52 Bonds
Dated: September 1, 1964 / Due: July 1, as shown below

Amounts, Maturities, Rates and Prices

<table>
<thead>
<tr>
<th>Amount</th>
<th>Date</th>
<th>Rate %</th>
<th>First Maturity</th>
<th>Interest Rate %</th>
<th>Second Maturity</th>
<th>Interest Rate %</th>
<th>Third Maturity</th>
<th>Interest Rate %</th>
</tr>
</thead>
<tbody>
<tr>
<td>$10,000,000</td>
<td>1988</td>
<td>7.75%</td>
<td>$10,000,000</td>
<td>7.75%</td>
<td>10,000,000</td>
<td>7.75%</td>
<td>10,000,000</td>
<td>7.75%</td>
</tr>
<tr>
<td>$8,000,000</td>
<td>1989</td>
<td>7.75%</td>
<td></td>
<td>7.75%</td>
<td></td>
<td>7.75%</td>
<td></td>
<td>7.75%</td>
</tr>
<tr>
<td>$12,000,000</td>
<td>1990</td>
<td>7.75%</td>
<td></td>
<td>7.75%</td>
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<td>7.75%</td>
<td></td>
<td>7.75%</td>
</tr>
<tr>
<td>$12,000,000</td>
<td>1991</td>
<td>7.75%</td>
<td></td>
<td>7.75%</td>
<td></td>
<td>7.75%</td>
<td></td>
<td>7.75%</td>
</tr>
</tbody>
</table>

$21,000,000 10% Term Bonds due July 1, 1993 * 100%
$78,000,000 10% Term Bonds due July 1, 2028 * 100%

Salomon Brothers Inc.

Goldman, Sachs & Co.

Clifton Capital Markets Group

Manufacturers Hanover Trust Company

Merrill Lynch Capital Markets

Goldman, Sachs & Co.

Clifton Capital Markets Group

Manufacturers Hanover Trust Company

Merrill Lynch Capital Markets
At a closing held on October 11, 1984, the Municipal Assistance Corporation For The City of New York (the "Corporation") issued and sold to the underwriters referred to in Schedule I to the Bond Purchase Agreement dated September 26, 1984 (the "Bond Purchase Agreement") among the Corporation and each of such underwriters (collectively the "Underwriters") $10,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1988, $8,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1989, $12,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1990, $12,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1991, $6,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1992, $10,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1993, $10,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1994, $6,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1995, $6,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1996, $6,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1997, $21,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1999 and $78,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 2008 (collectively, the "Series 52 Bonds"). The Series 52 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 52 Resolution
adopted by the Corporation on September 26, 1984 authorizing the Series 52 Bonds (the "Series 52 Resolution").

I

The Closing

A. On October 10, 1984, 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 October 11, 1984 at 9:00 a.m. (the "Closing Date"). The names of 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 representatives of the Underwriters (the "Representatives") and their counsel:

1. Copy of the final Official Statement of the Corporation dated September 26, 1984, relating to the Series 52 Bonds (the "Official Statement").


3. Bond Purchase Agreement, executed by the Corporation and Salomon Brothers Inc as the representative of the Underwriters (the "Representative").

4. Extracts of the Minutes of the Board of Directors Meetings held on September 26, 1984 showing the adoption of the Series 52 Resolution authorizing execu-
tion of the Bond Purchase Agreement and issuance of the Series 52 Bonds on the terms stated in the Bond Purchase Agreement and the Series 52 Resolution.

5. Copy of the Second General Bond Resolution.

6. Copy of the Series 52 Resolution.

7. Written order of the Corporation as to the delivery and authentication of the Series 52 Bonds.

8. A certificate, dated the Closing Date, of the Director of the Budget of the State of New York (the "State"), required pursuant to Section 3(a)(4) of the Bond Purchase Agreement.

9. A certificate of the Commissioner of Taxation and Finance of the State, dated the Closing Date, required pursuant to Section 3(a)(5) of the Bond Purchase Agreement. (Exhibit D to the Bond Purchase Agreement)

10. A certificate, dated the Closing Date, of (i) the Mayor of The City of New York (the "City") or an appropriate deputy and (ii) the Comptroller of the City or an appropriate deputy, required pursuant to Section 3(a)(6) of the Bond Purchase Agreement.

11. The approval, dated September 26, 1984, of the Comptroller of the State required pursuant to Section 3(d) of the Bond Purchase Agreement.

12. 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, the Second General Bond Resolution, the Series 52 Resolution, minutes, specimen Bonds, signatures, and certifications, 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 certifications of the Corporation, required pursuant to Section 3(a)(3) of the Bond Purchase Agreement and Section 401 of the Series 52 Resolution, with specimen Series 52 Bonds attached thereto.
13. A certificate of the Commissioner of Taxation and Finance of the State, required pursuant to Section 202.3(1) of the Second General Bond Resolution.

