RESOLUTION AMENDING A RESOLUTION
OF THE MUNICIPAL ASSISTANCE COR-
PORATION FOR THE CITY OF NEW YORK
ESTABLISHING THE CITY OF NEW YORK
BOND GUARANTY FUND

Be it Resolved by the Board of Directors of the
Municipal Assistance Corporation For The City of New York
(the "Corporation") as follows:

Section 1. A resolution of the Corporation enti-
titled "Resolution of the Municipal Assistance Corporation
for The City of New York Establishing The City of New York
Bond Guaranty Fund", adopted November 14, 1978, as supple-
mented by a further resolution appointing a Depository
adopted November 16, 1978 (as so supplemented, the "Resolu-
tion") is hereby amended to read as follows (new matter is
underlined, deleted matter is set off by brackets):

Section 2. Subdivision 4 of Section 102 of the
Resolution is amended to read as follows:

(4) "Bonds" means the bonds of the City held
by the Pension Funds and secured by the
Guarantee issued on the first and second
Closing Dates [Date] pursuant to the Guaranteed
Bond Purchase Agreement, dated as of November 15,
1978;

Section 3. Subdivisions 2 and 3 of Section 303 of
the Resolution are amended to read as follows:

(2) On any day on which a payment of the
principal of or interest on any Bond is due
and upon which the Depository receives a
certificate of the City Officers (i) stating
that the City has not made available to the
Paying Agent monies in an amount sufficient
to pay the principal of or interest on any
such Bonds and (ii) setting forth the amount
of the estimated deficiency, after giving
notice to the Corporation and the Secretary,
but only after receiving the consent of the
Secretary, the Depository shall transfer to
the Paying Agent for the sole purpose of pay-
ing the principal or interest on such Bonds
the amount of such deficiency, but in no event
an amount greater than the lesser of (2) the
amount of monies then on deposit in the
Guaranty Fund [to the Paying Agent for the sole purpose of paying the principal or interest on such Bonds] or (b) the Funding Level.

(3) On any day on which a payment of the principal of or interest on any Bond is due and upon which the Depository receives a certificate from an officer of the Paying Agent stating (i) the Paying Agent does not then hold sufficient funds of the City to make the payments of principal of or interest on bonds of the City, including the Bonds, required to be made by such Paying Agent on such day, and (ii) the Paying Agent has informed the City Officers of the deficiency with regard to the payment of the principal of or interest on the Bonds and has not been offered any assistance which enables it to pay in full such principal and interest on such day, upon notice to the Corporation, the City and the Secretary, but only after receiving the consent of the Secretary, the Depository shall transfer to the Paying Agent, for the sole purpose of paying the portion of the principal of or interest on the Bonds not provided for by the City the amount of such deficiency, but in no event an amount greater than the lesser of (a) the amount of monies then on deposit in the Guaranty Fund [to the Paying Agent, for the sole purpose of paying the portion of the principal of or interest on the Bonds provided for by the City] or (b) the Funding Level.

Section 4. This resolution shall take effect when approved by the Secretary in accordance with the Resolution.
The undersigned does hereby consent to the adoption of a resolution in the form attached hereto amending the resolution of the Municipal Assistance Corporation for the City of New York adopted November 14, 1978 and entitled "Resolution of the Municipal Assistance Corporation for the City of New York Establishing the City of New York Bond Guaranty Fund".

W. MICHAEL BLUMENTHAL
SECRETARY OF THE TREASURY

Attachment
RESOLUTION OF THE MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK ESTABLISHING THE CITY OF
NEW YORK BOND GUARANTY FUND

Be it Resolved by the Board of Directors of the Municipal Assistance
Corporation For The City of New York (the “Corporation”) as follows:

ARTICLE 1

DEFINITIONS AND INTERPRETATION

SECTION 101. Short Title. This resolution may hereafter be cited by
the Corporation, and is hereinafter sometimes referred to, as the “Guaranty
Fund Resolution”.

