

TSASC Audit, Governance, Board Meetings 04232021

>> GOOD AFTERNOON. I'M DAVID WOMACK, PROXY HOLDER FOR THE CITY'S BUDGET DIRECTOR JACQUES JIHA. BEFORE WE BEGIN, I WOULD LIKE TO ASK THAT EVERYONE KEEP THEIR PHONES MUTED UNLESS THEY'RE SPEAKING TO HELP AVOID NOISE FEEDBACK. I'LL NOW CALL TO ORDER A MEETING OF THE MEMBERS. RITA, WOULD YOU PLEASE CALL THE ROLL? RITA, ARE YOU ON?

>> [INDISTINCT] MUTED. YEAH, OR ELSE WE LOST HER.

>> RITA, DO YOU WANT TO CALL IN FROM A TELEPHONE?

>> YEAH. I THINK--DEBORAH, I THINK IN THE INTERIM, I DON'T THINK THERE WOULD BE ANYTHING WRONG WITH YOU CALLING THE ROLL.

>> SURE. I CAN DO THAT. JACQUES JIHA.

>> DAVID WOMACK, PROXY FOR JACQUES JIHA.

>> CONTROLLER STRINGER.

>> MICHAEL STERN FOR CONTROLLER STRINGER.

>> SHERIF SOLIMAN.

>> ROBIN LEE FOR SHERIF SOLIMAN.

>> AND JAMES JOHNSON.

>> AL RODRIGUEZ FOR JAMES JOHNSON.

>> GREAT. WE HAVE A QUORUM.

>> THANK YOU, DEB. FIRST ITEM ON THE AGENDA IS THE APPROVAL OF THE MINUTES OF THE MEMBERS' LAST MEETING ON SEPTEMBER 4, 2020. THE MINUTES HAVE BEEN CIRCULATED FOR REVIEW. ARE THERE ANY COMMENTS, QUESTIONS, OR SUGGESTED CORRECTIONS?

>> SORRY.

>> RITA, IS THAT YOU?

>> YES.

>> WE'LL CATCH YOU ON THE NEXT ROLL CALL.

>> BYE.

[LAUGHTER]

>> ANY QUESTIONS OR CORRECTIONS FROM THE MINUTES? I'LL NOW CALL THE ROLL FOR A VOTE. MR. STERN, HOW DO YOU VOTE?

>> IN FAVOR.

>> MS. LEE, HOW DO YOU VOTE?

>> IN FAVOR.

>> MR. RODRIGUEZ, HOW DO YOU VOTE?

>> IN FAVOR.

>> AND I VOTE IN FAVOR OF APPROVING THE PROPOSED RESOLUTION. RESOLUTION APPROVING THE MINUTES IS HEREBY APPROVED. THE NEXT ITEM ON THE AGENDA IS THE ELECTION OF ALTERNATE DIRECTORS. AS PROXY HOLDER FOR BUDGET DIRECTOR JIHA, I HEREBY ELECT MYSELF AS ALTERNATE DIRECTOR. NO OTHER VOTES ARE REQUIRED FOR THIS ITEM. IF THERE'S NO OTHER BUSINESS, NO FURTHER BUSINESS BEFORE THE MEMBERS, I'LL NOW CALL THE ROLL OF VOTE TO ADJOURN. MR. STERN, HOW DO YOU VOTE?

>> IN FAVOR.

>> MS. LEE, HOW DO YOU VOTE?

>> IN FAVOR.

>> MR. RODRIGUEZ, HOW DO YOU VOTE?

>> IN FAVOR.

>> AND I VOTE IN FAVOR OF ADJOURNMENT. THANK YOU ALL FOR YOUR PARTICIPATION. THE MEETING OF THE MEMBERS IS HEREBY ADJOURNED. WE NOW MOVE ON TO THE AUDIT COMMITTEE MEETING, WHICH WILL BE CHAIRED BY MR. STERN.

