

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

September 13, 2012

A meeting of the Board of Directors (the “Board”) of TSASC, Inc. (the “Corporation”) was held on September 13, 2012 at approximately 3:55 p.m. at 255 Greenwich Street, 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
John Sarich	- alternate for David M. Frankel, Commissioner of Finance of the City
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 April 19, 2012. 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 April 19, 2012; it is therefore

RESOLVED, that the minutes of the meeting of the Board of Directors held on April 19, 2012 be, and they hereby are, adopted.

Acceptance of Independent Auditors' Report on the Audited Financial Statements for the Fiscal Years Ended June 30, 2012 and June 30, 2011, and Authorization to Release Such Financial Statements

The second item on the agenda was the acceptance of the report of Marks Paneth & Shron, the Corporation's independent auditors, on the audited financial statements of the Corporation for the fiscal years ended June 30, 2012 and June 30, 2011, and the authorization of the release of such financial statements. Mr. Page informed the Board that such acceptance and authorization had been recommended by the Audit Committee of the Corporation after having met with the Corporation's independent auditors and management. A motion was made to approve the resolution set forth below with respect to the financial statements. The motion was seconded and, there being no objections, approved.

WHEREAS, the Audit Committee has met with the independent auditors of TSASC, Inc. (the "Corporation") and has reviewed the independent auditors' report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2012 and June 30, 2011 and such financial statements; and

WHEREAS, the Audit Committee believes the independent auditors' report and the financial statements are reasonable and appropriate and has recommended that the Board accept the independent auditors' report and authorize the release of the financial statements; it is therefore

RESOLVED, that the Board hereby accepts the independent auditors' report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2012 and June 30, 2011 and authorizes the release of such audited financial statements; provided that both the independent

auditors' report and the audited financial statements may be amended to reflect non-material changes acceptable to the Comptroller of the Corporation.

Authorization of the Annual Report for Presentation to the Members

The third item on the agenda was the authorization of the Annual Report (a copy of which was in the materials provided to the Board) for presentation to the Members of the Corporation. Mr. Page explained that such report is required pursuant to Section 519 of the New York Not-for-Profit Corporation Law and he briefly described the report. A motion was made to approve the resolution set forth below with respect to such Annual Report. The motion was seconded and, there being no objections, approved.

WHEREAS, Section 519 of the New York Not-For-Profit Corporation Law (the "N-PCL") requires that the Board of Directors of not-for-profit corporations present an annual report relating to the financial conditions of such corporations to the members of such corporations at their annual meeting; and

WHEREAS, in compliance with Section 519 of the N-PCL the Board of Directors of the Corporation has caused an annual report relating to the Corporation's fiscal year 2012 (the "Annual Report") to be prepared; it is therefore

RESOLVED, that the Board of Directors does hereby authorize and ratify the preparation of the Annual Report and its presentation to the Members of the Corporation; and

FURTHER RESOLVED, that the Annual Report be entered in the minutes of this meeting of the Board of Directors.

Annual Approval of Investment Guidelines

The fourth item on the agenda was the annual approval of the Investment Guidelines of the Corporation. Mr. Page explained that review and approval of the Investment Guidelines is required to be performed annually. He noted that the staff of the Corporation recommended no

changes. A motion was made to approve the resolution set forth below with respect to the Investment Guidelines. The motion was seconded and, there being no objections, approved.

WHEREAS, TSASC, Inc. (the “Corporation”), adopted Investment Guidelines on October 4, 2007 to establish policies for the investment of its funds and subsequently amended the Investment Guidelines on February 4, 2009; and

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

WHEREAS, the Board of Directors has reviewed the attached Investment Guidelines 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 fifth item on the agenda was approval of the Investment Report of the Corporation. Mr. Page explained that Section 2925(6) of the New York Public Authorities Law requires that an Investment Report be annually prepared and approved. He briefly described the Investment Report (a copy of which was contained in the materials provided to the Board) and noted that the Investment Report would be submitted to the City and State Comptrollers. A motion was made to approve the resolution set forth below with respect to 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 the Governance Committee Chair

The sixth and final item on the agenda was a presentation by Mr. Moncure, the Governance Committee Chair. Mr. Moncure stated that the Governance Committee had prepared a report of its activities in 2012 and such report is submitted to the Board.

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