

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

September 27, 2012

A meeting of the Board of Directors (the “Board”) of the New York City Transitional Finance Authority (the “Authority”) was held on September 27, 2012 at approximately 3:20 p.m. at 255 Greenwich Street, Room 6M4, New York, New York.

The following director was present:

Mark Page, Director of Management and Budget of The City of New York (the “City”); and

the following directors were represented by their designees:

John C. Liu, Comptroller of the City, represented by Carol Kostik;

Christine C. Quinn, Speaker of the City Council, represented by Emre Edev;

David M. Frankel, Commissioner of the Department of Finance of the City, represented by Dara Jaffee; and

David Burney, Commissioner of the Department of Design and Construction of the City, represented by Michael Garrett;

constituting a quorum of the Board. Kathy Blyn 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 and the State of New York.

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 of Directors which occurred on August 6, 2012. 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 August 6, 2012; it is therefore

RESOLVED, that the minutes of the meeting of August 6, 2012 be, and they hereby are, approved.

Acceptance of the Independent Auditors' Report on the Audited Financial Statements for the Fiscal Years Ended June 30, 2012 and June 30, 2011 and Authorization to Release Such Financial Statements

The second item on the agenda was acceptance of the report of the Authority's independent auditors on the audited financial statements of the Authority for the fiscal years ended June 30, 2012 and June 30, 2011 and the authorization to release such financial statements. Mr. Page informed the Board that such acceptance and authorization has been recommended by the Audit Committee of the Authority. A motion was made to approve the resolution set forth below with respect to the financial statements. The motion was seconded and, there being no objections, approved.

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, 2012 and June 30, 2011 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, 2012 and June 30, 2011 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 approval of a graphic design consultant contract in connection with the preparation of the Authority's Comprehensive Annual Financial Report (the "CAFR"). Mr. Page explained that pursuant to a request for proposals process the Authority's staff had recommended the firm of Corchia Wolliner Rhoda based on their low bid, experience and ability to provide excellent service. He noted that printing costs were not included in the contract because the CAFR will only be available electronically. A motion was made to approve the resolution set forth below with respect to the graphic design consultant contract. The motion was seconded and, there being no objections, approved.

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 Comprehensive Annual Financial Report ("CAFR"); and

WHEREAS, Corchia Wolliner Rhoda ("Corchia") 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 Corchia; 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 Corchia 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 2012 CAFR; and provided, further, that compensation to Corchia shall be limited to \$15,700.

Approval of Amended Policy on the Procurement of Goods and Services

The fourth item on the agenda was approval of an amended Policy on the Procurement of Goods and Services. Me. Page explained that the Authority had previously adopted and amended such Policy and that the Governance Committee had recommended that it be further amended to encourage the participation of minority and women owned businesses in providing goods and services to the Authority. A motion was made to approve the resolution set forth below with respect such amended Policy, a copy of which was in the packet provided to the Directors. The motion was seconded and, there being no objections, approved.

WHEREAS, pursuant to Section 2824(e) of the Public Authorities Law of the State of New York, the New York City Transitional Finance Authority (the “Authority”) is required to establish a policy on the procurement of goods and services; and

WHEREAS, the Authority adopted a consolidated Policy on the Procurement of Goods and Services (the “Policy”) on April 24, 2009 and amended it on May 17, 2010; and

WHEREAS, the Authority’s Officers have recommended that language be added which reflects the Authority’s encouragement of participation by minority and women-owned business enterprises in providing goods and services to the Authority; and

WHEREAS, pursuant to subsection III(a)(viii) of the Governance Committee Charter, the Governance Committee has reviewed the Policy, as amended and attached hereto, and recommended its approval; it is therefore

RESOLVED, that the Board of Directors hereby adopts the Policy, as amended and attached hereto.

Annual Approval of Investment Guidelines

The fifth item on the agenda was the annual approval of Investment Guidelines for the Authority, a copy of which was in the packet provided to the Directors. Mr. Page explained that the staff of the Authority had reviewed the Investment Guidelines and had proposed no changes. A motion was made to approve the resolution set forth below with respect

to the Investment Guidelines. The motion was seconded and, there being no objections, approved.

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

WHEREAS, the Authority is required annually to review its Investment Guidelines; 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 approval of the Investment Report, a copy of which was in the packet provided to the Directors. Mr. Page explained that the Authority is required to annually prepare and approve an Investment Report. He briefly described the Report and explained that subsequent to approval it would be submitted to the City and State Comptrollers. A motion was made to approve the resolution set forth below with respect to the Investment Report. The motion was seconded and, there being no objections, 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.

Presentation by Governance Committee Chair

The seventh and final item on the agenda was a presentation by the Chairperson of the Governance Committee of the Authority. Mr. Page, the Chairperson of the Governance Committee, explained that pursuant to its Charter, the Governance Committee must annually report on its functioning to the Board. Mr. Page noted that the Governance Committee had conducted a self evaluation and concluded that it was satisfied with its performance. A copy of the report of the Governance Committee was included in the packet provided to the Directors.

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