>> GOOD AFTERNOON. I'M MICHAEL STERN, ALTERNATE DIRECTOR FOR THE CONTROLLER AND CHAIR OF THE AUDIT COMMITTEE OF TSASC. I'D LIKE TO CONVENE THE MEETING BY ASKING FOR THE ROLL TO BE CALLED FOR ATTENDANCE. RITA, CAN YOU PLEASE CALL THE ROLL?

>> CONDUCTING THE ROLL. JACQUES JIHA.

>> DAVID WOMACK FOR JACQUES JIHA.

>> SCOTT STRINGER.

>> MICHAEL STERN FOR SCOTT STRINGER.

>> JAMES JOHNSON.

>> AL RODRIGUEZ FOR JAMES JOHNSON.

>> SHERIF SOLIMAN.

>> ROBIN LEE FOR SHERIF SOLIMAN.

>> THANK YOU. WE HAVE A QUORUM.

>> OK. THE FIRST ITEM ON THE AGENDA IS THE APPROVAL OF THE MINUTES OF THE COMMITTEE'S LAST MEETING. THE MINUTES HAVE BEEN CIRCULATED FOR REVIEW BY THE COMMITTEE. ARE THERE ANY COMMENTS OR CORRECTIONS? HEARING NONE, I WILL NOW CALL THE ROLL FOR A VOTE. MR. WOMACK, HOW DO YOU VOTE?

>> IN FAVOR.

>> MS. LEE?

>> IN FAVOR.

>> MR. RODRIGUEZ?

>> IN FAVOR.

>> AND I VOTE IN FAVOR AS WELL. APPROVING THE MINUTES AND THE RESOLUTION APPROVING THE MINUTES IS HEREBY ADOPTED. THE NEXT ITEM ON THE AGENDA IS A SELF-EVALUATION AND REVIEW OF THE COMMITTEE'S ANNUAL REPORT. THE COMMITTEE IS REQUIRED TO CONDUCT AN ANNUAL SELF-EVALUATION AND PROVIDE THE RESULTS OF THAT EVALUATION TO THE BOARD OF DIRECTORS. THE REPORT OUTLINES THE COMMITTEE'S ACTIONS DURING CALENDAR YEAR 2020. THE PROPOSED RESOLUTION EXPRESSES THE COMMITTEE'S BELIEF THAT IT IS FUNCTIONING IN A SATISFACTORY MANNER AND APPROVES PRESENTING THE RESULTS OF THIS SELF-EVALUATION TO THE BOARD OF DIRECTORS. ARE THERE ANY QUESTIONS OR COMMENTS? HEARING NONE, I'LL CALL THE ROLL FOR A VOTE. MR. WOMACK, HOW DO YOU VOTE?

>> IN FAVOR.

>> MS. LEE, HOW DO YOU VOTE?

>> IN FAVOR.

>> MR. RODRIGUEZ, HOW DO YOU VOTE?

>> IN FAVOR.

>> AND I ALSO VOTE IN FAVOR OF APPROVING THE RESOLUTION, AND THE RESOLUTION IS HEREBY APPROVED. THE NEXT ITEM ON THE AGENDA IS THE REVIEW OF THE CORPORATION'S INTERNAL CONTROLS MANUAL. THIS IS A REVIEW ITEM ONLY AND THERE WILL BE NO VOTE. THERE HAVE BEEN NO CHANGES TO THE

CURRENT POLICY. ROB BALDUCCI IS AVAILABLE TO ANSWER ANY QUESTIONS. DOES ANYBODY HAVE ANY QUESTIONS FOR MR. BALDUCCI ABOUT THE INTERNAL CONTROLS MANUAL? HEARING NONE, WE'LL GO TO THE NEXT ITEM, WHICH IS THE PRESENTATION OF THE AUDIT PLAN BY THE CORPORATION'S INDEPENDENT AUDITOR MARKS PANETH. REPRESENTATIVES OF MARKS PANETH ARE HERE TO PRESENT THEIR PLAN FOR THE AUDIT OF FINANCIAL STATEMENTS FOR THE CURRENT FISCAL YEAR. ROB BALDUCCI, THE CORPORATION'S CONTROLLER, IS HERE TO INTRODUCE THE AUDITORS. MR. BALDUCCI, WILL YOU PLEASE PROCEED?

