

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

May 11, 2020

A meeting of the Governance Committee (the “Committee”) of TSASC, Inc. (the “Corporation”) was held on May 11, 2020 at approximately 10:20 a.m. via online conference and telephone.

Melanie Hartzog, Director of Management and Budget of The City of New York (the “City”), represented by Jay Olson;

Scott M. Stringer, Comptroller of the City, represented by Marjorie Henning;

James Johnson, Corporation Counsel of the City, represented by Al Rodriguez;

and Jacques Jiha, Finance Commissioner, represented by Robin Lee,

constituting a quorum of the Committee. Rita Pasarell 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. Rodriguez, Chairperson of the Committee.

Approval of Minutes of Meeting of September 26, 2019

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on September 26, 2019. The minutes were circulated for the Committee’s review. There was no discussion and, upon unanimous vote, the resolution was approved.

WHEREAS, the Governance Committee of TSASC, Inc. has reviewed the minutes of the previous meeting of the Governance Committee held on September 26, 2019; it is therefore

RESOLVED, that the minutes of the Governance Committee meeting of September 26, 2019, are hereby approved.

Review and Approval of Policy on the Procurement of Goods and Services

The second and final item on the agenda was the review and approval of the Corporation's Policy on the Procurement of Goods and Services. Mr. Rodriguez noted that the Committee is required to periodically review the Corporation's Policy on the Procurement of Goods and Services, and that no changes were proposed to the Policy at this time. There being no discussion, upon unanimous vote, the below resolution was approved.

WHEREAS, pursuant to Section 2824(e) of the Public Authorities Law of the State of New York, TSASC, Inc. (the "Corporation") is required to establish a policy on the procurement of goods and services and to periodically review the policy; and

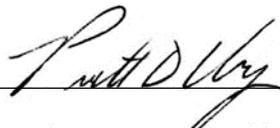
WHEREAS, the Corporation adopted a Policy on the Procurement of Goods and Services (the "Policy") on July 31, 2006 and amended it on April 24, 2009, September 22, 2010, September 11, 2013 and April 27, 2018; and

WHEREAS, the Governance Committee has reviewed the Policy as attached hereto and finds it to be reasonable and prudent; it is therefore

RESOLVED, that the Governance Committee hereby approves the Policy, without further changes, as attached hereto.

Adjournment

There being no further business to come before the Committee, upon unanimous vote, the meeting was duly adjourned.



ASSISTANT SECRETARY