

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

March 11, 2026

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), Raymour Nosworthy, Maria Atkinson (Assistant Treasurer), Aaron Rubin (Assistant Secretary).

Andrew Pawenski and Robert Murray of Harris Beach Murtha, Counsel, participated by teleconference.

A. CALL TO ORDER

Mark Cornell called the meeting to order at 1:42 PM. Quorum present.

B. MINUTES FROM PRIOR MEETINGS

None.

C. OLD BUSINESS

None.

D. 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.

- i. Andrew Pawenski of Harris Beach Murtha reviewed the proposed amendment to the Certificate of Incorporation, which will vest the power to amend the By-Laws in the Board of Directors instead of the Sole Member. Items discussed included:
 - a. Efficiency benefits.
 - b. Timeline for filing and approvals.
 - c. Language on approval voting requirements.
- ii. The Board of Directors, on motion by Kevin Hardwick, seconded by Patricia Johnson, unanimously adopted the attached **Resolution Number 1**, as modified, (i) approving an amendment to the Corporation’s Certificate of Incorporation and (ii) authorizing the execution and filing of a Certificate of Amendment in relation thereto with the New York State Department of State.

E. ADJOURNMENT

Kevin Hardwick moved to adjourn, seconded by David Zaleski. Motion unanimously approved and the special meeting of the Board of Directors adjourned at 2:15 PM.



Aaron Rubin
Assistant Secretary