>> GOOD AFTERNOON, EVERYONE. WE WELCOME BACK MARKS PANETH AND HERE TO REPRESENT MARKS PANETH IS WARREN RUPPEL. WARREN, TAKE IT.

>> OK, THANKS, BOB, AND ALSO HAVE DAN McELWEE WITH MY FIRM WITH ME, SO, I KNOW EVERYONE'S WORK WEEK WOULDN'T BE COMPLETE WITHOUT SITTING THROUGH ANOTHER ONE OF MY PRE-ORDER PRESENTATIONS, SO, I'M HAPPY TO PROVIDE THE SERVICE TO YOU. I'LL TRY TO BE BRIEF. THE MATERIALS WERE--THE PRE-ORDER PRESENTATION WAS INCLUDED IN YOUR MATERIALS. IT HAS CONTACT INFORMATION FOR MYSELF, DAN, OTHERS WHO ARE ON THE ENGAGEMENT TEAM. WE'VE--OUR SUPERVISOR, USHI KURUKULASURIYA, HAS ALSO DIALED IN. THE REQUIRED COMMUNICATIONS ARE CONTAINED IN THE SECOND TAB. JUST BRIEFLY DESCRIBE THE SCOPE OF THE AUDIT. WE'LL PERFORM THE AUDIT IN ACCORDANCE WITH U.S. GENERALLY ACCEPTED AUDITING STANDARDS AS WELL AS GOVERNMENT AUDITING STANDARDS. PERFORM THE AUDIT IN AUGUST AND BE ABLE TO MEET WITH THE COMMITTEE BACK IN SEPTEMBER, OR IN SEPTEMBER, TO PRESENT THE RESULTS AND BE ABLE TO ISSUE THE FINANCIAL STATEMENTS BY SEPTEMBER 30. I'M NOT EXPECTING ANY CHANGES IN ACCOUNTING PRINCIPLES FOR THIS YEAR. THE--REALLY, NO NEW GASB STATEMENTS TO IMPLEMENT. THE SIGNIFICANT JUDGMENTS AND ESTIMATES INHERENT IN FINANCIAL STATEMENTS ARE REALLY--ONLY AFFECT THE GOVERNMENT-WIDE FINANCIAL STATEMENTS, AND THOSE ARE FOR THE TOBACCO SETTLEMENT REVENUES, SO, THERE'S A RECEIVABLE, A PAYABLE THAT'S RECORDED FOR THOSE, AND WE'LL LOOK AT THE [INDISTINCT] BECAUSE THOSE ARE REPORTED ON A CALENDAR YEAR BASIS, SO, THERE'S AN ESTIMATE FOR THEIR GSRs FROM THE FIRST HALF OF THE YEAR. SO, WE'LL LOOK AT THOSE ESTIMATES MADE BY MANAGEMENT. THERE'S A METHODOLOGY IN PLACE. WE'LL MAKE SURE THAT THAT MAKES--CONTINUES TO MAKE SENSE. AT THE END OF THE AUDIT, WE'LL REPORT TO YOU ANY ADJUSTMENTS THAT WERE MADE TO THE FINANCIAL STATEMENTS AS A RESULT OF THE AUDIT. ALSO REPORT ANY ADJUSTMENTS THAT WERE NOT RECORDED BECAUSE THEY WERE DEEMED TO BE IMMATERIAL. WE'LL DISCUSS WITH YOU ANY ACCOUNTING ISSUES OR UNUSUAL ITEMS THAT WERE DISCUSSED, DISAGREEMENTS WITH MANAGEMENT, OR DIFFICULTIES IN PERFORMING THE AUDIT. THIS IS A PRETTY STRAIGHTFORWARD AUDIT. PROBABLY THE MOST IMPORTANT AREA THAT WE LOOK AT ARE THE LEVEL OF TOBACCO SERVICE--TOBACCO SETTLEMENT REVENUES THAT COME IN AND A ENTITY'S ABILITY TO MAKE ITS DEBT SERVICE, WHICH WE DISCUSSED LAST YEAR AND CONTINUE TO HAVE TO FIGHT TO HAVE THOSE DISCUSSIONS AGAIN THIS YEAR. I'M REQUIRED

