

**AUTHORIZING 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 AUTHORIZING AND PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED \$47,500,000 AGGREGATE PRINCIPAL AMOUNT OF ITS TOBACCO SETTLEMENT ASSET-BACKED BONDS, SERIES 2014 (THE "SERIES 2014 BONDS") TO REFUND ALL OF SAID CORPORATION'S OUTSTANDING TOBACCO SETTLEMENT ASSET-BACKED BONDS, SERIES 2000; TO ACQUIRE ALL OF THE OUTSTANDING NEW YORK COUNTIES TOBACCO TRUST V TOBACCO SETTLEMENT PASS-THROUGH BONDS, SERIES 2005 S4B ATTRIBUTABLE TO THE CORPORATION FOR THE PURPOSE OF CANCELLATION; TO CANCEL THE RELATED BOND RS4B-1 OF THE CORPORATION'S TOBACCO SETTLEMENT ASSET-BACKED BONDS, SERIES 2005, TO FUND A LIQUIDITY RESERVE ACCOUNT, TO FUND A PAYMENT TO THE NTASC RESIDUAL TRUST IN ORDER TO PROVIDE NIAGARA COUNTY WITH FUNDS FOR CAPITAL PURPOSES, AND TO PAY COSTS OF ISSUANCE OF THE SERIES 2014 BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A FIRST AMENDMENT TO INDENTURE AND A 2014 SUPPLEMENTAL INDENTURE FOR THE ISSUANCE OF THE SERIES 2014 BONDS; AUTHORIZING THE PREPARATION, DISTRIBUTION, EXECUTION AND DELIVERY OF PRELIMINARY AND FINAL OFFERING STATEMENTS; AUTHORIZING THE EXECUTION AND DELIVERY OF A CONTRACT OF PURCHASE AWARDING THE SERIES 2014 BONDS TO RAYMOND JAMES & ASSOCIATES, INC., AS THE UNDERWRITER THEREOF; AUTHORIZING THE EXECUTION AND DELIVERY OF A CONTINUING DISCLOSURE UNDERTAKING; AUTHORIZING THE EXECUTION AND DELIVERY OF A REFUNDING ESCROW DEPOSIT AGREEMENT FOR THE SERIES 2014 BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A PURCHASE AGREEMENT, CONSENT AND RELEASE BY AN AMONG THE CORPORATION, THREE MUTUAL FUNDS OF THE OPPENHEIMER FAMILY OF FUNDS, AS THE SOLE OWNERS OF THE NEW YORK COUNTY TOBACCO TRUST V BONDS, AND MANUFACTURER'S AND TRADERS TRUSTEE COMPANY, AS TRUSTEE; RATIFYING THE ENGAGEMENT OF TRANSACTION COUNSEL, UNDERWRITER AND FINANCIAL ADVISOR; PROVIDING FOR THE SPECIFICATION OF THE INTEREST RATES, MATURITY DATES, AND THE REDEMPTION TERMS OF THE SERIES 2014 BONDS; AUTHORIZING OFFICERS OF THE CORPORATION TO ENGAGE THE SERVICES OF IHS GLOBAL INSIGHT, FITCH RATINGS AND CAUSEY DEMGEN AND MOORE P.C. AND TO DO ALL OTHER ACTS NECESSARY AND DESIRABLE FOR CARRYING OUT THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on November 9, 2000, Niagara Tobacco Asset Securitization Corporation (the "Corporation") issued its \$47,920,000 aggregate principal amount of Tobacco Settlement Asset-Backed Bonds, Series 2000 (the "Series 2000 Bonds"), (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, the Series 2000 Bonds were issued pursuant to the Indenture, dated as of November 1, 2000 (as supplemented and amended from time to time in accordance with its terms, the “Indenture”), between the Corporation and Manufacturers and Traders Trust Company, as trustee (the “Trustee”); and

WHEREAS, the Tobacco Assets were purchased by the Corporation pursuant to the terms of the Purchase and Sale Agreement, dated as of November 1, 2000 (the “Purchase and Sale Agreement”), between the Corporation and the County; and

WHEREAS, as part of the cost of acquisition of the Tobacco Assets to be paid to the County, the Corporation assigned to the County an undivided beneficial interest in a trust (the “NTASC Residual Trust”) created pursuant to the Declaration and Agreement of Trust, dated November 3, 2000, by and between Chase Manhattan Bank USA, National Association and the Corporation (the “Original Trust Agreement”); and

