

UTILITY DEBT SECURITIZATION AUTHORITY

MINUTES OF THE 9TH MEETING

HELD ON DECEMBER 14, 2015

AT THE OFFICES OF HAWKINS DELAFIELD & WOOD LLP

28 LIBERTY STREET, NEW YORK, NY

The Board of Trustees of the Utility Debt Securitization Authority (the “Authority”) was convened at 4:15 pm at Hawkins Delafield & Wood LLP, 28 Liberty Street, New York, NY, pursuant to legal notice given on December 9, 2015; and electronic notice posted on the website of the Long Island Power Authority.

The following Trustees of the Authority participated:

**Robert Gurman, Acting Chair
Bruce Levy**

Representing the Authority was Tom Falcone, Chief Financial Officer. Representing the Long Island Power Authority were Bobbi O’Connor, Deputy General Counsel; John Little, Managing Director of Planning and Strategy; Kenneth Kane, Managing Director of Finance and Budgeting; and Donna Mongiardo, Controller; Kathleen Mitterway, Director of Audit; and Sanna Wong-Chen, Director of Finance.

Also in attendance were Bruce Van Dusen of Hawkins Delafield & Wood; Christopher Reitzel of Squire Patton Boggs; and John G. Bove of Nixon Peabody by phone.

The Acting Chair welcomed everyone to the 9th meeting of the Authority.

The Acting Chair stated that the first item on the agenda is the adoption of minutes from the July 28, 2015 meeting. He asked if there were any changes or deletions. Hearing none, the chair entertained a motion to adopt the minutes. Upon motion duly made and seconded, the following resolution was approved:

20. APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE JULY 28, 2015 MEETING OF THE BOARD OF TRUSTEES OF THE UTILITY DEBT SECURITIZATION AUTHORITY

RESOLVED, that the Minutes of the meetings of the Authority held on July 28, 2015 are hereby approved and all actions taken by the Trustees present at such meeting, as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Authority.

The Acting Chair stated that the next item on the agenda is the Approval of the Utility Debt Securitization Authority's 2016 Budget, which the Acting Chair noted was recommended by the Finance and Audit Committee of the Board of Trustees. Upon motion duly made and seconded, the following resolution was approved:

21. APPROVAL OF THE UTILITY DEBT SECURITIZATION AUTHORITY'S 2016 BUDGET

RESOLVED, that the proposed 2016 budget of the Utility Debt Securitization Authority ("Authority"), which was presented at the meeting, is hereby approved; and

BE IT FURTHER RESOLVED, that the Authority intends to finance the requirements of the 2016 budget, as adjusted from time to time, through the collection of restructuring charges as provided for in Part B of the LIPA Reform Act, signed into law on July 29, 2013, as amended, and the financing orders adopted by the Long Island Power Authority's Board of Trustees on October 3, 2013 and June 26, 2015.

The Acting Chair stated that the next item on the agenda is the adoption of resolution authorizing issuance and sale of the Bonds and purchase of Restructuring Property from the Long Island Power Authority and execution and delivery of related documentation, to be presented by Mr. Falcone.

Proposed Action

It is proposed that the Trustees of the Utility Debt Securitization Authority (the "Securitization Authority") adopt a resolution to (i) authorize the issuance by the Securitization Authority of up to \$1,475,561,000 aggregate principal amount (the "Remaining Authorized Principal Amount") of Restructuring Bonds, Series 2016A in one

or more series (collectively, the “2016A Bonds”) for the purposes described herein, (ii) authorize execution and delivery of related documentation including a Bond Indenture, one or more Bond Purchase Agreements, a Restructuring Property Purchase and Sale Agreement, a Servicing Agreement, an Administration Agreement, preliminary and final Official Statements, and miscellaneous other documents related to the 2016A Bonds and (iii) authorize officers of the Securitization Authority to do all acts necessary, convenient or desirable for carrying out the issuance of the 2016A Bonds.