UNDER THE AUDITING STANDARDS TO ASK THE AUDIT COMMITTEE MEMBERS ABOUT WHETHER THEY HAVE ANY KNOWLEDGE OR SUSPICION OF FRAUD AT TSASC AND WHETHER YOU'RE AWARE OF ANY ACTIVITIES UNDER THE WHISTLEBLOWER PROVISIONS IN PLACE.

>>THIS IS MICHAEL STERN. I AM NOT AWARE OF ANYTHING.

>> THIS IS DAVID WOMACK. I'M NOT AWARE OF ANYTHING.

>> ROBIN LEE [INDISTINCT].

>> I'M NOT. AL RODRIGUEZ. I AM NOT AWARE OF ANY FRAUD OR ANY ACTIVITY THAT WOULD NEED TO BE REPORTED.

>> [INDISTINCT] WHEN WE LOOK AT THE ORGANIZATION'S INTERNAL CONTROLS, IF WE DETECT ANY SIGNIFICANT DEFICIENCIES OR MATERIAL WEAKNESSES WHICH ARE DEFINED TERMS IN THE AUDITING STANDARDS, WE'LL REPORT THEM AS SUCH. IF WE HAVE ANY BEST PRACTICE RECOMMENDATIONS, WE'LL ALSO INCLUDE THEM. OUR PRE-ORDER PRESENTATION ALSO INCLUDES A BRIEF SUMMARY OF OUR AUDIT APPROACH AND FOCUSES IN ON PLANNING, UPDATING OUR UNDERSTANDING OF INTERNAL CONTROLS, UPDATING OUR PERMANENT FILE INFORMATION FOR ANY NEW CONTRACTS, AGREEMENTS, ETC., AND REALLY, OUR AUDIT EFFORT FOCUSES ON THE BALANCE SHEET, YOUR CASH RECEIVABLE--CASH AND RECEIVABLE POSITION, YOUR LIABILITIES IN THE DEBT OUTSTANDING, ETC., AND THE RECORDING OF DE FACTO SETTLEMENT REVENUES AND TRANSFERS OUT. SO, THAT'S FAIRLY CONSISTENT WITH THE PAST. I'M ALSO REQUIRED TO ASK THE AUDIT COMMITTEE MEMBERS WHETHER THEY HAVE ANY PARTICULAR AUDIT AREAS THAT ARE OF CONCERN TO THEM OR THAT THEY'D LIKE US TO TAKE A HARDER LOOK AT THIS YEAR. ANY TAKER? I'M GOING TO ASSUME THAT IT'S NOT. OK.

>> NONE.

>> NONE FOR ME.

>> OK. GREAT.

>> NOT HERE.

>> THANK YOU. WE CONFIRM THAT WE'RE INDEPENDENTS. THERE'S SOME NEW GASB STATEMENTS THAT ARE LISTED HERE, WHICH--SOME OF WHICH HAVE HAD THEIR EFFECTIVE DATES POSTPONED BECAUSE OF THE COVID. GASB POSTPONED BECAUSE OF THE COVID SITUATION. SO, I'M NOT GOING TO GO THROUGH ANY OF THESE. DOES REALLY NOT EXPECT TO HAVE A SIGNIFICANT IMPACT ON TSASC'S FINANCIAL STATEMENTS. FINALLY, THE THIRD AND FINAL TAB OF OUR PRE-ORDER PRESENTATIONS, OUR ENGAGEMENT LETTER, AND THE LANGUAGE IN THERE IS FAIRLY CONSISTENT WITH PRIOR YEARS. OUR FEE FOR SERVICES OF 14,500 IS

CONSISTENT WITH THE CONTRACT THAT WE SIGNED LAST YEAR. SO, THE ONLY THING I WANTED TO MENTION IN THERE, SO, WITH THAT, BE HAPPY TO ANSWER ANY QUESTIONS YOU MIGHT HAVE.

