

**MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE
OF THE NEW YORK CITY TRANSITIONAL FINANCE AUTHORITY**

September 28, 2010

A meeting of the Governance Committee (the “Committee”) of the New York City Transitional Finance Authority (the “Authority”) was held on September 28, 2010 at approximately 3:30 p.m. at 75 Park Place, Room 6M4, New York, New York.

The following Committee members were represented by their designees:

John C. Liu, Comptroller of The City of New York (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 Jeff Bonne;

constituting a quorum of the Committee. 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. Majewski, the Chairperson of the 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 May 17, 2010. 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 May 17, 2010; it is therefore

RESOLVED, that the minutes of the Governance Committee meeting of May 17, 2010, are hereby approved.

Self-Evaluation and Discussion of Presentation to Board of Directors

The second item on the agenda was the Committee's annual self-evaluation and a discussion of the Committee's presentation to the Board of Directors with respect to its activities. Mr. Majeswski referred to the summary of the Committee's activities that was in the packet provided to the Committee members and indicated that the resolution that was before the Committee and is set forth below expresses the Committee's opinion that it has been functioning in a satisfactory manner. He further indicated that the description of the Committee's activities in the packet appears to be a reasonable discussion of what the Committee has done. A motion was made to approve the resolution. The motion was seconded and, there being no objections, approved.

WHEREAS, Section III(g) of the Governance Committee Charter requires the Governance Committee to conduct an annual self-evaluation of its functions; and

WHEREAS, the Governance Committee finds its functioning and performance to be satisfactory, effective, and in compliance with the Governance Committee Charter; it is therefore

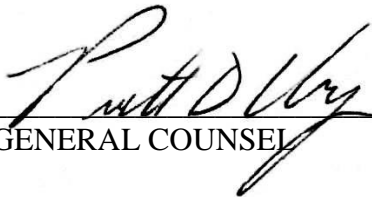
RESOLVED, that the Governance Committee finds its functioning to be satisfactory and the Chair of the Governance Committee shall present the Committee's findings to the Board of Directors of the New York City Transitional Finance Authority.

Review of Compensation and Benefits

The third and final item on the agenda was a review of compensation and benefits. Mr. Majewski explained that the Charter of the Committee requires this review. He further explained that the Authority has no employees and instead reimburses the City and the New York City Municipal Water Finance Authority for the salaries and fringe benefits for twenty-three employees who perform work for the Authority. A description of such reimbursement was in the packet provided to the Committee.

Adjournment

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


GENERAL COUNSEL