

SALES TAX ASSET RECEIVABLE CORPORATION

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

February 4, 2009

A meeting of the Board of Directors (the "Board") of the Sales Tax Asset Receivable Corporation (the "Corporation") was held on February 4, 2009 at approximately 11:40 a.m. at 75 Park Place, Room 6M4, New York, New York.

The following director was present in person:

- Mark Page, Director of Management and Budget of The City of New York (the "City")

The following directors were represented by their designees:

- William C. Thompson, Jr., Comptroller of the City, represented by Michael Stern
- Christine Quinn, Speaker of the City Council, represented by Raymond Majewski
- Martha Stark, Commissioner of Finance of the City, represented by John Sarich
- Michael Cardozo, Corporation Counsel of the City, represented by Albert Moncure, Jr.
- Jeffrey Kay, Director of the Mayor's Office of Operations, represented by George Davis, III

A quorum of directors was present. Uyen Nguyen 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, Chair of the Board.

Approval of Minutes

The first item on the agenda was the approval of the minutes of the meeting of the Board held on September 23, 2008. 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 23, 2008; it is therefore

RESOLVED, that the minutes of the meeting of September 23, 2008 be, and they hereby are, approved.

Appointment of Deputy Treasurer and Assistant Comptroller

The second item on the agenda was the appointment of the Deputy Treasurer and Assistant Comptroller of the Corporation. Mr. Page explained that it was proposed that Philip Wasserman be appointed Deputy Treasurer, a position last held by Sanna Wong-Chen. It was also proposed that Robert Balducci be appointed Assistant Comptroller, a position last held by Michele Levine.

Mr. Page noted that the resumes of Mr. Wasserman and Mr. Balducci had been circulated. A motion was made to approve the resolution set forth below appointing the Deputy Treasurer and the Assistant Comptroller of the Corporation. The motion was seconded and, there being no objections, approved.

WHEREAS, the Board of the Sales Tax Asset Receivable Corporation (the “Corporation”) is duly authorized pursuant to Section 713 of the New York Not-For-Profit Corporation Law and the Corporation’s By-laws to appoint such officers and employees as it may require for the performance of its duties; and

WHEREAS, the Board believes that it is in the best interest of the Corporation to appoint a Deputy Treasurer; and

WHEREAS, the staff of the Corporation, having worked with Philip Wasserman, whose resume is attached hereto, in his previous capacity at the New York City Office of Management and Budget, believes he is highly qualified to serve as Deputy Treasurer of the Corporation; and

WHEREAS, the Board believes that it is in the best interest of the Corporation to appoint an Assistant Comptroller; and

WHEREAS, the staff of the Corporation, having worked with Robert L. Balducci, whose resume is attached hereto, in his capacity at the New York City Comptroller’s Office, believes he is highly qualified to serve as Assistant Comptroller of the Corporation; and

RESOLVED, that Philip Wasserman is hereby appointed Deputy Treasurer of the Corporation and Robert L. Balducci is hereby appointed Assistant Comptroller of the Corporation, effective February 4, 2009.

Approval of Amended Policy on the Acquisition and Disposition of Real Property

The third item on the agenda was the approval of the amended Policy on the Acquisition and Disposition of Real Property. Mr. Page explained that the proposed amendment consisted of a minor clarification of garbled language. Mr. Page noted that the Corporation does not own any real property. A motion was made to approve the resolution set forth below. The motion was seconded and, there being no objections, approved.

WHEREAS, the Sales Tax Asset Receivable Corporation (the “Corporation”), on July 31, 2006, pursuant to Section 2824 of the Public Authorities Law of the State of New York (the “Public Authorities Law”), adopted a Policy on the Acquisition and Disposition of Real Property; and

WHEREAS, pursuant to Section 2896 of the Public Authorities Law, the Corporation is required annually to review such policies; and

WHEREAS, at the time the policy was adopted, the intent of the Board of Directors was to allow for Contracting Officer and Board of Directors approval of both specific transactions and more broadly defined categories or groups of transactions; and

WHEREAS, the Corporation's management has recommended an amendment to the Approvals section to clarify the intended meaning of that section; and

WHEREAS, the Corporation has reviewed the attached policy, as amended, and has deemed it to be reasonable and appropriate; it is therefore

RESOLVED, that the Policy on the Acquisition and Disposition of Real Property, a copy of which will be filed with the Minutes of the Meeting, is hereby approved.

Approval of Policy on the Disposition of Personal Property

The fourth item on the agenda was the review and approval of the Policy on the Disposition of Personal Property. Mr. Page explained that there has been no change to the policy since it was adopted. A motion was made to approve the resolution set forth below adopting the policy. The motion was seconded and, there being no objections, approved.

WHEREAS, the Sales Tax Asset Receivable Corporation (the "Corporation"), on July 31, 2006, pursuant to Section 2824 of the Public Authorities Law of the State of New York (the "Public Authorities Law"), adopted a Policy on the Disposition of Personal Property; and

WHEREAS, pursuant to Section 2896 of the Public Authorities Law, the Corporation is required annually to review such policy; and

WHEREAS, the Corporation has reviewed the attached policy and has deemed it to be reasonable and appropriate; it is therefore

RESOLVED, that the Policy on the Disposition of Personal Property, a copy of which will be filed with the Minutes of the Meeting, is hereby approved.

Approval of Amended Investment Guidelines and Distribution of Annual Audit of Investments

The fifth item on the agenda was the approval of the amended Investment Guidelines and distribution of the Annual Audit of Investments. Mr. Page explained that the Corporation is obliged to annually review its Investment Guidelines. He further explained that the section of the Public Authorities Law that sets forth the reporting requirements for Investment Guidelines is ambiguous with respect to its application to local development corporations (which is the type of entity that the Corporation is) and the amendment reflects the Corporation's decision to resolve this ambiguity by opting for the more stringent reporting requirements imposed on public authorities pursuant to such law. Mr. Page noted that the Independent Auditor's Report, regarding the Corporation's investments, was included in the meeting package. A motion was made to

approve the resolution set forth below adopting the policy, as amended. The motion was seconded and, there being no objections, approved.

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

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

WHEREAS, the Corporation's management has recommended that the Reports section of the Investment Guidelines should be amended to expand the Investment Report requirements and add a quarterly investment report to be sent to the Board of Directors; and

WHEREAS, the Board of Directors has reviewed the attached Investment Guidelines as amended 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 Investment Report. Mr. Page explained that the Corporation is required to prepare and approve an annual investment report which includes the investment guidelines, audit of the investments, fees paid in connection with the investments, and other information regarding the Corporation's investments. A motion was made to approve the resolution set forth below approving the Investment Report. The motion was seconded and, there being 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

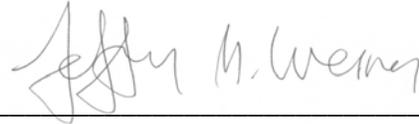
RESOLVED, that the Investment Report is hereby approved.

Presentation by Audit Committee Charter

The last item on the agenda was the presentation by the Audit Committee Chair. Mr. Davis, Audit Committee Chair, presented the Annual Report of the Audit Committee. He explained that the Audit Committee reviewed and approved the report, which included the Committee's activities and actions taken in calendar year 2008.

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.

Handwritten signature of Jeffrey M. Weimer in cursive script.

ASSISTANT SECRETARY