

**SUPPLEMENTAL RESOLUTION AUTHORIZING THE ISSUANCE
OF UP TO \$25,000,000 WATER REVENUE BONDS, SERIES 2018**

Adopted June xx, 2018

WHEREAS, the Erie County Water Authority (hereinafter sometimes referred to as the “Authority”) has determined that it is desirable at this time to issue its Bonds under the Act to pay the Cost of Acquisition and Construction of certain improvements and extensions to the Water Works System, as more fully described below;

NOW, THEREFORE, BE IT RESOLVED, by the Erie County Water Authority, pursuant to the General Resolution (as hereinafter defined), as follows:

ARTICLE I

DEFINITIONS AND AUTHORITY

SECTION 1.1. Definitions. (a) Capitalized terms used herein and not otherwise defined shall have the respective meaning accorded such terms in the General Resolution.

(b) The following terms shall have the following meanings herein unless the context otherwise requires:

“Beneficial Owner” shall mean, so long as the Series 2018 Bonds are exclusively in book-entry form as provided in Article II hereof, the owner of a beneficial interest in any Series 2018 Bond through a participant in DTC.

“Bond Payment Date” shall mean each date on which interest on or both principal of and interest on any outstanding Series 2018 Bonds shall be due and payable according to their respective terms.

“Certificate of Award” shall mean the Certificate of Award as described in Section 3.2 hereof.

“Chairman” shall mean the Chairman of the Authority or his or her agent, deputy or attorney-in-fact.

“Costs of Issuance” shall mean all items of expense directly or indirectly related to the authorization, issuance, offering and sale of Series 2018 Bonds, including, but not limited to, printing costs, costs of preparation and reproduction of documents, filing and recording fees, initial fees and charges of any fiduciary, legal fees and charges, fees and disbursements of consultants and professionals, costs of credit ratings, fees and charges for preparation, execution, transportation and safekeeping of Series 2018 Bonds, or any other cost, charge or fee in connection with the original issuance of Series 2018 Bonds.

“DTC” shall mean The Depository Trust Company or its successor or successors.

“General Resolution” shall mean the Fourth General Water Revenue Bond Resolution of the Authority adopted on July 9, 1992, as amended and supplemented to the date hereof, including without limitation by Article V of that certain Supplemental Resolution Authorizing the Issuance of Water Revenue Refunding Bonds, Series 2016, adopted by the Authority on August 30, 2016.

“Official Statement” shall mean the final official statement of the Authority relating to the Series 2018 Bonds.

“Owner” shall mean, with respect to any Series 2018 Bond or Bonds, the registered owner of such Series 2018 Bond or Bonds as set forth on the books of registry.

“Purchase Contract” shall mean the Bond Purchase Agreement to be entered into by and between the Authority and the Underwriter for the purchase by the Underwriter of the Series 2018 Bonds from the Authority substantially in the form of Exhibit B hereto, with such changes as the Chairman, Vice Chairman or Treasurer may approve as provided in Section 3.2 hereof.

“Resolutions” means collectively the General Resolution and this Series 2018 Resolution.

“Secretary” shall mean the Secretary of the Authority or his or her agent, deputy or attorney-in-fact.

“Series 2018 Bonds” shall mean the up to \$25,000,000 Water Revenue Bonds, Series 2018, of the Authority authorized by this Series 2018 Resolution.

“Series 2018 Resolution” shall mean this Supplemental Resolution Authorizing the Issuance of Up to \$25,000,000 Water Revenue Bonds, Series 2018, as adopted by the Authority on June 14, 2018.

“Series 2018 Serial Bonds” shall mean those Series 2018 Bonds maturing serially from December 1, 2018 through December 1, 2048, or on such other dates to be determined pursuant to the provisions of Article III hereof.

“Series 2018 Term Bonds” shall mean those Series 2018 Bonds which are issued as Term Bonds pursuant to the provisions of Article III hereof.

