

Erie Tobacco Asset Securitization Corporation  
Governance Committee

Minutes of Meeting  
Wednesday, February 19, 2020

Erie County Budget Conference Room

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Corporation Committee Members present: Peter Zaleski, Bryan Bingel and Patricia Johnson.

Also present: Robert Keating, Benjamin Swanekamp, Mark Cornell and Martin Polowy.

**I. CALL TO ORDER**

Peter Zaleski called the Meeting of the Governance Committee to order at 3:31 p.m.  
Quorum present.

**II. MINUTES FROM PRIOR MEETING**

None.

**III. PRESENTATION & DISCUSSION**

- A) The committee reviewed the Corporation's Bylaws and discussed the terms and qualifications of the directors and independent designated director.
- B) Peter Zaleski advised the committee of his intention to resign from the Board at a future date.
- C) A discussion was held regarding the succession of directors and recruitment of candidates for the director position.
- D) A discussion was held regarding the preferred skill sets of potential candidates.
- E) A discussion was held on the procedure for making recommendations of potential candidates to the Corporation President.

**IV. ACTION ITEMS**

None.

**V. ADJOURNMENT**

Moved by Bryan Bingel and seconded by Patricia Johnson to adjourn the meeting of the Governance Committee at 3:42 p.m. Motion unanimously approved.



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Martin A. Polowy  
Assistant Corporation Secretary