Plan of Finance

The Long Island Power Authority is requesting that the Securitization Authority issue the 2016A Bonds for the purpose of allowing the Long Island Power Authority to refinance certain of its outstanding indebtedness through the purchase of Restructuring Property (described below) and the rights related thereto created by Restructuring Cost Financing Order No. 3 (“Financing Order No. 3”) approved and adopted on June 26, 2015 by the Board of Trustees of the Long Island Power Authority pursuant to Part B of Chapter 173 of the Laws of New York, 2013, as amended by Chapter 58 of the Laws of 2015 (as so amended, the “LIPA Reform Act”) and to pay other Upfront Financing Costs (as defined in Financing Order No. 3). In accordance with the LIPA Reform Act, Financing Order No. 3 was approved by the New York State Public Authorities Control Board on July 15, 2015.

Financing Order No. 3 permits the Securitization Authority to issue up to the Remaining Authorized Principal Amount of bonds for the purpose of refinancing certain debt of the Long Island Power Authority, as described in Financing Order No. 3. Financing Order No. 3 creates the Restructuring Property as defined therein, which includes, among other things, the right to bill and collect from customers the non-bypassable charges which will be allocated towards payment of the principal of and interest on the 2016A Bonds and other Upfront Financing Costs defined in Financing Order No. 3.

The Long Island Power Authority has recommended and requested that the Securitization Authority designate Barclays Capital Inc. as representative (the “Representative”) of a group of underwriters for the 2016A Bonds listed below, such underwriters (the “Underwriters”) having been selected by the Long Island Power Authority pursuant to a competitive process.

The Long Island Power Authority has also recommended and requested that The Bank of New York Mellon be designated by the Securitization Authority as Trustee and Paying Agent for the 2016A Bonds, such institution having been selected in connection with the initial securitization Bond offering in 2013.

Bonds Proposed to be Authorized

The 2016A Bonds shall bear interest, payable on the payment dates and on applicable redemption dates as shall be set forth in the 2016 Bond Indenture, at a true interest cost on the 2016A Bonds of not to exceed 6.5% per annum, and shall have

redemption terms and other provisions, as shall be approved by an Authorized Officer. A resolution authorizing the 2016A Bonds (the “Authorizing Resolution”) and various agreements and other documents that will be entered by the Securitization Authority in connection with the 2016A Bonds was presented to the Trustees at the meeting.

The 2016A Bonds may be issued in one or more series as fixed rate bonds and sold on a negotiated basis to the Underwriters, for resale to investors. 2016A Bonds may be issued as federally tax-exempt or taxable bonds.

Financing Order No. 3 provides that the Long Island Power Authority may elect to make a cash contribution to fund the Reserve Subaccount to be established under 2016 Bond Indenture in lieu of the Securitization Authority funding the same with 2016 Bond proceeds and, if so directed by the Long Island Power Authority, the Bond Issuer would issue a Subordinate Note (as defined in Financing Order No. 3) to the Long Island Power Authority in an amount not to exceed the initial cash contribution, if any, by the Authority to the Reserve Subaccount.

Agreements Related to the 2016A Bonds

In connection with the issuance of the 2016A Bonds, the Securitization Authority will enter into a Bond Indenture, one or more Bond Purchase Agreements, a Restructuring Property Purchase and Sale Agreement, a Servicing Agreement, an Administration Agreement, and a Continuing Disclosure Agreement and miscellaneous other documents related to the 2016A Bonds.

The 2016 Bond Indenture will provide for the form and terms of the 2016A Bonds, including interest rates, terms of repayment, and redemption provisions, and will pledge the Restructuring Property and others rights as collateral for the repayment of the 2016A Bonds. Each Bond Purchase Agreement will provide for the sale of all or a portion of the 2016A Bonds by the Securitization Authority to the Underwriters for resale to investors.

