

WRITTEN ACTION TO SIGN AND FILE PETITION

The Most Reverend Edward B. Scharfenberger, as Apostolic Administrator, President and Treasurer, and Member and Trustee of the Diocese of Buffalo, N.Y., a religious corporation incorporated under New York law on May 19, 1951 by a special act of the New York State Legislature (Chapter 568 of the Laws of 1951) (the "Diocese"), hereby adopts the following resolutions by written action:

WHEREAS, along with the other Members and Trustees of the Diocese, the Diocesan Finance Council and the College of Consultors, I have reviewed and considered the materials and guidance presented by the management, financial, legal, and spiritual advisors of the Diocese regarding the assets and liabilities of the Diocese, particularly those liabilities arising or asserted in connection with the New York Child Victims Act, the impact of such liabilities on the continuation of the mission of the Diocese, and the strategic alternatives available to the Diocese; and

WHEREAS, along with the other Members and Trustees of the Diocese, the Diocesan Finance Counsel and the College of Consultors, I have had the opportunity to ask questions of the management and the financial and legal advisors of the Diocese regarding the strategic alternatives available to the Diocese; and

WHEREAS, contemporaneously herewith, the Members and Board of Trustees of the Diocese, the Diocesan Finance Council and the College of Consultors have adopted resolutions consenting to the acts, actions and transactions authorized hereby;

NOW, THEREFORE, BE IT RESOLVED, that in order to respond to claims stemming from the Child Victims Act in an equitable and comprehensive manner, and to reorganize the financial affairs of the Diocese in order to permit it to continue to fulfill its ministries to the Catholic faithful of the Diocese, the Diocese shall seek relief through reorganization under the provisions of chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101 et seq., "Title 11"); and

RESOLVED, that the officers and representatives of the Diocese be, and they hereby are, authorized to execute and file on behalf of the Diocese all petitions, schedules, lists, motions, applications, pleadings and other papers or documents, necessary to commence a case and obtain relief under Title 11, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the chapter 11 case of the Diocese, with a view to the successful prosecution of such case; and

RESOLVED, that the officers and representatives of the Diocese, including Charles Mendolera, Executive Director of Financial Administration, or such other authorized signer for the Diocese as he may designate, are authorized and directed to employ the law firm of Bond, Schoeneck & King, PLLC to represent the Diocese in such chapter 11 case, and take such other and further steps that may be necessary in furtherance of the chapter 11 proceeding; and

RESOLVED that the officers and representatives of the Diocese be, and they hereby are, authorized and directed to employ any other professionals to assist the Diocese in carrying out its duties under Title 11; and in connection therewith, the officers and representatives of the Diocese are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case of the Diocese, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

RESOLVED, that in addition to the specific authorizations heretofore conferred upon them, the officers and representatives of the Diocese be, and hereby are, authorized and empowered, in the name of and on behalf of the Diocese, to take or cause to be taken any and all such further actions, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, as each officer and representative in his/her discretion may deem necessary or desirable in order to fully carry out the intent and accomplish the purpose of the resolutions adopted herein; and

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Diocese, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

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Dated: February 24, 2020

+Edward B. Scharfenberger
The Most Reverend Edward B. Scharfenberger,
Apostolic Administrator, President and
Treasurer, and Member and Trustee of
The Diocese of Buffalo, N.Y.