>> I'M FINE. DOES ANYBODY ON THE COMMITTEE HAVE ANY QUESTIONS FOR MR. RUPPEL?

>> NO QUESTIONS.

>> OK, HEARING NONE, IF THERE'S NO FURTHER BUSINESS BEFORE THE COMMITTEE, I'LL NOW CALL THE ROLL FOR A VOTE TO ADJOURN. MR. WOMACK, HOW DO YOU VOTE?

>> IN FAVOR.

>> MS. LEE, HOW DO YOU VOTE?

>> IN FAVOR.

>> MR. RODRIGUEZ, HOW DO YOU VOTE?

>> IN FAVOR.

>> AND I, MICHAEL STERN, ALSO VOTE IN FAVOR OF ADJOURNMENT. I WANT TO THANK EVERYBODY FOR THEIR PARTICIPATION. THE MEETING OF THE COMMITTEE IS HEREBY ADJOURNED, AND WE WILL NOW MOVE ON TO THE GOVERNANCE COMMITTEE, WHICH IS CHAIRED BY MR. RODRIGUEZ.

>> GOOD AFTERNOON. I AM AL RODRIGUEZ, CHAIR OF THE GOVERNANCE COMMITTEE OF TSASC, INC., AND I'D LIKE TO CALL TO ORDER A MEETING OF THE COMMITTEE. RITA, WOULD YOU PLEASE CALL THE ROLL?

>> CONDUCTING THE ROLL CALL. JACQUES JIHA.

>> DAVID WOMACK FOR DIRECTOR JIHA.

>> SCOTT STRINGER.

>> MICHAEL STERN FOR CONTROLLER STRINGER.

>> JAMES JOHNSON.

>> AL RODRIGUEZ FOR JAMES JOHNSON.

>> SHERIF SOLIMAN.

>> ROBIN LEE FOR SHERIF SOLIMAN.

>> THANK YOU. WE HAVE A QUORUM.

>> THANK YOU, RITA. THE FIRST ITEM ON THE AGENDA IS A RESOLUTION TO APPROVE THE MINUTES OF THE COMMITTEE'S LAST MEETING. THOSE MINUTES WERE CIRCULATED TO THE COMMITTEE FOR REVIEW. ARE THERE ANY COMMENTS OR SUGGESTED CORRECTIONS? NO?

>> NO.

>> HEARING NONE, I WILL NOW CALL THE ROLL FOR A VOTE TO APPROVE THE RESOLUTION. MR. STERN, HOW DO YOU VOTE?

>> IN FAVOR.

>> GOOD. MS. LEE, HOW DO YOU VOTE?

>> IN FAVOR.

>> MR. WOMACK, HOW DO YOU VOTE?

>> IN FAVOR.

>> AND I, AL RODRIGUEZ, VOTE IN FAVOR OF THE RESOLUTION. THE RESOLUTION APPROVING THE MINUTES IS HEREBY APPROVED. THE NEXT AND FINAL ITEM ON THE AGENDA IS THE REVIEW AND APPROVAL OF THE CORPORATION'S POLICY ON THE PROCUREMENT OF GOODS AND SERVICES. THE COMMITTEE IS REQUIRED TO PERIODICALLY REVIEW THE CORPORATION'S POLICIES ON THE PROCUREMENT OF GOODS AND SERVICES. ARE--THERE ARE NO CHANGES PROPOSED TO THE POLICY AT THIS TIME. ARE THERE ANY COMMENTS OR QUESTIONS ON THE POLICY? OK, HEARING NONE, I WILL NOW CALL THE ROLL FOR A VOTE. MR. STERN, HOW DO YOU VOTE ON THIS RESOLUTION?

