

**AGENDA
OF THE
SPECIAL MEETING
OF THE
BOARD OF DIRECTORS (THE “BOARD”)
OF
ERIE TOBACCO ASSET SECURITIZATION CORPORATION
 (“CORPORATION”)**

March 11, 2026

1. Call Meeting to Order.

- Chair and President Mark Cornell, to call the Special Meeting of the Board to order.

2. Minutes From Prior Meetings.

- None.

3. Old Business.

- None.

4. New Business.

- ACTION ITEM 1 – Resolution to Approve an Amendment to the Certificate of Incorporation and Authorize the Execution and Filing of a Certificate of Amendment to the Certificate of Incorporation.

The Board to adopt attached Resolution Number 1, (i) approving an amendment to the Corporation’s Certificate of Incorporation (the “Certificate”) and (ii) authorizing the execution and filing of a Certificate of Amendment in relation thereto with the New York State Department of State.

5. Other Business.

- The Board to consider and discuss any other business which may come before it.

4. Meeting Adjourned.

Next Meeting of the Board of Directors – Annual Meeting March 18, 2025, 1:00PM
95 Franklin Street, 16th Floor Budget Conference Room

ACTION ITEM 1
**SPECIAL MEETING
OF THE
BOARD OF DIRECTORS
OF
ERIE TOBACCO ASSET SECURITIZATION CORPORATION
("CORPORATION")**

March 11, 2026

***Resolution Number 1
Amendment to the Certificate of Incorporation***

BE IT RESOLVED, that the Board of Directors of the Corporation hereby adopt and approve the amendment to the Corporation's Certificate of Incorporation as reflected in the Certificate of Amendment, attached hereto as Exhibit A.

BE IT FURTHER RESOLVED, that the Corporation's President is hereby authorized and directed to execute the Certificate of Amendment and promptly file the same with the New York State Department of State.

BE IT FURTHER RESOLVED, that the Corporation, its agents, officers and employees are hereby authorized and empowered to do all acts necessary to effectuate the actions described herein, and any and all actions heretofore taken or authorized by the Corporation and/or its members, officers, employees and agents with respect to this Resolution are hereby ratified, approved and confirmed in all aspects.

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ERIE TOBACCO
ASSET SECURITIZATION CORPORATION**

Under Section 803 of the Not-For-Profit Corporation Law

The undersigned, being the President of Erie Tobacco Asset Securitization Corporation (the "Corporation"), hereby certifies:

The name of the Corporation is Erie Tobacco Asset Securitization Corporation.

The Certificate of Incorporation was filed with the Department of State on August 17, 2000 under Section 1411 of the Not-for-Profit Corporation Law.

The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law.

The Certificate of Incorporation, as now in full force and effect, is hereby amended to effect the following change as authorized by Section 801 of the Not-For-Profit Corporation Law:

Section Sixteenth of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

SIXTEENTH: The by-laws of the Corporation may be adopted, amended, modified, supplemented or repealed by the affirmative vote of the members of the board of directors of the Corporation at any meeting of the Directors at the Corporation, which vote shall include the affirmative votes of all duly appointed Independent Directors.

This Certificate of Amendment was authorized in accordance with Section Seventeenth of the Certificate of Incorporation by the majority vote of the entire Board of Directors.

The Secretary of State of the State of New York is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is as follows: Edward A. Rath County Office Building, 95 Franklin Street, Buffalo, NY 14202.

IN WITNESS WHEREOF, I have signed this Certificate of Amendment this ____ day of March, 2026.

Mark Cornell, President

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE ERIE TOBACCO ASSET SECURITIZATION CORPORATION

Under Section 803 of the Not-for-Profit Corporation Law

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