

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

December 19, 2013

A meeting of the Board of Directors (the “Board”) of the Sales Tax Asset Receivable Corporation (the “Corporation”) was held on December 19, 2013 at approximately 11:30 a.m. at 255 Greenwich Street, Room 6M4, New York, New York.

The following members of the Committee or their alternates were present:

Mark Page	-	Director of Management and Budget of The City of New York (the “City”)
Michael Stern	-	alternate for John C. Liu, Comptroller of the City
Raymond Majewski	-	alternate for Christine C. Quinn, Speaker of the City Council
John Sarich	-	alternate for Beth Goldman Commissioner of Finance of the City
George Davis, III	-	alternate for Elizabeth Weinstein, Director of the Mayor’s Office of Operations
Olivia O’Neill	-	alternate for Michael A. Cardozo, Corporation Counsel of the City

constituting a quorum of the Committee. Jinelle Craig 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. Page.

Approval of Minutes

The first item on the agenda was the approval of the minutes of the meeting of the Board held on September 11, 2013. 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 September 11, 2013; it is therefore

RESOLVED, that the minutes of the meeting of September 11, 2013 be, and they hereby are, approved.

Approval of Financial Advisor Contracts

The next item on the agenda was the approval of short-term contracts with financial advisors. Mr. Page explained that the Securities Exchange Commission had issued new rules which would restrict the ability of underwriters to provide advice and ideas to municipal issuers unless, among other things, such issuer is represented by a financial advisor. The proposed resolution would authorize the Corporation to enter into contracts with financial advisors in compliance with the new rules, Mr. Page explained. Discussion ensued. Then, upon motion duly made and seconded, the following resolution was approved:

WHEREAS, the Securities and Exchange Commission (“SEC”) recently established new rules, effective January 13, 2014, which restrict the ability of underwriters to provide advice and ideas to municipal issuers unless, among other things, such issuer is represented by a financial advisor; and

WHEREAS, the Sales Tax Asset Receivable Corporation (the “Corporation”) does not currently retain a financial advisor and, consequently, would be unable to receive ideas and proposals from potential underwriters commencing January 13, 2014; and

WHEREAS, Section II (5)(v) of the Corporation’s Policy on the Procurement of Goods and Services permits the Corporation to retain a person or firm that has superior qualifications to perform the required services at a cost that is determined to be fair and reasonable; and

WHEREAS, the City of New York (the “City”), in conjunction with other affiliated issuers, completed a request for proposals process for financial advisors which resulted in the City contracting with Public Resources Advisory Group, Inc. (“PRAG”) and A.C. Advisory, Inc. (“AC”) to provide financial advisor services; and

WHEREAS, the Corporation's management recommends that the Corporation enter into a short-term contract with PRAG and AC to provide financial advisor services to the Corporation containing substantially similar terms as the City's contracts with such financial advisors, pending further review by the Corporation of its financial advisory service needs; and

WHEREAS, as a result of the competitive process undertaken by the City and related issuers, the Corporation believes that PRAG and AC have superior qualifications to perform the required services at a cost that is fair and reasonable on a short-term basis in order to comply with the SEC rules; it is therefore

RESOLVED, that the President of the Corporation is hereby authorized and directed to enter into a contract with each of PRAG and AC for a term commencing on January 13, 2014 and expiring on April 12, 2014, at the respective hourly rates identified on Schedule I¹ for pricing services for competitive transactions and general financial advisor services, and for a fee of \$25,000 for pricing services for negotiated transactions, including such other terms and conditions as the President deems reasonable and appropriate.

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

¹ Filed with the Meeting Minutes.