

SALES TAX ASSET RECEIVABLE CORPORATION
MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

September 13, 2017

A meeting of the Board of Directors (the “Board”) of the Sales Tax Asset Receivable Corporation (the “Corporation”) was held on September 13, 2017 at approximately 1:30 p.m. at 255 Greenwich Street, Room 6M4, New York, New York.

The following Directors or their alternates were present:

Dean Fuleihan, Director of Management and Budget of The City of New York (the “City”), represented by Alan Anders;

Scott M. Stringer, Comptroller of the City, represented by Michael Stern;

Melissa Mark-Viverito, Speaker of the City Council, represented by Raymond Majewski;

Zachary Carter, Corporation Counsel of the City, represented by Al Rodriguez; and

Mindy Tarlow, Director of the Mayor’s Office of Operations, represented by George Davis, III;

constituting a quorum of the Board. Loran Radovicka served as secretary of the meeting.

Also in attendance were members of the public, officers of the Corporation and employees of various agencies of the City.

The meeting was called to order by Mr. Anders.

Approval of Minutes

The first item on the agenda was the approval of the minutes of the meeting of the Board held on April 27, 2017. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was approved:

WHEREAS, the Board of Directors of the Sales Tax Asset Receivable Corporation has reviewed the minutes of its meeting held on April 27, 2017; it is therefore

RESOLVED, that the minutes of the meeting of April 27, 2017 be, and they hereby are, approved.

Acceptance of the Independent Auditors' Report on the Audited Financial Statements for the Fiscal Years Ended June 30, 2017 and June 30, 2016 and Authorization to Release Such Financial Statements

The second item on the agenda was the acceptance of the independent auditors' report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2017 and June 30, 2016, and authorization to release such financial statements. Mr. Anders explained that the Audit Committee of the Corporation had recommended such acceptance and release after meeting with the Corporation's independent auditors. A motion was made to adopt the resolution set forth below with respect to said acceptance and authorization. The motion was seconded and, there being no objections, approved.

WHEREAS, the Audit Committee has met with the independent auditors of the Sales Tax Asset Receivable Corporation (the "Corporation") and has reviewed the independent auditors' report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2017 and June 30, 2016 and such financial statements; and

WHEREAS, the Audit Committee believes the independent auditors' report and the financial statements are reasonable and appropriate and has recommended that the Board accept the independent auditors' report and authorize the release of the financial statements; it is therefore

RESOLVED, that the Board hereby accepts the independent auditors' report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2017 and June 30, 2016 and authorizes the release of such audited financial statements; provided that both the independent auditors' report and the audited financial statements may be amended to reflect non-material changes acceptable to the Comptroller of the Corporation.

Ratification and Approval of Directors' and Officers' Insurance Contracts

The third item on the agenda was the proposed ratification and approval of Directors' and Officers' Liability Insurance. A motion was made and seconded to enter into discussion about the proposed approval of the Directors' and Officers' Insurance. Mr. Anders explained that such insurance contracts expired in May. To ensure there was no lapse in service, the Corporation extended those contracts through June, and then signed a one-year contract with the same insurers. The proposed resolution would ratify the extensions for the amounts listed in the resolution, which are lower than in the previous year. After a brief discussion, there being no objections, the resolution was approved.

WHEREAS, despite their diligence and good faith, directors and officers of the Sales Tax Asset Receivable Corporation (the "Corporation") may be subject to potentially large personal financial liability in connection with the Federal securities laws or otherwise arising from their service to the Corporation; and

WHEREAS, Article VI of the Bylaws of the Corporation provides that the Corporation shall indemnify each member, director and officer, to the fullest extent permitted by law; and

WHEREAS, Directors' and Officers' Liability Insurance is a prudent supplement to such indemnification; and

WHEREAS, to ensure there was no lapse in coverage, the Corporation entered into a thirty (30) day extension of the Corporation's previously approved Directors' & Officers insurance contracts and subsequently entered into agreements for a year of Directors & Officers insurance; it is therefore

RESOLVED, that the Corporation hereby ratifies the extension of the Corporation's previous Directors & Officers Insurance contract, for a fee of \$11,398, and hereby approves the procurement of Directors' and Officers' Liability Insurance policies from American International Group ("AIG"), Zurich American Insurance Company ("Zurich"), Liberty Mutual Insurance Company ("Liberty Mutual"), Aspen Insurance ("Aspen" and together with AIG, Zurich, Liberty Mutual, the "Insurers providing coverage for the period from June 25, 2017 through June 24, 2018 for a fee not to exceed \$133,000.

