

Erie Tobacco Asset Securitization Corporation
Sole Member

Minutes of Annual Meeting
Wednesday, March 21, 2018

Erie County Executive Conference Room

Sole Member Mark Poloncarz present.

Also present: Stefan Mychajliw, Peter Zaleski, Bryan Bingel, Patricia Johnson, Robert Keating, Scott Bylewski, Mark Cornell, Michael Siragusa, Martin Polowy, Danette Drennen, Gregory Gach and Frederick Wolf.

I. CALL TO ORDER

Mark Poloncarz called the Annual Meeting of the Sole Member to order at 3:01 p.m.

II. ACTION ITEMS

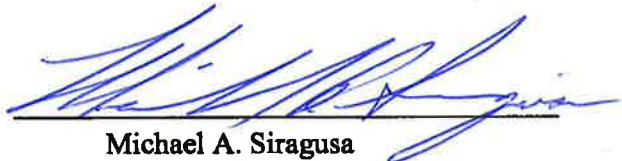
- A. Sole Member waived notice of annual meeting of Sole Member.
- B. Sole Member approved and accepted for filing the minutes of the Sole Member's March 15, 2017 Annual Meeting and directed the Secretary or Assistant Secretary to file the minutes in the Corporation's minute book.
- C. Sole Member acknowledged the receipt of the corporation's independent certified public accountants report for the calendar year that ended December 31, 2017, acknowledged that the report was reviewed and accepted by the Corporation's Audit Committee and directed that the Secretary receive and file that report in the official minutes of the corporation.
- D. Sole Member adopted Resolution #1 to elect Bryan Bingel and Patricia Johnson to serve as Independent Directors of ETASC as designated by the majority of ETASC's three (3) non-Independent Directors (County Executive Poloncarz, County Comptroller Mychajliw and Designated Director Zaleski). Motion approved unanimously by Mark Poloncarz. Copy of Resolution #1 is attached.
- E. Sole Member adopted Resolution #2 to elect Peter Zaleski to continue to serve as a Designated Director of the Corporation which is subject to the approval of Peter J. Savage, III, the Chairman of the Erie County Legislature and Joseph C. Lorigo,

the Minority Leader of the Erie County Legislature. I note, for the record, a letter has been jointly signed by Peter J. Savage III and Joseph C. Lorigo the 1st day of February 2018 designating Peter Zaleski to continue to serve as the Designated Director of the Corporation. Motion approved unanimously by Mark Poloncarz. Copy of Resolution #2 is attached.

- F. Sole Member noted for the record that the necessary New York State Authorities Budget Office filings be completed following the Corporation's Board of Directors Annual Meeting.

III. ADJOURNMENT

Adjournment of meeting of the Sole Member of ETASC. Moved by Mark Poloncarz. Motion approved unanimously by Mark Poloncarz. Meeting adjourned at 3:08 p.m.



Michael A. Siragusa
Corporation Secretary

RESOLUTION #1
SOLE MEMBER
OF ERIE TOBACCO ASSET SECURITIZATION CORPORATION ("ETASC")
AT THE ANNUAL MEETING OF THE BOARD HELD
MARCH 21, 2018

BE IT RESOLVED, that Bryan Bingel and Patricia Johnson having been designated to serve as Independent Directors of the Erie Tobacco Asset Securitization Corporation ("ETASC") by the majority of the Designated Director and other non-Independent Directors of ETASC are hereby elected to serve as the Independent Directors of the Corporation

RESOLUTION #2
SOLE MEMBER
OF ERIE TOBACCO ASSET SECURITIZATION CORPORATION ("ETASC")
AT THE ANNUAL MEETING OF THE BOARD HELD
MARCH 21, 2018

BE IT RESOLVED, that Peter P. Zaleski who is currently serving as the Designated Director of the ETASC be elected to continue to serve as the Designated Director of the Corporation subject to the approval of Peter J. Savage, III, the Chairman of the Erie County Legislature and Joseph C. Lorigo, the Minority Leader of the Erie County Legislature, a copy of which approval is attached hereto.