SECTION 102. Definitions. In this Guaranty Fund Resolution unless
a different meaning clearly appears from the context:

(1) Articles and Sections mentioned by number only are the
respective Articles and Sections of the Guaranty Fund Resolution so
numbered;

(2) “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, 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 Guaranty Fund Resolution;

(3) “Authorized Officer” means any member of the Board of
Directors of the Corporation, its Treasurer or an Assistant Treasurer,
Secretary, any Assistant Secretary, its Executive Director, Deputy Execu-
tive Director, its Counsel and any other person authorized by resolution
of the Corporation to perform the act or sign the document in question;

(4) “Bonds” means the bonds of the City held by the Pension
Funds and secured by the Guarantee issued on the first Closing Date
pursuant to the Guaranteed Bond Purchase Agreement, dated as of
November 15, 1978;

(5) “City” means The City of New York;

(6) “City Officers” means the Mayor and Comptroller of the
City;

(7) “Depository” means the bank or trust company organized
under the laws of the State of New York, or a national banking asso-
ciation doing business and having its principal office in such State as appointed by resolution of the Corporation;

(8) "Funding Level" means an amount equal to five per centum of (i) the unpaid principal amount of all Bonds and (ii) the maximum amount of interest payable on all Bonds, the principal of which remains unpaid as of the date of calculation, in any period of twelve consecutive months;

(9) "Guarantee" means the guarantee by the United States of America of the payment of the principal of or interest on bonds of the City authorized pursuant to Public Law number 95-339 and issued pursuant to the Agreement to Guarantee dated as of November 15, 1978 by and among the United States of America, the City, the State, the Corporation and the Financial Control Board identified therein;

(10) "Guaranty Fund" means the fund created pursuant to Section 301 of the Guaranty Fund Resolution;

(11) "Paying Agent" means the bank, trust company or other corporation authorized by the City to pay the principal of and interest on the Bonds, when due;

(12) "Pension Funds" mean any or all of the New York City Employees' Retirement System, the New York City Police Pension Fund—Article 2, New York City Fire Department Pension Fund—Article 1B, New York City Board of Education Retirement System, the Teachers' Retirement System of the City of New York, the New York State Common Retirement Fund, or the New York State Teachers' Retirement System;

(13) "Secretary" means the Secretary of the Treasury of the United States or such official's lawful designee;

(14) "State" means the State of New York; and

(15) Words importing the singular number include the plural number and vice versa and words importing persons include firms, associations and corporations. Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders.

ARTICLE II

OBLIGATION OF THE CORPORATION

SECTION 201. Authority for Guaranty Fund Resolution. The Guaranty Fund Resolution is adopted pursuant to the provisions of the Act.
SECTION 202. Guaranty Fund Resolution to Constitute Contract. In consideration of the purchase and acceptance of any of the Bonds by the Pension Funds and for so long as any such Bonds are held by any of the Pension Funds and in consideration of the Guarantee recited thereon, the Corporation has adopted this Guaranty Fund Resolution and acknowledges hereby that (i) the Secretary has relied upon the adoption of this Guaranty Fund Resolution and the establishment of the Guaranty Fund in the making of the Guarantee and (ii) the Pension Funds have relied upon the adoption of the Guaranty Fund Resolution and the establishment of the Guaranty Fund as fulfillment of a condition precedent to the making of the Guarantee without which such Pension Funds would not have purchased the Bonds.

The provisions, covenants and agreements herein set forth to be performed by or on behalf of the Corporation shall be for the equal benefit, protection and security of any of the Pension Funds as holders of any and all of the Bonds all of which shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof.

SECTION 203. Obligation of the Corporation. The Corporation shall be under no obligation to maintain the Guaranty Fund at any level and shall not be required to deposit any monies therein other than monies received for such purpose from the proceeds of sale of obligations of the Corporation.

ARTICLE III

THE GUARANTY FUND

SECTION 301. Establishment of the Guaranty Fund. There is hereby established with the Depository a trust fund entitled the Guaranty Fund.