>> IN FAVOR.

>> MS. LEE, HOW DO YOU VOTE?

>> IN FAVOR.

>> MR. WOMACK, HOW DO YOU VOTE?

>> IN FAVOR.

>> OK. AND I, AL RODRIGUEZ, VOTE IN FAVOR OF THE RESOLUTION. THE RESOLUTION IS HEREBY APPROVED. IF THERE'S NO FURTHER BUSINESS BEFORE THE COMMITTEE, I WOULD NOW CALL THE ROLL FOR A VOTE TO ADJOURN. IS THERE ANY FURTHER BUSINESS? NONE. NOT HEARING ANY, MR. STERN, HOW DO YOU VOTE?

>> IN FAVOR.

>> MS. LEE, HOW DO YOU VOTE?

>> IN FAVOR.

>> AND MR. WOMACK, HOW DO YOU VOTE?

>> IN FAVOR.

>> AND I, AL RODRIGUEZ, VOTE IN FAVOR OF THE ADJOURNMENT. THANK YOU ALL FOR YOUR PARTICIPATION. THE MEETING OF THE COMMITTEE IS HEREBY ADJOURNED. WE WILL NOW MOVE ON TO THE BOARD OF DIRECTORS MEETING, WHICH IS CHAIRED BY MR. WOMACK.

>> THANK YOU, AL. GOOD AFTERNOON. THIS IS DAVID WOMACK, ALTERNATE DIRECTOR FOR BUDGET DIRECTOR JIHA AND CHAIR OF THE TSASC BOARD OF DIRECTORS. I WOULD LIKE TO CONVENE THE BOARD MEETING BY ASKING FOR THE ROLL TO BE CALLED FOR ATTENDANCE. RITA?

>> CONDUCTING THE ROLL CALL. JACQUES JIHA.

>> DAVID WOMACK FOR DIRECTOR JIHA.

>> SCOTT STRINGER.

>> MICHAEL STERN FOR CONTROLLER STRINGER.

>> JAMES JOHNSON.

>> AL RODRIGUEZ FOR JAMES JOHNSON.

>> SHERIF SOLIMAN.

>> ROBIN LEE FOR COMMISSIONER SOLIMAN.

>> THANK YOU. WE HAVE A QUORUM.

>> THANK YOU, RITA THE FIRST ITEM ON THE AGENDA IS A RESOLUTION TO APPROVE THE MINUTES OF THE BOARD'S LAST MEETING. THE MINUTES HAVE BEEN CIRCULATED FOR THE BOARD'S REVIEW. ARE THERE ANY COMMENTS OR CORRECTIONS? I'LL NOW CALL THE ROLL FOR APPEARING--I'LL NOW CALL THE ROLL FOR A VOTE. MR. STERN, HOW DO YOU VOTE?

>> IN FAVOR.

>> MS. LEE, HOW DO YOU VOTE?

>> IN FAVOR.

>>MR. RODRIGUEZ, HOW DO YOU VOTE?

>> IN FAVOR.

