

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

April 1, 2011

A meeting of the Board of Directors (the “Board”) of the New York City Transitional Finance Authority (the “Authority”) was held on April 1, 2011 at approximately 2:20 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; 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 March 2, 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 March 2, 2011; it is therefore

RESOLVED, that the minutes of the meeting of March 2, 2011 be, and they hereby are, approved.

Approval of Fiscal 2011 Series E and F Future Tax Secured Bonds

The second item on the agenda was the approval of the Authority's Fiscal 2011 Series E and F 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 Sixty-First 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.

Approval of Payment to A.C. Advisory

The third item on the agenda was approval of a payment of A.C. Advisory Inc. ("A.C. Advisory"), one of the Authority's financial advisors. Mr. Page explained that under the Authority's contract with A.C. Advisory, payment to the firm is capped at \$200,000. He further explained that due to a change in the law the Authority has been issuing more bonds than contemplated. A.C. Advisory has therefore been providing increased services to the Authority and has billed the Authority \$241,175, which exceeds the cap. Mr. Page explained that the firm had agreed to discount the excess by 40% and it is reasonable to accommodate the firm by making a payment of \$24,705. A motion was made to approve the resolution set forth below

with respect to this payment. The motion was seconded and, there being no further discussion, approved.

WHEREAS, the New York City Transitional Finance Authority (the “Authority”) currently has an agreement with A.C. Advisory, Inc. (“A.C. Advisory”) to provide financial advisor services; and

WHEREAS, for the period from October 1, 2009 through September 30, 2010, total compensation to A.C. Advisory was capped at \$200,000; and

WHEREAS, due to the volume of issuances during that period, following the Authority’s new authorization to issue additional bonds, signed into law in July 2009, A.C. Advisory completed work totaling \$241,175; and

WHEREAS, A.C. Advisory has agreed to discount the amount over the cap by forty percent, making the amount requested by A.C. Advisory \$224,705; and

WHEREAS, the Authority’s management has recommended that the Board of Directors of the Authority authorize the payment of the additional \$24,705; it is therefore

RESOLVED, that the Board of Directors approves the amendment of the Authority’s contract with A.C. Advisory to increase the not-to-exceed amount therein to \$224,705 for work performed between October 1, 2009 and September 30, 2010.

Approval of Budget

The fourth item on the agenda was the approval of certain budget information and a financial plan relating to the Authority. Mr. Page explained that pursuant to the Public Authorities Law the Authority must submit budget information with respect to operations and capital expenditures, as well as a financial plan, to various City and State officials. This information was included in the packet provided to the Directors. A discussion ensued. A motion was then made to approve the resolution set forth below with respect to the budget information and financial plan. The motion was seconded and, there being no objections, approved.

WHEREAS, the New York City Transitional Finance Authority (the “Authority”), pursuant to Section 2801(2) of the Public Authorities Law (the “PAL”), is required to submit to the Mayor, Comptroller, Speaker of the City Council and the Authorities Budget Office, at least sixty days

before the commencement of its fiscal year, budget information on operations and capital construction setting forth the estimated receipts and expenditures for the next fiscal year and the current fiscal year, and the actual receipts and expenditures for the last completed fiscal year; and

WHEREAS, the Authority is also required, pursuant to the PAL, Section 2800(2)(a)(14) to submit to the Mayor, Comptroller, Speaker of the City Council and the Authorities Budget Office, within ninety days after the end of its fiscal year, together with other reports, at a minimum a four-year financial plan, including (i) a current and projected capital budget, and (ii) an operating budget report, including an actual versus estimated budget, with an analysis and measurement of financial and operating performance;

WHEREAS, the Board of Directors of the Authority has reviewed the budget information and financial plan attached hereto and found it to be satisfactory; it is therefore

RESOLVED, that the Board of Directors of the Authority approves the budget information and financial plan as attached hereto.

Annual Approval of Policy on the Procurement of Goods and Services

The fifth and final item on the agenda was the annual review and approval of the Authority's Policy on the Procurement of Goods and Services, a copy of which was in the material provided to the Directors. Mr. Page explained that such approval is required under State law and that there have been no changes since the prior year. A motion was made to approve the resolution set forth below with respect to such approval. The motion was seconded and, there being no objections, duly adopted.

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 subsequently amended the Policy on May 17, 2010; and

WHEREAS, the Board of Directors has reviewed the Policy, as previously adopted and attached hereto, and found it to be reasonable and appropriate; it is therefore

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

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