SECTION 302. Monies in the Guaranty Fund. The Corporation may deposit monies in the Guaranty Fund from time to time. Subject to the provisions of Section 303 below, monies on deposit in the Guaranty Fund shall only be used for the purpose of making payment, not earlier than the due date thereof, of principal of or interest on the Bonds or of reimbursing the United States of America for payments made under the Guarantee.

SECTION 303. Transfers from the Guaranty Fund. (1) To the extent the balance on deposit in the Guaranty Fund exceeds the Funding Level whether through investment income or interest earnings on the investment of
monies in the Guaranty Fund or by virtue of a reduction in unpaid principal amount of the Bonds, such excess shall be transferred to the Corporation and used for any corporate purpose of the Corporation or shall be retained in and become part of the Guaranty Fund as the Depository shall be directed in the certificate of an Authorized Officer. If at any time there shall no longer be any payments due or to become due as principal of or interest on the Bonds, any monies remaining on deposit in the Guaranty Fund shall be transferred to the Corporation and may be used for any corporate purpose of the Corporation provided, however, that prior to any such transfer, the Depository receives the certifications referred to in Section 409 hereof.

(2) On any day on which a payment of the principal of or interest on any Bond is due and upon which the Depository receives a certificate of the City Officers (i) stating that the City has not made available to the Paying Agent monies in an amount sufficient to pay the principal of or interest on any such Bonds and (ii) setting forth the amount of the estimated deficiency, after giving notice to the Corporation and the Secretary, but only after receiving the consent of the Secretary, the Depository shall transfer the amount of such deficiency, but in no event an amount greater than the lesser of (a) the amount of monies then on deposit in the Guaranty Fund to the Paying Agent for the sole purpose of paying the principal or interest on such Bonds or (b) the Funding Level.

(3) On any day on which a payment of the principal of or interest on any Bond is due and upon which the Depository receives a certificate from an officer of the Paying Agent stating (i) the Paying Agent does not then hold sufficient funds of the City to make the payments of principal of or interest on bonds of the City, including the Bonds, required to be made by such Paying Agent on such day, and (ii) the Paying Agent has informed the City Officers of the deficiency with regard to the payment of the principal of or interest on the Bonds and has not been offered any assistance which enables it to pay in full such principal and interest on such day, upon notice to the Corporation, the City and the Secretary, but only after receiving the consent of the Secretary, the Depository shall transfer the amount of such deficiency, but in no event an amount greater than the lesser of (a) the amount of monies then on deposit in the Guaranty Fund to the Paying Agent, for the sole purpose of paying the portion of the principal of or interest on the Bonds provided for by the City or (b) the Funding Level.

(4) On any day on which the Depository receives a certificate of the Secretary stating that the Secretary has made payment to the Pension Fund pursuant to the Guarantee, for which the Secretary has not been made whole,
the Depository, shall transfer the amount so paid by and not compensated
to the Secretary or at the order of the Secretary, but in no event shall the
amount required to be transferred exceed the lesser of (a) the amount of
monies then on deposit in the Guaranty Fund or (b) the Funding Level:

Section 304. Investment of Funds. Monies in the Guaranty Fund
shall, as nearly as may be practicable be invested by the Depository upon
direction of the Corporation in writing, signed by an Authorized Officer
(which direction shall specify the amount thereof to be so invested, and the
Corporation in issuing such direction shall take into consideration the dates
and times when monies in such Guaranty Fund may be required for the
purpose of this Guaranty Fund Resolution), in direct obligations of the
United States of America or obligations, the principal and interest of which
are guaranteed by the United States of America.

Article IV
Appointment and Duties of Depository

Section 401. Appointment of the Depository. The Depository shall
signify its acceptance of the duties and obligations imposed upon it by this
Guaranty Fund Resolution by written instrument of acceptance deposited
with the Corporation and the Secretary. The corporate trust offices of the
Depository are hereby designated as the offices for delivery of all certificates or
notices required to be delivered to the Depository pursuant to this Guaranty
Fund Resolution.

