

SALES TAX ASSET RECEIVABLE CORPORATION
MINUTES OF THE MEETING OF GOVERNANCE COMMITTEE

September 2, 2014

A meeting of the Governance Committee (the “Committee”) of the Sales Tax Asset Receivable Corporation (the “Corporation”) was held on September 2, 2014 at approximately 3:02 p.m. at 255 Greenwich Street, Room 6M4, New York, New York.

The following members of the Committee 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

Jacques Jiha, Commissioner of the City’s Department of Finance, represented by Jacqueline Gold;

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

constituting a quorum of the Committee. Jinelle Craig served as secretary of the meeting.

The meeting was called to order by Mr. Rodriguez, Chair of the Committee.

Approval of Minutes

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on April 23, 2014. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was approved:

WHEREAS, the Governance Committee has reviewed the minutes of the previous meeting of the Governance Committee held on April 23, 2014; it is therefore

RESOLVED, that the minutes of the Governance Committee meeting of April 23, 2014, are hereby approved.

Self-Evaluation of the Governance Committee and Discussion of Presentation to Board of Directors

The second item on the agenda was the self-evaluation of the Committee and discussion of the presentation to the Board of Directors of the Corporation. Mr. Rodriguez explained that Section III(g) of the Charter of the Committee requires an annual self-evaluation of the functioning of the Committee. He noted that the report with respect to the functioning of the Committee was contained in the packet provided to the members of the Committee. He described the resolution set forth below which expresses the opinion of the Committee that its functioning has been satisfactory and which authorizes the presentation of the report. A motion was made to approve such resolution. The motion was seconded and, there being no objections, approved.

WHEREAS, Section III(g) of the Governance Committee Charter requires the Governance Committee to conduct an annual self-evaluation of its functions; and

WHEREAS, the Governance Committee finds its functioning and performance to be satisfactory, effective, and in compliance with the Governance Committee Charter; it is therefore

RESOLVED, that the Governance Committee finds its functioning to be satisfactory and the Chair of the Governance Committee shall present the Committee's findings to the Board of Directors of the Sales Tax Asset Receivable Corporation.

Review of Compensation and Benefits

The final item on the agenda was a review of compensation and benefits. Mr. Rodriguez explained that such a review is required annually by Section III(i) of the Committee Charter. He further explained that the Corporation has no employees and referred to the material in the packet provided to the Committee members that describes the Corporation's

reimbursement to the New York City Municipal Water Finance Authority and the City's Office of Management and Budget for the services of their employees.

Adjournment

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

ASSISTANT SECRETARY