

**APPROVING RESOLUTION
OF
THE BOARD OF DIRECTORS
OF
NIAGARA TOBACCO ASSET SECURITIZATION CORPORATION**

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE NIAGARA TOBACCO ASSET SECURITIZATION CORPORATION; APPROVING A FIRST AMENDMENT TO INDENTURE, A FIRST AMENDMENT TO 2005 SUPPLEMENTAL BOND INDENTURE AND A 2014 SUPPLEMENTAL INDENTURE TO FACILITATE AND AUTHORIZE THE ISSUANCE OF ITS TOBACCO SETTLEMENT ASSET-BACKED BONDS, SERIES 2014 AND TO DO ALL OTHER ACTS NECESSARY AND PROPER FOR CARRYING OUT THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION AND THE AUTHORIZING RESOLUTION (AS DEFINED HEREIN); AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on November 9, 2000, the Corporation issued \$47,920,000 aggregate principal amount of Tobacco Settlement Asset-Backed Bonds (the "Series 2000 Bonds") as a Series of Senior Bonds pursuant to a certain Indenture, dated as of November 1, 2000 (the "Indenture"), , as supplemented by a Series 2000 Supplement, dated November 9, 2000, each between the Corporation and Manufacturers And Traders Trust Company, as trustee, (the "Trustee") (i) to finance a portion of the costs of acquisition of certain Tobacco Assets from the County of Niagara, New York (the "County"), (ii) to fund certain reserves, and (iii) to pay related costs of the issuance of the Series 2000 Bonds; and

WHEREAS, on November 29, 2005, the Corporation issued \$17,754,556 aggregate principal amount of Tobacco Settlement Asset-Backed Bonds (the "Series 2005 Bonds") as a Series of Additional Bonds pursuant to the Indenture, as amended and supplemented by a Series 2005 Supplemental Bond Indenture between the Corporation and the Trustee, dated as of November 1, 2005 (the "2005 Supplemental Indenture") to secure a like amount of New York Counties Tobacco Trust V Tobacco Settlement Pass-Through Bonds; and

WHEREAS, the Indenture contemplated and provided for the issuance of additional series of bonds thereunder for, among other purposes, the refunding of the Series 2000 Bonds; and

WHEREAS, by resolution adopted on November 25, 2013 (the "Authorizing Resolution"), this Board of the Niagara Tobacco Asset Securitization Corporation (the "Corporation") authorized, among other things (i) the issuance of not to exceed \$45,000,000 initial aggregate principal amount of its Tobacco Settlement Asset-Backed Bonds, Series 2014 (the "Series 2014 Bonds"), to refund the Series 2000 Bonds and thereby refinance a portion of the cost of acquisition of the tobacco assets of the County of Niagara, New York, to fund certain reserves, to provide the County with current funds for capital purposes including project costs and payment of debt service on outstanding County bonds, to increase residual tobacco settlement revenues in future years, and to pay related costs of issuance of the Series 2014 Bonds; (ii) the execution and delivery of an amended and restated indenture for the Series 2000 Bonds and a supplemental indenture for the Series 2014 Bonds; (iii) the preparation, distribution, execution and delivery of various other financing documents related to and required for the offering, sale and delivery of the Series 2014 Bonds; (iv) the engagement of transaction counsel, underwriter, financial advisory firm, IHS Global Insight, Fitch Ratings and a verification agent; (v) provision for specification of the interest rates, maturity dates,

and redemption terms of the Series 2014 Bonds; and (vi) the proper officers of the Corporation to do all other acts necessary and proper for carrying out the transactions contemplated by such resolution; and

WHEREAS, to facilitate the issuance of the Series 2014 Bonds to refund and defease the Series 2000 Bonds and fund a payment to the holder of the Residual Certificate (as defined in the Indenture) in order to provide the County with current funds for capital purposes, and in lieu of the Amended and Restated Indenture contemplated by the Authorizing Resolution the Board wishes to approve and authorize the execution and delivery of (i) modifications and amendments to certain provisions of the Indenture, as amended to date (the "First Amendment to Indenture") between the Corporation and the Trustee, (ii) modifications and amendments to certain provisions of the 2005 Supplemental Indenture (the "First Amendment to Series 2005 Supplemental Bond Indenture") between the Corporation and the Trustee, and (iii) a supplemental indenture, constituting a Series Supplement (as defined in the Indenture), authorizing the issuance of the Series 2014 Bonds as Senior Bonds ("the 2014 Supplemental Indenture") between the Corporation and the Trustee, in accordance with the provisions of the Indenture as amended by the First Amendment to Indenture, and in accordance with the provisions of the Series 2005 Supplemental Bond Indenture as amended by the First Amendment to Series 2005 Supplemental Bond Indenture;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE NIAGARA TOBACCO ASSET SECURITIZATION CORPORATION, that:

