

**PORT AUTHORITY VERSATILE STRUCTURE OBLIGATIONS
RESOLUTION-MODIFICATION**

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philiposian, Sartor, Song and Weinstein voting in favor; none against:

WHEREAS, The Port Authority of New York and New Jersey (hereinafter referred to as the “Authority”) has been authorized and empowered to issue bonds, notes or other obligations or evidences of indebtedness to provide funds for authorized purposes; and

WHEREAS, on June 11, 1992, the Authority determined to authorize and establish an issue of Versatile Structure Obligations (such term and all other terms of special meaning having the meanings ascribed to such terms in or pursuant to Section 1 of this Resolution); and

WHEREAS, in establishing the issue of Versatile Structure Obligations on June 11, 1992, the Authority provided a method of financing in addition to other methods available or hereafter available to the Authority; and

WHEREAS, the Authority has determined to modify the Prior Resolution pursuant to Section 7(a) of the Prior Resolution, for the purpose of accomplishing certain technical clarifications of various provisions of the Prior Resolution; and

WHEREAS, Versatile Structure Obligations shall continue to be an issue of special obligations of the Authority payable from the sources of payment and to the extent provided in Section 2(c) of this Resolution;

NOW, THEREFORE, be it resolved by the Authority that the Prior Resolution is modified, and as so modified is restated in its entirety to read as follows:

SECTION 1. Definitions.

Unless the context shall clearly indicate some other meaning or may otherwise require, the terms defined in this Section 1 shall, for all purposes of this Resolution and of any resolution amendatory hereof or supplemental hereto and of any opinion, instrument or document herein or therein mentioned (unless otherwise defined therein), have the meanings specified in this Section 1, with the following definitions to be equally applicable to both the singular and plural forms of any terms defined in this Section 1 and *vice versa*. Any words or phrases not otherwise defined in this Section 1 and specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions (except as herein otherwise expressly provided or unless the context otherwise requires).

The term “Authority-owned Certificates” shall have the meaning given to such term in Section 7(b)(v) of this Resolution.

The term “Certificate” shall mean any bond, note or other evidence of indebtedness of the Authority constituting the whole or a part of any series of Versatile Structure Obligations.

The term “Certificate Holder” or “Holder of a Certificate” shall mean the holder or holders, individually and collectively, of a Certificate or Certificates.

The term “Code” shall mean the Internal Revenue Code of 1986.

The term “Commercial Paper Obligations” shall mean the issue of special obligations of the Authority known as “Port Authority Commercial Paper Obligations”.

The term “Committee on Finance” shall mean the Committee on Finance of the Board of Commissioners of the Authority.

The term “Consolidated Bond Reserve Fund” shall mean the special fund by that name established by Section 7 of the Consolidated Bond Resolution.

The term “Consolidated Bond Resolution” shall mean the resolution of the Authority adopted October 9, 1952, entitled “*Consolidated Bonds—Establishment of Issue*”.

The term “Consolidated Bonds” shall mean the issue of obligations of the Authority known as “Consolidated Bonds” (which also includes short-term bonds known as “Consolidated Notes”).

The term “Designated Officer” shall mean the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Assistant Treasurer of the Authority.

The term “General Reserve Fund” shall mean the special fund by that name established by the General Reserve Fund Statutes.

The term “General Reserve Fund Resolution” shall mean the resolution of the Authority adopted March 9, 1931, entitled “*General Reserve Fund Supporting Bonds Legal for Investment*”, as amended by the resolution of the Authority adopted May 5, 1932, entitled “*Investments: Authority of Finance Committee*”, as further amended by the Consolidated Bond Resolution to conform to the provisions of Section 6 of the Consolidated Bond Resolution.

The term “General Reserve Fund Statutes” shall mean Chapter 5 of the Laws of New Jersey of 1931, as amended, and Chapter 48 of the Laws of New York of 1931, as amended.

The term “Net Revenues”, solely for the purpose of this Resolution, shall mean, with respect to any date of calculation, the revenues of the Authority pledged under the Consolidated Bond Resolution and remaining after (i) payment or provision for payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution; (ii) payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes; and (iii) applications to purposes authorized in accordance with Section 7 of the Consolidated Bond Resolution.