14. 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.

15. Arbitrage certificate of the Corporation required pursuant to Section 3(a)(7) of the Bond Purchase Agreement.

16. A certificate of an officer of the Corporation pursuant to Section 3(a)(9) of the Bond Purchase Agreement as to the compliance by the Corporation with certain financial conditions.

B. From the Corporation to United States Trust Company of New York, as trustee (in such capacity, the "Trustee") and its counsel:

1. Copies of the following documents, all as required by Section 202 of the Second General Bond Resolution:
   
   (a) See item A.5 above.
   (b) See item A.6 above.
   (c) See item A.7 above.
   (d) See item A.12 above.
   (e) See item A.13 above.
   (f) See item A.14 above.
   (g) See item D below.
   (h) See item E.1 below.

2. Order as to deposit and investment of the proceeds of the Series 52 Bonds.

C. From the United States Trust Company of New York to the Corporation, with executed copies to the Representatives and their counsel:
1. A certificate with attached copy of the Executive Order pursuant to its By-laws showing authority for officers to authenticate the Series 52 Bonds.

2. An opinion of Counsel for the Trustee with respect to United States Trust Company of New York's authority to act as Trustee, together with a reliance opinion to the Representatives.

D. From Paul, Weiss, Rifkind, Wharton & Garrison, General Counsel for the Corporation, to the Representatives and their counsel:

The opinion, dated the Closing Date, addressed to the Representatives, furnished pursuant to Section 3(a)(1) of the Bond Purchase Agreement and substantially in the form of Exhibit A thereto, together with a reliance opinion to the Trustee.

E. From Hawkins, Delafield & Wood, Bond Counsel, to the Representatives and their counsel:

1. The opinion, dated the Closing Date, addressed to the Corporation (accompanied by a letter authorizing reliance thereon by the Trustee and the Underwriters), 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 Representatives, 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 (accompanied by a letter authorizing reliance thereon by the Trustee and the Underwriters), as to the enforceability of the 1978 State Covenant, furnished pursuant to Section 3(a)(1) of the Bond Purchase Agreement.

4. The opinion, dated the Closing Date, addressed to the Corporation, as to arbitrage, furnished pursuant to Section 3(a)(8) of the Bond Purchase Agreement.

F. From White & Case, Counsel to the Underwriters, to the Representatives:
1. The opinions, dated the Closing Date, addressed to the Representatives, furnished pursuant to Section 3(a)(2) of the Bond Purchase Agreement.

2. A survey of the applicable "Blue Sky" laws of various jurisdictions.

3. A copy of the "Tombstone" advertisement relating to the Series 52 Bonds.


III

Delivery of the Series 52 Bonds and Check at the Closing

A. Registered bonds representing $10,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1988, registered bonds representing $8,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1989, registered bonds representing $12,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1990, registered bonds representing $12,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1991, registered bonds representing $6,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1992, registered bonds representing $10,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1993, registered bonds representing $10,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1994, registered bonds representing $6,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1995, registered bonds representing $6,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1996, registered bonds representing $6,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1997, registered bonds representing $21,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 1999 and registered bonds representing $78,000,000 aggregate principal amount of the Corporation's Series 52 Bonds maturing on July 1, 2008 were delivered to the Representatives.
B. The Representatives delivered to the Corporation a certified or official bank check in New York Clearing House funds in the amount of $181,871,094.44 which, together with the deposit of $925,000 paid pursuant to Section 5 of the Bond Purchase Agreement, constitutes payment in full of the purchase price of the Series 52 Bonds. Such $182,796,094.44 purchase price equals the $180,842,650 aggregate purchase price for the Series 52 Bonds plus $1,953,444.44 accrued interest.

C. Receipt of the Trustee as to proceeds of the sale of the Series 52 Bonds was given to the Representatives.

D. Receipt of the Representatives for the Series 52 Bonds was given to the Trustee.
Persons Present at the Closing

For the Corporation:

T. Dennis Sullivan II
Stephen J. Weinstein
Quentin B. Spector
Susan A. Weil
Frances N. Higgins

For the Trustee:

Pat V. Santivasci

For the Underwriters:

Jenny A. Hourihan
John M. Donovan

For Paul, Weiss, Rifkind, Wharton & Garrison,
General Counsel to the Corporation:

James M. Dubin
Ronald M. Soiefer
Peter J. Barrett

For Hawkins, Delafield & Wood, Bond Counsel:

Donald J. Robinson
Jack M. Schrager

For Carter, Ledyard & Milburn, Counsel to the Trustee:

Lawrence Remmel
McCulloch M. Irving

For White & Case, Counsel to the Underwriters:

Anthony F. Kahn
Jessie E. Durnford
Mats A. Sacklen