

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
TSASC, INC.**

February 4, 2009

A meeting of the Board of Directors (the “Board”) of TSASC, Inc. (the “Corporation”) was held on February 4, 2009 at approximately 10:40 a.m. at 75 Park Place, Room 6M4, New York, New York.

The following directors or their alternates were present:

Mark Page (Director of Management - and Budget of The City of New York (the “City”))	-	in person
Michael Stern	-	alternate for William C. Thompson, Jr., Comptroller of 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
John Sarich	-	alternate for Martha E. Stark, Commissioner of Finance of the City

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 Corporation and employees of various agencies of the City.

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 held on September 22, 2008. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was approved.

**WHEREAS**, the Board of Directors of TSASC, Inc. has reviewed the minutes of its meeting held on September 22, 2008; it is therefore

**RESOLVED**, that the minutes of the meeting of the Board of Directors held on September 22, 2008 be, and they hereby are, adopted.

Appointments – Philip Wasserman as Deputy Treasurer and Robert Balducci as Assistant Comptroller

The second item on the agenda was the appointment of Philip Wasserman as Deputy Treasurer and Robert Balducci as Assistant Comptroller of the Corporation. Mr. Page noted that the position of Deputy Treasurer was formerly held by Sanna Wong-Chen and the position of Assistant Comptroller was formerly held by Michele Mark Levine. A motion was made to adopt the resolution set forth below with respect to such appointments. The motion was seconded and, there being no objections, duly adopted.

**WHEREAS**, the Board of TSASC, Inc. (the “Corporation”) is duly authorized pursuant to Section 713 of the New York Not-For-Profit Corporation Law and the Corporation’s By-laws to appoint such officers and employees as it may require for the performance of its duties; and

**WHEREAS**, the Board believes that it is in the best interest of the Corporation to appoint a Deputy Treasurer; and

**WHEREAS**, the staff of the Corporation, having worked with Philip Wasserman, whose resume is attached hereto, in his previous capacity at the New York City Office of Management and Budget, believes he is highly qualified to serve as Deputy Treasurer of the Corporation; and

**WHEREAS**, the Board believes that it is in the best interest of the Corporation to appoint an Assistant Comptroller; and

**WHEREAS**, the staff of the Corporation, having worked with Robert L. Balducci, whose resume is attached hereto, in his capacity at the New York City Comptroller’s Office, believes he is highly qualified to serve as Assistant Comptroller of the Corporation; and

**RESOLVED**, that Philip Wasserman is hereby appointed Deputy Treasurer of the Corporation and Robert L. Balducci is hereby appointed Assistant Comptroller of the Corporation, effective February 4, 2009.

Authorization of Engagement Letter for Independent Auditors

The third item on the agenda was the authorization of an engagement letter for the Corporation's independent auditors, Marks Paneth & Shron ("Marks Paneth"). Mr. Page explained that while there is a contract in place with Marks Paneth for fiscal years 2008, 2009 and 2010, it is currently the practice in the auditing profession to require an engagement letter for each year that a firm audits the financial statements of an entity. He informed the Directors that the Audit Committee of the Corporation has recommended that the Board of Directors authorize such a letter for the fiscal year 2009 audit of the Corporation. A motion was made to approve the resolution set forth below authorizing such letter. The motion was seconded and, there being no objections, approved.

**WHEREAS**, TSASC, Inc. (the "Corporation"), as authorized by the Board of Directors, previously retained the firm of Marks Paneth & Shron LLP for such firm to serve as independent auditors for the Corporation's financial statements for the fiscal years ending on June 30, 2008, 2009 and 2010; and

**WHEREAS**, pursuant to the Audit Committee Charter, the Audit Committee of the Corporation has evaluated the independent auditors, found their performance to be satisfactory, and recommended that the Board authorize the Corporation's Officers to sign an engagement letter with Marks Paneth & Shron LLP for the audit of the Corporation's financial statements for the fiscal year ending June 30, 2009; it is hereby

**RESOLVED**, that the Board authorizes the Corporation's Officers to sign an engagement letter with Marks Paneth & Shron LLP as the independent auditors for the Corporation's financial statements for the fiscal year ending June 30, 2009, as well as any other documents necessary to effectuate the continued retention of the independent auditors.

### Approval of Amended Policy on the Acquisition and Disposition of Real Property

The fourth item on the agenda was approval of an amended Policy on the Acquisition and Disposition of Real Property. Mr. Page explained that under the Public Authorities Law the Corporation is obligated to maintain and annually review a Policy on the Acquisition and Disposition of Real Property. He further explained that the amendment before the Board is a technical correction of garbled language in the current Policy and that a copy of such Policy marked for this correction was in the package provided to the Directors. He also noted that the Corporation has no real property. A motion was made to approve the resolution set forth below approving the amended Policy. The motion was seconded and, there being no objections, approved.