The term “Paying Agent” shall mean the Paying Agent or Paying Agents, individually and collectively appointed by the Authority for and in connection with a particular series of Versatile Structure Obligations or any successor or successors appointed by the Authority.

The term “Port Authority Equipment Notes” shall mean the issue of obligations of the Authority known as “Port Authority Equipment Notes”.

The term “Port Authority Versatile Structure Obligations Resolution” or “this Resolution” shall mean this resolution of the Authority adopted November 18, 1999, entitled “*Port Authority Versatile Structure Obligations Resolution–Modification*”, including any amendments, modifications or supplements hereto.

The term “Prior Resolution” shall mean the resolution of the Authority adopted December 12, 1996, entitled “*Port Authority Versatile Structure Obligations Resolution–Modification*”.

The term “Registrar” shall mean the Registrar appointed by the Authority for and in connection with a particular series of Versatile Structure Obligations or any successor Registrar appointed by the Authority.

The term “Special Project Bonds” shall mean the issue of special limited obligations of the Authority known as “Special Project Bonds”.

The term “Variable Rate Master Notes” shall mean the issue of special obligations of the Authority known as “Port Authority Variable Rate Master Notes”.

The term “Versatile Structure Obligations” shall mean the issue of special obligations of the Authority known as “Port Authority Versatile Structure Obligations”.

SECTION 2. Establishment, Authorization, Terms and Issuance.

(a) Establishment and Authorization of Issue of Versatile Structure Obligations.

An issue of special obligations of the Authority to be known as “Port Authority Versatile Structure Obligations” is established under and pursuant to this Resolution. Versatile Structure Obligations shall be payable from the sources of payment and to the extent provided in Section 2(c) of this Resolution.

(b) General Terms of each Series of Versatile Structure Obligations.

Versatile Structure Obligations may be issued by the Committee on Finance, from time to time, in one or more series, which series may be comprised of one or more installments, and the Committee on Finance may establish such terms and conditions, from time to time, as it deems appropriate in connection with each series or installment of Versatile Structure Obligations, may enter into any contracts or agreements as it deems appropriate in connection with each such series or installment in the name of and on behalf of the Authority and may take such other action as in the opinion of the Committee on Finance will best serve the public interest.

A Designated Officer may take any and all action to be taken by the Committee on Finance under this Resolution (without further action by the Committee on Finance); *provided, however*, that any such action may only be taken by a Designated Officer in connection with a series of Versatile Structure Obligations either (i) issued on a competitive basis, (ii) bearing interest at a variable rate of interest or (iii) issued on a multimodal basis; *provided further, however*, that solely with respect to clauses (ii) and (iii) above, any remarketing agent (or successor thereto) for such series must have been selected on the basis of a request for proposals process pertaining to the selection of a remarketing agent for such series or for any prior series of Versatile Structure Obligations.

(c) Sources of Payment.

The principal of and interest on Versatile Structure Obligations shall be a special obligation of the Authority and shall be payable from the proceeds of obligations of the Authority issued for such purposes, including Consolidated Bonds issued in whole or in part for such purposes, or from Net Revenues deposited to the Consolidated Bond Reserve Fund, and in the event such proceeds or Net Revenues are insufficient therefor, from other moneys of the Authority legally available for such payments when due.

The principal of and interest on Versatile Structure Obligations shall not be payable from the General Reserve Fund and the payment thereof shall be subject in all respects to (i) payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution and (ii) payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes.

(d) Application of Proceeds.

The proceeds of each series of Versatile Structure Obligations shall be used (i) for purposes of, or with respect to the financing of, capital expenditures in connection with any one or more of the facilities of the Authority; *provided, however*, that subject to agreements with the holders of obligations of the Authority, the Committee on Finance may authorize all or any portion of the unspent proceeds of any such series of Versatile Structure Obligations to be used for any purpose for which at the time of issuance of such series the Authority was authorized by law to issue its obligations, including for purposes of, or with respect to the financing of, capital expenditures in connection with additional facilities of the Authority certified or to be certified after issuance of such series; (ii) for purposes of refunding, directly, by offers to exchange, or otherwise, all or any part of any bonds, notes or other obligations of the Authority; and (iii) for certain incidental purposes, including certain costs of, and relating to, such series.

