

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

September 2, 2014

A meeting of the Audit Committee (the “Committee”) of TSASC, Inc. (the “Corporation”) was held on September 2, 2014 at approximately 4:10 p.m. at 255 Greenwich Street, Room 6M4, New York, New York.

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

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| Alan Anders | - alternate for Dean Fuleihan, Director 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; |
| Jacqueline Gold | - alternate for Jacques Jiha, Commissioner of Finance of the City; and |
| Albert Rodriguez | - alternate for Zachary W. Carter, Corporation Counsel of the City; |

constituting a quorum of the Committee. 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.

The meeting was called to order by Mr. Stern, the Chairperson of the Committee.

Approval of Minutes of Meeting of April 23, 2014

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on April 23, 2014. 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.

WHEREAS, the Audit Committee of TSASC, Inc. has reviewed the minutes of the previous meeting of the Audit Committee held on April 23, 2014; it is therefore

RESOLVED, that the minutes of the Audit Committee meeting of April 23, 2014 be, and they hereby are, approved.

Presentation by Management and Independent Auditors Regarding the Audited Annual Financial Statements of the Corporation

The second item on the agenda was a presentation by the staff of the Corporation and Marks Paneth, the Corporation's independent auditors, with respect to the audited financial statements of the Corporation for the fiscal years ending June 30, 2014 and June 30, 2013. Robert Balducci, the Deputy Comptroller of the Corporation, briefly discussed certain aspects of the financial statements including the accounting treatment of an amount received as a result of a settlement relating to the disputed escrow account. A brief discussion ensued. Mr. Balducci then introduced Warren Ruppel and Daniel McElwee of Marks Paneth and Mr. Ruppel briefly discussed the audit and a booklet entitled the Annual Post-Audit Presentation (For the Audit Year Ended June 30, 2014) which had been previously distributed to the Committee members. A brief discussion ensued.

Committee Meeting with the Independent Auditors in Executive Session

The third item on the agenda was a meeting between the Committee and Marks Paneth in executive session. Mr. Stern explained that executive sessions are very strongly recommended by the Government Finance Officers Association and the American Institute of

Certified Public Accountants. He explained that the executive session would allow the auditors to meet privately with Committee members to express any concerns about the Corporation's management and allow Committee members to ask questions about and/or express any concerns they may have. He went on to state that if any material areas of concern appropriate for public meetings were raised in executive session, the Committee would bring them to the attention of the full meeting. An oral motion for the Committee to meet with the independent auditors in executive session was made. The motion was seconded and, there being no objections, approved.

Subsequent to the meeting in executive session the public session resumed. Mr. Stern informed the full meeting that no material issues arose that are appropriate for discussion in the full meeting.

Recommendation to the Board of Directors to Accept the Independent Auditors' Report on the Audited Financial Statements of the Corporation for the Fiscal Years ended June 30, 2014 and June 30, 2013, and to Issue Such Financial Statements.

The fourth item on the agenda was the recommendation of the Committee to the Board of Directors that it accept the report of Marks Paneth on the audited financial statements of the Corporation for the fiscal years ended June 30, 2014 and June 30, 2013, and that it authorize the release of such audited financial statements. A motion was made and seconded to approve the resolution set forth below with respect to the financial statements. There was no discussion and, there being no objection, the resolution was approved.

WHEREAS, the Audit Committee of TSASC, Inc. (the "Corporation") has met with the independent auditors of the Corporation and has reviewed the independent auditors' report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2014 and June 30, 2013 and such financial statements, as submitted to the Committee; and

WHEREAS, the Audit Committee believes the independent auditors' report and the financial statements are reasonable and appropriate; it is therefore

RESOLVED, that the Audit Committee recommends to the Board the acceptance of the independent auditors' report and the authorization of the release of the audited financial statements of the Corporation for the fiscal years ended June 30, 2014 and June 30, 2013; provided that both the independent auditors' report and the audited financial statements may be amended to reflect non-material changes acceptable to the Comptroller of the Corporation.

Annual Review and Approval of the Audit Committee Charter

The fifth item on the agenda was the annual review and approval of the Audit Committee Charter, a copy of which was in the materials provided to the Committee. A motion was made and seconded to discuss the resolution set forth below with respect to the Charter. Mr. Stern explained that such review and approval are required by the Committee Charter and that no changes to the Charter had been proposed. There was no discussion and, there being no objections, the resolution was approved.

WHEREAS, the Board of Directors (the "Board") of TSASC, Inc. (the "Corporation") originally adopted an Audit Committee Charter on October 4, 2007 and has subsequently amended it; and

WHEREAS, pursuant to the Audit Committee Charter, section III(s), the Audit Committee of the Corporation is required annually to review the Audit Committee Charter, reassess its adequacy, and recommend any proposed changes to the Governance Committee of the Corporation; and

WHEREAS, no changes to the Audit Committee Charter are proposed; it is therefore

RESOLVED, that the Audit Committee hereby approves the Audit Committee Charter as attached.

Review of the Audit Committee Schedule of Dates

The sixth and final item on the agenda was the review of the Committee's Schedule of Dates, a copy of which was in the material provided to the Committee members.

Mr. Stern explained that the Committee must review its Schedule of Dates annually and that no changes have been proposed.

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