“Tax Requirements” means those provisions of (i) the Code, and (ii) the temporary, proposed or final regulations promulgated thereunder by the United States Treasury Department which are applicable to the Series 2018 Bonds and which must be complied with in order that the interest in the Series 2018 Bonds not be, and continue not to be, includable in the gross income of the owners thereof for Federal income tax purposes.

“Treasurer” shall mean the Treasurer of the Authority or his or her agent, deputy or attorney-in-fact.

“Underwriter” shall mean Jefferies LLC.

“Vice Chairman” shall mean the Vice Chairman of the Authority or his or her agent, deputy or attorney-in-fact.

SECTION 1.2. Authority for this Supplemental Resolution. This Series 2018 Resolution is adopted pursuant to the provisions of the General Resolution and the Act.

ARTICLE II

THE SERIES 2018 BONDS

SECTION 2.1. Principal Amount, Designation and Series. Pursuant to the provisions of the General Resolution, a Series of Bonds of up to TWENTY FIVE MILLION DOLLARS (\$25,000,000) in aggregate principal amount due at maturity and entitled to the benefit, protection and security of the provisions of the Resolutions is hereby authorized. The aggregate principal amount of the Series 2018 Bonds and the aggregate principal amount of the Series 2018 Bonds due upon each maturity of the Series 2018 Bonds shall be as determined pursuant to the provisions of Article III hereof and as set forth in the Certificate of Award. Such Bonds shall be designated as, and shall be distinguished from the Bonds of all other Series, by the title, "Water Revenue Bonds, Series 2018".

SECTION 2.2. Purposes. The Series 2018 Bonds are being issued for the purpose of providing moneys which will be used (i) to finance the Cost of Acquisition and Construction of certain improvements and extensions to the Water Works System, including without limitation the reimbursement of the Authority for costs previously incurred with respect thereto to the extent permitted under the Tax Requirements, and (ii) to pay Costs of Issuance of the Series 2018 Bonds.

SECTION 2.3. Maturities and Interest. The Series 2018 Bonds shall mature on December 1 in each of the years and in the principal amounts determined pursuant to the provisions of Article III hereof and as set forth in the Certificate of Award, and shall bear interest at the rates determined pursuant to the provisions of Article III hereof and as set forth in the Certificate of Award, payable semiannually on June 1 and December 1 of each year (commencing December 1, 2018), until maturity or prior redemption.

SECTION 2.4. Form, Denominations, Numbers and Letters. (a) In accordance with Sections 3.3 and 4.1 of the General Resolution, the Series 2018 Bonds shall be issued exclusively in "book-entry" form. The initial owner of the Series 2018 Bonds shall be Cede & Co., on behalf of DTC, which shall hold one or more immobilized certificates representing each maturity of the Series 2018 Bonds for the benefit of the Beneficial Owners of the Series 2018 Bonds; provided that if DTC shall request that the Series 2018 Bonds be registered in the name of a different nominee, the Trustee shall exchange all or a portion of the Series 2018 Bonds for an equal aggregate principal amount of Series 2018 Bonds registered in the name of such other nominee or nominee of DTC. All transfers of Series 2018 Bonds shall be effected as set forth in Section 4.6 of the General Resolution; provided that the Authority understands and agrees that DTC shall establish procedures with its participants for recording and transferring the ownership of beneficial interests in the Series 2018 Bonds. The Authority has entered into a blanket issuer letter of representations and other documentation necessary and desirable to effectuate the use of book-entry only form for the Series 2018 Bonds. In no event shall the Trustee be liable or responsible for the performance or failure to perform of DTC.

(b) Neither DTC nor Cede & Co. shall consent or vote with respect to the Series 2018 Bonds. DTC and Cede & Co. shall assign their consenting or voting rights to those participants of the DTC system to whose accounts Beneficial Owners are credited on the record date.