The Committee on Finance may allocate the proceeds of a series of Versatile Structure Obligations, from time to time, to purposes in connection with some but not all of the purposes authorized in this Section 2(d), including the specific designation of any bonds, notes or other obligations to be refunded with the proceeds of such series; *provided, however*, that no portion of the proceeds of any series of Versatile Structure Obligations shall be allocated to purposes in connection with an additional facility of the Authority prior to the initial expenditure of proceeds of the first series of Consolidated Bonds issued for purposes of capital expenditures in connection with such additional facility.

(e) Form and Places of Payment.

Unless otherwise determined by the Committee on Finance, principal of and interest on the Certificates and any other payments pertaining to any of the Certificates shall be payable in lawful money of the United States of America; principal of the Certificates shall be payable upon presentation and surrender of the Certificates by the Certificate Holders, at the office or offices, designated by the Committee on Finance, of the Paying Agent or Paying Agents, in a county which is in whole or in part in the Port District; interest on the Certificates shall be payable when due to the Certificate Holders by check or draft drawn on the Paying Agent or Paying Agents and mailed to the Certificate Holders; and any other payments to the Certificate Holders shall be payable in the manner determined by the Committee on Finance.

(f) Effect of Saturdays, Sundays and Legal Holidays.

If the date for payment of principal of and interest on or the date for any other payments pertaining to any of the Certificates, or the date fixed for maturity or redemption of any of the Certificates shall be a Saturday, a Sunday, a legal holiday or a day on which banking institutions within the Port District are required or authorized by law to remain closed, then such payment or redemption may be made on the next succeeding business day not a Saturday, a Sunday, a legal holiday or a day on which banking institutions within the Port District are required or authorized by law to remain

closed, with the same force and effect as if done on the nominal date provided in or pursuant to this Resolution.

(g) Form and Denominations.

Unless otherwise determined by the Committee on Finance, each series of Versatile Structure Obligations shall be issued only in registered form, and the Certificates pertaining to each such series shall be registered as to both principal and interest and not as to either alone in authorized denominations.

(h) Evidence of Ownership.

Unless otherwise determined by the Committee on Finance, the Authority may treat the Holder of a Certificate in whose name such Certificate is registered as the absolute owner of such Certificate for the purpose of receiving payment of the principal thereof and interest thereon and for all other purposes, and the Authority shall not be affected by any notice or knowledge to the contrary.

(i) Mutilated, Lost or Destroyed Certificates.

In case any Certificate shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new Certificate of like tenor in exchange or substitution for and upon cancellation of such mutilated Certificate or in lieu of or in substitution for such destroyed or lost Certificate; or if such Certificate shall have matured, instead of issuing a substitute Certificate the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute Certificate shall furnish to the Authority evidence satisfactory to the Authority of the destruction or loss of such Certificate and of the ownership thereof and also such security and indemnity as may be required by the Authority. Upon the issuance of any substitute Certificate, the Authority, at its option, may require the applicant for such substitute Certificate to pay a sum sufficient to reimburse the Authority for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new Certificate so issued in substitution. Any Certificate issued under the provisions of this Section 2(i) in lieu of any Certificate alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the Certificate so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this Resolution with all other Certificates issued under this Resolution.

(j) Authorization of Distribution of Disclosure Documents.

The Committee on Finance may arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials pertaining to any series of Versatile Structure Obligations and (ii) for the preparation and distribution of such other documents giving

pertinent data with respect to the Authority and its finances as it deems appropriate, in each case, in the name of and on behalf of the Authority.

SECTION 3. Execution of Certificates.

(a) Execution of Certificates.

Each of the Certificates shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and, unless otherwise determined by the Committee on Finance, shall be manually signed by a Designated Officer.

(b) Validity of Signatures on Certificates.

