

MINUTES OF A MEETING OF THE BROOME TOBACCO ASSET SECURITIZATION CORPORATION

County Executive Conference Room-Edwin L. Crawford County Office Building

Binghamton, New York

January 5, 2015

The meeting was called to order at 3:00

Attending

Debbie Preston, President, Director
Jerry Marinich, Vice President, Director
Jason Garnar, Director
Larry Harris, Director
Marie Kalka, Treasurer
John Bernardo, Deputy County Executive
Robert Behnke, Attorney
Jerome Knebel
Karl Bernhardsen, Broome County Legislator

President Preston opened the meeting explaining that in light of the current trend of tobacco revenues it was unlikely that much of the corporate debt would remain unpaid. Several counties were considering a refinancing of outstanding debt and that a pool refinancing (BTASC with other TASCs) would be most advantageous in light of cost savings for the participants. The projections study alone would cost in excess of \$100,000.

Before the board for consideration was a contract with Fiscal Advisors allowing the BTASC to further explore the possibility of a refinancing. A next step would be interview the potential underwriter of the transaction. Mr. Behnke explained that in accordance with SEC rules a financial advisor was necessary before meeting with the underwriter.

Ms. Kalka identified recent refinancing by Niagara and Chauttaqua counties and initial interest shown by approximately five counties in the possibility or pursuing a pooled refinancing.

Director Garnar questioned whether local advisory firms had been considered and why an RFP was not done.

President Preston explained that Fiscal Advisors had been a part of the earlier transactions and that their experience with this type of transactions would benefit the BTASC. Local firms or other advisory firms would not have this experience.

Director Harris expressed a familiarity with and confidence in Fiscal Advisors for pursuing and completing the transaction.

Director Garnar asked why the transaction had not been pursued earlier.

Mr. Bernardo explained that NYSAC was coordinating the possibility of the transaction in light of there being a recent possible interest in the marketplace and a potential benefit to the TASCs having issued the debt.

Mr Marinich emphasized that the current and possible future debt would be corporate debt and not be an obligation of Broome County.

Director Marinich moved the resolution

Director Kalka seconded the motion

RESOLUTION AUTHORIZING AN AGREEMENT WITH FISCAL ADVISORS AND MARKETING INC. FOR FINANCIAL ADVISORY SERVICES FOR THE BROOME TOBACCO ASSET SECURITIZATION CORPORATION

WHEREAS, the Broome Tobacco Asset Securitization Corporation is researching the possibility of the refinancing of its debt,

WHEREAS, Fiscal Advisors has been involved in prior transactions regarding debt securitization of tobacco revenues and is therefore knowledgeable in these matters,

WHEREAS, due to this expertise the Board considers it in its best interest to waive any bidding requirements for this financial advisory professional service,

RESOLVED, that the Board of the Broome Tobacco Asset Securitization hereby authorizes an agreement with Fiscal Advisors and Marketing, 120 Walton Street, Suite 600, Syracuse, New York 13202 for financial analysis on the financing plan in the matter of the issuance of any refinancing bonds of the Corporation's outstanding bonds at a fee of \$55,000.

The vote was

In favor of the resolution

Debbie Preston, President
Jerry Marinich, Vice President, Director
Larry Harris, Director
Marie Kalka, Treasurer, Director

Against the resolution

Jason Garnar, Director

The resolution was approved 4-1

There being no further business the meeting was closed at 3:20PM