

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

September 22, 2008

A meeting of the Governance Committee (the "Committee") of TSASC, Inc. (the "Corporation") was held on September 22, 2008 at approximately 3:20 p.m. at 75 Park Place, Room 6M4, New York, New York.

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

Michael Stern	-	alternate for William C. Thompson, Jr., Comptroller of The City of New York (the "City")
Albert F. Moncure, Jr.	-	alternate for Michael A. Cardozo, Corporation Counsel of the City
John Sarich	-	alternate for Martha E. Stark, Commissioner of Finance 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.

The meeting was called to order by Mr. Moncure.

Approval of Minutes of Meeting of April 29, 2008

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on April 29, 2008. 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 April 29, 2008; it is therefore

**RESOLVED**, that the minutes of the Governance Committee meeting of April 29, 2008, are hereby approved.

Self-Evaluation and Discussion of Presentation to Board of Directors

The second item on the agenda was a self-evaluation and discussion of a presentation to the Board of Directors. Mr. Moncure explained that such self-evaluation and discussion were required by the Charter of the Committee. He then led the Committee in their self-evaluation, concluded that their performance had been satisfactory thus far, and presented a list of the Committee's accomplishments for presentation to the Board.

Review of Compensation and Benefits

The third and final item on the agenda was a review of compensation and benefits. Scott Ulrey, the Assistant Secretary of the Corporation, explained that the Corporation has no employees but rather reimburses the City and the New York City Municipal Water Finance Authority (the "Water Authority") for the services that employees of those entities provide to the Corporation. He informed the Committee that in fiscal year 2008 the Corporation had reimbursed the City and the Water Authority the amount of \$178,679 and that 17 employees of the City and the Water Authority performed work for the Corporation during that year. A written summary of such reimbursements was included in the package provided to the Committee members and is attached hereto.

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