In case any Designated Officer whose signature shall appear on any of the Certificates shall cease to be a Designated Officer before such Certificates shall have been actually issued, such Certificates may nevertheless be issued as though such Designated Officer whose signature appears on such Certificates had not ceased to be a Designated Officer.

SECTION 4. Form of the Certificates.

The form of the Certificates for each series of Versatile Structure Obligations, including provisions with respect to assignment, shall be determined by the Committee on Finance.

SECTION 5. Covenants.

The Authority covenants and agrees that:

(a) The Authority shall duly and punctually pay or cause to be paid to the Certificate Holders all payments to such holders when due, in the manner, to the extent and as specified in their Certificates.

(b) Upon the date of issuance of each series of Versatile Structure Obligations, all conditions, acts and things required by the Constitution or statutes of the States of New York and New Jersey or of the United States of America, or this Resolution to exist, to have happened and to have been performed precedent to or in the issuance of such series shall exist, have happened and have been performed and such series, together with all other indebtedness of the Authority, shall be within every debt and other limit prescribed thereby.

(c) The Authority shall take all actions and shall do all things which it is authorized by law to take and to do in order to fulfill all of its obligations under the provisions of this Resolution, in accordance with the terms of such provisions.

SECTION 6. Limitations on Amount.

The Authority shall not issue new Versatile Structure Obligations, for purposes other than to refund outstanding bonds, notes or other obligations of the Authority (other than Commercial Paper Obligations and Variable Rate Master Notes), if at the time of issuance of such new Versatile Structure Obligations, either:

(a) the total principal amount of all bonds, notes or other obligations of the Authority outstanding as of such time of issuance, including the new Versatile Structure Obligations and excluding Consolidated Bonds, Special Project Bonds, Commercial Paper Obligations and Port Authority Equipment Notes, exceeds twenty-five percent (25%) of the total principal amount of all bonds, notes and other obligations of the Authority outstanding as of such time of issuance, including the new Versatile Structure Obligations and excluding Special Project Bonds, Commercial Paper Obligations and Port Authority Equipment Notes; or

(b) net revenues for any period of twelve (12) consecutive months during the thirty-six (36) month period preceding such time of issuance shall not have amounted to at least one and fifteen one-hundredths (1.15) times the prospective debt service (computed as hereinafter set forth) for the calendar year after such time of issuance, for which the combined debt service (so computed) upon all obligations outstanding as of such time of issuance which are secured by or payable from net revenues, including the new Versatile Structure Obligations and excluding Commercial Paper Obligations, would be at a maximum. In calculating such prospective debt service there may, at the Authority's option, be substituted for the actual prospective interest payable on any of such obligations secured by or payable from net revenues, including the new Versatile Structure Obligations, prospective interest on any of such obligations, as follows: in the event that any of such obligations (i) bears interest at a fixed interest rate and has a remaining term to maturity of less than three (3) years from such time of issuance, then the interest rate on such obligation shall be deemed to be the higher of the interest rate on such obligation as of such time of issuance and the interest rate on the most recent series of the Authority's obligations with a term to maturity of at least thirty (30) years, or (ii) bears interest on the basis of an interest payment schedule providing for payments less frequently than annually, then the interest rate on such obligation shall be deemed to be the interest rate equal to the yield to maturity of such obligation as of such time of issuance, or (iii) bears interest at a variable interest rate, then the interest rate on such obligation shall be deemed to be the higher of the rate as published in the Revenue Bond Index of *The Bond Buyer* in effect as of such time of issuance (and in the event such Revenue Bond Index is not published as of such time of issuance, then such rate determined on the basis of a comparable index

