

**MINUTES OF ANNUAL MEETING OF THE MEMBERS
OF TSASC, INC.**

September 22, 2008

The Annual Meeting of the Members of TSASC, Inc. (the “Corporation”) was held on September 22, 2008 at approximately 3:55 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 William C. Thompson, Jr., Comptroller of the City;

(c) The Membership Class consisting of the Commissioner of the Department of Finance of the City:

John Sarich, by proxy for Martha E. Stark, Commissioner of the Department of Finance of the City;

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 members of the public, officers of the Corporation and employees of various agencies of the City and State.

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 December 18, 2007. Mr. Stern pointed out that the fifth paragraph of the resolution contained in such minutes which resolution elected Michael Stern as alternate Director for the Comptroller of the City incorrectly ended with “and it is further” and that such language should be deleted. Upon motion duly made and seconded, 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 December 18, 2007; it is therefore

RESOLVED, that the minutes of the meeting of the Members held on December 18, 2007 be, and they hereby are, adopted.

Receipt and Acceptance of Annual Report to the Members

The third and final item on the agenda was the receipt and acceptance of the Annual Report of the Directors pursuant to Section 519 of the New York Not-for-Profit Corporation Law, a copy of which is attached hereto as Exhibit A. Upon motion duly made and seconded, there being no objections, the resolution set forth below relating to such Annual Report was approved.

WHEREAS, Section 519 of the New York Not-For-Profit Corporation Law (the “NPCL”) 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, the Corporation has prepared an annual report in compliance with Section 519 of the NPCL (the “Annual Report”); it is therefore

RESOLVED, that the members of the Corporation do hereby receive and review the Annual Report; and it is

FURTHER RESOLVED, that the Annual Report be entered in the minutes of this Annual Meeting of the Members.

Waiver of Notice

No protest of any lack of notice of this meeting required under Section 605 of the NPCL was made prior to the conclusion of this meeting by any Member present at the meeting or by any person present at the meeting who was acting by proxy for a Member.

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.



ASSISTANT SECRETARY