

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

April 15, 2015

A meeting of the Audit Committee (the “Committee”) of TSASC, Inc. (the “Corporation”) was held on April 15, 2015 at approximately 2:03 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 of New York.

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

Approval of Minutes of Meeting of September 2, 2014

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on September 2, 2014. A motion was made and seconded to consider the resolution set forth below with respect to the such minutes. Mr. Stern indicated that there were

some typographical errors in the minutes and such errors were communicated to the secretary of the meeting for correction. There was no further discussion and, there being no objections, the following resolution was approved.

WHEREAS, the Audit Committee of TSASC, Inc. has reviewed the minutes of the previous meeting of the Audit Committee held on September 2, 2014; it is therefore

RESOLVED, that the minutes of the Audit Committee meeting of September 2, 2014 be, and they hereby are, approved.

Review of Annual Agency Financial Integrity Compliance Statement

The second item on the agenda was the review of the annual Financial Integrity Compliance Statement of the Corporation (which was in the packet provided to the Committee members). Mr. Stern explained that pursuant to Section 6 of City Comptroller's Directive 22 an annual review of the Financial Integrity Compliance Statement must be conducted. A brief discussion ensued.

Self-Evaluation and Review of Report of the Audit Committee

The third item on the agenda was the self-evaluation of the Audit Committee and the review of the Annual Report of the Committee (a copy of which was in the packet provided to the Committee members). A motion was made and seconded to consider the resolution set forth below with respect to such self-evaluation and Annual Report. Mr. Stern informed the Committee members that the Report outlines the Committee's activities in 2014 and that a copy would be sent to the City Comptroller. He further indicated that based on its accomplishments the Committee believes that it has performed in a satisfactory manner. There was no further discussion and, there being no objections, the resolution was approved.

WHEREAS, Section III(k) of the Audit Committee Charter and Section 6.3 of Directive 22 of the City of New York Office of the Comptroller require the Audit Committee to issue an

annual report to be prepared no later than October 30 of each year, which details the activities and decisions of the Committee for the prior calendar year; and

WHEREAS, the Audit Committee has reviewed the Annual Report of the Audit Committee, as attached hereto and finds it to be reasonable; and

WHEREAS, Section III(j) of the Audit Committee Charter requires the Audit Committee to conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Audit Committee Charter; and

WHEREAS, the Audit Committee finds its performance to be satisfactory, effective, and in compliance with the Audit Committee Charter; it is therefore

RESOLVED, that the Annual Report of the Audit Committee is hereby approved and shall be presented to the Board of Directors of TSASC, Inc., copies of which shall be filed with the minutes of the Audit Committee and submitted to the Bureau of Accountancy of the Office of the Comptroller.

Review of Internal Controls

The fourth item on the agenda was the review of the Corporation's Internal Controls (a copy of which was in the packet provided to the Committee members). Mr. Stern explained that the Committee must annually review the Corporation's Internal Controls and described certain minor changes that should be made to the document.

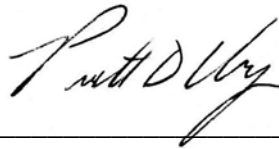
Presentation of Audit Plan by Independent Auditors and Discussion of New Accounting and Auditing Standards

The fifth and final item on the agenda was the presentation of an annual pre-audit plan by Marks Paneth ("Marks Paneth"), the Corporation's independent auditors. Robert Balducci, the Comptroller of the Corporation, introduced Warren Ruppel, the engagement partner, and Daniel McElwee, the Senior Manager, both of Marks Paneth. Mr. Ruppel then referred to a booklet containing the firm's Annual Pre-Audit Presentation for the Audit Year Ended June 30, 2015 that had been distributed to the Committee members. He reviewed and

discussed the contents of such booklet including Government Accounting Standards Board (GASB) Statement No. 72. During the presentation Mr. Ruppel inquired as to whether the Committee had any knowledge or suspicion of fraud or any awareness of whistleblower activities and the response was that it did not. He also asked if there were specific areas that the Committee members believed Marks Paneth should focus on during this year's audit. The response was that there were none.

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