to be selected in the sole discretion of the Committee on Finance) and the average interest rate on such obligation for the twelve (12) calendar months preceding such time of issuance (and in the event such obligation has not been outstanding for a full twelve (12) calendar months preceding such time of issuance, then such average interest rate determined on the basis of the period of time during which such obligation has been outstanding), or (iv) is associated with an interest rate exchange contract, then the interest rate on such obligation shall be deemed to be the effective interest rate for such obligation determined by reference to such interest rate exchange contract, or (v) is convertible from one interest rate mode to another, then the interest rate on such obligation shall be deemed to be the interest rate in effect as of such time of issuance. In addition, in calculating such prospective debt service, in the event that any of such obligations secured by or payable from net revenues, including the new Versatile Structure Obligations, has (i) a term to maturity from such time of issuance of less than three (3) years or (ii) no stated periodic repayment schedule, there may at the Authority's option be substituted for the actual prospective debt service upon any of such obligations, the debt service which would be payable if such obligation was forthwith refunded by a series of Versatile Structure Obligations having the following characteristics: maturity—thirty (30) years from the time of issuance of the new Versatile Structure Obligations; interest—at the rate of interest determined in accordance with the provisions of the immediately preceding sentence and payable semiannually beginning six (6) months from such time of issuance; amortization—in such annual amounts as would be required to retire the principal amount of such obligation by the thirtieth anniversary of such time of issuance if such annual retirement were effected at par at each anniversary of such time of issuance and if the annual debt service thereon would be equal for all years thereafter until the thirtieth anniversary of such time of issuance.

In the event that the Authority has entered into a contract, prior to the delivery of any obligation to be taken into account in the calculations to be performed under this Section 6, for the sale to and purchase by the other party to such contract upon original issue, and such obligation (or portion thereof) is to be issued solely for the purpose of refunding bonds, notes or other obligations of the Authority, then in such event the time of issuance of such obligation (or portion thereof) shall be deemed to be the date of original issue of such obligation and such obligation (or portion thereof) shall not be deemed to be outstanding prior to such date of original issue. In the event that an obligation (or portion thereof) issued solely for the purpose of refunding bonds, notes or other obligations of the Authority is outstanding, including the new Versatile Structure Obligations, at the same time as the bonds, notes or other obligations of the Authority to be refunded, for purposes of the calculation to be performed under this Section 6 only such obligation (or portion thereof) issued solely for the purpose of refunding such bonds, notes or other obligations of the Authority shall be included and such bonds, notes or other obligations of the Authority to be refunded shall not be deemed to be outstanding for purposes of such calculation.

In the event that any obligation to be taken into account in the calculation to be performed under this Section 6 is subject to tender at the option of the holder or holders of such obligation, then in such event, in all such calculations such obligation shall be deemed to have been issued without such tender rights and without any credit facilities entered into by the Authority with respect to such tender rights; *provided, however*, in the event that upon any payment under such credit facilities to the holder of such obligation, such payment is deemed to be a loan to the Authority and such obligation nevertheless remains outstanding, then in such event, such obligation shall be deemed to have been refunded under such credit facilities through such payment.

Net revenues for purposes of the calculation to be performed under Section 6(b) of this Resolution, may include in the case of fare and tolls increases adopted by the Authority which have not yet been put into effect or have not been in effect for a full year, the additional net revenues estimated by the Authority to be derived annually from such increases.

Net revenues for purposes of the calculation to be performed under Section 6(b) of this Resolution may also include, in the case of facilities (including additions or improvements to facilities) which have not been in operation, in each case during the entire period of the twelve (12) consecutive months selected for the purposes of such calculation (including facilities under construction as of such time of issuance of the new Versatile Structure Obligations or which are to be acquired, established or constructed by the Authority), the average annual net revenues which the Authority estimates will be derived from each of such facilities during the first thirty-six (36) months of operation thereof after such time of issuance; *provided, however*, that debt service on all additional obligations estimated to be issued to complete such facilities prior to the date any such facilities (including the addition or improvement thereto) become fully operational, is included in calculation of prospective debt service; and *provided further, however*, that the amount of any net revenues estimated under this paragraph shall in no event exceed twenty-five percent (25%) of the net revenues (including any net revenues estimated under the immediately preceding paragraph) determined under Section 6(b) of this Resolution.

In the event that the new Versatile Structure Obligations are issued solely for the purpose of refunding bonds, notes or other obligations of the Authority (other than Commercial Paper Obligations and Variable Rate Master Notes), then no calculations under this Section 6 shall be required at such time of issuance. In the event that the new Versatile Structure Obligations are issued in part for purposes of refunding bonds, notes or other obligations of the Authority (other than Commercial Paper Obligations and Variable Rate Master Notes), then no calculations under this Section 6 shall be required to include the principal amount of such new Versatile Structure Obligations allocated to refunding bonds, notes or other obligations of the Authority (other than Commercial Paper Obligations and Variable Rate Master Notes) or the prospective debt service associated therewith.