WHEREAS, the Original Trust Agreement was amended and restated by the parties thereto in order to govern the NTASC Residual Trust through the Amended and Restated Declaration and Agreement of Trust dated as of November 29, 2005 by and among the Corporation, JPMorgan Chase Bank, N.A., as successor to Chase Manhattan Bank USA, N.A., William Ross and David Broderick; 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, the Board desires to authorize and proceed with the issuance of its Tobacco Settlement Asset-Backed Bonds, Series 2014 (the “Series 2014 Bonds”) in an aggregate principal amount not to exceed \$47,500,000, (i) to currently refund all of the Corporation’s outstanding Tobacco Settlement Asset-Backed Bonds, Series 2000 (the “Series 2000 Bonds”), (ii) to acquire all of the \$6,572,480 initial principal amount of outstanding New York Counties Tobacco Trust V Tobacco Settlement Pass-Through Bonds, Series 2005 S4B attributable to the Corporation (collectively, the “NTASC S4B Bonds”) for the purpose of cancellation; (iii) to cancel the related bond RS4B-1 of the Corporation’s Tobacco Settlement Asset-Backed Bonds, Series 2005 (the “Series 2005 Bonds”), (iv) to fund a liquidity reserve account to secure the Series 2014 Bonds in accordance with the Indenture, (v) to fund a payment to the NTASC Residual Trust in an amount not to exceed \$2,000,000 in order to provide the County with funds for capital purposes, and (vi) to pay costs incidental to the issuance of the Series 2014 Bonds;

WHEREAS, in order to facilitate the issuance of the Series 2014 Bonds, the Board has determined that it is necessary and desirable to amend the Indenture through the execution of a First Amendment to Indenture, dated the date hereof (the “First Amendment To Indenture”); and

WHEREAS, to effectuate the issuance of the Series 2014 Bonds the Board wishes to authorize the negotiation, approval, execution and delivery of a supplemental indenture, dated the date hereof (the “2014 Supplemental Indenture”), pursuant to the Indenture, as amended by the First Amendment to Indenture; and

WHEREAS, the issuance of the Series 2014 Bonds and the use of the proceeds thereof for the purposes described above have been agreed to by three mutual funds of the Oppenheimer family of funds (collectively, “Oppenheimer”), as the sole owners of the NYCTT V Bonds, including the NTASC S4B Bonds, pursuant to a certain Purchase Agreement, Consent and Waiver, dated as of July, 31 2014, by and among the Corporation, Oppenheimer and Manufacturers and Traders Trust Company, as Trustee for the Series 2014 Bonds, the Series 2005 Bonds and the NYCTT V Bonds; and

WHEREAS, the Series 2014 Bonds will be issued as Tax-Exempt Bonds (as such term is defined in the Indenture); and

WHEREAS, the Board finds it desirable to authorize the issuance and sale of such Series 2014 Bonds at a private, negotiated sale and to take all other actions related to such issuance and sale; and

WHEREAS, the Board expects that Raymond James & Associates, Inc. (the “Underwriter”) will submit an offer to purchase the Series 2014 Bonds pursuant to a bond purchase agreement between it and the Corporation (the “Contract of Purchase”); and

WHEREAS, the defeasance and subsequent retirement of the Series 2000 Bonds will be implemented by means of a Refunding Escrow Deposit Agreement, between the Corporation and Manufacturers and Traders Trust Company, acting as Escrow Agent, the form of which is to be approved by an Authorized Officer of the Corporation; and

WHEREAS, on November 25, 2013 and January 29, 2014 the Board took certain official action pursuant to two resolutions that it now desires to rescind (except as provided in Section 13 hereof) and replace with the findings, actions, and authorizations contained in this Resolution relating to the refunding of the Series 2000 Bonds and the issuance of the Series 2014 Bonds;

WHEREAS, the Board desires to take certain other actions with respect to, and to make other authorizations related to, the defeasance of the Series 2000 Bonds and the issuance of the Series 2014 Bonds;

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 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 2014 Supplemental Indenture.