(c) For purposes of determining the consents of owners of the Series 2018 Bonds under Article IX, X or XI of the General Resolution, (i) the Trustee shall establish a record date for determination of beneficial ownership of such Series 2018 Bonds and shall give to DTC at least fifteen (15) calendar days' notice of any record date so established, and (ii) the Trustee shall treat the consents of the Beneficial Owners as reported to the Trustee by DTC as consents of Owners of Series 2018 Bonds. In addition, for purposes of determining beneficial ownership, the Trustee may conclusively rely on DTC with respect to the identity of the Beneficial Owners.

SECTION 2.5. Dating of Series 2018 Bonds. The Series 2018 Bonds shall be dated as of the date of their original delivery and shall bear interest from such date.

SECTION 2.6. Place and Payment of Paying Agent. The Series 2018 Bonds shall be payable at the Office of the Trustee and Paying Agent, Manufacturers and Traders Trust Company, in Buffalo, New York.

SECTION 2.7. Redemption Prices and Terms. (a) Optional Redemption of Series 2018 Bonds. The Series 2018 Bonds maturing on or after December 1, 2027 will be subject to redemption prior to maturity at the option of the Authority on December 1, 2026 and thereafter on any date, as a whole or in part, at par plus accrued interest to the date of redemption, in such order of maturity as is selected by the Authority and by lot within a maturity, in principal amounts of \$5,000 or integral multiples thereof; provided, however, that upon the occurrence of a Change of Control and during such time as the Series 2018 Bonds are subject to a call for redemption pursuant to the provisions of Section 2.7(b) hereof, the Series 2018 Bonds shall not be subject to redemption pursuant to this Section 2.7(a).

(b) Optional Redemption Upon a Change of Control. To the extent permitted by law, upon the occurrence of a Change of Control, the Series 2018 Bonds shall be subject to redemption prior to maturity as a whole, upon the affirmative vote, taken within sixty (60) days of the occurrence of the Change of Control, of a majority of the members of the Authority who were members of the Authority immediately prior to the occurrence of the Change of Control, on any date prior to maturity selected by a majority of such members of the Authority, at a redemption price equal to 110% of the principal amount thereof plus interest accrued thereon to such redemption date. Notwithstanding any other provision contained in the Resolutions, and to the extent permitted by law, any rescission, annulment, cancellation, or other modification of a redemption of Bonds pursuant to this Section 2.7(b), and any amendment of this Section 2.7 subsequent to a Change of Control, may be effected only upon the vote, in addition to any other required approval, of a majority of the members of the Authority who were members of the Authority immediately prior to the occurrence of the Change of Control.

(c) Mandatory Sinking Fund Redemption. The Series 2018 Term Bonds may be subject to mandatory sinking fund redemption established pursuant to the provisions of Article III hereof. Such sinking fund installments shall become due on December 1 in each of the years

determined pursuant to the provisions of Article III hereof in an amount sufficient to redeem on such date (or in the case of the last such sinking fund installment to pay at maturity), at 100% of the principal amount thereof plus accrued interest thereon to such redemption date, the Series 2018 Term Bonds determined pursuant to Article III hereof, the particular Series 2018 Term Bonds to be redeemed to be selected by lot. The Series 2018 Serial Bonds shall not be subject to mandatory sinking fund redemption pursuant to this Section 2.7(c).

SECTION 2.8. Application of Bond Proceeds. The Authority hereby irrevocably directs that simultaneously with the delivery of the Series 2018 Bonds, from the proceeds of the sale thereof (i) the amount, if any, received upon delivery of the Series 2018 Bonds as accrued interest shall be paid to the Trustee for deposit into the Interest Subaccount in the Bond Account, and (ii) the balance of the proceeds of the sale of the Series 2018 Bonds, together with such other legally available funds of the Authority, in such amount as may be determined by the Chairman, Vice Chairman or Treasurer, shall be applied, pursuant to the provisions of Article III hereof, as set forth in the Certificate of Award for the purposes set forth in Section 2.2 hereof, including payment of the Costs of Issuance of the Series 2018 Bonds.