SECTION 7. Modifications.

The Authority may from time to time and at any time:

(a) without authorization, consent or other action by any of the Holders of Certificates, amend or modify this Resolution to make any changes or corrections in this Resolution if such changes or corrections are technical wording corrections or changes or are required for the purpose of curing or correcting any ambiguity or defective or inconsistent provision or omission or mistake or error contained in this Resolution or to insert in this Resolution such provisions clarifying matters or questions arising under this Resolution as are appropriate in the sole opinion of the Authority; *provided, however*, that no such amendment or modification made pursuant to this Section 7(a) shall alter or impair the rights of any Holder of a Certificate; and

(b) amend, repeal or modify in the manner hereinafter set forth in this Section 7(b), any of the terms or provisions of this Resolution (or of any resolution amendatory of or supplemental to this Resolution) for any purpose whatsoever (other than any such amendment or modification which may be made pursuant to Section 7(a) of this Resolution) with the express consent of such Holder of a Certificate, subject to the following:

(i) Whenever the Authority shall desire any such amendment, repeal or modification of any of the provisions of this Resolution (or of any resolution amendatory of or supplemental to this Resolution), it shall call a meeting of the holders of Versatile Structure Obligations (or if the amendment, repeal or modification proposed shall affect the rights of the holders of Versatile Structure Obligations of only one or more particular series or installments, then of the holders of Versatile Structure Obligations of each such series or installment so to be affected) for the purpose of considering and acting upon any such proposed amendment, repeal or modification. A notice specifying the purpose, place, date and hour of such meeting shall be published by the Authority in a daily newspaper of general circulation in the Port District. Such notice shall be published once a week for four (4) consecutive weeks, the first publication to be not less than thirty (30) days nor more than ninety (90) days prior to the date fixed for the meeting. Such notice also shall briefly set forth the nature of the proposed amendment, repeal or modification, and shall state that a copy thereof is on file with the Authority for inspection. On or before the date of the first publication of the notice, a similar written or printed notice shall be mailed by the Authority, postage prepaid by first class mail, certified or registered, in a United States Post Office addressed to the Certificate Holders to which such notice pertains, at their last known addresses as appearing upon the Registry Books for the registration of the Certificates as maintained by the Registrar or Registrars, as appropriate. The actual receipt by any Certificate Holder of such notice shall not be essential to the validity of any such meeting, and a statement by the Authority, duly executed by its

Chairman or Vice-Chairman, that the meeting has been called and notice thereof given as herein provided, shall be conclusive as against all parties, and it shall not be open to any Certificate Holder to show that such Certificate Holder failed to receive such notice or to object to the form of such notice; *provided, however*, that such notice shall conform to the provisions of this Section 7(b)(i).

(ii) No person shall be entitled to vote at such meeting unless such person shall be a Certificate Holder or shall hold a proxy duly executed by a Certificate Holder and (1) such person shall present at the meeting a Certificate or Certificates (or in the case of the holder of a proxy, the Certificate or Certificates of the Certificate Holder), or (2) such person shall present at the meeting a receipt of the character described in Section 7(b)(iii) of this Resolution or (3) such person's name (or in the case of the holder of a proxy, the name of the Certificate Holder) shall appear as a Certificate Holder on the list prepared and presented to the meeting by the Registrar or Registrars, as appropriate, as provided in Section 7(b)(iv) of this Resolution.

(iii) Any Certificate Holder may, prior to any such meeting, deliver a Certificate or Certificates, at such Certificate Holder's own expense, to the Registrar of the series of Versatile Structure Obligations to which such Certificate pertains, or to such bank, trust company or national banking association as shall be designated by the Authority, and thereupon shall be entitled to receive an appropriate receipt for the Certificates so deposited, calling for the redelivery of such Certificates at any time after the meeting. A receipt signed by such Registrar, or by such bank, trust company or national banking association that the Certificates have been so deposited, and giving the amount, denomination, series and numbers thereof, shall be sufficient evidence to permit such Certificate Holder, including the holder of a proxy who shall produce such receipt, to be present and to vote at any meeting.

