

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

March 2, 2009

A meeting of the Board of Directors (the “Board”) of the New York City Transitional Finance Authority (the “Authority”) was held on March 2, 2009 at approximately 3:30 p.m. at 75 Park Place, 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:

William C. Thompson, Jr., Comptroller of the City, represented by Carol Kostik;

Christine C. Quinn, Speaker of the City Council, represented by Raymond Majewski;

Martha E. Stark, Commissioner of Finance of the City, represented by Dara Jaffee¹; and

David Burney, Commissioner of the Department of Design and Construction of the City, represented by Robert Cleary;

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.

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 January 12, 2009. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was duly approved:

Approval of Minutes

WHEREAS, the Board of Directors of the New York City Transitional Finance Authority has reviewed the minutes of its meeting held on January 12, 2009; it is therefore

RESOLVED, that the minutes of the meeting of January 12, 2009 be, and they hereby are, approved.

Approval of Fiscal 2009 Series S-4 Building Aid Revenue Bonds

The second item on the agenda was the authorization of the Authority's Building Aid Revenue Bonds, Fiscal 2009 Series S-4 (the "Bonds"). Mr. Page briefly described the provisions for the Bonds as set forth in to the Forty-Sixth Series Resolution of the Authority (a

¹ Ms. Jaffee arrived after the vote was taken on the first item – approval of the minutes of the January 12, 2009 meeting – and therefore did not vote on that item. Prior to her arrival the director and designees present already constituted a quorum of the Board.

copy of which is attached hereto as Appendix A). A motion was made to approve the Forty-Sixth Series Resolution. The motion was seconded and, there being no objections, duly adopted.

Approval of Extension of Financial Advisor Contracts

The third item on the agenda was the extension of the contracts of the Authority's financial advisors, Public Resources Advisory Group and A. C. Advisory, Inc. Mr. Page explained that the contracts have already been extended through March and that the Authority would like to extend such contracts additionally so that the firms' financial advisory services will be available during the period in which the Authority will be considering responses to a request for proposals for underwriters. A motion was made to approve the resolution set forth below with respect to such extension. The motion was seconded and, there being no objections, duly adopted.

WHEREAS, the New York City Transitional Finance Authority (the "Authority") is authorized, pursuant to Section 2799-ee of the New York City Transitional Finance Authority Act (the "Act"), to make and execute contracts and agreements necessary and convenient to carry out its powers and functions; and

WHEREAS, the Authority, at the direction of the Board of Directors, previously entered into contracts for financial advisor services with Public Resources Advisory Group ("PRAG") and A.C. Advisory, Inc. ("A.C. Advisory"), respectively, following a Request for Proposals process; and

WHEREAS, the Board of Directors previously authorized several extensions to the contracts with PRAG and A.C. Advisory, respectively, through March 31, 2009; and

WHEREAS, the Authority expects to issue a Request for Proposals for financial advisors in the near future; and

WHEREAS, the Board of Directors believes that it is in the best interest of the Authority to authorize additional extensions to the contracts with PRAG and A.C. Advisory, respectively, for the period from April 1, 2009 through September 30, 2009, on the terms set forth in Schedule I, attached hereto, and to provide for the not-to-exceed amounts set forth therein so as to properly compensate both firms; it is therefore

RESOLVED, that the six-month extensions of the contracts with PRAG and A.C. Advisory, respectively, for the period from April 1, 2009 through September 30, 2009, are

hereby authorized and approved on the terms set forth in Schedule I, attached hereto, including the not-to-exceed amounts specified therein, and the Executive Director of the Authority is authorized to enter into contracts on such terms, and all actions taken by such officers consistent with the terms provided herein are hereby ratified.

Report of Deputy Comptroller

The fourth and final item on the agenda was a report given by Eileen Moran, the Deputy Comptroller of the Corporation, with respect to a check issued by the Authority that was altered. She explained that the check, in the amount of approximately \$64,000, was written payable to The Royal Bank of Canada (“RBC”) and never received by RBC. The check had been deposited, however, and it was determined upon review of the cancelled check that the payee line had been altered. She explained that The Bank of New York Mellon, the Authority’s bank, is investigating and is expected to recover the funds from the bank of deposit and such funds would then be returned to the Authority. She stated that the Authority is meeting with The Bank of New York Mellon to discuss better controls with respect to this type of situation. A discussion then ensued.

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