

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

April 24, 2009

A meeting of the Board of Directors (the “Board”) of TSASC, Inc. (the “Corporation”) was held on April 24, 2009 at approximately 4:35 p.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

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 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 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 Board of Directors of TSASC, Inc. has reviewed the minutes of its meeting held on February 4, 2009; it is therefore

RESOLVED, that the minutes of the meeting of the Board of Directors held on February 4, 2009 be, and they hereby are, adopted.

Approval of Budget

The second item on the agenda was approval of the Corporation's budget report for fiscal year 2010. Mr. Page explained that pursuant to State law the Corporation must submit certain budget information to various public officials at least 60 days prior to the beginning of the applicable fiscal year. A brief discussion ensued. A motion was then made to approve the resolution set forth below with respect to such budget information. The motion was seconded and, there being no objections, approved.

WHEREAS, TSASC, Inc. (the Corporation"), pursuant to Section 2801(2) of the Public Authorities Law of New York, is required to submit to the Mayor of the City of New York (the "City"), the Comptroller of the City, the Speaker of the City Council and the Authority Budget Office, within 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 Board of Directors has reviewed the budget information, attached hereto; it is therefore

RESOLVED, that the Board of Directors approves the budget information as attached hereto.

Approval of Amended Policy on the Procurement of Goods and Services

The third item on the agenda was approval of the Corporation's amended Policy on the Procurement of Goods and Services, such approval having being recommended by the Governance Committee. Mr. Page explained that pursuant to State law the Corporation must

have such a policy. He further explained that the amendment clarifies that contracts for less than \$7,500 do not require approval of the Board of Directors. A motion was made to approve the resolution set forth below approving such amended Policy. The motion was seconded and, there being no objections, approved.

WHEREAS, pursuant to Section 2824(e) of the Public Authorities Law of the State of New York, TSASC, Inc. (the “Corporation”) adopted a Policy on the Procurement of Goods and Services (the “Policy”) on July 31, 2006; and

WHEREAS, pursuant to subsection III(a)(viii) of the Governance Committee Charter, the Governance Committee of the Corporation has reviewed the Policy; and

WHEREAS, the Governance Committee of the Corporation has recommended that the Policy be amended to clarify that contracts for goods and services the value of which is less than \$7,500 shall not require Board of Directors approval, in conformance with existing Corporation practice; and

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

RESOLVED, that the Board of Directors hereby approves and adopts the Policy on the Procurement of Goods and Services, as amended and attached hereto.

Approval of Directors and Officers Insurance Contracts

The fourth and final item on the agenda was approval of directors and officers insurance contracts for the Corporation. Mr. Page explained that Wachovia, acting as an agent for the Corporation, assembled a group of insurance companies that will provide \$50 million of directors and officers insurance. A brief discussion ensued. A motion was made to approve the resolution set forth below approving the such insurance contracts. The motion was seconded and, there being no objections, approved.

WHEREAS, the officers, directors and members of the TSASC, Inc (the “Corporation”) who are public employees, serve as officers, directors and members of the Corporation as part of their public employment without compensation from the Corporation; and

WHEREAS, despite their diligence and good faith, members, directors and officers of the Corporation may be subject to potentially large personal financial liability in connection with the Federal securities laws or otherwise arising from their service to the Corporation; and

WHEREAS, Article Fourteenth of the Certificate of Incorporation and Article VI of the By-laws of the Corporation provide that the Corporation shall indemnify each member, director and officer, to the fullest extent permitted by Law; and

WHEREAS, Directors' and Officers' Liability Insurance is a prudent supplement to such indemnification; it is therefore

RESOLVED, that the Corporation hereby approves the procurement of Directors' and Officers' Liability Insurance policies from Allied World Assurance Company, Inc. ("AWAC"), Zurich American Insurance Company ("Zurich"), Arch Insurance Group ("Arch") and Houston Casualty Company ("Houston" and together with AWAC, Zurich and Arch, the "Insurers"), or such other substitute insurers as the President shall determine, providing coverage for the period from May 25, 2009 through May 24, 2010 for directors, members, and officers of the Corporation for loss, subject to customary exclusions, arising from a claim or claims resulting from any error, misstatement, misleading statement, act, omission, neglect or breach of duty actually or allegedly committed or attempted by such persons in connection with their service to the Corporation to the extent not indemnified by the Corporation; provided that the annual premium payable by the Corporation to the Insurers will not exceed \$275,000, and said policies shall contain such other terms and conditions not inconsistent with the foregoing which the President or such other officer of the Corporation shall deem necessary, desirable or appropriate and that the President shall be authorized to procure such insurance coverage.

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.



ASSISTANT SECRETARY