



NYCLASS[™]

NEW YORK COOPERATIVE LIQUID ASSETS SECURITIES SYSTEM

MUNICIPAL COOPERATION RESOLUTION

WHEREAS, New York General Municipal Law, Article 5-G, Section 119-o ("Section 119-o" empowers municipal corporations [defined in Article 5-G, Section 119-n to include school districts boards of cooperative educational services, counties, cities, town and villages] and districts to enter into, amend, cancel and terminate agreements for the performance among themselves (or one for the other) of their respective functions, powers and duties on a cooperative or contract basis;

WHEREAS, the _____ wishes to invest certain of its available
Entity Name
investments funds in cooperation with other corporations and/or districts pursuant to a municipal cooperation agreement;

WHEREAS, the _____ wishes to assure the safety and liquidity
Entity Name
of its funds;

Now, therefore, it is hereby resolved as follows:

The _____ is hereby authorized to execute and deliver the Cooperative
Key Contact Name
Investment Agreement in the name of and on behalf of _____
Entity Name

Signature of Key Contact

Date

Title



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AMENDMENT DATED AS OF MARCH 14, 2014 TO THE NEW YORK COOPERATIVE LIQUID ASSETS SECURITIES SYSTEM MUNICIPAL COOPERATION AGREEMENT AS AMENDED AND RESTATED AS OF APRIL 23, 2012

The Municipal Cooperation Agreement referenced above is hereby amended so that the following changes are made:

- 1) The NYCLASS Investment Policy better conforms to New York State General Municipal Law.
- 2) The Governing Board is empowered with the ability to further amend the Investment Policy without further amendment to the cooperative, but while still maintaining appropriate notice to Participants.
- 3) Allows for the potential creation of other investment options as market conditions change or improve over time.

Agreed to and accepted by:

Name of Entity: _____

Name of Signer: _____

Title of Signer: _____

Date Executed: _____

I hereby certify that the necessary actions required in order to approve this amendment have been taken by the _____ and attached hereto is a copy of the resolution and/or minutes of the meeting at which such action was taken.

Signature _____

Please return this form along with a copy of the resolution and/or minutes of the meeting at which such action was taken no later than March 14, 2014 to:

**NYCLASS Client Services
Attn: Matthew Starr
999 18th Street, Suite 1230
Denver CO, 80202**



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NOTICE OF AMENDMENT OF THE NYCLASS MUNICIPAL COOPERATION AGREEMENT

The Governing Board of the New York Cooperative Liquid Assets Securities System (NYCLASS) has several program changes designed to better serve the NYCLASS investment program. These program changes will serve to revitalize the program by enhancing its long-term viability in all economic environments.

Effective today, January 13, 2014, the Governing Board has approved and gives notice of an Amended and Restated NYCLASS Municipal Cooperative Agreement.

In summary, the Amended Agreement will serve to:

- 1) Bring the NYCLASS Investment Policy into conformity with all applicable New York State General Municipal Law public funds investment guidelines.**
- 2) Streamline the steps for certain amendments, by empowering the Governing Board to amend certain operational aspects of the Agreement, including the investment policy, which fully conforms to New York State Law. Thirty (30) days' notice to Participants is required for such changes.**
- 3) Allow for the potential creation of other investment options as market conditions change or improve over time.**

The current Agreement is being amended to accommodate these changes and other housekeeping items as described in the attached redline version for your review.

In accordance with Section 11.1 of the current Agreement, each Participant has until March 14, 2014 to execute the Amended Agreement reflecting these changes (form attached). Participants who have not completed the amendment shall be deemed to have given notice of withdrawal from the NYCLASS Program.

If you have any questions regarding the amendment process, please feel free to contact any member of the Governing Board (list attached) or Matthew Starr, NYCLASS Administrator, at matt.starr@newyorkclass.org, or 914-301-4070.