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

(A) The Corporation is empowered under the Not-For-Profit Corporation Law to acquire from the County the County's right, title and interest in and to all or a portion of the County's rights under and pursuant to (i) the Master Settlement Agreement, dated November 23, 1998, among the attorneys general of 46 states (including the State of New York), the District of Columbia, the Commonwealth of Puerto Rico, Guam, the U.S. Virgin Islands, American Samoa and the Territory of the Northern Marianas and Philip Morris Incorporated, R.J. Reynolds Tobacco Company, Brown & Williamson Tobacco Corporation and Lorillard Tobacco Company and (ii) the Consent Decree and Final Judgment of the Supreme Court of the State of New York, dated December 23, 1998, as the same may be amended or modified, in the class action entitled State of New York et.al. v. Philip Morris Incorporated et.al. (Index No. 400351/97), including without limitation, the rights of the County to receive the moneys due to it thereunder (the “Tobacco Assets”).

(B) The Corporation purchased the Tobacco Assets in accordance with the provisions of the Purchase and Sale Agreement.

(C) The Corporation is authorized to issue bonds and use the proceeds thereof to pay, or to refinance, the cost of the acquisition of the Tobacco Assets.

(D) It is necessary, advisable, desirable, and in the best interests of the Corporation that the Series 2014 Bonds be authorized and issued in a principal amount not to exceed \$47,500,000 to refund all of the Series 2000 Bonds and refinance a portion of the Series 2005 Bonds through the acquisition and cancellation of the NTASC S4B Bonds.

(E) As part of the foregoing refunding and refinancing transaction, the Corporation finds and determines that it is desirable to fund a payment to the NTASC Residual Trust from the net proceeds of the Series 2014 Bonds in an amount not to exceed \$2,000,000 in order to provide funds to the County for capital purposes.

(F) The principal of and interest on the Series 2014 Bonds and all of the reserve, sinking fund and other payments provided for in the 2014 Supplemental Indenture will be special obligations of the Corporation, payable from and secured solely from (i) the “Pledged TSRs” which consist of the Tobacco Settlement Revenues (as defined in the Indenture), (ii) investment earnings on certain accounts pledged under the Indenture (which earnings, together with the Pledged TSRs, are referred to herein as the “Pledged Revenues”), (iii) amounts held in certain accounts established under the Indenture and the 2014 Supplemental Indenture (the “Pledged Accounts”), and (iv) the Corporation's rights under the Purchase and Sale Agreement, all as provided in the Indenture and the 2014 Supplemental Indenture, and neither the faith and credit of the Corporation, the County, or the State of New York or any political subdivision thereof, nor the taxing power of the County or the State of New York or any political subdivision thereof, is pledged to the payment of the principal of or premium, if any, or interest on the Series 2014 Bonds.

(G) The Series 2014 Bonds will not be issued until all conditions relating to the issuance of Series 2014 Bonds under the Indenture and the 2014 Supplemental Indenture have been met or waived by an Authorized Officer.

(H) It is in the best interest of the Corporation to authorize the Authorized Officer to accept an offer by the Underwriter to purchase the Series 2014 Bonds in an aggregate principal amount not to exceed FORTY-SEVEN MILLION FIVE HUNDRED THOUSAND DOLLARS (\$47,500,000) at a private negotiated sale upon the terms and conditions as set forth herein.

Section 3. Delegation of Authority. There is hereby delegated to the Authorized Officer, subject to the limitations contained herein and in the 2014 Supplemental Indenture, the power with respect to the Series 2014 Bonds to determine and carry out:

(a) The principal amount of the Series 2014 Bonds to be issued; **provided, however,** that the aggregate principal amount of Series 2014 Bonds to be issued shall not exceed \$47,500,000;

(b) The date or dates, Distribution Dates, maturity dates, redemption dates prior to maturity, principal amount of each maturity of the Series 2014 Bonds, and which Series 2014 Bonds are serial bonds or term bonds, if any;

(c) The denomination or denominations of and the manner of numbering and lettering the Series 2014 Bonds;

(d) The redemption price or redemption prices, if any, and subject to the 2014 Supplemental Indenture, the redemption terms, if any, for the Series 2014 Bonds;

(e) To obtain and, if deemed advantageous to the Corporation, execute the commitment of one or more policies of insurance insuring the Directors and Officers of the Corporation for actions taken by them in the name or on behalf of the Corporation;

(g) Provisions for the sale or exchange of the Series 2014 Bonds and for the delivery thereof;

(h) Provisions with respect to funds and accounts and subaccounts therein, if applicable, and the Tobacco Assets and application thereof, as provided in the 2014 Supplemental Indenture;

(i) The authority to engage a financial advisory firm to provide financial advice to the Corporation on the terms and conditions of the private negotiated sale of the Series 2014 Bonds to the Underwriter;

