

**MINUTES OF THE 27TH MEETING OF THE
TOBACCO SETTLEMENT FINANCING CORPORATION
AUDIT COMMITTEE MEETINGS
HELD ON APRIL 4, 2012 AT 11:00 A.M.
AT ITS OFFICES AT 641 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022**

MEMBERS AND DESIGNEES

PRESENT:

William J. Mulrow	Chairman
Elaine McCann	Division of the Budget, representing Robert Megna, Member (via Video Conference)

ABSENT:

Kenneth M. Bialo	Member
Andrew A. SanFilippo	Member

Chairman William J. Mulrow opened and chaired the meetings and announced his recent appointment as Chairman of the State of New York Mortgage Agency and the New York State Housing Finance Agency.

Alejandro J. Valella, Vice President and Deputy Counsel of the Agencies, acted as Secretary and asked for motions and seconds to call the meetings to order of the New York State Housing Finance Agency ("HFA"), the State of New York Mortgage Agency (SONYMA), the New York State Affordable Housing Corporation ("AHC"), the State of New York Municipal Bond Bank Agency ("MBBA") and the Tobacco Settlement Financing Corporation ("TSFC").

Elaine McCann made a motion to call the AHC meeting to order; Chairman Mulrow seconded the motion. Elaine McCann made a motion to call the HFA meeting to order; Chairman Mulrow seconded the motion. Elaine McCann made a motion to call the SONYMA meeting to order; Mr. Lebowitz seconded the motion. Elaine McCann made a motion to call the MBBA meeting to order; Chairman Mulrow seconded the motion. Elaine McCann made a motion to call the TSFC meeting to order; Chairman Mulrow seconded the motion.

Mr. Valella noted that as items are presented to each Committee throughout the meetings, these motions and seconds will be used, unless specific items call for a

different vote, or unless any Committee member wishes to record his or her vote differently.

The meetings of the Audit Committees were opened in joint session for the consideration of various matters of shared importance. These minutes reflect only those items being considered by the Members of the Tobacco Settlement Financing Corporation Audit Committee. A record of items considered by the other Agencies' Audit Committees is contained in the minutes of each Committee respectively.

Mr. Valella noted that Elaine McCann was participating in the meeting by video conference from the New York State Division of Budget conference center at the Capital Building, Room 143, in Albany. A public notice was given of the time and locations of both venues.

Commissioner Thomas H. Mattox, Member of HFA and AHC and Don Lebowitz, Director of SONYMA attended the meeting as guests.

The first item on the agenda was the approval of the minutes of the 26nd Tobacco Settlement Financing Corporation Audit Committee Members' meeting held on January 25th, 2012.

The next item on the agenda was a resolution authorizing the approval of the Internal Audits Work Plan for Fiscal year 2013 by the Audit Committee. Stephen Chohey, Vice President, Internal Audit Group, presented on this item and explained that the Audit Committee charter requires that the Audit Committee approve internal audit work plan for fiscal year 2013. He then outlined the contents of the internal work plan document, which the Members were being asked to approve. The internal audit staff functions document explained the internal auditors' responsibilities and explained that the internal auditors are accountable to the Members. Mr. Chohey noted that this document was similar to documents approved in past years.

Elaine McCann moved to adopt the resolution; Chairman Mulrow seconded the motion; and the following resolution was adopted unanimously:

A RESOLUTION OF THE GOVERNANCE COMMITTEES OF THE NEW YORK STATE HOUSING FINANCE AGENCY, STATE OF NEW YORK MORTGAGE AGENCY, NEW YORK STATE AFFORDABLE HOUSING CORPORATION, STATE OF NEW YORK MUNICIPAL BOND BANK AGENCY, AND THE TOBACCO SETTLEMENT FINANCING CORPORATION APPROVING THE INTERNAL AUDITS WORK PLAN FOR FISCAL YEAR 2013.

The next item on the agenda was a resolution recommending approval of the 6th Annual Self-Evaluation by the Audit Committee. Chairman Mulrow stated that information regarding this item was contained in the materials provided in connection

therewith, which materials are incorporated herein by reference. There was no discussion regarding this item

Elaine McCann moved to adopt the resolution; Chairman Mulrow seconded the motion; and the following resolution was adopted unanimously:

A RESOLUTION OF THE AUDIT COMMITTEES OF THE NEW YORK STATE HOUSING FINANCE AGENCY, STATE OF NEW YORK MORTGAGE AGENCY, NEW YORK STATE AFFORDABLE HOUSING CORPORATION, STATE OF NEW YORK MUNICIPAL BOND BANK AGENCY, AND THE TOBACCO SETTLEMENT FINANCING CORPORATION CONCERNING SELF-EVALUATION. .

The next item on the agenda was an information item regarding the Financial State Update 1st Quarter Fiscal 2012. Chairman Mulrow stated that information regarding this item was contained in the materials provided in connection therewith, which materials are incorporated herein by reference. There was no discussion regarding this item.

There being no unfinished business, Elaine McCann moved to adjourn the meeting; Chairman Mulrow seconded the motion; and the meeting was adjourned at 11:15 a.m.



Secretary