The Restructuring Property Purchase and Sale Agreement will provide for the sale of the Restructuring Property by the Long Island Power Authority to the Securitization Authority. The Securitization Authority will pay consideration to the Long Island Power Authority in the form of a purchase price to be funded with the proceeds of the 2016A Bonds. The Servicing Agreement will provide the terms under which the Long Island Power Authority’s subsidiary, Long Island Lighting Company d/b/a LIPA (“LIPA”), as Servicer, will undertake to service the Restructuring Property, including billing and collection services related to the restructuring charges charged to LIPA’s customers. The Securitization Authority will pay an annual fee to LIPA for the services provided pursuant to the Servicing Agreement, as described in the form of Servicing Agreement presented at the meeting. The Administration Agreement will require LIPA, as Administrator, to perform additional duties with respect to the 2016A Bonds, including preparation of documents, reports, filings, instruments, notices, certificates and opinions to be prepared on behalf of the Securitization Authority, to the extent those duties are not performed by the Long Island Power Authority in its capacity as Servicer. The

Securitization Authority will pay a semi-annual fee to LIPA for the services provided pursuant to the Administration Agreement, as described in the form of Administration Agreement presented at the meeting.

Preliminary and final Official Statements will be provided to investors to disclose the material information related to the issuance of the 2016A Bonds, and the Continuing Disclosure Agreement will provide the terms pursuant to which the Securitization Authority and the Long Island Power Authority, as agent for the Securitization Authority, will be obligated to assist the Underwriters in complying with the their on-going disclosure requirements, such as their requirements to provide financial and operating information related to the Long Island Power Authority and the Securitization Authority and notices regarding material events related to the 2016A Bonds, all pursuant to Rule 15c2-12 promulgated by the SEC under the Securities Exchange Act of 1934, as amended.

The agreements and the other documents delivered in connection with the Series 2016A Bonds are expected to be in substantially similar form to those delivered in connection with the Securitization Authority's Series 2015 Bonds, with such modifications thereto as may be approved by designated officers of the Authority.

Authorized Officers

Pursuant to the Authorizing Resolution, the Securitization Authority also will authorize certain officers and persons to do all acts necessary, convenient or desirable for carrying out the issuance of the 2016A Bonds, all as described in the Authorizing Resolution.

Proposed Resolution

If the Trustees determine the foregoing to be acceptable and appropriate, it is proposed that the Trustees adopt the Authorizing Resolution below.

Upon motion duly made and seconded, the following resolution was unanimously adopted by the Trustees:

22. RESOLUTION

OF THE

UTILITY DEBT SECURITIZATION AUTHORITY

FOR ITS

RESTRUCTURING BONDS, SERIES 2016A

A RESOLUTION OF THE UTILITY DEBT SECURITIZATION AUTHORITY (THE “BOND ISSUER”) (1) AUTHORIZING AND PROVIDING FOR THE ISSUANCE OF ITS RESTRUCTURING BONDS, SERIES 2016A FOR THE PURPOSE OF PURCHASING RESTRUCTURING PROPERTY CREATED BY A FINANCING ORDER AND THE RIGHTS RELATED THERETO AND PAYING RELATED COSTS OF ISSUANCE OF SUCH BONDS AND OTHER UPFRONT FINANCING COSTS, THEREBY ALLOWING THE LONG ISLAND POWER AUTHORITY TO REFINANCE CERTAIN OUTSTANDING INDEBTEDNESS; (2) APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF VARIOUS AGREEMENTS AND DOCUMENTS RELATING TO SUCH BONDS; (3) PROVIDING FOR THE SELECTION OR CONFIRMATION OF A TRUSTEE, BOND REGISTRAR, UNDERWRITERS, AND THE SPECIFICATION OF CERTAIN TERMS OF SUCH BONDS; (4) AUTHORIZING CERTAIN OFFICERS OF THE BOND ISSUER TO DO ALL ACTS NECESSARY, CONVENIENT AND PROPER FOR CARRYING OUT THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND (5) PROVIDING FOR OTHER MATTERS RELATED THERETO.