>> AND I, DAVID WOMACK, VOTE IN FAVOR OF THE RESOLUTION. THE MINUTES ARE HEREBY ADOPTED. THE NEXT ITEM ON THE AGENDA IS THE APPROVAL--IS APPROVAL OF THE CORPORATION'S BUDGET AND FINANCIAL PLAN. PURSUANT TO SECTION 2801-2 OF THE PUBLIC AUTHORITIES LAW, THE CORPORATION IS REQUIRED TO SUBMIT A BUDGET REPORT TO THE AUTHORITY'S BUDGET OFFICE. THE BUDGET CONTAINED ESTIMATED RECEIPTS AND EXPENDITURES FOR THE CURRENT AND NEXT FISCAL YEAR, AND THE ACTUAL RECEIPTS AND EXPENDITURES FOR THE LAST COMPLETED FISCAL YEAR AS WELL AS A PROJECTED 4-YEAR PLAN. THE CURRENT PROJECTIONS REFLECT A NON-FINAL NUMBER FOR THE RECEIVED TSRs PAYMENT. WE RECEIVED THE SECOND PAYMENT OF TSRs LATE LAST NIGHT BUT HAVE NOT RECEIVED CONFIRMATION FROM THE STATE THAT THIS NUMBER IS FINAL. THE CURRENT PROJECTIONS IN THE BUDGET SHOW AN INABILITY OF TSASC TO MEET ITS OBLIGAT--ITS SUBORDINATE DEBT SERVICE FUNDING REQUIREMENTS IN FISCAL 2024, DECEMBER OF CALENDAR YEAR 2023, UNLESS ADDITIONAL REVENUES BEYOND WHAT IS ASSUMED IN THE BUDGET ARE RECEIVED. TSASC WILL CONTINUE TO MONITOR THIS CLOSELY AND WEIGH ALL OPTIONS, INCLUDING REFINANCINGS. ARE THERE ANY QUESTIONS FROM OUR BOARD MEMBERS? HEARING NONE, I'LL CALL THE ROLL FOR A VOTE. MR. STERN, HOW DO YOU VOTE?

>> IN FAVOR.

>> MS. LEE, HOW DO YOU VOTE?

>> IN FAVOR.

>> MR. RODRIGUEZ, HOW DO YOU VOTE?

>> IN FAVOR.

>> AND I, DAVID WOMACK, VOTE IN FAVOR OF THE RESOLUTION. THE RESOLUTION APPROVING THE BUDGET AND PLAN IS HEREBY APPROVED. THE NEXT ITEM ON THE AGENDA IS A DISCUSSION OF THE CORPORATION'S PLANNED EMMA FILING. AFTER RECEIPT OF THE APRIL 2021 TOBACCO SETTLEMENT REVENUE DISTRIBUTION AND CONFIRMATION FROM THE STATE ATTORNEY GENERAL'S OFFICE THAT THE PAYMENT IS FINAL, THE CORPORATION PLANS TO FILE AN EMMA NOTICE REGARDING THE PAYMENT. TSASC HAS NOT YET RECEIVED THIS CONFIRMATION BUT WILL DRAFT AND FILE THE EMMA NOTICE WHEN IT DOES. SUBSEQUENTLY, WE WILL PROVIDE THE EMMA NOTICE TO THE BOARD VIA EMAIL. THE BOARD IS NOT REQUIRED TO REVIEW OR APPROVE THE EMMA NOTICE. WE JUST WANT YOU TO--TO KEEP YOU IN THE LOOP ON WHAT'S GOING ON, AND WE'LL BE HAPPY TO ANSWER ANY QUESTIONS AFTER WE PROVIDE THE NOTICE TO YOU. ARE THERE ANY QUESTIONS OR DISCUSSION? THANK YOU. THIS IS A REVIEW ITEM. THERE IS NO RESOLUTION. THE NEXT ITEM ON THE AGENDA IS APPROVAL OF THE CORPORATION'S PROCUREMENT OF DIRECTORS AND OFFICERS INSURANCE. THE PROPOSED RESOLUTION WOULD APPROVE THE PROCUREMENT OF D&O LIABILITY POLICIES FROM SEVERAL INSURANCE COMPANIES THROUGH THE CORPORATION'S BROKER USI, PROVIDING

\$50 MILLION OF COVERAGE FOR THE PERIOD FROM JUNE 25, 2021 THROUGH JUNE 24, 2022 FOR DIRECTORS, MEMBERS, AND OFFICERS OF THE CORPORATION. THE PROPOSED RESOLUTION AUTHORIZES A NOT TO EXCEED PAYMENT OF \$325,000, WHICH INCLUDES A LARGE CUSHION TO ACCOUNT FOR MARKET FLUCTUATIONS. LAST YEAR, WE PAID JUST OVER \$196,185, BUT OUR BROKER HAS ADVISED THAT VOLATILITY REMAINS IN THE INSURANCE MARKET, AND HAS RECOMMENDED THAT WE BUILD IN A CUSHION. THE BROKER IS CURRENTLY PROCURING THE POLICIES. ARE THERE ANY QUESTIONS OR CONCERNS? HEARING NONE, I'LL CALL THE ROLL FOR A VOTE. MR. STERN, HOW DO YOU VOTE?

