

**MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE
OF TSASC, INC.**

September 20, 2011

A meeting of the Governance Committee (the “Committee”) of TSASC, Inc. (the “Corporation”) was held on September 20, 2011 at approximately 2:30 p.m. at 75 Park Place, Room 6M4, New York, New York.

The following members of the Committee or their alternates were present:

Mark Page	-	Director of Management and Budget of The City of New York (the “City”)
Michael Stern	-	alternate for John C. Liu, Comptroller of the City
Albert F. Moncure, Jr.	-	alternate for Michael A. Cardozo, Corporation Counsel of the City

constituting a quorum of the Committee. 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. Moncure, the Chairperson of the Committee.

Approval of Minutes of Meeting of September 22, 2010

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on September 22, 2010. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was approved.

WHEREAS, the Governance Committee of TSASC, Inc. has reviewed the minutes of the previous meeting of the Governance Committee held on September 22, 2010; it is therefore

RESOLVED, that the minutes of the Governance Committee meeting of September 22, 2010, are hereby approved.

Self-Evaluation and Discussion of Presentation to Board of Directors

The second item on the agenda was a self-evaluation by the Committee and a discussion of a presentation to be made by the Committee to the Board of Directors.¹ Mr. Moncure explained that Section III(g) of the Committee's Charter requires an annual self-evaluation of its functions by the Committee. He referred to the report in the packet provided to the Committee members describing the actions of the Committee. A motion was made to approve the resolution set forth below pursuant to which the Committee finds its functioning to be satisfactory and directs the Chair to present its findings to the Board of Directors. The motion was seconded and, there being no objections, approved.

WHEREAS, Section III(g) of the Governance Committee Charter requires the Governance Committee to conduct an annual self-evaluation of its functions; and

WHEREAS, the Governance Committee finds its functioning and performance to be satisfactory, effective, and in compliance with the Governance Committee Charter; it is therefore

RESOLVED, that the Governance Committee finds its functioning to be satisfactory and the Chair of the Governance Committee shall present the Committee's findings to the Board of Directors of TSASC, Inc.

Review of Compensation and Benefits

The third and final item on the agenda was a review of compensation and benefits. Mr. Moncure referred to a statement in the packet provided to the Committee members that describes the reimbursement provided by the Corporation to the New York City Municipal Water Finance

¹ John Sarich, the alternate for David M. Frankel, the Commissioner of Finance of the City, arrived during this discussion.

Authority and the City Office of Management and Budget for services performed by their employees on behalf of the Corporation.

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