WHEREAS, the Trustees (the “Trustees”) of the Utility Debt Securitization Authority (the “Bond Issuer”) desire to authorize and proceed with the issuance, pursuant to Part B of Chapter 173 of the Session Laws of 2013 of The State of New York, as amended by Chapter 58 of the Session Laws of 2015 of The State of New York (the “Act”), of its Restructuring Bonds, Series 2016A in one or more series (collectively, the “2016A Bonds”) in an aggregate principal amount not to exceed \$1,475,561,000 (the “Remaining Authorized Principal Amount”) to pay to the Long Island Power Authority (the “Authority”) the purchase price of the Restructuring Property and to pay costs of issuance and other Upfront Financing Costs; and

WHEREAS, the 2016A Bonds are to be issued pursuant to a Bond Indenture (the “Indenture”), between the Bond Issuer and The Bank of New York Mellon, as Bond Trustee (the “Bond Trustee”), and

WHEREAS, the Act, among other things, allows for the refinancing of certain existing indebtedness of the Long Island Power Authority (the “Authority”) by establishing a process through which the Authority can refinance such existing indebtedness through the adoption by the Authority’s Board of Trustees of restructuring cost financing orders (as defined in the Act) and the issuance by the Bond Issuer of restructuring bonds (as defined in the Act); and

WHEREAS, after public statement hearings and the Authority’s review of any comments received, the Authority adopted and approved Financing Order No. 3 (“Financing Order No. 3”) on June 26, 2015 and submitted such Financing Order No. 3 to the Public Authorities Control Board, which approved the same on July 15, 2015 in accordance with section 3 of the Act; and

WHEREAS, Financing Order No. 3 authorizes and approves (i) the issuance and sale of the 2016A Bonds, (ii) the creation of the restructuring property described in Financing Order No. 3, including the right to impose, bill and collect the transition charges described in Financing Order No. 3 (such restructured property, the “Restructuring Property”), (iii) the sale of the Restructuring Property by the Authority to the Bond Issuer for the consideration described in the order, (iv) the imposition, billing and collection of the Charges (as defined in Financing Order No. 3) on, to and from consumers as provided in Financing Order No. 3, (v) the use of the proceeds of the sale of the 2016A Bonds to pay Upfront Financing Costs (as defined in Financing Order No. 3) and the purchase price of the Restructuring Property and (vi) the use of the proceeds of the sale of the Restructuring Property to pay the approved restructuring costs described in Financing Order No. 3; and

WHEREAS, the Restructuring Property is to be purchased by the Bond Issuer pursuant to the terms of a Restructuring Property Purchase and Sale Agreement (the “Restructuring Property Purchase and Sale Agreement”) between the Bond Issuer and the Authority; and

WHEREAS, the Bond Issuer wishes to engage the Authority’s subsidiary, Long Island Lighting Company d/b/a LIPA (“LIPA”) as servicer, of the Restructuring Property, to carry out the functions described in a Servicing Agreement between the Bond Issuer and LIPA; and

WHEREAS, each of the Trustees in his capacity as a member of the Finance Committee of the Bond Issuer has reviewed the proposed 2016A Bond financing and has made a recommendation with respect thereto; and

WHEREAS, the Bond Issuer wishes to approve the form and content of and authorize the execution and delivery of the Indenture providing for the issuance of the 2016A Bonds; and

WHEREAS, the Bond Issuer finds it desirable to authorize the issuance and sale of such Bonds under the Indenture in an amount not to exceed the Remaining Authorized Principal Amount at private, negotiated sale and to take all other actions related to such issuance and sale; and

WHEREAS, Financing Order No. 3 provides that the Authority may elect to make a cash contribution to fund the Reserve Subaccount to be established under the Indenture in lieu of the Bond Issuer funding the same with 2016A Bond proceeds and, if so directed by the Authority, the Bond Issuer shall issue a Subordinate Note (as defined in Financing Order No. 3) to the Authority in an amount not to exceed the initial cash contribution, if any, by the Authority to the Reserve Subaccount; and

