

EXHIBIT A
to File Number 252228

Amendments to Master Resolution

1. The last paragraph of Section 3.03 of the Original Resolution is amended and restated to read as follows:

“The Common Council may delegate to the Commissioners of the Public Debt of the City the authority to specify any of the foregoing terms and provisions, other than the terms and provisions set forth in clauses (a) and (c) above, in a resolution or resolutions adopted by such Commissioners of the Public Debt and filed with the City Clerk. Notwithstanding the foregoing, the Common Council shall determine for each Series of Bonds the maximum maturity date, the maximum interest rate, and the maximum redemption premium, if any, as well as the earliest redemption date.”

2. Section 3.04 (A)(4) of the Original Resolution, as restated by Exhibit A to the First Supplemental Resolution, is hereby amended and restated in its entirety to read as follows:

“(4) Either:

- (I) a Written Certificate of an Authorized Officer of the City based:
 - (i) on audited figures, provided that such audited figures are for the most recent Fiscal Year for which an audit is available, and are for a period ending within 18 months of the date of the issuance of the proposed Series of Bonds showing that Net Revenues for such Fiscal Year; or
 - (ii) on figures taken by an independent certified public accountant from the City’s books and records, showing that Net Revenues for any consecutive twelve-month period out of the twenty four months immediately preceding the month in which such Bonds are issued;

were not less than the greater of:

- (x) “the sum of: (1) the maximum Aggregate Debt Service on all Bonds then Outstanding and on the proposed Series of Bonds in any Fiscal Year or, if such Written Certificate is based on clause (I)(ii) above, in any consecutive twelve (12) month period; and (2) the Required Deposits for any such Fiscal Year or consecutive twelve (12) month period, as applicable; and
- (y) the sum of (1) 1.20 times the maximum Aggregate Debt Service on all Bonds then Outstanding and on the proposed Series of Bonds in any Fiscal Year or, if such Written Certificate is based

on clause (I)(ii) above, in any consecutive twelve (12) month period, plus (2) 1.20 times the aggregate Support Facility Reimbursement Obligations outstanding in any such Fiscal Year or consecutive twelve (12) month period, as applicable; or

- (II) a Written Certificate of an Authorized Officer of the City or Certificate of a Consulting Engineer that Net Revenues to be derived in each of the five Fiscal Years following the earlier of:
- (i) the end of the period during which interest is capitalized or, if no interest is to be capitalized, the Fiscal Year in which the proposed Series of Bonds are issued; and
 - (ii) the date on which substantially all Improvements to be financed with the proceeds of the proposed Series of Bonds are expected to commence operations, or, if the proceeds of such Series of Bonds will not be used to fund the Costs of Improvements, the Fiscal Year in which the proposed Series of Bonds are issued;

are estimated to be not less than the greater of:

- (x) the sum of: (1) the maximum Aggregate Debt Service on all Bonds then Outstanding and on the proposed Series of Bonds in any such Fiscal Year; and (2) the Required Deposits for any such Fiscal Year; and
- (y) the sum of: (1) 1.20 times the maximum Aggregate Debt Service on all Bonds then Outstanding and on the proposed Series of Bonds in any such Fiscal Year, plus (2) 1.20 times the aggregate Support Facility Reimbursement Obligations outstanding in any such Fiscal Year;

as of the date of such Written Certificate of the City or certificate of the Consulting Engineer, as the case may be (the “Additional Bonds Requirement”). Adopted Sewerage Service Charges shall be taken into account at the time, or times, they are scheduled to be effective. For purposes of this clause (4): If any changes have been made and are in effect at the time of the issuance of the proposed Series of Bonds in the Sewerage Service Charges (exclusive of changes in the rates and charges for the privilege of connecting to the Sewerage System) which were not in effect during all or any part of the periods referred to above, Net Revenues for either of such respective periods may be adjusted to reflect the results which would have occurred in Net Revenues if such changes in the Sewerage Service Charges had been in effect during all of such respective periods.”

3. Section 4.02 of the Original Resolution, as restated by the Third Supplemental Resolution, is hereby amended and restated in its entirety to read as follows:

“Section 4.02. *Execution of Bonds*. Unless or except as otherwise set forth in the Series Resolution provided for their issuance, the Bonds shall be executed with the manual or facsimile signatures of the Mayor and Clerk of the City and countersigned by the manual or facsimile signatures of the Commissioners of the Public Debt of the City and the Comptroller of the City, and authenticated by the Paying Agent, and the City's seal shall be affixed, or a facsimile of the City's seal shall be imprinted, on each Bond of a Series. In case any of the officers who shall have signed, attested, authenticated or registered any of the Bonds shall cease to be such officer before such Bonds have been actually issued and delivered, such Bonds shall be valid nevertheless and may be issued by the City with the same effect as though the persons who had signed, attested, authenticated or registered such Bonds had not ceased to be such officers.”

4. Section 5.03(A) of the Original Resolution is hereby amended to add the following sentence at the end of said section:

“A notice of optional redemption may be revoked by sending a notice, by first class mail or in the manner required by the Depository, not less than 15 days prior to the proposed optional redemption date to the Holders of the Bonds which have been called for optional redemption.”

5. The last sentence in the first paragraph of Section 6.08 of the Original Resolution is hereby amended and restated in its entirety to read as follows:

“In the event there is an insufficiency in the Special Redemption Fund to pay Debt Service or in the Rebate Fund to pay any rebate due after all transfers have been made pursuant to and in accordance with Article VI, the City shall transfer from the Operation and Maintenance Fund such amounts as are deemed necessary by the Comptroller of the City for deposit in the (i) Special Redemption Fund, which together with amounts then on deposit therein is sufficient to pay Debt Service, and (ii) Rebate Fund, which together with amounts then on deposit therein, is sufficient to pay any rebate due.”