**WHEREAS**, TSASC, Inc. (the “Corporation”), on July 31, 2006, pursuant to Section 2824 of the Public Authorities Law of the State of New York (the “Public Authorities Law”), adopted a Policy on the Acquisition and Disposition of Real Property; and

**WHEREAS**, pursuant to Section 2896 of the Public Authorities Law, the Corporation is required annually to review such policies; and

**WHEREAS**, at the time the policy was adopted, the intent of the Board of Directors was to allow for Contracting Officer and Board of Directors approval of both specific transactions and more broadly defined categories or groups of transactions; and

**WHEREAS**, the Corporation’s management has recommended an amendment to the Approvals section to clarify the intended meaning of that section; and

**WHEREAS**, the Corporation has reviewed the attached policy, as amended, and has deemed it to be reasonable and appropriate; it is therefore

**RESOLVED**, that the Policy on the Acquisition and Disposition of Real Property, a copy of which will be filed with the Minutes of the Meeting, is hereby approved.

### Annual Approval of Policy on Disposition of Personal Property

The fifth item on the agenda was approval of the Corporation’s Policy on the Disposition of Personal Property. Mr. Page explained that the Corporation was required

pursuant to the Public Authorities Law to adopt and annually review a Policy on the Disposition of Personal Property. He indicated that the Policy under review contained no changes from the Policy reviewed last year. A motion was made to approve the resolution set forth below approving the Corporation's Policy on the Disposition of Personal Property. The motion was seconded and, there being no objections, approved.

**WHEREAS**, TSASC, Inc. (the "Corporation"), on July 31, 2006, pursuant to Section 2824 of the Public Authorities Law of the State of New York (the "Public Authorities Law"), adopted a Policy on the Disposition of Personal Property; and

**WHEREAS**, pursuant to Section 2896 of the Public Authorities Law, the Corporation is required annually to review such policy; and

**WHEREAS**, the Corporation has reviewed the attached policy and has deemed it to be reasonable and appropriate; it is therefore

**RESOLVED**, that the Policy on the Disposition of Personal Property, a copy of which will be filed with the Minutes of the Meeting, is hereby approved.

#### Approval of Amended Investment Guidelines and Distribution of Annual Audit of Investments

The sixth item on the agenda was approval of amended Investment Guidelines of the Corporation and distribution of the annual audit of investments. Mr. Page explained that the proposed amendment does not effect the actual investments of the Corporation but rather the reporting section of the Guidelines. He explained that the Corporation is a local development corporation and state law relating to Investment Guidelines is ambiguous as to the application of its reporting requirements to local development corporations. The amendment would result in the Corporation following the more stringent requirements. A motion was made to approve the resolution set forth below approving the amended Investment Guidelines. The motion was seconded and, there being no objections, approved.

**WHEREAS**, TSASC, Inc. (the “Corporation”), originally adopted Investment Guidelines on October 4, 2007 to establish policies for the investment of its funds; and

**WHEREAS**, the Corporation is required annually to review its Investment Guidelines; and

**WHEREAS**, the Corporation’s management has recommended that the Reports section of the Investment Guidelines should be amended to expand the Investment Report requirements and add a quarterly investment report to be sent to the Board of Directors; and

**WHEREAS**, the Board of Directors has reviewed the attached Investment Guidelines as amended and has deemed them to be reasonable and appropriate; it is therefore

**RESOLVED**, that the Investment Guidelines, a copy of which will be filed with the Minutes of the Meeting, are hereby approved.

#### Approval of Investment Report

The seventh item on the agenda was approval of the Investment Report of the Corporation. Mr. Page explained that the Public Authorities Law requires the annual preparation and approval of an Investment Report and that the Report will also be submitted to the City Comptroller. Mr. Stern inquired as to whether fees were paid to any party other than The Bank of New York Mellon. Michele Mark Levine, the Comptroller of the Corporation, responded that they were not. Eileen Moran, the Deputy Comptroller of the Corporation, pointed out that due to the restructuring of Corporation bonds in 2006, money was not transferred to the City, resulting in higher investment income. A motion was made to approve the resolution set forth below approving the Investment Report. The motion was seconded and, there being no objections, approved.

**WHEREAS**, TSASC, Inc. (the “Corporation”), pursuant to the Corporation’s Investment Guidelines, is required to annually prepare and approve an Investment Report; and

**WHEREAS**, the Board has reviewed the attached Investment Report and has deemed it to be reasonable and appropriate, it is therefore

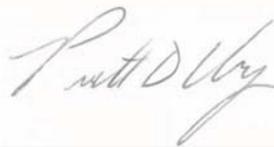
**RESOLVED**, that the Investment Report is hereby approved.

Presentation by Audit Committee Chair

The eighth and final item on the agenda was a presentation by the Chairperson of the Audit Committee with respect to the activities of such Committee in the 2008 calendar year. Mr. Stern, the Chairperson of the Audit Committee, referred to the Annual Report that was in the package relating to the meeting of the Audit Committee that was provided to the Directors. He described various activities undertaken by the Audit Committee that were set forth in the Annual Report. He also enquired as to the status of the Internal Controls that management has been in the process of preparing. Ms. Levine replied that it was contemplated that a draft would be available during the March/April timeframe.

Adjournment

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



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ASSISTANT SECRETARY