WHEREAS, the Bond Issuer also wishes to engage LIPA to perform certain duties of the Bond Issuer in connection with the 2016A Bonds and the collateral therefor pledged pursuant to the Indenture and to maintain its existence and comply with applicable laws and to provide certain additional services as the Bond Issuer may from time to time request pursuant to an Administration Agreement; and

WHEREAS, as part of the consideration for the acquisition by the Bond Issuer of the Restructuring Property to be provided to the Authority, the Bond Issuer intends to deliver to or upon the order of the Authority an amount equal to the net proceeds of the sale of the 2016A Bonds (net of the Upfront Financing Costs to be paid from such proceeds) as shall be set forth in an Issuance Advice Letter (the “Issuance Advice Letter”), to be filed by the Servicer with the Authority and the Bond Issuer pursuant to Section 3.5 of the Act, the form of which appears in Financing Order No. 3; and

WHEREAS, the Bond Issuer wishes to approve the form and content of and authorize the execution and delivery of the Restructuring Property Purchase and Sale Agreement; and

WHEREAS, Barclays Capital Inc., as the representative of the underwriters listed below (the “Underwriters”) of the 2016A Bonds, expects to submit an offer or offers to purchase the 2016A Bonds pursuant to one or more Bond Purchase Agreements; and

WHEREAS, the Bond Issuer wishes to authorize the preparation and distribution of one or more preliminary Official Statements regarding the 2016A Bonds and to authorize the execution and delivery of one or more final Official Statements regarding the 2016A Bonds (collectively, the “Official Statement”); and

WHEREAS, the Bond Issuer desires to take certain other actions with respect to, and to make other authorizations related to, the issuance of the 2016A Bonds and the purchase of the Restructuring Property;

NOW, THEREFORE, BE IT RESOLVED BY THE TRUSTEES OF THE UTILITY DEBT SECURITIZATION AUTHORITY, AS FOLLOWS:

1. Definitions. For purposes of this Resolution the term “Authorized Officer” shall mean each Trustee, the Chief Executive Officer, the Chief Financial Officer and the Secretary of the Bond Issuer. All other terms used herein and not otherwise defined shall have the respective meanings ascribed thereto in the Indenture.

2. Findings. It is hereby ascertained, determined and declared that:

(A) The Bond Issuer is created under the Act solely to purchase and own the restructuring property, including the Restructuring Property, to issue restructuring bonds, including the 2016A Bonds which are to be secured by the Restructuring Property, to pay principal and interest on such 2016A Bonds and to perform any activity incidental thereto as provided in the Act, Financing Order No. 3 and any other restructuring cost financing order.

(B) The Bond Issuer will purchase the Restructuring Property in accordance with the provisions of the Restructuring Property Purchase and Sale Agreement.

(C) The Bond Issuer is authorized under the Act and Financing Order No. 3 to issue the 2016A Bonds, and to use the proceeds thereof to finance the purchase of the Restructuring Property and to pay the Upfront Financing Costs.

(D) It is necessary, advisable, desirable, and in furtherance of the purposes of the Bond Issuer that the 2016A Bonds be authorized and issued in an amount not to exceed the Remaining Authorized Principal Amount to finance the purchase of the Restructuring Property and to pay the Upfront Financing Costs.

(E) The Restructuring Property so purchased by the Bond Issuer will be pledged, along with certain other amounts, to secure repayment of the 2016A Bonds under the Indenture.

(F) In accordance with the Act, the 2016A Bonds shall not constitute a debt, general obligation or a pledge of the faith and credit or taxing power of the State or of any county, municipality or any other political subdivision, agency or instrumentality of the State.

(G) It is necessary, advisable, desirable, and in furtherance of the purposes of the Bond Issuer to authorize each Trustee to accept an offer or offers by the Underwriters to purchase the 2016A Bonds in the aggregate principal amount not to exceed the Remaining Authorized Principal Amount at private negotiated sale as further prescribed herein.

