

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

September 22, 2010

A meeting of the Board of Directors (the “Board”) of TSASC, Inc. (the “Corporation”) was held on September 22, 2010 at approximately 3:10 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
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 29, 2010. 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 29, 2010; it is therefore

RESOLVED, that the minutes of the meeting of the Board of Directors held on April 29, 2010 be, and they hereby are, adopted.

Acceptance of Independent Auditors' Report on the Audited Financial Statements for the Fiscal Years Ended June 30, 2010 and June 30, 2009, 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, 2010 and June 30, 2009, and the authorization of the release of such financial statements, such acceptance and authorization having been recommended by the Audit Committee of the Corporation. 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, 2010 and June 30, 2009 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, 2010 and June 30, 2009 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 for presentation to the Members of the Corporation, in accordance with Section 519 of the New York Not-for-Profit Corporation Law. 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 2010 (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.

Approval of Amended Policy on the Procurement of Goods and Services

The fourth item on the agenda was approval of an amended Policy on the Procurement of Goods and Services (the “Policy”). Mr. Page explained that the amendment would clarify that the small purchase exception to competitive bidding and Board approval applies to contracts the value of which is less than \$7,500 in any one fiscal year even if the total amount of the contract is higher. A motion was made to approve the resolution set forth below with respect to the 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”) is required to establish a policy on the procurement of goods and services; and

WHEREAS, the Corporation adopted Policy on the Procurement of Goods and Services (the “Policy”) on July 31, 2006; and

WHEREAS, the Policy specifies that procurements of goods and services, the value of which is less than \$7,500 do not require competition or approval of the Board of Directors; and

WHEREAS, the Corporation’s Officers have recommended that the small purchase exception to the Corporation’s requirement for competitive procurements be clarified to state explicitly that such exception applies to contracts the value of which is less than \$7,500 in any one fiscal year; and

WHEREAS, pursuant to subsection III(a)(viii) of the Governance Committee Charter, the Governance Committee has reviewed the Policy, as amended and attached hereto, and recommended its approval; it is therefore

RESOLVED, that the Board of Directors hereby adopts the Policy, as amended and attached hereto.

Annual Approval of Investment Guidelines

The fifth item on the agenda was the annual approval of the Investment Guidelines of the Corporation. Mr. Page explained that annual review of the Investment Guidelines is required pursuant to State law and that no changes were made. 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 sixth item on the agenda was approval of the Investment Report of the Corporation. Mr. Page explained that State law requires that an Investment Report be prepared. 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.

Distribution of Financial Plan

The seventh item on the agenda was the distribution of the Corporation’s Financial Plan. Mr. Page explained that the Financial Plan is being presented for the information of the Board. He further explained that Section 2800 of the Public Authorities Law requires that such Plan be prepared and submitted to various City and State officials. He indicated that the plan is consistent with earlier budgets and is included in the materials distributed to the Directors.

Presentation by the Governance Committee Chair

The eighth and final item on the agenda was a presentation by the Governance Committee Chair. Mr. Moncure, the Chairperson of the Governance Committee, presented to the Board a discussion of the activities and self-evaluation of the Governance Committee.

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