

MINUTES
SPECIAL MEETING
of the
ERIE TOBACCO ASSET SECURITIZATION CORPORATION
BOARD OF DIRECTORS

October 28, 2025

Erie County Division of Budget and Management Conference Room

DIRECTORS PRESENT

Erie County Comptroller Kevin Hardwick, Designated Director Bryan Bingel, and Independent Directors Patricia Johnson and David Zaleski.

ALSO PRESENT

Mark Cornell (Chairman and President), Timothy Callan (Vice President), Kimberly Kajdasz (Treasurer), Maria Atkinson (Assistant Treasurer), Aaron Rubin (Assistant Secretary). Andrew Pawenski of Harris Beach Murtha, Counsel.

A. CALL TO ORDER

Mark Cornell called the meeting to order at 2:05 PM. Quorum present.

B. MINUTES FROM PRIOR MEETINGS

Minutes of the March 19, 2025, meeting of the Board of Directors were adopted and approved upon motion by Kevin Hardwick, seconded by Patricia Johnson and approved unanimously.

C. OLD BUSINESS

None.

D. NEW BUSINESS

Action Item 1 – Resolution to Approve 2026 Corporation Budget Report and Authorize Filing of Same.

- i. Mark Cornell reviewed the Corporation’s 2026 Budget Report
- ii. Kevin Hardwick moved that the Board of Directors adopt the attached **Resolution Number 1** accepting, approving, and authorizing the filing by the Corporation’s Treasurer or their designee of the Corporation’s 2026 Budget Report with the New York State Authorities Budget Office, seconded by Bryan Bingel. Motion approved unanimously and Resolution Number 1 adopted

Proposed Changes to the By-Laws and Certificate of Incorporation

- i. Andrew Pawenski of Harris Beach Murtha, Counsel to the Corporation, reviewed proposed changes to the By-Laws and Certificate of Incorporation intended to improve efficiency, simplify language, and update the Corporation’s procedures in line with similar entities.

- ii. Items presented and discussed included:
 - a. Appointment of Directors.
 - b. Modifications for clarity and consistency.
 - c. Modifications for compliance with the New York Public Authorities Law and Open Meetings Law.
 - d. Procedures required to make amendments.
- iii. The Board of Directors will discuss this further at a special meeting in advance of the 2026 Annual Meeting.

E. ADJOURNMENT

Kevin Hardwick moved to adjourn, seconded by Bryan Bingel. Motion unanimously approved and the special meeting of the Board of Directors adjourned at 2:55 PM.



Aaron Rubin
Assistant Secretary