>> IN FAVOR.

>> MS. LEE, HOW DO YOU VOTE?

>> IN FAVOR.

>> AND I, DAVID WOMACK--OH, MR. RODRIGUEZ, HOW DO YOU VOTE?

>> IN FAVOR.

>> AND I, DAVID WOMACK, VOTE IN FAVOR OF THE RESOLUTION. THE RESOLUTION IS HEREBY APPROVED. THE NEXT ITEM ON THE AGENDA IS THE APPROVAL OF THE CORPORATION'S MISSION STATEMENT AND COMPLETED MEASUREMENT REPORT. PURSUANT TO SECTION 2800 OF THE PUBLIC AUTHORITIES LAW, THE BOARD OF DIRECTORS PREVIOUSLY ADOPTED A MISSION STATEMENT AND PERFORMANCE MEASURES, WHICH ARE A MEANS FOR THE CORPORATION TO EVALUATE WHETHER ITS PERFORMANCE AND POLICIES ARE CONSISTENT WITH ITS STATED MISSION. THERE ARE NO CHANGES PROPOSED TO THE MISSION STATEMENT PERFORMANCE MEASURES AND THE MEASUREMENT REPORT HAS BEEN COMPLETED. THE RESOLUTION WOULD APPROVE THE MISSION STATEMENT AND AUTHORIZE THE COMPLETED MEASUREMENT REPORT TO BE PUBLISHED. ARE THERE ANY QUESTIONS? HEARING NONE, I WILL CALL THE ROLL FOR A VOTE. MR. STERN, HOW DO YOU VOTE?

>> IN FAVOR.

>> MS. LEE, HOW DO YOU VOTE?

>> IN FAVOR.

>> MR. RODRIGUEZ, HOW DO YOU VOTE?

>> IN FAVOR.

>> AND I, DAVID WOMACK, VOTE IN FAVOR OF THE RESOLUTION. THE RESOLUTION IS HEREBY APPROVED. THE NEXT ITEM ON THE AGENDA IS A PRESENTATION BY MICHAEL STERN, THE AUDIT COMMITTEE CHAIR, REGARDING THE COMMITTEE'S SELF-EVALUATION. MR. STERN, PLEASE PROCEED.

>> THE AUDIT COMMITTEE HAS COMPLETED A SELF-EVALUATION AFTER REVIEWING THE REPORT OF ITS ACTIVITIES IN THE PRECEDING CALENDAR YEAR. IT MET TWICE DURING THE YEAR IN MAY OF 2020 AND IN SEPTEMBER OF 2020. BASED ON THE COMMITTEE'S ACCOMPLISHMENTS, THE COMMITTEE FOUND THAT IT HAS CONDUCTED ITSELF IN A SATISFACTORY MANNER CONSISTENT WITH THE CHARTER.

>> THANK YOU. IF THERE IS NO FURTHER BUSINESS BEFORE THE BOARD, I WILL NOW CALL THE ROLL FOR A VOTE TO ADJOURN. MR. STERN, HOW DO YOU VOTE?

>> IN FAVOR.

>> MISS LEE, HOW DO YOU VOTE?

>> IN FAVOR.

>> MR. RODRIGUEZ, HOW DO YOU VOTE?

>> IN FAVOR.

>> AND I, DAVID WOMACK, VOTE IN FAVOR OF ADJOURNMENT. THANK YOU ALL FOR YOUR PARTICIPATION. THE MEETING OF THE BOARD IS HEREBY ADJOURNED, AND THAT CONCLUDES TODAY'S TSASC MEETINGS.

>> THANK YOU.

>> THANKS, [INDISTINCT].

>> THANKS, EVERYONE.

>> THANK YOU.

>> ENJOY.

>> BYE.