(iv) The Registrar or Registrars, as appropriate, shall prepare and deliver to the Authority at the time of the convening of the meeting, a list of the names and addresses of the Certificate Holders proposed to be affected by said amendment, repeal or modification, as of the close of business on the day before the date set for the meeting, or the date to which such meeting shall have been adjourned, based upon the Registry Books for the registration of the Certificates as maintained by such Registrar or Registrars, together with a statement of the denominations, series and numbers of the Certificates of such Certificate Holders.

(v) The Authority shall present to the meeting, at the convening thereof, a statement duly executed by its Chairman or Vice-Chairman or by the Chairman or Vice-Chairman of the Committee on Finance, listing the denominations, series and numbers of all Certificates of all series of Versatile Structure Obligations proposed to be affected by said amendment, repeal or

modification, owned by it or held for its account directly or indirectly, including any Certificates registered in the name of the Authority or held for the account of the Authority, and no person shall be permitted at the meeting to cast any vote or give any consent because of any Certificates listed on such statement, and no such Certificates (hereinafter referred to as “Authority-owned Certificates”) shall be counted in determining any vote at such meeting, including the determination of whether or not a quorum is present.

(vi) A representation of at least sixty percent (60%) in aggregate principal amount of the Versatile Structure Obligations then outstanding (exclusive of Authority-owned Certificates) or, if the amendment, repeal or modification proposed shall only affect one or more particular series or installments of Versatile Structure Obligations, then sixty percent (60%) in aggregate principal amount of the Certificates outstanding (exclusive of Authority-owned Certificates) of each such series or installment so to be affected, shall be necessary to constitute a quorum at any such meeting of Certificate Holders; but less than a quorum may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice, whether such adjournment shall have been held by a quorum or by less than a quorum. The Authority shall designate a Commissioner or other officer of the Authority to preside as temporary chairman, and such temporary chairman shall immediately call for nominations for a permanent chairman for such meeting. Such permanent chairman shall be some person who shall be a Certificate Holder, or the holder of a proxy, entitled to vote at the meeting. At such meeting each person entitled to vote pursuant to Section 7(b)(ii) of this Resolution shall be entitled to the number of votes determined by dividing the total aggregate principal amount of such person’s Certificate or Certificates by One Thousand Dollars (\$1,000), and such votes shall be cast by ballot. Except as herein provided, the meeting may adopt its own rules of procedure.

(vii) At any such meeting held as aforesaid, the Authority shall submit for consideration and action of the Certificate Holders of Versatile Structure Obligations or, if the amendment, repeal or modification proposed shall only affect the rights of the Certificate Holders of one or more particular series or installments of each such series or installments to be affected, a proposed resolution embodying the amendment, repeal or modification to be considered by the meeting. If such proposed resolution shall be consented to and approved (either in person or by proxy) by the Certificate Holders of at least sixty percent (60%) in aggregate principal amount of the Certificates to be affected thereby outstanding at the time (exclusive of Authority-owned Certificates), then, and in such case, the Authority shall thereby be authorized and empowered to adopt such resolution, and any such resolution so adopted by the Authority shall be binding upon all Certificate Holders, whether or not present at such meeting in person or by proxy; *provided, however*, that no such amendment, repeal or modification shall affect the rights of the Certificate Holders of one or more series or installments of Versatile Structure Obligations

in a manner or to an extent differing from that in or to which the rights of Certificate Holders of any other series or installments of Versatile Structure Obligations are affected unless such resolution shall be approved (either in person or by proxy) by the Certificate Holders of at least sixty percent (60%) in aggregate principal amount of the Certificates then outstanding (exclusive of Authority-owned Certificates) of each such series or installment so affected; and no Certificate Holder shall have any right or cause to object to the adoption of any such resolution by the Authority or to object to any of the terms or provisions therein contained or the exercise thereof or of the authorization contained therein, or in any manner to question the propriety of the adoption thereof or to enjoin or restrain the Authority from executing the same or from taking any action pursuant to the provisions thereof.

