

Erie Tobacco Asset Securitization Corporation
Special Meeting of the Board of Directors

Minutes of the Meeting
May 11, 2023

Erie County Executive Conference Room

Corporation Members Present: David Zaleski, Bryan Bingel, Patricia Johnson and Hon. Kevin Hardwick.

Also present were Robert Keating, Mark Cornell, Tim Callan, and Richard Stanton

1. Call Meeting to Order.

- Chairman of the Board of Directors Robert Keating called the Special Meeting of the Board of Directors to order at 2:30 pm.
- Members Present were Kevin Hardwick, Peter Zaleski, Bryan Bingel, Patricia Johnson. Quorum was present. Also Present were Mark Cornell, Tim Callan, and Richard Stanton

2. Action Item 1 – Resolution to Authorize Mission Statement, Annual Assessment of Internal Controls, and Annual Report.

- On Motion made by Bryan Bingel, seconded by Kevin Hardwick the Board of Directors unanimously adopted **Resolution Number 1** accepting, approving, and authorizing the filing by the Corporation’s Treasurer or their designee of the Corporation’s Mission Statement, Annual Assessment of Internal Controls, and Annual Report with the Authorities Budget Office.

3. Action Item 2 – Resolution to Accept Board Performance Evaluations.

- On motion made by Bryan Bingel seconded by Patricia Johnson the Board of Directors unanimously adopted **Resolution Number 2** accepting the Aggregate Results of its Confidential Evaluation of the Board’s Performance during 2022 and directing its Treasurer or their designee to file same with the New York State Authorities Budget Office.

4. Action Item 3 – Resolution to Accept Request for Proposal for Professional Legal Services

- The Board reviewed the responses to the Request for Proposals for legal counsel presented by Richard Stanton.
- On motion made by Kevin Hardwick the Board of Directors unanimously approved the procurement of Harris Beach, PLLC to serve as legal counsel for ETASC for a 3-year term commencing on May 11, 2023, pursuant to terms set forth in their RFP Response dated April 28, 2023.

5. Action Item 4 – Placeholder for Existing Budget Resolution

- The Board of Directors reviewed the scope of legal services provided by Harris Beach, LLC from February 2023 through May 10, 2023 and then on motion made by Kevin Hardwick, seconded by Bryan Bingel unanimously approved the payment to the firm a gross sum of \$18,000 to reimburse them for legal services approved through that time period.

6. Action Item 5 – Adoption of Governance Committee and Finance & Audit Committee Charters.

- On Motion of Kevin Hardwick, seconded by Bryan Bingel the Board of Directors voted unanimously to reconstitute the Audit Committee of the Corporation to be the Finance & Audit Committee, and then approved charter for Finance and Governance Committee
- The Board of Directors to adopt attached Resolution Number 4, approving Committee Charters.

7. Meeting Adjournment

On motion of Kevin Hardwick, seconded by Bryan Bingel the Board unanimously approved adjournment of the meeting at 3:09 pm.