

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

September 18, 2023

A meeting of the Governance Committee (the “Committee”) of TSASC, Inc. (the “Corporation”) was held on September 18, 2023 at approximately 10:11 a.m., conducted at 255 Greenwich Street, Room 6M4, New York, New York.

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

Jacques Jiha, Director of Management and Budget of The City of New York (the “City”), represented by David Womack;

Brad Lander, Comptroller of the City, represented by Michael Stern;

Sylvia O. Hinds-Radix, Corporation Counsel of the City, represented by Al Rodriguez;

Preston Niblack, Commissioner of Finance of the City, represented by Dara Jaffee; and

Adrienne Adams, Speaker of the City Council, represented by Hector German,

constituting a quorum of the Committee. Claudia Martinez 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

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on April 28, 2023. The minutes were circulated for the Committee’s review.

There was no discussion and, upon unanimous vote¹, the resolution was approved.

¹ Mr. Rodriguez voted in favor of the proposed resolution approving the minutes after discussing the second item on the agenda.

WHEREAS, the Governance Committee of TSASC, Inc. has reviewed the minutes of the previous meeting of the Governance Committee held on April 28, 2023; it is therefore

RESOLVED, that the minutes of the Governance Committee meeting of April 28, 2023, are hereby approved.

Resolution: Self-evaluation and discussion of presentation to Board of Directors

The second item on the agenda was the self-evaluation of the Committee and a resolution which would authorize the presentation of the self-evaluation to the Board of Directors. Section III(g) of the Governance Committee Charter requires the Governance Committee conduct a self-evaluation of its functions annually. Mr. Rodriguez explained that a report of the Committee's actions taken in the past fiscal year was included in the folders provided to the Committee. Mr. Rodriguez noted that the proposed resolution expresses the Committee's opinion that it is functioning in a satisfactory manner consistent with its Charter, and authorizes the Chair of the Committee to present the result of this self-evaluation to the Board. Mr. Rodriguez asked if there were there any questions or comments and there was no further discussion. There being no discussion and, upon unanimous vote, the resolution was adopted:

WHEREAS, Section III(g) of the Governance Committee Charter requires the Governance Committee to conduct an annual self-evaluation of its functions; and

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

RESOLVED, that the Governance Committee finds its functioning to be satisfactory and the Chair of the Governance Committee shall present the Committee's findings to the Board of Directors of TSASC, Inc.

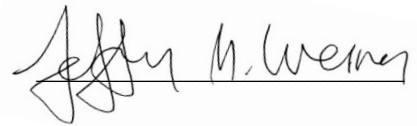
Review of compensation and benefits

The third and final item on the agenda was a review of the Corporation's compensation

and benefits expenses. Mr. Rodriguez stated that Section III(i) of the Governance Committee Charter requires that the Governance Committee annually review this information. The information provided states that the Corporation has no employees, and describes the total compensation that the Corporation reimburses to other entities for personal services provided to the Corporation. Mr. Rodriguez noted that this was a review item only, and no vote was taken.

Adjournment

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

A handwritten signature in black ink, appearing to read "Jeffrey M. Werner". The signature is written in a cursive style with a horizontal line drawn across the middle of the name.

SECRETARY