

Erie Tobacco Asset Securitization Corporation  
Board of Directors

Minutes of Annual Meeting  
Wednesday, March 18, 2015

County Executive Conference Room

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Voting Board Members present: Mark Poloncarz, Peter Zaleski, Bryan Bingel and Gerard Mazurkiewicz.

Also present: Robert Keating, Timothy Callan, Mark Cornell, Michael Siragusa, Gregory Gach and Frederick Wolf.

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**I. CALL TO ORDER**

Mark Poloncarz called the Annual Meeting of the Board of Directors to order at 3:28 p.m. Quorum present, confirmed by Secretary Michael A. Siragusa.

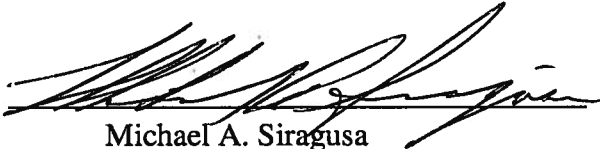
**II. ACTION ITEMS**

- A. Resolution #1, selecting County Executive Mark Poloncarz to preside over the Corporation's Annual Meeting. Moved by Director Mazurkiewicz, seconded by Director Zaleski. Motion unanimously approved. Copy of Resolution #1 is attached.
- B. Resolution #2, approving and accepting the filing in the Corporation's minute book the minutes of Annual Meetings held by the Board and Sole Member on February 19, 2014. Moved by Director Bingel, seconded by Director Zaleski. Motion unanimously approved. Copy of Resolution #2 is attached.
- C. Resolution #3, establishing that the Corporation's Treasurer or his designee is to present to the Sole Member the report of the Corporation's independent certified public accountants for the calendar year ending December 31, 2014, when such a report is reviewed and approved by the Board. Moved by Director Mazurkiewicz, seconded by Director Zaleski. Motion unanimously approved. Copy of Resolution #3 is attached.

- D. Resolution #4, establishing that the Treasurer or his designee is to submit to the Chief Executive Officer and Chief Fiscal Officer of ETASC, the Chairperson of the Erie County Legislature and the Authority Budget Office of the State of New York within ninety (90) days after the end of the Corporation's 2013 fiscal year, the report of the Corporation's independent auditors, and necessary related documentation for the corporation's 2014 fiscal year. Moved by Director Zaleski, seconded by Director Bingel. Motion unanimously approved. Copy of Resolution #4 is attached.
- E. Resolution #5, establishing the individuals to continue to serve as officers of the Corporation for the upcoming year. Moved by Director Mazurkiewicz, seconded by Director Bingel. Motion unanimously approved. Copy of Resolution #5 is attached.
- F. Resolution #6, establishing that the Treasurer or his designee is to file the Corporation's 2014 Mission Statement, Annual Assessment of Internal Controls and Annual Report with the Authorities Budget Office.
- G. Mark Poloncarz, as a presiding member on behalf of the Board, designated Agenda Items 9, 10, 11 and 12 copies of the Board's minutes of the Audit and Governance Committee, are received and filed and that they also be received and filed in the Corporation's minute books as evidence of the Corporation's current Directors and Officers insurance as discussed.

#### IV. ADJOURNMENT

Resolution #7, adjournment. Moved by Director Mazurkiewicz and seconded by Director Zaleski. Motion unanimously approved. Meeting adjourned at 3:35 p.m.



Michael A. Siragusa