

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
OF THE NEW YORK CITY TRANSITIONAL FINANCE AUTHORITY**

September 29, 2016

A meeting of the Board of Directors (the “Board”) of the New York City Transitional Finance Authority (the “Authority”) was held on September 29, 2016 at approximately 2:36 p.m. at 255 Greenwich Street, Room 6M4, New York, New York.

The following Committee members were present:

Dean A. Fuleihan, Director of the Mayor’s Office of Management and Budget for The City of New York (the “City”), represented by Alan Anders;

Scott Stringer, Comptroller of the City, represented by Carol Kostik;

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

Jacques Jiha, Commissioner of Finance of the City, represented by Jacqueline Gold; and

Feniosky Peña-Mora, Commissioner of the Department of Design and Construction of the City, represented by Justin Walter;

constituting a quorum of the Board. Charlotte T. Borroughs served as secretary of the meeting.

Also in attendance were members of the public, officers of the Authority, 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 of Directors which occurred on September 12, 2016. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was duly approved:

WHEREAS, the Board of Directors of the New York City Transitional Finance Authority has reviewed the minutes of its meeting held on September 12, 2016; it is therefore

RESOLVED, that the minutes of the meeting of September 12, 2016 be, and they hereby are, approved.

Acceptance of the independent auditors' report on the audited financial statement for the fiscal year ended June 30, 2016 and June 30, 2015 and authorization to release such financial statements

The second item on the agenda was the acceptance of the independent auditor's report on the audited financial statement for the fiscal year ended June 30, 2016 and June 30, 2015 and authorization to release such financial statements. Mr. Majewski noted that the Audit Committee of the Authority had recommended the acceptance of the auditors' report and the release of the financial statements after meeting with the Authority's independent auditors. Brief discussion ensued. Upon motion duly made and seconded, there being no objections, the following resolution was duly adopted:

WHEREAS, the Audit Committee has met with the independent auditors of the New York City Transitional Finance Authority (the "Authority") and has reviewed the independent auditors' report on the audited financial statements of the Authority for the fiscal years ended June 30, 2016 and June 30, 2015 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 Authority for the fiscal years ended June 30, 2016 and June 30, 2015 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 Authority.

Approval of Graphic Design Consultant Contract

The third item on the agenda was the approval of a contract with a graphic designer to produce the Authority's Annual Financial Report ("Annual Report"). Mr. Anders explained that, following a competitive request for proposals, Authority staff has recommended the retention of Freaner Creative to produce the Authority's 2016 Annual Report. Then, upon motion duly made and seconded, the following resolution was adopted:

WHEREAS, the Transitional Finance Authority (the "Authority") conducted a Request for Proposals process for a graphic design consultant to work with the Authority in connection with the preparation of the Authority's 2016 Annual Financial Report ("Annual Report"); and

WHEREAS, Freaner Creative was selected based on price, experience and prior demonstrated ability to provide excellent service; and

WHEREAS, the Board of Directors believes that it is in the best interests of the Authority to authorize a contract with Freaner Creative; it is therefore

RESOLVED, that the Executive Director or the Treasurer of the Authority is each hereby authorized and directed to enter into an agreement in the name of the Authority whereby Freaner Creative will serve as graphic design consultant to the Authority upon such terms as the Executive Director or the Treasurer deems reasonable and appropriate; provided, however, that such agreement shall be limited to work on the fiscal year 2016 Annual Report; and provided, further, that compensation to Freaner Creative shall be limited to \$10,000.

Approval of Investment Guidelines

The fourth item on the agenda was the approval of the Authority's Investment Guidelines. Mr. Anders noted to refer to the copy included in their folders. Then, upon motion duly made and seconded, the following resolution was adopted:

WHEREAS, the New York City Transitional Finance Authority (the "Authority"), adopted Investment Guidelines on November 18, 2008 to establish policies for the investment of its funds

and subsequently amended the Investment Guidelines on June 25, 2001, August 1, 2001, March 14, 2005 and March 16, 2009; and September 26, 2013; and

WHEREAS, the Authority is required annually to review its Investment Guidelines; and

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

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

Approval of Investment Report

The next item on the agenda was the approval of the Authority's Investment Report. Mr. Anders explained that pursuant to Section 2925(6) of the Public Authorities Law, the Authority is required to annually prepare and approve an Investment Report. He noted a draft of the Report had been distributed for the Board's review and approval. Then, upon motion duly made and seconded, the following resolution was approved:

WHEREAS, the New York City Transitional Finance Authority (the "Authority"), pursuant to the Authority'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.

Approval of Financially Responsible Insurers and Liquidity Agreement and Letter of Credit Parties.

The next item on the agenda was the approval of the Authority's list of financially responsible insurers and liquidity agreement and letter of credit providers. A motion was made

to approve the resolution set forth below with respect these entities. The motion was seconded and, there being no objections, approved.

WHEREAS, in accordance with Section 2799-gg(2) of the New York City Transitional Finance Authority Act (the “Act”), the Authority expects from time to time to obtain credit or liquidity facilities and insurance facilities relating to bonds issued by the Authority; and

WHEREAS, the Board of Directors is required to make a determination that the parties to such agreements which will provide credit or liquidity support or insurance to the Authority’s bonds are “financially responsible parties” in accordance with paragraph a and paragraphs c through g of Section 168.00 of the Local Finance Law; and

WHEREAS, the Board has determined that a credit or liquidity provider meeting the criteria set forth below shall be deemed to be a financially responsible party in compliance with Section 2799-gg(2) of the Act, it is therefore

RESOLVED, that the financial institutions listed on Schedule I hereto shall be deemed to be financially responsible parties in accordance with paragraph a and paragraphs c through g of Section 168.00 of the Local Finance Law, provided that such repurchase obligation shall not exceed \$2 billion with respect to any single financial institution listed on Schedule I hereto except as otherwise provided therein; and

FURTHER RESOLVED, that a financial institution not listed on Schedule I but otherwise meeting the following criteria shall be deemed to be a financially responsible party in accordance with paragraph a and paragraphs c through g of Section 168.00 of the Local Finance Law, provided that such repurchase obligation shall not exceed \$1 billion with respect to such financial institution and:

- With respect to institutions providing letters of credit or insurance in connection with bonds, long-term credit ratings of such financial institution are provided by at least two of Standard & Poor’s Rating Services, Fitch, Inc., and Moody’s Investor’s Service, or their successors, and the long-term credit ratings of such financial institution are AA- or above by each of Standard & Poor’s Ratings Services and Fitch, Inc, or their successors, and Aa3 or above by Moody’s Investor’s Service, Inc., or its successor;
- With respect to institutions providing liquidity facilities, the short-term credit ratings of such financial institution are provided by at least two of Standard & Poor’s Rating Services, Fitch, Inc., and Moody’s Investor’s Service, or their successors, and the short-term credit rating of such financial institution is A-1 or above by Standard & Poor’s Ratings Services, or its

successor, F1 by Fitch, Inc., or its successor, and P-1 by Moody's Investor's Services, Inc., or its successor; and

- In each case, such financial institution shall have capital of at least \$500 million dollars.

Presentation by Governance Committee Chair

The final item on the agenda was a presentation by the Chairperson of the Governance Committee of the Authority. Raymond Majewski, the Chairperson of the Governance Committee, presented the report of the Governance Committee and noted that the Committee had conducted a self-evaluation and found they were conducting themselves in a satisfactory manner.

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.


GENERAL COUNSEL