

Erie Tobacco Asset Securitization Corporation
Sole Member

Minutes of Annual Meeting
Wednesday, February 19, 2014

County Executive Conference Room

Sole Member Mark Poloncarz present.

Also present were Peter Zaleski, Bryan Bingel, Gerard Mazurkiewicz, Robert Keating, Timothy Callan, Michael Siragusa, Gregory Gach and Frederick Wolf.

I. CALL TO ORDER

Mark Poloncarz called the Annual Meeting of the Sole Member to order at 2:05 p.m.

II. ACTION ITEMS

A. Sole Member waived notice of annual meeting of Sole Member.

B. Sole Member directed that the Secretary receive and file the minutes of the Sole Member meeting dated February 20, 2013.

C. Sole Member acknowledged the receipt of the corporation's independent certified public accountant report for the calendar year that ended December 31, 2012 and directed that the Secretary receive and file that report in the official minutes of the corporation.


D. Sole Member adopted Resolution #1 to elect Bryan Bingel and Gerard Mazurkiewicz to serve as independent directors of ETASC as designated by the majority of the Designated Director and other non-Independent Directors of ETASC. Motion approved unanimously by Mark Poloncarz. Copy of Resolution #1 is attached.

E. Sole Member adopted Resolution #2 to elect Peter Zaleski to continue to serve as a Designated Director of the Corporation subject to the approval of John J. Mills, the Chairman of the Erie County Legislature and Betty Jean Grant the Minority Leader of the Erie County Legislature. I note, for the record, that for the designation of Director of ETASC, a letter has been jointly signed and designated for Peter J. Zaleski by John J. Mills and Betty Jean Grant the 13th day of February

2014. Motion approved unanimously by Mark Poloncarz. Copy of Resolution #2 is attached.

III. ADJOURNMENT

Adjournment of meeting of the Sole Member of ETASC. Moved by Mark Poloncarz. Motion approved unanimously by Mark Poloncarz. Meeting adjourned at 2:13 p.m.



Michael A. Siragusa

FEBRUARY 19, 2014
ANNUAL MEETING
OF THE SOLE MEMBER
OF
ERIE TOBACCO ASSET SECURITIZATION CORPORATION ("ETASC")

Resolution No. 1

BE IT RESOLVED, that Bryan Bingel and Gerard T. Mazurkiewicz having been designated to serve as Independent Directors of Erie Tobacco Asset Securitization Corporation ("ETASC") by the majority of the Designated Director and other non-Independent Directors of ETASC are hereby elected to serve as the Independent Directors of the Corporation.

FEBRUARY 19, 2014

**ANNUAL MEETING
OF THE SOLE MEMBER
OF
ERIE TOBACCO ASSET SECURITIZATION CORPORATION ("ETASC")**

Resolution No. 2

BE IT RESOLVED that Peter P. Zaleski who is currently serving as the Designated Director of the Erie Tobacco Asset Securitization Corporation ("ETASC") be elected to continue to serve as the Designated Director of the Corporation subject to the approval of John J. Mills, the Chairman of the Erie County Legislature and Betty Jean Grant, the Minority Leader of the Erie County Legislature.

**DESIGNATION OF DIRECTOR
OF
ERIE TOBACCO ASSET SECURITIZATION CORPORATION**

The undersigned, being the Chairperson of the Erie County Legislature and the Minority Leader of the Erie County Legislature, respectively, acting pursuant to Article II, Section 2(b) of the By-laws of Erie Tobacco Asset Securitization Corporation, a corporation organized under and pursuant to the Not-For-Profit Corporation Law of the State of New York (the "Corporation"), **DO HEREBY JOINTLY DESIGNATE**

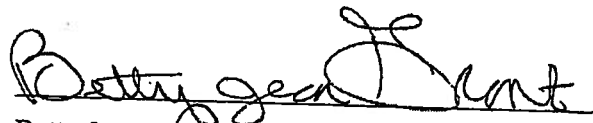
PETER P. ZALESKI

to serve as the Designated Director of the Corporation until such a time as his successor has been elected and qualified.

IN WITNESS WHEREOF, we have set our hand hereto as of the 13th day of February, 2014.



John J. Mills
Chairman of the Erie County Legislature



Betty Jean Grant
Minority Leader of the Erie County Legislature