

THE NEW YORK CITY TRANSITIONAL FINANCE AUTHORITY

MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE

April 29, 2008

A meeting of the Governance Committee (the “Committee”) of the New York City Transitional Finance Authority (the “Authority”) was held on April 29, 2008 at approximately 12:38 p.m. at 75 Park Place, Room 6M4, New York, New York.

The following directors were represented by their designees:

- Christine C. Quinn, Speaker of the City Council, represented by Raymond Majewski
- William C. Thompson, Jr., Comptroller of the City, represented by Carol Kostik
- David Burney, Commissioner of the Department of Design and Construction of the City, represented by Robert Cleary

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 Authority, and employees of various agencies of the City.

The meeting was called to order by Mr. Majewski, Chair of the Governance Committee.

Approval of Minutes

The first item on the agenda was the approval of the minutes of the meeting of the Committee which occurred on September 20, 2007. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was duly approved:

WHEREAS, the Governance Committee of the New York City Transitional Finance Authority has reviewed the minutes of the previous meeting of the Governance Committee held on September 20, 2007; it is therefore

RESOLVED, that the minutes of the Governance Committee meeting of September 20, 2007, are hereby approved.

Review of Amended and Restated Audit Committee Charter

The second item on the agenda was the review of the amended and restated Audit Committee Charter. Scott Ulrey, the Authority’s General Counsel, explained that the only change was that the Audit Committee would review its charter annually and recommend any proposed changes to the Governance Committee rather than directly to the Board. A motion was made to adopt the resolution set forth below with respect to the recommendation of the amended and restated Audit Committee Charter. The motion was seconded and, there being no objection, approved.

WHEREAS, pursuant to section III(a)(ii) of the Governance Committee Charter, the Governance Committee of the New York City Transitional Finance Authority (the “Authority”), to periodically review the Audit Committee Charter and recommend changes to the Board of Directors of the Authority; and

WHEREAS, the Governance Committee of the Authority has reviewed the Amended and Restated Audit Committee Charter as attached hereto as Exhibit A; and

WHEREAS, the Governance Committee believes the change to Section III (p) as reflected in the Amended and Restated Audit Committee Charter accurately reflects the intent of the charter and as such is reasonable and appropriate and has recommended that the Amended and Restated Audit Committee Charter be adopted by the Board of Directors of the Authority in the form attached hereto; it is therefore

RESOLVED, that the Governance Committee hereby recommends that the Board adopt the Amended and Restated Audit Committee Charter, a copy of which shall be filed with the minutes of the Governance Committee.

Review of the Amended and Restated Policy on Travel Allowance and the Amended and Restated Policy on Salary, Compensation, Reimbursements, Time and Attendance

The last item on the agenda was the review of two amended policies. Mr. Ulrey briefly explained the changes to the approval process for out-of-town travel and the changes to the reimbursement policy. A motion was then made to approve the resolution set forth below providing for the recommendation of the two amended and restated policies. The motion was seconded and, there being no objection, approved.

WHEREAS, pursuant to subsections III(a)(iii) and (iv) of the Governance Committee Charter, the Governance Committee of the New York City Transitional Finance Authority (the “Authority”), may periodically review the Policy on Travel Allowance and the Policy on Salary, Compensation, Reimbursements, Time and Attendance; and

WHEREAS, the Governance Committee of the Authority has reviewed both policies, as attached hereto as Exhibits B and C, respectively; and

WHEREAS, the Governance Committee believes the changes to both policies, regarding the process by which travel expenditures and other reimbursements are approved, are reasonable and appropriate; it is therefore

RESOLVED, that the Governance Committee hereby recommends that the Board adopt both the Amended and Restated Policy on Travel Allowance and the Amended and Restated Policy on Salary, Compensation, Reimbursements, Time and Attendance, copies of which shall be filed with the minutes of the Governance Committee.

Adjournment

There being no further business to come before the members of the Committee, upon motion duly made and seconded, there being no objections, the meeting was duly adjourned.


GENERAL COUNSEL