Section 1. Definitions. For purposes of this Approving Resolution the term "Authorized Officer" shall mean the President, Vice President or Treasurer of the Corporation. All other terms used herein and not otherwise defined shall have the respective meanings ascribed thereto in the Authorizing Resolution and the Series 2014 Supplement Indenture.

Section 2. Authorization of Execution and Delivery of First Amendment to Indenture. The Corporation hereby finds and determines that the amendment of the Indenture by the First Amendment to Indenture is not materially adverse to the Holders of any outstanding Series of Bonds. The Authorized Officers are each hereby authorized, on behalf of the Corporation and upon the advice of Counsel to the Corporation and Transaction Counsel, to execute and deliver the First Amendment to Indenture in substantially the form presented at this meeting, with such changes as such Authorized Officer shall approve, with such execution and delivery being conclusive evidence of such approval.

Section 3. Authorization of Execution and Delivery of First Amendment to Series 2005 Supplemental Bond Indenture. The Corporation hereby finds and determines that the amendment of the 2005 Supplemental Indenture by the First Amendment to Series 2005 Supplemental Bond Indenture is not materially adverse to the Holders of the Series 2005 Bonds. The Authorized Officers are each hereby authorized, on behalf of the Corporation and upon the advice of Counsel to the Corporation and Transaction Counsel, to execute and deliver the First Amendment to Series 2005 Supplemental Bond Indenture in substantially the form presented at this meeting, with such changes as such Authorized Officer shall approve, with such execution and delivery being conclusive evidence of such approval.

Section 4. Authorization of Execution and Delivery of the 2014 Supplemental Indenture. The Authorized Officers are each hereby authorized, on behalf of the Corporation, consistent with the determinations made and actions taken pursuant to section 8 of the Authorizing Resolution, and upon the advice of Counsel to the Corporation and Transaction Counsel, to execute and deliver the 2014 Supplemental Indenture in substantially the form presented at this meeting, with such changes as such Authorized Officer shall approve, with such execution and delivery being conclusive evidence of such approval.

Section 5. Authorizations. (A) The Authorized Officers are each hereby authorized and directed, on behalf of the Corporation, to execute the Series 2014 Bonds (including any temporary bond or

bonds) as provided in the 2014 Supplemental Indenture. Such Authorized Officers are hereby authorized and directed, upon the execution of the Series 2014 Bonds in the form and manner set forth in the 2014 Supplemental Indenture and herein, to deliver the Series 2014 Bonds in the amount authorized to be issued thereunder, to the Trustee for authentication and delivery to or upon order of the Purchaser pursuant to the Contract of Purchase, upon payment of the purchase price and upon compliance by the Purchaser with the terms of the Contract of Purchase.

(B) The Authorized Officers are each designated as agents of the Board and the Corporation in connection with the, issuance and delivery of the Series 2014 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 Board and the Corporation that are necessary or desirable in connection with the execution and delivery of the Series 2014 Bonds and for carrying out the transactions contemplated by this Resolution and the Authorizing Resolution, and which are specifically authorized or are not inconsistent with the terms and provisions of this Resolution, the Authorizing Resolution or the 2014 Supplemental Indenture or any action relating to the Series 2014 Bonds heretofore taken by the Board. The Authorized Officers are hereby authorized to do all things necessary to provide for the issuance of the Series 2014 Bonds.

(C) It is the intent of the Board 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 or desirable in connection with the issuance of the Series 2014 Bonds, and the performance of all agreements and covenants on the part of the Corporation contained therein, without the need for further action by the Board of Directors.

Section 6. Effective Date. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	Yea	Nea	Absent Abstain
K. Andrews	[X]	[]	[]
C. Burmaster	[X]	[]	[]
K. Castle	[X]	[]	[]
S. Ferraro	[X]	[]	[]
J. Glatz	[X]	[]	[]
J. Hagenbach	[X]	[]	[]
W. Ross	[X]	[]	[]

The Resolution was thereupon duly adopted.

