

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

September 2, 2014

The Annual Meeting of the Members of TSASC, Inc. (the “Corporation”) was held on September 2, 2014 at approximately 4:05 p.m. at 255 Greenwich Street, Room 6M4, New York, New York.

The following persons 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 Dean Fuleihan, Director of Management and Budget of the City;

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

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

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

Raymond Majewski, by proxy for Melissa Mark-Viverito, Speaker of the City Council;

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

Jacqueline Gold, by proxy for Jacques Jiha, Commissioner of Finance of the City; and

(e) The Membership Class consisting of the Corporation Counsel of the City:

Albert Rodriguez, by proxy for Zachary W. Carter, 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, officers of the Corporation and employees of various agencies of the City.

The meeting was called to order by Mr. Anders.

Election of Alternate Director – Jacqueline Gold

The first item on the agenda was the election of an Alternate Director for the Director who is the Commissioner of Finance of the City. The Membership Class consisting of the Commissioner of Finance of the City voted to elect Jacqueline Gold as such Alternate Director.

Recess of Meeting

The second item on the agenda was an oral motion that the meeting be recessed until the completion of the Committee and Board of Directors meetings. A motion was made and seconded to approve such motion and, there being no objections, the motion was approved. Upon completion of the Committee and Board of Directors meetings the meeting reconvened.

Approval of Minutes

The third item on the agenda was the approval by the Members of the minutes of the Annual Meeting of the Members held on September 11, 2013. A motion was made to approve the resolution set forth below with respect to such minutes. The motion was seconded and, 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 April 23, 2014; it is therefore

**RESOLVED**, that the minutes of the meeting of the Members held on April 23, 2014 be, and they hereby are, adopted.

Receipt and Acceptance of Annual Report to Members

The fourth and final item on the agenda was the receipt and acceptance of the Annual Report of the Board of Directors to the Members presented in accordance with Section 519 of the New York Not-for-Profit Corporation Law, a copy of which was in the material provided to the Members. A motion was made and seconded to consider the resolution set forth below with respect to the Annual Report. Mr. Anders informed the Members that the Board of Directors had authorized the presentation of the Annual Report to the Members. There was no further discussion and, there being no objections, the resolution was approved.

**WHEREAS**, Section 519 of the New York Not-For-Profit Corporation Law (the “NPCL”) requires that the Board of Directors of not-for-profit corporations present an annual report relating to the financial conditions of such corporations to the members of such corporations at their annual meeting; and

**WHEREAS**, the Corporation has prepared an annual report in compliance with Section 519 of the NPCL (the “Annual Report”); it is therefore

**RESOLVED**, that the members of the Corporation do hereby receive and review the Annual Report; and it is

**FURTHER RESOLVED**, that the Annual Report be entered in the minutes of this Annual Meeting of the Members.

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.



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ASSISTANT SECRETARY