

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

February 1, 2011

A meeting of the Board of Directors (the “Board”) of the New York City Transitional Finance Authority (the “Authority”) was held on February 1, 2011 at approximately 2:10 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:

John C. Liu, Comptroller of the City, represented by Michael Stern;

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

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 January 7, 2011. 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 January 7, 2011; it is therefore

**RESOLVED**, that the minutes of the meeting of January 7, 2011 be, and they hereby are, approved.

#### Approval of Fiscal 2011 Series D Future Tax Secured Bonds

The second item on the agenda was the approval of the Authority's Fiscal 2011 Series D Future Tax Secured Bonds. Mr. Page noted that approval of such bonds had been recommended by the Finance Committee of the Authority. A motion was made to approve the Sixtieth Series Resolution Authorizing the Issuance of Up to \$975,000,000 Future Tax Secured Bonds of the Authority, a copy of which is attached hereto. The motion was seconded and, there being no objections, approved.

#### Amendment to Arbitrage Rebate Consultant Contract

The third and final item on the agenda was an amendment to the Authority's Arbitrage Rebate Consultant contract. Mr. Page explained that the amendment would increase the

maximum compensation in the contract, would exercise the Authority's option to extend the contract for a five-year period and would change the name of the contract to reflect the change of name of the consultant from BondResources Partners, LP to PFM Asset Management LLC. A motion was made to approve the resolution set forth below with respect to the Arbitrage Rebate Consultant contract. The motion was seconded and, there being no objections, approved.

**WHEREAS**, the Board of Directors previously authorized the officers of the Transitional Finance Authority (the "Authority"), following a Request for Proposals process, to retain BondResource Partners, LP ("BondResource") as the Authority's arbitrage rebate consultant; and

**WHEREAS**, the Authority is party to a contract with BondResource Partners, LP ("BondResource") for arbitrage rebate consultant services, effective as of July 1, 2006 and expiring June 30, 2011, at a cost of no more than \$250,000 per five-year term, with a five-year optional extension; and

**WHEREAS**, BondResource has changed its name to PFM Asset Management LLC and the Board of Directors finds it prudent to conform the contract to reflect this change; and

**WHEREAS**, as a result of the Authority's use of its recently increased debt-incurring capacity, the Authority's officers have recommended that the maximum compensation for the five-year term of the contract ending June 30, 2011 be increased to \$265,000; and

**WHEREAS**, the Authority's officers have recommended that the Authority exercise the option to extend the contract for another five-year term and remove the total cost limitation; it is therefore

**RESOLVED**, that the Executive Director or the Treasurer of the Authority is each hereby authorized and directed to amend the Authority's arbitrage rebate consultant contract with BondResource to change its name to PFM Asset Management LLC, increase the maximum compensation for the five-year term ending June 30, 2011 to \$265,000, including fees and expenses, and extend the contract for a five-year term from July 1, 2011 through June 30, 2016 based on the rates sets forth in Appendix A.

### 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