

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
TSASC, INC.**

December 14, 2016

A meeting of the Board of Directors (the “Board”) of TSASC, Inc. (the “Corporation”) was held on December 14, 2016 at approximately 4:11 p.m. at 255 Greenwich Street, Room 6M4, New York, New York.

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

- | | |
|------------------|--|
| Alan Anders | - alternate for Dean Fuleihan, Director of the Mayor’s Office of Management and Budget of The City of New York (the “City”); |
| Michael Stern | - alternate for Scott M. Stringer, Comptroller of the City; |
| Raymond Majewski | - alternate for Melissa Mark-Viverito, Speaker of the City Council; and |
| Albert Rodriguez | - alternate for Zachary W. Carter, Corporation Counsel of the City; |
| Jacqueline Gold | - alternate for Jacques Jiha, Finance Commissioner of the City. |

constituting a quorum of the Committee. 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. Anders.

Approval of Minutes of Meeting of November 10, 2016

The first item on the agenda was the approval of the minutes of the meeting of the Board held on November 10, 2016. A motion was made and seconded to discuss the resolution set forth below with respect to such minutes. There was no discussion and, there being no objections, the resolution was approved subject to comments from the members of the Committee at a later time.

WHEREAS, the Board of Directors of TSASC, Inc. has reviewed the minutes of its meeting held on November 10, 2016; it is therefore

RESOLVED, that the minutes of the meeting of the Board of Directors held on November 10, 2016 be, and they hereby are, adopted.

Approval of Resolution Supplementing the Resolution Adopted November 10, 2016 Authorizing the Issuance of Fiscal 2017 Series A & B Tobacco Settlement Bonds

The second and final item on the agenda was the approval of the resolution supplementing the resolution adopted on November 10, 2016 authorizing the issuance of fiscal 2017 Series A & B Tobacco Settlement. Upon motion duly made and seconded, there being no objections, the following resolution was approved.

WHEREAS, TSASC, Inc. (the “Corporation”) adopted a Resolution (the “November 10, 2016 Resolution”) on November 10, 2016 authorizing the issuance of the Series 2017A Bonds and the Series 2017B Bonds for the purpose of refunding the Corporation’s Refunded Bonds; and

WHEREAS, it may be beneficial to the Corporation to issue Series 2017B Bonds to certain holders of the Refunded Bonds in exchange for their Refunded Bonds rather than selling such Series 2017B Bonds and using the proceeds to refund certain of the Refunded Bonds.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

Section 1. Section 1 of the November 10, 2016 Resolution is supplemented by adding to the end of it the words “or exchanging such Series 2017B Bond for certain of the Refunded Bonds.”

Section 2. The November 10, 2016 Resolution is supplemented by authorizing an Exchange Agreement, a form of which was presented to this meeting with such changes, additions and deletions as the person so executing shall approve as necessary and desirable with such approval to be conclusively evidenced by such execution of the Exchange Agreement, and by authorizing the exchange of the Series 2017 Bonds for certain of the Refunded Bonds in accordance with the terms of the Exchange Agreement.

Section 3. Section 4 of the November 10, 2016 Resolution is supplemented by authorizing a supplement to the Preliminary Official Statement to reflect the Exchange Agreement and the ability to exchange certain Series 2017B Bonds for certain Refunded Bonds.

Section 4. All terms used in this Supplemental Resolution, and not defined herein, shall have the meanings attributed to them in the November 10, 2016 Resolution.

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