

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

February 26, 2010

A meeting of the Board of Directors (the “Board”) of TSASC, Inc. (the “Corporation”) was held on February 26, 2010 at approximately 4:40 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 John C. Liu, 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 September 25, 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 September 25, 2009; it is therefore

RESOLVED, that the minutes of the meeting of the Board of Directors held on September 25, 2009 be, and they hereby are, adopted.

Approval of Bond Counsel Contract

The second item on the agenda was approval of a bond counsel contract for the Corporation. Mr. Page explained that a committee made up of representatives of the Mayor, the Comptroller, the Corporation and other City-related issuers recommended, pursuant to a request for proposals process, that the firm of Orrick, Herrington & Sutcliffe, LLP serve as bond counsel to the Corporation. He noted that the term of the contract would be January 1, 2010 to December 31, 2010 with three optional one-year extensions, and briefly reviewed the terms of the contract. A motion was made to approve the resolution set forth below with respect to the bond counsel contract. The motion was seconded and, there being no objections, approved.

WHEREAS, in conjunction with other issuers, including the City of New York (the “City”), TSASC, Inc. (the “Corporation”) issued a request for proposals for bond counsel on July 22, 2009; and

WHEREAS, the selection committee, consisting of representatives of the Corporation, the Mayor’s Office and the New York City Office of the Comptroller, has recommended the retention of Orrick, Herrington & Sutcliffe, LLP (“Orrick”) as bond counsel to the Corporation; it is hereby

RESOLVED, that the Board of Directors of the Corporation hereby approves the retention of Orrick to serve as bond counsel to the Corporation for the period from January 1, 2010 through December 31, 2010 with three one-year extensions at the option of the Corporation’s management at a rate, inclusive of expenses, not to exceed \$250,000 per bond transaction or \$450,000 if the Corporation enters into an amended indenture, with work between and subsequent to transactions not to exceed the following hourly rates, increasing by the same percentage as the State of New York contract with Orrick:

Fiscal Year	Partners	Other Attorneys	Paralegals
2010	\$481	\$359	\$152
2011	\$505	\$377	\$159.

Authorization of Engagement Letter for Independent Auditors

The third item on the agenda was authorization of an engagement letter with Marks Paneth & Shron LLP (“Marks Paneth”), the Corporation’s independent auditors. Dina Holinka of Marks Paneth left the meeting room. Mr. Page informed the Board that the Audit Committee of the Corporation had recommended the authorization of such engagement letter. A motion was made to approve the resolution set forth below with respect to the engagement 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, 2010; 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, 2010, as well as any other documents necessary to effectuate the continued retention of the independent auditors.

Annual Approval of Policies on the Acquisition and Disposition of Real Property and on the Disposition of Personal Property

The fourth item on the agenda was the annual approval of the Corporation’s respective policies on the Acquisition and Disposition of Real Property and on the Disposition of Personal Property. Mr. Page explained that these Policies are currently effect and that the Public Authorities Law requires that they be annually reviewed and approved. A motion was made to

approve the resolution set forth below with respect to such Policies. The motion was seconded and, there being no objections, approved.

Acquisition and Disposition of Real Property:

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, 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.

Disposition of Personal Property:

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

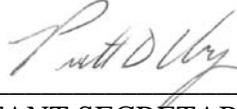
RESOLVED, that the Policy on the Disposition of Personal Property, a copy of which will be filed with the Minutes of the Meeting, is hereby approved.

Presentation by Audit Committee Chair

The fifth and final item on the agenda was a presentation by the Audit Committee Chair. Michael Stern, the Chairperson of the Audit Committee, presented the Committee’s Annual Report and informed the Directors that the Audit committee had held three meetings in 2009 and described the actions taken at each meeting.

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