SECTION 2.9. Form of Series 2018 Bonds and Registrar's Certificate of Authentication. Subject to the provisions of the General Resolution, the form of the Series 2018 Bonds and the form of the Trustee's Certificate of Authentication with respect thereto shall be substantially as follows, with such changes (i) as may be necessary to comply with the requirements of DTC, or (ii) as may be approved by the Chairman, Vice Chairman or Treasurer and not inconsistent with this Series 2018 Resolution, the Chairman's, Vice Chairman's or Treasurer's signature on such Bonds to constitute conclusive evidence of such approval:

Registered

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF DTC TO THE TRUSTEE FOR REGISTRATION OF TRANSFER, EXCHANGE OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR SUCH OTHER NAME AS REQUIRED BY AN AUTHORIZED REPRESENTATIVE OF DTC AND ANY PAYMENT IS MADE TO CEDE & CO., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSONS IS WRONGFUL SINCE THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

Number 2018 - _____

UNITED STATES OF AMERICA

STATE OF NEW YORK

ERIE COUNTY WATER AUTHORITY
WATER REVENUE BOND,
SERIES 2018

Interest Rate: _____%

Maturity Date: December 1, _____

Dated Date: _____, 2018

CUSIP NO: _____

Registered Owner: _____

Principal Amount: _____ (\$_____)

The Erie County Water Authority (hereinafter called the “Authority”), a body corporate and politic constituting a public benefit corporation, in the County of Erie, State of New York, for value received, hereby promises to pay to the Registered Owner named above, or registered assigns, but solely from the sources hereinafter specified and not otherwise, on the Maturity Date specified above the Principal Amount (stated above) upon presentation and surrender of this Bond, at the principal office of Manufacturers and Traders Trust Company, in the City of Buffalo, New York, Trustee and Paying Agent under the Resolutions hereinafter mentioned, or its successor in trust from time to time thereunder, plus interest accrued thereon at the Interest Rate (stated above) semiannually on June 1 and December 1 of each year, beginning December 1, 2018, in any coin or currency of the United States of America which at the time of such payment is legal tender for public and private debts.

This Bond is one of a duly authorized series of Bonds of like designation herewith, aggregating _____ Dollars (\$_____) in principal amount, issued under and pursuant to the Fourth General Water Revenue Bond Resolution adopted by the Authority on July 9, 1992 (as amended and supplemented to the date hereof, including without limitation by Article V of that certain Supplemental Resolution Authorizing the Issuance of Water Revenue Bonds, Series 2016, adopted by the Authority on August 30, 2016, the “General Resolution”), and a supplemental resolution thereto entitled “Supplemental Resolution Authorizing the Issuance of Up to \$25,000,000 Water Revenue Bonds, Series 2018” as adopted on June 14, 2018 (the “Series 2018 Resolution”) by said Authority (said General Resolution and Series 2018 Resolution being hereinafter referred to collectively as the “Resolutions”), and under the authority of and in full compliance with the Constitution and statutes of the State of New York, including Sections 1050 through 1073, as amended, inclusive, of Title 3, Article 5 of the Public Authorities Law of New York, and proceedings of the Erie County Water Authority duly adopted.

This Bond and the series of which this Bond is one constitute part of a duly authorized issue of Bonds (herein referred to as the “Bonds”) issued, or to be issued, under the General Resolution in one or more series in various principal amounts and of varying denominations, dates, maturities, interest rates and other provisions as provided in the General Resolution, for the purpose of financing all or a portion of the Cost of Acquisition and Construction of the Water Works System or refunding any bond or bonds.

The Bonds are payable as to principal, premium, if any, and interest solely from and are equally and ratably secured solely by a lien upon and pledge, subject only to the provisions of the Resolutions permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolutions, of (i) the proceeds of sale of the Series 2018 Bonds pending application thereof in accordance with the provisions of the Resolutions, (ii) all Available Revenues, and (iii) all funds and accounts established by the Resolutions including the investments, if any, thereof.