3. Authorization of Execution and Delivery of the Indenture. The Trustees hereby authorize and direct the execution and delivery of the Indenture by any Authorized Officer on behalf of the Bond Issuer, substantially in the form of the bond indenture executed in connection with the Bond Issuer's Restructuring Bonds, Series 2015 (the "Series 2015 Bonds") with any such modifications thereto as the Authorized Officer executing the same, in his sole discretion, shall approve, such execution to be conclusive evidence of the approval of the Indenture by the Trustees.

4. Authorization of Execution and Delivery of the Restructuring Property Purchase and Sale Agreement. The Trustees hereby authorize and direct the execution and delivery of the Restructuring Property Purchase and Sale Agreement by any Authorized Officer on behalf of the Bond Issuer, substantially in the form of the Restructuring Property Purchase and Sale Agreement executed in connection with the Series 2015 Bonds, with any such modifications thereto as the Authorized Officer executing the same, in his or her sole discretion, shall approve, such execution to be conclusive evidence of the approval of the Restructuring Property Purchase and Sale Agreement by the Trustees.

5. Authorization of Execution and Delivery of the Servicing Agreement. The Trustees hereby authorize and direct the execution and delivery of the Servicing Agreement by any Authorized Officer on behalf of the Bond Issuer, substantially in the

form of the servicing agreement executed in connection with the Series 2015 Bonds, with any such modifications thereto as the Authorized Officer executing the same, in his or her sole discretion, shall approve, such execution to be conclusive evidence of the approval of the Servicing Agreement by the Trustees.

6. Authorization of Execution and Delivery of the Administration Agreement. The Trustees hereby authorize and direct the execution and delivery of the Administration Agreement by any Authorized Officer on behalf of the Bond Issuer, substantially in the form of the administration agreement executed in connection with the Series 2015 Bonds, with any such modifications thereto as the Authorized Officer executing the same, in his or her sole discretion, shall approve, such execution to be conclusive evidence of the approval thereof by the Trustees.

7. Approval of Representative and Underwriters; Authorization of Execution and Delivery of Bond Purchase Agreements. The Trustees hereby confirm and approve the selection of the Underwriters and of Barclays Capital Inc., as representative of the Underwriters for the 2016A Bonds. The Trustees hereby approve the form and content of the Bond Purchase Agreement. The Trustees hereby authorize and direct the execution and delivery one or more Bond Purchase Agreements by any Authorized Officer on behalf of the Bond Issuer, substantially in the form of the bond purchase agreement executed in connection with the Series 2015 Bonds, with any such modifications thereto as the Authorized Officers executing the same, in his sole discretion (exercised in accordance with the parameters prescribed in this Resolution), shall approve, such execution to be conclusive evidence of the approval thereof by the Trustees; provided, however, that the aggregate purchase price for the 2016A Bonds to be paid by the Underwriters pursuant to a Bond Purchase Agreement shall not be less than par, less (i) any net original issue discount, and (ii) an underwriters' discount, each of which shall have been approved by an Authority Designee (as defined in Financing Order No. 3) in accordance with Financing Order No. 3.

8. Authorization for Bonds and Delegation of Authority. The Trustees hereby authorize the issuance of the 2016A Bonds, in one or more series or subseries, on the following terms and conditions and there is hereby delegated to any Authorized Officer the authority to establish, subject to the limitations contained herein and in the Act, the Indenture, and Financing Order No. 3, including without limitation, the approval of the pricing and all terms of the 2016A Bonds by an Authority Designee in accordance with Financing Order No. 3 and receipt of an Issuance Advice Letter by the 2016A Bond Issuer:

(A) The principal amount of the 2016A Bonds to be issued and the principal amount of each series of the 2016A Bonds to be issued; provided, however, that the aggregate principal amount of 2016A Bonds to be issued shall not exceed the Remaining Authorized Principal Amount;

