

Erie Tobacco Asset Securitization Corporation
Governance Committee

Minutes of Meeting
Wednesday, March 18, 2015

County Executive's Conference Room
16th Floor, Rath Building, 95 Franklin Street
Buffalo, New York 14202

Corporation Committee Members Present: Chair Bryan Bingel, Gerard Mazurkiewicz, and Peter Zaleski

Also present: Robert Keating, Timothy Callan, Mark Cornell, Luke Malecki, and Frederick Wolf

I. CALL TO ORDER

Peter Zaleski called the meeting of the Governance Committee to order at 2:30 pm, noting that a quorum was present.

II. MINUTES FROM PRIOR MEETINGS

Minutes from the Governance Committee's March 11, 2015 meeting were not available for review by the Committee by the time of the Committee's March 18, 2015 meeting.

III. ITEMS DISCUSSED

Notwithstanding a general discussion regarding this matter by the Audit Committee at its earlier meeting, the Committee further discussed the refinancing of prior bonds issued by the Corporation, given that several other TASCs had refinanced their earlier bond offerings, although it was noted that the bond counsel, who was involved in the issuance of the Corporation's prior bond offerings, that it was currently unclear as to whether there would be any benefit attributable to refinancing any of the Corporation's bonds at this time.

The consensus of the Committee was that no final decision on this issue should be reached at the time of the meeting.

Tim Callan then indicated that he had spoken with Steve Cantor of First Southwest, the Corporation's financial advisors, and that Steve was willing to assist the Corporation with filing certain continuing disclosures with EMMA. Tim Callan also indicated that he would, at the suggestion of the Committee members ask Steve Cantor about an event filing that First Southwest made with EMMA in 2012 on behalf of the Corporation.

There then followed some discussion regarding a recent proposal by Todd Miles to consider refinancing the Corporation's 2005 Series Bonds so as to convert those bonds or a portion of those bonds from taxable to tax exempt bonds.

Tim Callan also reported that Todd Miles had indicated that in order to make any meaningful decision in this regard, it would be necessary to know how the proceeds of the Corporation's 2005 bond issue were used.

Tim Callan and Robert Keating, as a result of comments previously made by Drescher & Malecki and others that the Corporation should have a written investment policy, indicated that they would draft such a policy if one was not already in existence and arranged for it to be published on the Corporation's website with the Authorities Budget Office.

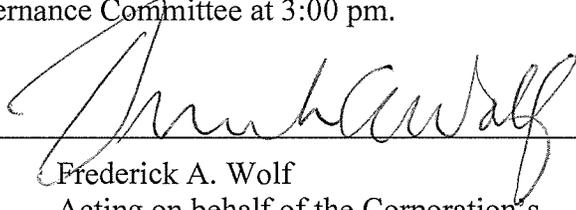
Thereafter, following a discussion regarding the reports and statements set forth below, a motion was made by Gerard Mazurkiewicz and seconded by Bryan Bingel to approve of the Corporation's Annual Report, Mission Statement, Annual Statement of Effectiveness of Internal Controls and Performance Measures, which had also been discussed in some detail at the Committee's March 11, 2015 meeting and approved of for filing with the Authorities Budget Office.

Luke Malecki, who had been invited to also participate in the Governance Committee's meeting, indicated that Drescher & Malecki, LLP had provided professional services to Niagara County's TASC, which recently refinanced some its tobacco bonds and indicated that the refinancing of NCTAC's bonds was made possible in part by the entity owning 90 percent of NCTAC's existing bonds consenting to the refinancing of NCTAC's bonds and accepting a discounted payment on the bonds it currently held, thus permitting Niagara County to realize a financial benefit.

The Committee recommended that the minutes of its prior meeting, after review and approval, should be put in the Corporation's website maintained by the Authorities Budget Office without any of the attachments referenced therein.

IV. ADJOURNMENT

Since there was no additional business to be discussed, a motion was made by Bryan Bingel and seconded by Gerard Mazurkiewicz to adjourn the March 18, 2015 meeting of the Governance Committee at 3:00 pm.

A handwritten signature in cursive script, appearing to read "Frederick A. Wolf", is written over a horizontal line.

Frederick A. Wolf
Acting on behalf of the Corporation's
Assistant Secretary

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