Neither the faith and credit nor the taxing power of the State of New York or of any political subdivision thereof are pledged for the payment of the principal of, premium, if any, or interest on the Series 2018 Bonds, and no holder of the Series 2018 Bonds shall have the right to compel the exercise of the taxing power of the State of New York or of any subdivision thereof in connection with any default with respect to the Series 2018 Bonds. The Series 2018 Bonds are not a debt of the State of New York or of Erie County or of any other political subdivision of the State of New York, neither the State of New York nor Erie County nor any other political subdivision of the State of New York is liable for the payment of the Series 2018 Bonds, nor are the Series 2018 Bonds payable out of any funds other than those of the Authority pledged for the payment of the Series 2018 Bonds under the General Resolution. Under the General Resolution, the Authority is obligated to deposit from the aforesaid Available Revenues of the Water Works System into the Bond Account (established with the Trustee by the General Resolution) certain fixed amounts sufficient to pay the principal of, premium, if any, and interest on this Bond and the issue of Bonds of which it is one, as the same shall become due and payable, as is more fully provided in the Resolutions.

Reference is hereby made to the Resolutions, certified copies of which are on file in the principal office of the Authority and in the principal office of the Trustee, and to all of the provisions of which any holder of this Bond by his acceptance hereof hereby assents, for definitions of terms; the description of and the nature and extent of the security for the properties constituting the Water Works System; the Available Revenues and other moneys pledged to the payment of the principal of, premium, if any, and interest on the Bonds issued thereunder; the nature and extent and manner of enforcement of the pledge; the conditions upon which bonds may hereafter be issued under the General Resolution payable on a parity with this Series 2018 Bond from the aforesaid Available Revenues and equally and ratably secured therewith; the conditions upon which the Resolutions may be amended or supplemented with or without the consent of the holders of the Bonds of the issue of Bonds of which this Series 2018 Bond is one; the rights and remedies of the holder hereof with respect hereto and thereto, including the limitations therein contained upon the right of a holder hereof to institute any suit, action or proceeding in equity or at law with respect hereto and thereto; the rights, duties and obligations of the Authority and the Trustee thereunder; the terms and provisions upon which the liens, pledges, charges, trusts, assignments and covenants made therein may be discharged at or prior to the maturity or redemption of this Series 2018 Bond, and this Series 2018 Bond thereafter shall no longer be secured by the General Resolution or be deemed to be outstanding thereunder, if moneys or certain specific securities shall have been deposited with the Trustee in a sufficient amount and held in trust solely for the payment hereof; and for the other terms and provisions thereof.

The Series 2018 Bonds maturing on or after December 1, 2027 are subject to redemption prior to maturity at the option of the Authority on December 1, 2026 and thereafter on any date, as a whole or in part, at par plus accrued interest to the date of redemption, in such order of maturity as is selected by the Authority and by lot within a maturity, in principal amounts of \$5,000 or integral multiples thereof. In addition, the Series 2018 Bonds are subject to redemption prior to maturity, as a whole, at a redemption price equal to 110% of the par amount thereof plus interest accrued thereon to such redemption date, as provided in the Resolutions, upon the occurrence of a Change of Control.

[This Bond is also subject to redemption in part by lot on December 1 in each year commencing December 1, 20[___] at the principal amount plus accrued interest to the date of redemption thereof, from mandatory sinking fund installments which are required to be made in amounts sufficient to redeem on December 1 of each year the principal amount specified for each of the years shown below:

