

**MINUTES OF THE BOARD OF DIRECTOR'S MEETING OF
NIAGARA TOBACCO ASSET SECURITIZATION CORP. (NTASC)**

March 23, 2017
12:00 NOON

Shamus Restaurant
98 West Avenue
Lockport, NY 14094

Present: Clyde L. Burmaster Karen Castle
 Richard Updegrove Wm. Keith McNall
 John Ottaviano, Esq. Scott Cain of Wittlin, Cain & Dry LLP
 Luke Malecki, Tom Malecki & Matthew Montalbo of Drescher & Malecki

Absent: Kyle Andrews
 James Hagenbach
 Sam Ferraro

The Niagara Tobacco Asset Securitization Corporation Meeting was called to order at 12:14 p.m. by President Burmaster.

APPROVAL OF MINUTES:

The minutes of the December 8, 2016 meeting were presented to all Board Members. A motion was made by Richard Updegrove to accept the minutes as presented. Seconded by Keith McNall.

Approved: 4 - 0

TREASURER'S REPORT:

The Treasurer's report through March 15, 2017 was provided to all Board Members for their review. A motion was made by Richard Updegrove to accept the Treasurer's Report as presented. Seconded by Keith McNall.

Approved: 4 - 0

NEW BUSINESS:

- A.) Election of Officers: Nomination Committee, John Ottaviano
A slate of proposed officers: Clyde Burmaster, President; Keith McNall, Vice President; and Karen Castle, Secretary/Treasurer was recommended by John Ottaviano to the Board. With no further nominations, a motion was made by Richard Updegrove to close nomination. Seconded by Keith McNall

Approved; 4 - 0

A motion was made by Karen Castle to elect the offered slate of candidates: Clyde Burmaster, President; Keith McNall, Vice President; and Karen Castle, Secretary/Treasurer. Seconded by Clyde Burmaster.

Approved: 4 – 0

- B.) Appointment of Committees: President Burmaster appointed the following member to said committees:
Nominating Committee: Kyle Andrews and John Ottaviano
Finance Committee: Kyle Andrews, Clyde Burmaster, Karen Castle, Sam Ferraro, Jim Hagenbach, and Richard Updegrove.
Governance Committee: Richard Updegrove, Sam Ferraro
Audit Committee: Kyle Andrews, Jim Hagenbach
- C.) Board Members were presented with a copy of the Evaluation of Board Performance. Discussion was had by the Board to improve the Board's understanding of the results of this evaluation. President Burmaster directed John Ottaviano to contact each Board Member individually to discuss, specifically, that the decisions made by the board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest as well as the review of the other questions in the evaluation of board performance. Mr. Ottaviano will report back to the board maintaining anonymity for all board members.
Karen Castle, Secretary/Treasurer, offered her services to explain and update the notebooks provided to each Board Member containing NTASC's Mission statement; Committees; Compensation, Reimbursement, Attendance; Code of Ethics; Indemnification Policy; Disposition of Real Property; Investment Policy; procurement Policy; Travel Policy; Whistleblower Policy; Conflict of Interest Policy; report Schedule; and By-laws with copies of all executed resolutions.
- D.) Board Members were presented with a copy of the narratives of the Assessment & Effectiveness of Internal Controls, Report-Operations and Accomplishments; and Authority Measurement Report which are required by ABO and will be posted through PARIS and on NTASC's webpage.
- E.) President Burmaster directed John Ottaviano to review our By-laws and report back to this board with his findings.
- F.) Scott Cain of Wittlin Cain & Dry LLP provided the Board with an overview of the accounting services provided for the year 2016.
- G.) Luke Malecki of Drescher & Malecki provided the Board with an overview of the 2016 Annual Audit. The Board was provided with several handouts showing the auditor's responsibility, their opinion as wells as trends. After further discussion, a motion was made by Keith McNall to accept the draft 2016 Annual Audit. Seconded by Richard Updegrove.

Approved: 4 -0

- H.) Board Members were presented with copies of the Annual Procurement Report; Annual Financial Report and Annual Investment Report. A motion was made by Clyde Burmaster to allow submission of the Annual Procurement Report, Annual Financial Report, Annual Investment Report; and the Annual Financial Audit Report to New York State Comptroller through PARIS. Seconded by Keith McNall.

Approved: 4 - 0

OLD BUSINESS:

- A. Board Members were informed of the refund obtained from Fitch Ratings for recurring surveillance of our 2014 Bonds from September 30, 2015 to September 29, 2016. A full refund of \$10,000 was obtained.

The next board meeting will be scheduled in September 2017.

With no further business, a motion to adjourn was made at 1:13 p.m. by Richard Updegrave.
Seconded by Keith McNall.

Approved: 4 - 0

Respectfully Submitted,

Karen Castle
Secretary/Treasurer