Authorization of the Annual Report for Presentation to the Members

The fourth item on the agenda was the authorization of the Corporation's Annual Report of the Board of Directors for presentation to the Members of the Corporation. Mr. Anders briefly described the report (a copy of which was in the materials provided to the Directors) and explained that such a report is required pursuant to Section 519 of the New York Not-for-Profit Corporation Law. A motion was made to adopt the resolution set forth below. The motion was seconded and, there being no objections, approved.

WHEREAS, Section 519 of the New York Not-For-Profit Corporation Law (the "N-PCL") requires that the Board of Directors of not-for-profit corporations present an annual report relating to the financial conditions of such corporations to the members of such corporations at their annual meeting; and

WHEREAS, in compliance with Section 519 of the N-PCL the Board of Directors of the Corporation has caused an annual report relating to the Corporation's fiscal year 2017 (the "Annual Report") to be prepared; it is therefore

RESOLVED, that the Board of Directors does hereby authorize and ratify the preparation of the Annual Report and its presentation to the Members of the Corporation; and

FURTHER RESOLVED, that the Annual Report be entered in the minutes of this meeting of the Board of Directors.

Approval of Investment Guidelines

The fifth item on the agenda was the approval of the Investment Guidelines of the Corporation. Mr. Anders explained that the Investment Guidelines (a copy of which was included in the materials provided to the Committee members) had been reviewed by the Corporation. A motion was made to adopt the resolution set forth below. The motion was seconded and, there being no objection, approved.

WHEREAS, the Sales Tax Asset Receivable Corporation (the "Corporation"), adopted Investment Guidelines on October 4, 2007 to establish policies for the investment of its funds and subsequently amended the Investment Guidelines; and

WHEREAS, the Corporation is required annually to review its Investment Guidelines and Corporation staff has no recommended changes at this time; and

WHEREAS, the Board of Directors has reviewed the attached Investment Guidelines and has deemed them to be reasonable and appropriate; it is therefore

RESOLVED, that the Investment Guidelines, a copy of which will be filed with the Minutes of the Meeting, are hereby approved.

Approval of Investment Report

The sixth item on the agenda was the approval of the Fiscal Year 2017 Investment Report (the “Report”), a copy of which was in the materials provided to the Directors. Mr. Anders explained that pursuant to Section 2925(6) of the Public Authorities Law an Investment Report must be prepared and approved annually. He briefly described the Report and informed the Committee that the Report would be submitted to the respective Comptrollers of the City and State of New York. A motion was made to adopt the resolution set forth below approving the Investment Report. The motion was seconded and, with Mr. Stern’s abstention and no objections, approved.

WHEREAS, the Sales Tax Asset Receivable Corporation (the “Corporation”), pursuant to the Corporation’s Investment Guidelines, is required to annually prepare and approve an Investment Report; and

WHEREAS, the Board has reviewed the attached Investment Report and has deemed it to be reasonable and appropriate, it is therefore

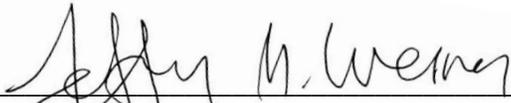
RESOLVED, that the Investment Report is hereby approved.

Presentation by Governance Committee Chair

The seventh and final item on the agenda was a presentation by the Governance Committee Chair. Al Rodriguez, the Chair of the Governance Committee, referred the Directors to the report of the Governance Committee activities previously provided.

Adjournment

There being no further business to come before the Board, upon motion duly made and seconded, there being no objections, the meeting was duly adjourned.


ASSISTANT SECRETARY