(viii) Minutes of all resolutions adopted and proceedings had at every such meeting shall be made and duly entered in books to be from time to time provided for that purpose by the Authority, and any such minutes as aforesaid, if signed by the chairman of the meeting at which such resolutions were passed or proceedings had, shall be *prima facie* evidence of the matters therein stated, and until the contrary is proved, every such meeting in respect of the proceedings of which minutes shall have been so made and signed and shall be deemed to have been duly held and conveyed, and all resolutions passed thereat or proceedings had thereat shall be deemed to have been duly passed and had.

(ix) In lieu of a meeting of Certificate Holders to approve any amendment, repeal or modification of any of the provisions of this Resolution (or of any resolution amendatory of or supplemental to this Resolution), such approval may be evidenced by written consents of the holders of the requisite percentage of Certificates specified in Section 7(b)(vi) of this Resolution.

Upon the adoption by the Authority of any resolution pursuant to the provisions of this Section 7, this Resolution (and any resolution amendatory of or supplemental to this Resolution) shall be modified and amended in accordance therewith, and the respective rights, duties and obligations of the Authority and all holders of outstanding Certificates shall be thereafter determined, exercised and enforced subject, in all respects, to such modifications and amendments.

SECTION 8. Registrars and Paying Agents.

The Committee on Finance may designate a Registrar and one or more Paying Agents to act as such for and in connection with each series of Versatile Structure Obligations, and may, from time to time, terminate such appointments or designations, designate new, substitute or additional Registrars and Paying Agents, designate separate and different Registrars and Paying Agents in connection with different series or installments of Versatile Structure Obligations, and designate the Authority to act as Registrar or Paying Agent.

SECTION 9. Liability.

Neither any Commissioner nor any officer, agent, representative or employee of the Authority or Designated Officer shall be held personally liable to any Certificate Holder, or under this Resolution, the Prior Resolution or any resolution heretofore or hereafter adopted relating to Versatile Structure Obligations, or because of the issuance or attempted issuance of any of the Versatile Structure Obligations, or because of any act or omission in connection with the construction, acquisition, effectuation, operation or maintenance of any facility of the Authority, or because of any act or omission in connection with the investment or management of the revenues, funds or moneys of the Authority, or otherwise in connection with the management of its affairs, excepting solely for things wilfully done by such person with an intent to defraud or wilfully omitted to be done by such person with an intent to defraud.

SECTION 10. Certifications.

A Designated Officer may, in connection with any series of Versatile Structure Obligations which is issued on the basis that such series is to be in conformity with, and that the interest on such series is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Code, or successor provisions of law, and the regulations thereunder, take any action which may be appropriate to assure that such series is issued, and during its term is outstanding on such basis, and any such actions taken in connection therewith are ratified. A Designated Officer may certify on behalf of the Authority as to the need for the issuance of any such series for the purposes for which such series is issued, as to the status of the projects for which the proceeds of such series would be used, as to the Authority's intentions with respect to the application and investment of such proceeds, and as to such other matters as such Designated Officer deems appropriate.

SECTION 11. Determinations.

Whenever in this Resolution it is provided that any selection, designation, determination or estimate shall or may be made in connection with a series of Versatile Structure Obligations, or that any action may be taken or withheld in connection with a

series of Versatile Structure Obligations, or that any action which shall or may be taken or withheld is dependent upon opinion, discretion or judgment, then such selection, designation, determination, estimate or action so made, taken or withheld shall be conclusive for the purposes of this Resolution, whether required to be made, taken or withheld as a condition precedent to the issuance of any such series or for the purpose of determining if all conditions precedent to the issuance of such series exist, or otherwise, the Authority adopting such selection, designation, determination, estimate or action so made, taken or withheld as its own.

SECTION 12. Resolution to Constitute a Contract.

The provisions of this Resolution shall constitute a contract with each Certificate Holder.

SECTION 13. Titles.

Titles to the Sections of this Resolution are solely for convenience and are not an aid in the interpretation of this Resolution or any part of this Resolution.