Sinking Fund Installments

<u>Year</u>	<u>Amount</u>
-------------	---------------

In the event this Bond is called for prior redemption, notice of such redemption shall be mailed by the Trustee, at least once not less than thirty (30) days prior to the date fixed for the redemption thereof, by registered mail, to the registered owner of this Bond as of the forty-fifth (45th) day (whether or not a business day) next preceding the date fixed for redemption at his address as it appears on the books of registry. Notice of redemption of Bonds may also be given by publication by the Trustee at least thirty (30) days prior to the date fixed for the redemption thereof, of one such notice in one issue of The Bond Buyer, a financial journal published in New York, New York, or in lieu of publication in The Bond Buyer, in some other newspaper specializing in financial matters printed in the English language and customarily published on each business day and of general circulation in the City of New York, New York and of one such notice in a newspaper of general circulation printed in the English language, published in Erie County, New York. If this Bond be of a denomination in excess of \$5,000, portions of this Bond in principal amounts of \$5,000 or any integral multiple thereof, may be redeemed, and if less than all of the principal amount hereof is to be redeemed, in such case upon the surrender of this Bond to the Registrar there shall be issued to the Registered Owner hereof, without charge therefore, for the principal amount of the then unredeemed portion hereof, registered Series 2018 Bonds in any of the authorized denominations provided by the General Resolution. If this Bond (or any portion hereof) shall have been duly called for redemption and notice of such redemption duly given as aforesaid, and if on or before the redemption date there shall be deposited with the Trustee or other Paying Agent sufficient funds to pay the principal amount hereof to be redeemed at the then applicable redemption price and the interest accrued on the principal amount redeemed to the date of redemption, then this Bond (or such portion hereof) shall become due and payable upon such redemption date and interest shall cease to accrue and become payable from and after the redemption date on the principal amount hereof to be redeemed.

This Bond shall have all the qualities and incidents of a negotiable instrument to the extent provided by the Uniform Commercial Code of the State of New York and shall be transferable by the Registered Owner hereof or by such owner's authorized agent at the principal office of the Registrar upon surrender and cancellation of this Bond, and thereupon a new registered Bond or Bonds without coupons of the same aggregate principal amount in authorized denominations and of the same series, interest rate and maturity will be issued to the transferee as provided in the Resolutions and upon payment of any transfer charge therein prescribed. The Authority, the Trustee, the Paying Agents and any other person may treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment thereof and for all purposes and shall not be affected by any notice to the contrary, whether this Bond be overdue or not.

The Bonds of the series of Bonds of which this Bond is a part are issuable as registered Bonds without coupons in the principal amount of \$5,000 or any integral multiple thereof.

This Bond shall not be valid or obligatory for any purpose until the Certificate of Authentication shall have been signed by the Registrar.

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 to exist, to have happened and to have been performed precedent to and in the issuance of this Bond do exist, have happened and have been performed in due time, form and manner as prescribed by law, and that the amount of this Bond, together with all other obligations or indebtedness of the Authority, does not exceed any constitutional, statutory or other limitations of indebtedness prescribed by law for the Authority.

IN WITNESS WHEREOF, THE ERIE COUNTY WATER AUTHORITY has caused this Bond to be signed in its name and on its behalf by its Chairman and attested by its Secretary (the facsimile signatures of said officers and the Authority's seal are to be affixed or reproduced hereon, and said officials by the execution hereof do adopt as and for their own proper signatures the facsimile signatures appearing on each of the Bonds), all as of the Dated Date specified above.

ERIE COUNTY WATER AUTHORITY

ATTEST:

By: _____
Chairman

Secretary

[SEAL]

[REGISTRAR'S CERTIFICATE OF AUTHENTICATION]

This Bond is one of the Bonds described in the within mentioned General Resolution and Series 2018 Resolution and is one of the Water Revenue Bonds, Series 2018, of the Erie County Water Authority.

MANUFACTURERS AND TRADERS TRUST
COMPANY, as Registrar

By _____
Authorized Officer

Date of
Authentication: _____

ARTICLE III

SALE OF SERIES 2018 BONDS

SECTION 3.1. Sale of Series 2018 Bonds. The Authority hereby determines that the Series 2018 Bonds shall be sold to the Underwriter upon the terms and conditions of (a) this Series 2018 Resolution and (b) the Purchase Contract substantially in the form of Exhibit B hereto with only such changes as the Chairman, Vice Chairman or Treasurer may approve as provided in Section 3.2 hereof, which form of Purchase Contract is hereby approved and adopted.

