

Erie Tobacco Asset Securitization Corporation  
Board of Directors

Minutes of Annual Meeting  
Thursday, July 9, 2020

Erie County Executive's Office with attendance via WebEx Meeting # 1462451751

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Voting Board Members present: Mark Poloncarz, Stefan Mychajliw, Peter Zaleski, Bryan Bingel and Patricia Johnson.

Also present: Robert Keating, Benjamin Swanekamp, Gregory Gach, Michael Siragusa, Martin Polowy and Frederick Wolf.

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**I. CALL TO ORDER**

Chairman Keating called the Annual Meeting of the Board of Directors to order at 3:12 p.m. Roll call of attendees. Quorum present, confirmed by Secretary Michael A. Siragusa.

**II. ACTION ITEMS**

- A. Resolution #1, approving and accepting for filing the minutes of the meetings held by the Board and/or Sole Member during 2019; and the minutes of the meetings held by the Board's Audit and/or Governance Committees during 2019 and 2020. Moved by Director Zaleski, seconded by Director Johnson. Motion unanimously approved. Copy of Resolution #1 is attached.
- B. Resolution #2, accepting and approving the Corporation's Independent Audit Report for the calendar year ending December 31, 2019 which has been approved by the Corporation's Audit Committee, copies of which have been distributed to all Board members, calling for the Corporation's Treasurer or his designee to present to the Sole Member the report of the Corporation's independent audit certified public accountants for the calendar year ending December 31, 2019. Moved by Director Johnson, seconded by Director Bingel. Motion unanimously approved. Copy of Resolution #2 is attached.

- C. Resolution #3, establishing that the Treasurer or any designated Corporation officer is authorized to submit to the Chief Executive Officer and Chief Fiscal Officer of ETASC, and the Chairperson of the Erie County Legislature and the Authorities Budget Office of the State of New York within ninety (90) days after the end of the Corporation's 2019 fiscal year, the report of the Corporation's independent auditors, and necessary related documentation for the Corporation's 2019 fiscal year. The submission deadline has been extended by the Authorities Budget Office of the State of New York. Moved by Director Bingel seconded by Director Zaleski. Motion unanimously approved. Copy of Resolution #3 is attached.
- D. Resolution #4, electing the individuals to serve or continue to serve as officers of the Corporation for the upcoming year or until their respective successors are elected and qualified. Moved by Director Zaleski, seconded by Director Johnson. Motion unanimously approved. Copy of Resolution #4 is attached.
- E. Resolution #5, establishing that, if necessary and proper, the Treasurer or his designee is authorized to file and post the Corporation's 2019 Mission Statement and Performance Measurements, Annual Report and Annual Assessment of Internal Controls with the New York Authorities Budget Office. Moved by Director Poloncarz, seconded by Director Johnson. Motion unanimously approved. Copy of Resolution #5 is attached.
- F. Resolution #6, establishing that the Board accepts the aggregate results of its Confidential Evaluation of the Board's performance during 2019, by the participating members of the Corporation's Board, and directing the Treasurer or his designee to file same with the New York Authorities Budget Office. Moved by Director Poloncarz, seconded by Director Bingel. Motion unanimously approved. Copy of Resolution #6 is attached.

**III. DISCUSSION**

- A. None

**IV. ADJOURNMENT**

Motion to adjourn. Moved by Director Zaleski and seconded by Director Johnson. Motion unanimously approved. Meeting adjourned at 3:23 p.m.

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Michael A. Siragusa  
Corporation Secretary