(j) The authority to engage IHS Global Insight as an independent econometric expert to provide their Forecast of U.S. Cigarette Consumption report to be included in the Corporation's Official Statement for the offering of the Series 2014 Bonds;

(k) The authority to engage Fitch Ratings to provide investment ratings on the Series 2014 Bonds and necessary rating confirmations on the Corporation's outstanding Series 2005 bonds;

(l) The authority to engage Causey Demgen and Moore P.C., as verification agent to provide a verification report related to the defeasance of the Series 2000 Bonds; and

(m) The authority to make such other determinations and to take such other actions deemed advisable by an Authorized Officer in connection with the issuance, sale and delivery of the Series 2014 Bonds authorized hereby, not in conflict with the provisions hereof or of the 2014 Supplemental Indenture.

Section 4. Authorization of Execution and Delivery of the First Amendment to Indenture.

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 negotiate, approve, 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, such execution and delivery being conclusive evidence of such approval.

Section 5. Authorization of Execution and Delivery of 2014 Supplemental Indenture. 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 negotiate, approve, execute and deliver the 2014 Supplemental Indenture in substantially the form presented at this meeting with such changes as such Authorized Officer shall approve, such execution and delivery being conclusive evidence of such approval.

Section 6. Authorization of Execution and Delivery of Official Statement. Consistent with the determinations made in Section 2 hereof and the delegated actions authorized to be taken pursuant to Section 3 hereof, 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 prepare, approve the form and content of, distribute, execute (only with respect to the final Offering Statement) and deliver preliminary and final Offering Statements relating to the offering of the Series 2014 Bonds, such execution and delivery being conclusive evidence of such approval.

Section 7. Authorization of Execution and Delivery of the Contract of Purchase. Consistent with the determinations made in Section 2 hereof and the delegated actions authorized to be taken pursuant to Section 3 hereof, 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 negotiate, approve, execute and deliver the Contract of Purchase with the Underwriter, such execution and delivery being conclusive evidence of such approval.

Section 8. Authorization of Execution and Delivery of the Continuing Disclosure Undertaking. Consistent with the determinations made in Section 2 hereof and the delegated actions authorized to be taken pursuant to Section 3 hereof, 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 negotiate, approve, execute and deliver the Continuing Disclosure Undertaking, such execution and delivery being conclusive evidence of such approval.

Section 9. Authorization of Execution and Delivery of the Refunding Escrow Deposit Agreement. Consistent with the determinations made in Section 2 hereof and the delegated actions authorized to be taken pursuant to Section 3 hereof, 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 negotiate, approve, execute and deliver the Refunding Escrow Deposit Agreement, such execution and delivery being conclusive evidence of such approval.

Section 10. Authorization of Execution and Delivery of the Purchase Agreement, Consent and Release. The Board hereby authorizes and directs the execution and delivery of the Purchase Agreement, Consent and Release dated as of July 31, 2014, by an Authorized Officer on behalf of the Corporation, which Purchase Agreement, Consent and Release has already been executed by Oppenheimer as the sole owners of the NYCTT V Bonds, including the NTASC S4B Bonds.

Section 11. Appointment of Transaction Counsel, Underwriter and Financial Advisor. The Board hereby ratifies the engagement of Harris Beach PLLC to serve as Transaction Counsel, of Raymond James & Associates, Inc. as Underwriter, and of Capital Markets Advisors, LLC as Financial Advisor to the Corporation, in each case in connection with the issuance, sale and delivery of the Series 2014 Bonds.

Section 12. 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 hereunder, to the Trustee for authentication and delivery to or upon order of the Underwriter pursuant to the Contract of Purchase, upon payment of the purchase price and upon compliance by the Underwriter 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 agreements, certificates, instruments and other documents 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 which are specifically authorized or are not inconsistent with the terms and provisions of this 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 13. Savings Clause. This Resolution is intended to replace the resolutions of the Board dated November 25, 2013 and January 29, 2014. Notwithstanding the foregoing, to preserve the continuity of the prior appointment of the Financial Advisor, Transaction Counsel and the Underwriter for the refunding and refinancing transactions authorized and described in this Resolution, the original appointment dates for such entities shall be deemed to apply even though they shall precede the date of this Resolution and the ratification of such appointments in this Resolution.

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.

Section 14. Effective Date. This Resolution shall take effect immediately.

