

MINUTES OF ANNUAL MEETING OF THE AUDIT COMMITTEE OF TSASC, INC.

April 27, 2017

A meeting of the Audit Committee (the “Committee”) of TSASC, Inc. (the “Corporation”) was held on April 27, 2017 at approximately 3:05 p.m. at 255 Greenwich Street, Room 6M4, New York, New York.

The following Committee members were represented by their designees:

Dean Fuleihan, Director of Management and Budget of The City of New York (the “City”), represented by Alan Anders;

Scott M. Stringer, Comptroller of the City, represented by Michael Stern;

Melissa Mark-Viverito, Speaker of the City Council, represented by Davis Winslow;

Zachary Carter, Corporation Counsel of the City, represented by Al Rodriguez;
and

Jacques Jiha, Finance Commissioner, represented by Jacqueline Gold,
constituting a quorum of the Board. Loran Radovicka 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.

The meeting was called to order by Mr. Stern.

Approval of Minutes of Meeting of September 19, 2016

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on September 19, 2016. A motion was made and seconded to discuss the resolution set forth below with respect to said minutes. There was no discussion and, there being no objections, the resolution was approved.

WHEREAS, the Audit Committee of TSASC, Inc. has reviewed the minutes of the previous meeting of the Audit Committee held on September 19, 2016 it is therefore

RESOLVED, that the minutes of the Audit Committee meeting of September 19, 2016 be, and they hereby are, approved.

Review of Annual Agency Financial Integrity Compliance Statement

The second item on the agenda was the review of the Annual Financial Integrity Compliance Statement of the Corporation, which was in the packet provided to the Committee members. Mr. Stern explained that pursuant to City Comptroller's Directive 22 a review of the Financial Integrity Compliance Statement must be conducted and that Robert Balducci, the Comptroller of the Corporation, was available to answer any questions. There were no questions.

Self-Evaluation and Review of Report of the Audit Committee

The third item on the agenda was the self-evaluation of the Audit Committee and the review of the Annual Report of the Committee, a copy of which was in the packet provided to the Committee members. A motion was made and seconded to consider the resolution set forth below with respect to such self-evaluation and Annual Report. Mr. Stern informed the Committee members that the Report outlines the Committee's activities in 2016 and that a copy would be sent to the City Comptroller. He indicated that the Committee believes that it is functioning in a satisfactory manner. Mr. Stern stated that he would abstain from the vote on this matter because the Annual Report will be sent to the City Comptroller's Office. There was no

further discussion and, there being no objections, the resolution was approved by the non-abstaining Committee members.

WHEREAS, Section III(k) of the Audit Committee Charter and Section 6.3 of Directive 22 of the City of New York Office of the Comptroller require the Audit Committee to issue an annual report to be prepared no later than October 30 of each year, which details the activities and decisions of the Committee for the prior calendar year; and

WHEREAS, the Audit Committee has reviewed the Annual Report of the Audit Committee, as attached hereto and finds it to be reasonable; and

WHEREAS, Section III(j) of the Audit Committee Charter requires the Audit Committee to conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Audit Committee Charter; and

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

RESOLVED, that the Annual Report of the Audit Committee is hereby approved and shall be presented to the Board of Directors of TSASC, Inc., copies of which shall be filed with the minutes of the Audit Committee and submitted to the Bureau of Accountancy of the Office of the Comptroller.

Annual Review of Internal Controls

The fourth item on the agenda was the annual review of the Corporation's Internal Controls, a copy of which was in the packet provided to the Committee members. Mr. Stern explained that the Committee must annually review the Corporation's Internal Controls. Mr. Stern noted that the Comptroller of the Corporation was available to answer any questions. A brief discussion ensued. There being no further discussion and no objections, the resolution was approved.

Presentation of Audit Plan by Independent Auditors and Discussion of New Accounting and Auditing Standards

The fifth and final item on the agenda was the presentation of an annual pre-audit plan by Marks Paneth. Mr. Balducci introduced Warren Ruppel of Marks Paneth. Mr. Ruppel

then referred the Committee to a booklet containing the firm's Annual Pre-Audit Presentation for the Fiscal Year Ended June 30, 2017, which had been distributed to the Committee members. He reviewed and discussed the contents of said booklet and noted that Section 3 of the Appendix, titled *Other*, had been revised by Marks Paneth's legal staff.

Adjournment

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



ASSISTANT SECRETARY