

**AGENDA  
OF THE  
GOVERNANCE COMMITTEE  
OF  
ERIE TOBACCO ASSET SECURITIZATION CORPORATION  
("CORPORATION")**

**March 5, 2024**

**1. Call Meeting to Order.**

- Independent Director Bryan Bingel to call the Governance Committee to order.

**2. Minutes from Prior Meetings.**

- May 11, 2023

**3. Old Business**

- None

**4. New Business**

- Discussion of Requests for Proposal issuance related to Corporation professional services such as Independent Auditor, Banking, Insurance and other services.
- The Committee to consider and discuss any other business which may come before it.

**5. Meeting Adjourned.**

Erie Tobacco Asset Securitization Corporation  
Sole Member

Minutes of Governance Committee  
May 11, 2023

Erie County Executive Conference Room

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

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

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**I. CALL TO ORDER**

Meeting Called to Order by Bryan Bingel at 2:02 pm.

**II. ACTION ITEMS**

- A. Reviewed RFP Responses re procurement of Legal Counsel, and unanimously recommended retention of Harris Beach for 3-year term with first year to be billed at flat rate of \$11,000.
- B. Reviewed services provided by Harris Beach on temporary retention basis from February 17, 2023 through May 10, 2023, Committee unanimously recommended payment of additional payment of \$8,000 to bring there gross compensation for period to \$18,000.
- C. Review of Proposed amended Governance Committee Charter.

**III. ADJOURNMENT**

Adjournment of Audit Committee on motion by Bingel, seconded by Zaleski at 2:28 pm.