

**MINUTES OF A SPECIAL MEETING OF THE MEMBERS OF TSASC,
INC.**

February 26, 2010

A special meeting of the Members of TSASC, Inc. (the "Corporation") was held on February 26, 2010 at approximately 3:50 p.m. at 75 Park Place, Room 6M4, New York, New York.

The following persons were present:

(a) The Membership Class consisting of the Director of Management and Budget of the City of New York (the "City"):

Mark Page, Director of Management and Budget of the City, in person;

(b) The Membership Class consisting of the Comptroller of the City:

Michael Stern, by proxy for John C. Liu, Comptroller of the City;

(c) The Membership Class consisting of the Speaker of the City Council;

Raymond Majewski, by proxy for Christine C. Quinn, Speaker of the City Council; and

(d) The Membership Class consisting of the Corporation Counsel of the City:

Albert F. Moncure, Jr., by proxy for Michael A. Cardozo, Corporation Counsel of the City

constituting a quorum of the Members. Kathy Blyn served as secretary of the meeting.

Also in attendance were officers of the Corporation and employees of various agencies of the City and 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 by the Members of the minutes of the meeting of Members held on September 25, 2009. A motion was made to approve the resolution set forth below with respect to such minutes. The motion was seconded and, there being no objections, the following resolution to adopt such minutes, subject to such correction, was adopted:

WHEREAS, the Members of TSASC, Inc. have reviewed the minutes of their previous meeting held on September 25, 2009; it is therefore

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

Election of Albert Moncure, Jr. as Alternate Director

The next item on the agenda was the election of Albert Moncure, Jr. as Alternate Director for the Corporation Counsel of the City. Mr. Moncure, acting by proxy in his capacity as the Membership Class consisting of the Corporation Counsel of the City, duly adopted the resolution set forth below pursuant to which Mr. Moncure is elected to act as Alternate Director for the Corporation Counsel of the City.

WHEREAS, TSASC, Inc. (the "Corporation") is a not-for-profit local development corporation incorporated under the New York Not-For-Profit Corporation Law (the "N-PCL");

WHEREAS, Section 703(d) of the N-PCL provides that where directors of not-for-profit corporations are elected by membership sections, such sections may also elect alternate directors;

WHEREAS, pursuant to the Certificate of Incorporation and By-Laws of the Corporation, each Member comprises a Membership Class and each Membership Class constitutes a separate section entitled to elect or appoint one director and an alternate director; and

WHEREAS, the Membership Class consisting of the Corporation Counsel of the City of New York (the "City"), which previously elected (i) Corporation Counsel of the City to act as a Director of the Corporation, wishes to elect new alternate Director; it is hereby

RESOLVED, that the Membership Class consisting of the Corporation Counsel of the City hereby elects Albert Moncure, Jr. to act as alternate Director for such Director.

Adjournment

There being no further business to come before the Members, on motion duly made and seconded, there being no objections, the meeting was adjourned.

A handwritten signature in black ink, appearing to read "Pruitt D. Wray", is written over a light-colored rectangular background. The signature is cursive and fluid.

ASSISTANT SECRETARY