**Erie Tobacco Asset Securitization Corporation**

**Board of Directors**

**Governance Committee Meeting**

**Minutes of February 20, 2013**

Voting Board Members Present:

Peter Zaleski, designated director

Bryan Bingel, independent director

Gerard Mazurkiewicz, independent director

Also Present:

Robert Keating, Treasurer

Timothy Callan, Assistant Treasurer

Joseph Cercone

Martin Polowy, Assistant Secretary

Frederick Wolf, outside counsel

Action Items:

The Committee discussed with the Treasurer and Assistant Treasurer the status of filings with the Authorities Budget Office. Discussion of outside consultant costs for legal counsel, accountants and auditors was held. A resolution to adopt a Charter for the Governance Committee was discussed and adopted.