SECTION 3.2. Negotiation, Preparation and Delivery of Certificate of Award, Purchase Contract and Series 2018 Bonds. Subject to the limitations set forth in Articles II and III hereof, the Chairman, Vice Chairman or Treasurer is hereby authorized, empowered, and directed to negotiate with the Underwriter the terms and conditions of the Series 2018 Bonds, including, but not limited to, the aggregate principal amount and the interest rate or rates. Upon the award of the Series 2018 Bonds, the Chairman, Vice Chairman or Treasurer is hereby authorized, empowered and directed to prepare and execute, on behalf of the Authority, a Certificate of Award setting forth the terms and conditions of the Series 2018 Bonds as negotiated by the Chairman, Vice Chairman or Treasurer, which Certificate of Award shall include a schedule setting forth the principal amounts of and interest rates on the Series 2018 Bonds. The Chairman, Vice Chairman or Treasurer is further authorized, empowered, and directed to execute and deliver a definitive Purchase Contract to the Underwriter setting forth the terms and conditions of the sale of the Series 2018 Bonds, any such officer's execution thereof to be conclusive evidence of his or her approval of any changes from the form of Purchase Contract attached hereto as Exhibit B, and to have the Series 2018 Bonds prepared in definitive form and delivered to the Trustee for authentication as provided in the Resolutions.

SECTION 3.3. Date and Place of Sale. The Series 2018 Bonds shall be sold to the Underwriter at the offices of Phillips Lytle LLP, One Canalside, 125 Main Street, , Buffalo, New York 14203 on a date to be determined by the Chairman, Vice Chairman or Treasurer and set forth in the Certificate of Award.

SECTION 3.4. Official Statement. (a) The Preliminary Official Statement, in substantially the form presented to this meeting and annexed hereto as Exhibit A, is hereby approved, but is subject to change by the Chairman, Vice Chairman or Treasurer without notice and to completion or amendment or supplementation in the final Official Statement as specified below. The Chairman, Vice Chairman or Treasurer is hereby authorized to distribute copies of the Preliminary Official Statement to the Underwriter in such quantities as any such officer determines to be appropriate.

(b) Upon the sale of the Series 2018 Bonds, the Chairman, Vice Chairman or Treasurer is hereby authorized to complete the final Official Statement with such changes, variations, omissions and insertions as any such officer shall deem necessary or desirable to finalize the Official Statement. The Chairman, Vice Chairman or Treasurer is hereby further authorized to furnish the Underwriter copies of the final Official Statement, in such quantities as any such officer determines to be appropriate, within seven (7) days of the award of the Series 2018 Bonds.

SECTION 3.5. Continuing Disclosure Agreement. The Continuing Disclosure Agreement, in substantially the form presented to the Authority and attached hereto as Exhibit C, is hereby approved. The Authorized Officers of the Authority, and each of them without the others, are hereby authorized to execute and deliver the Continuing Disclosure Agreement on behalf of the Authority, together with such changes, variations, omissions and insertions as such officers or any of them shall deem appropriate, without additional action by the Members of the Authority; such execution shall constitute conclusive evidence of such approval.

ARTICLE IV

CERTAIN ANCILLARY MATTERS

SECTION 4.1. Reserve Account Requirement for the Series 2018 Bonds. The Series 2018 Bonds will not have a Reserve Account Requirement.

SECTION 4.2. Additional Tax Covenant. (a) The Authority covenants with the holders from time to time of the Series 2018 Bonds that it will comply with the Tax Requirements, including, without limitation, the maintenance of books and records to separately record the amount of any brokerage commissions and similar amounts paid, if any, in connection with the purchase or sale of any Investment Security. The Authorized Officers of the Authority are hereby authorized to execute all certificates, agreements and other documents necessary or desirable to evidence compliance with such covenant, and are hereby authorized and directed to make all investments of moneys under the General Resolution and this Series 2018 Resolution, in accordance with such certificates and agreements, required thereby.