(B) The date or dates and principal amount of each maturity of the 2016A Bonds, the redemption provisions, if any, of the 2016A Bonds, the Payment Dates (as defined in the Indenture) of the 2016A Bonds, which 2016A Bonds are serial 2016A Bonds or term 2016A Bonds, if any, and, with respect to term 2016A Bonds, the amount and date

or dates of each Scheduled Sinking Fund Redemption Date (as defined in the Indenture) the Scheduled Sinking Fund Payments (as defined in the Indenture) and the Scheduled Maturity Dates (as defined in the Indenture), provided, however, that the 2016A Bonds shall be initially dated their date of delivery, shall be stated to have a Final Maturity Date (as defined in the Indenture) of all 2016A Bonds not later than 30 years after the date of delivery and a Final Maturity Date of any 2016A Bonds not later than the final scheduled maturity date of the Authority bonds to be purchased, redeemed, repaid or defeased with the proceeds of such 2016A Bonds, shall bear interest, payable on the earlier payment dates and on applicable redemption dates as shall be set forth in the Indenture;

(C) The denomination or denominations of and the manner of numbering and lettering the 2016A Bonds and the additional designation, if any, of any series of 2016A Bonds;

(D) Provisions for the sale or exchange of the 2016A Bonds and for the delivery thereof;

(E) Provisions with respect to the Grant of the Collateral (as such terms are defined in the Indenture) made to the Bond Trustee in trust to secure the payment of principal of, interest on, and all other amounts owing in respect of, the 2016A Bonds;

(F) Provisions with respect to funds and accounts and subaccounts in the Indenture and the deposit of Restructuring Property and other amounts remitted under the Servicing Agreement or otherwise received with respect to the Collateral as provided in Article VIII of the Indenture;

(G) Any changes in the title and/or designation of the 2016A Bonds authorized hereunder; and

(H) If so directed by the Authority, any provisions necessary for the issuance of a Subordinate Note under the Indenture in accordance with the terms of Financing Order No. 3; and

(I) The authority to make such other determinations and to take such other actions deemed advisable by any Authorized Officer in connection with the issuance, sale and delivery of the 2016A Bonds authorized hereby, not inconsistent with the provisions hereof or of Financing Order No. 3 or the Act.

9. Authorization of Execution and Delivery of and Distribution of Preliminary and Final Official Statements and Continuing Disclosure Agreement. The Trustees hereby authorize the preparation and distribution and use of one or more Preliminary Official Statements, substantially in the form of the official statement delivered in connection with the Series 2015 Bonds, with any such modifications thereto as any Authorized Officer, in his or her sole discretion, may approve, and one or more preliminary term sheets by the Underwriters in connection with the public offering for sale of the 2016A Bonds. The Trustees further authorize each Authorized Officer, together with an officer of the Authority, to deem a Preliminary Official Statement to be “final” within the meaning of

Rule 15c2-12 under the Securities Exchange Act of 1934, and in furtherance thereof to execute a certificate evidencing same.

The use and distribution of one or more final Official Statements in connection with the offering and sale of the 2016A Bonds by the Underwriters is hereby authorized. The Trustees hereby authorize and direct the execution and delivery of one or more final Official Statements by any Authorized Officer, such final Official Statements being substantially in the form of the applicable preliminary Official Statement with any such changes, insertions or deletions as the Authorized Officer executing the same, in his or her sole discretion, may approve, such execution to constitute conclusive evidence of the approval thereof by the Trustees.

The Trustees hereby authorize and direct the execution and delivery of the Continuing Disclosure Agreement by any Authorized Officer on behalf of the Bond Issuer, substantially in the form of the continuing disclosure agreement executed in connection with the Series 2015 Bonds, with any such modifications thereto as the Authorized Officer executing the same, in his or her sole discretion, shall approve, such execution to be conclusive evidence of the approval thereof by the Trustees.