Section 402. Responsibilities of Depository. The recitals of fact herein
contained shall be taken as the statements of the Corporation and the recitals
of fact contained in or set forth on the Bonds, if any, shall be taken as the
statements of the City or the Secretary as appropriate and the Depository does
not assume any responsibility for the correctness of the same. The Depository
shall not be deemed to make any representations as to the validity or sufficiency
of this Guaranty Fund Resolution or of any of the Bonds (or the coupons, if
any, appertaining thereto) or in respect of any security afforded by this
Guaranty Fund Resolution or the Guarantee. The Depository shall not 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. The Depository
shall not be liable in connection with the performance of its duties hereunder
except for its own negligence or default.
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 Guaranty Fund Resolution.

Section 408. Merger, Conversion or Consolidation. Any company into which the Depository may be merged, converted into 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 Depository may sell or transfer all or substantially all of its corporate trust business, shall be the successor to such Depository without the execution or filing of any paper or the performance of any further act, provided with respect to the Depository that such company shall be a bank or trust company organized under the laws of any state 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 such state or the District of Columbia and shall be authorized by law to perform all the duties imposed upon it by this Guaranty Fund Resolution.

Section 409. Disbursements from the Guaranty Fund. The Depository shall transfer monies from the Guaranty Fund in accordance with the provisions of Section 303 hereof. In addition to the transfers required thereunder, the Depository shall disburse all monies then remaining in the Guaranty Fund to or at the direction of the Corporation, to be used for any of its corporate purposes, upon the receipt of (i) a certificate of an Authorized Officer stating that there are no longer any Bonds the principal of and interest on which remains unpaid, (ii) a certificate of the City Officers setting forth the same matter as in (i) hereinbefore and (iii) a certificate of the Secretary setting forth the same matter as in (i) hereinbefore.

Section 410. Amendment. This Guaranty Fund Resolution may be amended by subsequent resolution of the Corporation consented to in writing by the Secretary.

Section 411. Effective Date. This Guaranty Fund Resolution shall take effect immediately upon the appointment of the Depository.

RESOLUTION OF THE MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK APPOINTING A DEPOSITORY FOR THE CITY OF NEW YORK BOND GUARANTY FUND

Be it Resolved by the Board of Directors of the Municipal Assistance Corporation For The City of New York (the “Corporation”) that in accordance with the provisions of a resolution of the Corporation known by the short title of Guaranty Fund Resolution adopted November 14, 1978 (the “Resolution”), the Morgan Guaranty Trust Company of New York is hereby appointed Depository in accordance with and as defined in the Resolution.

This resolution shall take effect immediately.

MAC Resolution of June 27, 1979 amending the Resolution establishing the City of New York Bond Guaranty Fund adopted November 16, 1978
June 28, 1979

The undersigned does hereby consent to the adoption of a resolution in the form attached hereto amending the resolution of the Municipal Assistance Corporation for the City of New York adopted November 14, 1978, and entitled "Resolution of the Municipal Assistance Corporation for the City of New York Establishing the City of New York Bond Guarantee Fund."

Attachment
RESOLUTION AMENDING A RESOLUTION
OF THE MUNICIPAL ASSISTANCE COR-
PORATION FOR THE CITY OF NEW YORK
ESTABLISHING THE CITY OF NEW YORK
BOND GUARANTY FUND

Be it Resolved by the Board of Directors of the Municipal Assistance Corporation For The City of New York (the "Corporation") as follows:

Section 1. A resolution of the Corporation entitled "Resolution of the Municipal Assistance Corporation for The City of New York Establishing The City of New York Bond Guaranty Fund", adopted November 14, 1978, as amended and supplemented by further resolutions adopted November 16, 1978 and February 13, 1979 (as so amended and supplemented, the "Resolution") is hereby amended to read as follows (new matter is underlined, deleted matter is set off by brackets):

Section 2. Subdivision 4 of Section 102 of the Resolution is amended to read as follows:

(4) "Bonds" means the bonds of the City held by the Pension Funds and secured by the Guarantee issued on [the first and second] any Closing [Dates] pursuant to the Guaranteed Bond Purchase Agreement, dated as of November 15, 1978;

Section 3. This resolution shall take effect when approved by the Secretary in accordance with the Resolution.

Dated:  June 27, 1979