(b) In connection with, and in furtherance of, the foregoing covenant, the Authorized Officers of the Authority are hereby authorized and directed to pay to the United States Treasury Department at such time or times and in such amounts as shall be required by the Treasury Department all amounts required under Section 148 of the Code to be rebated, including without limitation, (i) as of and within 60 days after the fifth, tenth, fifteenth, twentieth and twenty-fifth anniversaries of the date of issuance of the Series 2018 Bonds, an amount equal to the amount required under Section 148 of the Code to be rebated on such dates and (ii) as of and within 60 days after the date on which all of the Series 2018 Bonds have been retired, an amount equal to the balance of all rebatable amounts. Such payments shall be made to the Internal Revenue Service at the Internal Revenue Service Center, Ogden, Utah 84201-0027 or any successor office designated by the Internal Revenue Service. Each such payment shall be accompanied by Internal Revenue Service Form 8038-T (or any successor or other applicable form).

SECTION 4.3. Transfer and Exchange of Bonds. The Authority and the Registrar shall not be required to (i) issue, transfer or exchange Series 2018 Bonds for a period of ten days next preceding any interest payment date therefor, (ii) issue, transfer or exchange any Series 2018 Bonds for a period of ten days next preceding any selection of Series 2018 Bonds to be redeemed or for a period of ten days thereafter, or (iii) transfer or exchange any Series 2018 Bonds which have been designated for redemption within a period of 60 days next preceding the date fixed for redemption.

SECTION 4.4. Parties Interested Herein. Nothing in this Series 2018 Resolution, expressed or implied, is intended or shall be construed to confer upon, or to give to, any person or entity, other than the Authority, the Trustee and the registered owners of the Series 2018 Bonds, any right, remedy or claim under or by reason of this Series 2018 Resolution or any covenant, condition or stipulation hereof, and all covenants, stipulations, promises and agreements in this Series 2018 Resolution contained by and on behalf of the Authority shall be for the sole and exclusive benefit of the Authority, the Trustee and the registered owners of the Series 2018 Bonds.

SECTION 4.5. Investment Securities. In accordance with clause (x) of the definition of “Investment Securities” as set forth in Section 1.1 of the General Resolution, to the extent permitted by law and the Authority’s investment guidelines, the following shall be “Investment Securities” with respect to any funds held with respect to the Series 2018 Bonds:

(a) Bonds, notes or other evidences of indebtedness rated “AA+” by Standard & Poor’s and “Aaa” by Moody’s issued by the Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation with remaining maturities not exceeding three years;

(b) Commercial paper which is rated at the time of purchase in the single highest classification, “A-1+” by Standard & Poor’s and “P-1” by Moody’s and which matures not more than 270 days after the date of purchase; and

(c) Investments in money market funds rated “AAAm” or “AAAm-G” or better by Standard & Poor’s.

SECTION 4.6. CUSIP Identification Numbers. CUSIP identification numbers, at the sole option of the Authority, may be placed on the Series 2018 Bonds, but neither the failure to place any such number on any Series 2018 Bond nor any inaccuracy, error or omission with respect thereto shall constitute cause for failure or refusal by the purchasers to accept delivery of and pay for the Series 2018 Bonds. No such CUSIP identification number shall constitute a part of the contract evidenced by the particular Series 2018 Bond upon which it is imprinted and no liability shall attach to the Authority or any officer or agent thereof, including any Registrar or Paying Agent for the Series 2018 Bonds, by reason of such number or any use made thereof, including any use thereof made by the Authority, any such officer or any such agent, or by reason of any inaccuracy, error or omission with respect thereto or in such use.

ARTICLE V

MISCELLANEOUS

SECTION 5.1. Further Authority. The Chairman, Vice Chairman, Treasurer and Secretary of the Authority and each of them are hereby authorized to execute and deliver such documents, agreements, instruments and certifications as may be necessary to give effect to this Series 2018 Resolution.

SECTION 5.2. Effective Date. This Series 2018 Resolution shall be fully effective upon its adoption.

EXHIBIT A
FORM OF PRELIMINARY OFFICIAL STATEMENT

EXHIBIT B
FORM OF BOND PURCHASE AGREEMENT

EXHIBIT C

FORM OF CONTINUING DISCLOSURE AGREEMENT