

**MINUTES OF THE MEETING OF THE AUDIT COMMITTEE OF
TSASC, INC.**

April 24, 2009

A meeting of the Audit Committee (the “Committee”) of TSASC, Inc. (the “Corporation”) was held on April 24, 2009 at approximately 4:20 p.m. at 75 Park Place, Room 6M4, New York, New York.

The following members of the Committee or their alternates were present:

Michael Stern	- alternate for William C. Thompson, Jr., Comptroller of The City of New York (the “City”)
Raymond Majewski	- alternate for Christine C. Quinn, Speaker of the City Council
Albert F. Moncure, Jr.	- alternate for Michael A. Cardozo, Corporation Counsel of the City

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 Corporation and employees of various agencies of the City and the State of New York.

The meeting was called to order by Mr. Stern, the Chairperson of the Committee.

Approval of Minutes of Meeting of February 4, 2009

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on February 4, 2009. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was approved.

WHEREAS, the Audit Committee of TSASC, Inc. has reviewed the minutes of the previous meeting of the Audit Committee held on February 4, 2009; it is therefore

RESOLVED, that the minutes of the Audit Committee meeting of February 4, 2009, be, and they hereby are, approved.

Presentation of Audit Plan Including Discussion of New Accounting and Auditing Standards

The second item on the agenda was the presentation by Marks Paneth & Shron (“Marks Paneth”), the Corporation’s independent auditors, of their audit plan as well as a discussion of certain new auditing and accounting standards. Michele Mark Levine, the Comptroller of the Corporation, introduced Warren Ruppel of Marks Paneth. Mr. Ruppel introduced his colleague Dina Holinka to the Committee members. He then proceeded to discuss and explain the audit plan and new accounting and auditing standards, all of which were contained in a booklet that was before the members.

Review of Annual Agency Financial Integrity Compliance Statement

The third item on the agenda was a review and evaluation of the Corporation’s annual Finance Integrity Compliance Statement. Mr. Stern explained that such review and evaluation are required by Directive 1 of the Office of the City Comptroller. Ms. Levine then briefly explained the evaluation which took the format of a checklist and was before the members of the Committee. She indicated that the Corporation’s staff have reviewed the internal controls and have found that they as a whole meet the internal control requirements. A motion was made to approve the resolution set forth below with respect to such review and evaluation. The motion was seconded and, there being no objections, approved.

WHEREAS, pursuant to section 6.1(5) of Directive 22 of the Office of the Comptroller of the City of New York (the “Comptroller”), the Audit Committee of TSASC, Inc. (the

“Corporation”) is required to review and evaluate the annual Financial Integrity Statements as required by Section 7.0 of Directive 22 and the Comptroller’s Directive 1; and

WHEREAS, the Audit Committee of the Corporation has reviewed and evaluated the Corporation’s Financial Integrity Statements; it is hereby

RESOLVED, that the Audit Committee finds the Corporation’s Financial Integrity Statements to be satisfactory and complete.

Internal Controls

The fourth and final item on the agenda was the Internal Control Policies of the Corporation. A Policies and Procedures Manual with respect to Internal Controls was before the Committee members in draft form. Ms. Levine briefly described the Internal Controls and requested that the Committee members review the manual and provide her with any comments, questions, or suggestions that they might have.

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.



ASSISTANT SECRETARY