

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

April 19, 2012

A special meeting of the Members of TSASC, Inc. (the “Corporation”) was held on April 19, 2012 at approximately 1:30 p.m. at 75 Park Place, Room 6M4, New York, New York.

The following Members were present:

(a) The Membership Class consisting of the Director of Management and Budget of the City of New York (the “City”):

Alan Anders, by proxy for Mark Page, Director of Management and Budget of the City;

(b) The Membership Class consisting of the Comptroller of the City:

Michael Stern, by proxy for John C. Liu, Comptroller of the City;

(c) The Membership Class consisting of the Speaker of the City Council:

Raymond Majewski, by proxy for Christine C. Quinn, Speaker of the City Council;

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

John Sarich for David M. Frankel, Commissioner of Finance of the City; and

(e) 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, employees of the Corporation and employees of various agencies of the City and the State of New York.

The meeting was called to order by Mr. Anders.

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 September 20, 2011. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was adopted:

WHEREAS, the Members of TSASC, Inc. have reviewed the minutes of their previous meeting held on September 20, 2011; it is therefore

RESOLVED, that the minutes of the meeting of the Members held on September 20, 2011 be, and they hereby are, adopted.

Election of Alternate Director

The second and final item on the agenda was the election of an Alternate Director for the Director of the Corporation who is the Director of Management and Budget of the City, as provided for in Section 703(d) of the New York Not-for-Profit Corporation Law. Alan Anders, acting in his capacity as proxy to the Member who is the Director of Management and Budget of the City and therefore as the Membership Class comprised of such Member, informed the Members that Mark Page, the Member who is the Director of Management and Budget of the City had requested that Mr. Anders elect himself as Alternate Director to the Director who is the Director of Management and Budget of the City and that he accordingly was electing himself as such Alternate Director.

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