10. Appointment of Bond Trustee and Bond Registrar. The Trustees hereby confirm the appointment of The Bank of New York Mellon to serve as Bond Trustee and Bond Registrar under the Indenture.

11. Authorizations. (A) The Authorized Officers are each hereby authorized and directed, on behalf of the Bond Issuer, to execute the 2016A Bonds (including any temporary bond or bonds) as provided in the Indenture. Authorized Officers are hereby authorized and directed, upon the execution of the 2016A Bonds in the form and manner set forth in the Indenture and herein, to deliver the 2016A Bonds in the amount authorized to be issued hereunder, to the Bond Trustee for authentication and delivery to or upon order of the Underwriters pursuant to the Bond Purchase Agreement, upon payment of the purchase price and upon compliance by the Underwriters with the terms of the applicable Bond Purchase Agreement.

(B) The Authorized Officers are each designated as agents of the Trustees and the Bond Issuer in connection with the issuance and delivery of the 2016A Bonds and are authorized and empowered, collectively or individually, to take all action and steps and to execute all instruments, documents and contracts on behalf of the Trustees and the Bond Issuer that are necessary, convenient or desirable in connection with the execution and delivery of the 2016A Bonds and for carrying out the transactions and other matters contemplated by this Resolution, and which are specifically authorized or are not inconsistent with the terms and provisions of this Resolution, the Act or the Indenture or any action relating to the 2016A Bonds heretofore taken by the Trustees. The Authorized Officers are hereby authorized to do all things necessary, convenient or desirable to provide for the issuance of the 2016A Bonds.

(C) It is the intent of the Trustees hereby to authorize the Authorized Officers to do all things, to take all actions, and to execute and deliver all agreements,

certificates, instruments and other documents necessary, convenient or desirable in connection with the issuance of the 2016A Bonds, including but not limited to agreements, related to the investment of the proceeds of the 2016A Bonds, a depository trust agreement, if necessary or desirable, and tax certificates or tax regulatory agreements with respect to the 2016A Bonds, and the performance of all agreements and covenants on the part of the Bond Issuer contained therein without the need for further action by the Trustees.

(D) In addition, the Trustees authorize any Trustee to retain on behalf of the Bond Issuer such auditors, accountants, financial consultants, verification agents and other professional advisors as may from time to time be necessary, convenient or desirable in connection with the issuance of the 2016A Bonds under the Indenture.

(E) All acts heretofore performed on behalf of the Bond Issuer which are in conformity with the purposes and intents of this Resolution and in furtherance of the issuance of the 2016A Bonds and the execution, delivery and performance of the Indenture, the Restructuring Property Purchase and Sale Agreement, the Servicing Agreement, the Administration Agreement, the Continuing Disclosure Agreement, and the Bond Purchase Agreements and as contemplated by the preliminary and final Official Statements shall be, and the same hereby are in all respects, ratified, approved and confirmed.

12. Effective Date. This Resolution shall take effect immediately upon its adoption by the Trustees.

LIST OF UNDERWRITERS

UDSA Senior Managing Underwriters:

Barclays Capital Inc.
Citigroup Global Markets Inc.
Merrill Lynch, Pierce, Fenner & Smith
RBC Capital Markets, LLC

UDSA Co-Managing Underwriters:

Academy Securities – SDVOB & MBE
BMO Capital Markets GKST Inc.
Drexel Hamilton LLC – SDVOB
First Tennessee Bank National Association
Goldman, Sachs & Co.
J.P. Morgan Securities, LLC
Jefferies LLC
KeyBanc Capital Markets
Loop Capital Markets – MBE
Morgan Stanley & Co. LLC
Ramirez & Co., Inc. – MBE
Raymond James & Associates Inc.
Siebert Brandford Shank & Co., LLC –
MBE
TD Securities, LLC
US Bancorp
Wells Fargo Bank NA

At approximately 4:19 pm the Chair entertained a motion to adjourn, which was duly made and seconded.

Respectfully submitted,

Jon R. Mostel