

Erie Tobacco Asset Securitization Corporation
Governance Committee

Minutes of Meeting
Thursday, February 4, 2021

Webex Meeting Number 146 813 6844

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

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

I. CALL TO ORDER

Peter Zaleski called the Meeting of the Governance Committee to order at 3:24 p.m.
Quorum present.

II. MINUTES FROM PRIOR MEETING

None.

III. PRESENTATION & DISCUSSION

- A) A discussion was held regarding the future of the legal services provided to the Corporation.
- B) A discussion was held on the procurement of legal services and the fee structures.
- C) A discussion was held regarding the preparation for the Annual Meetings.
- D) A discussion was held regarding the succession of directors and recruitment of candidates for the director position.
- E) A discussion was held on the procedure for making recommendations of potential candidates to the Corporation President.
- F) A discussion was held regarding who should contact the County Legislature about the recommendation and the timing for the transmission of such recommendation.

IV. ACTION ITEMS

- A) A motion was made by Patricia Johnson, and seconded by Bryan Bingel, directing the Assistant Secretary to solicit a quote from Barclay Damon LLP to provide legal services for the calendar year 2021. The motion was approved unanimously.

V. ADJOURNMENT

Moved by Bryan Bingel and seconded by Patricia Johnson to adjourn the meeting of the Governance Committee at 3:46 p.m. Motion unanimously approved.

Martin A. Polowy
Assistant Corporation Secretary