

Rensselaer County Tobacco Asset Securitization Corporation

Minutes of Annual Board Meeting

Meeting Called to Order: 4:09 p.m., Monday, December 14, 2015
Rensselaer County Office Building
Finance / Budget Conference Room, Fourth Floor
1600 Seventh Avenue
Troy, New York 12180

Present: **Rensselaer County Tobacco Asset Securitization Corporation**
Stephen Pechenik
Michael Slawson
Charles Smith
Lisa (Massoth) Kelleher

Fiscal Advisors & Marketing, Inc.
Jeanine Caruso

Via Teleconference:
Bond, Schoeneck & King, PLLC
Edwin Kelley

Harris Beach PLLC
Todd Miles
Munesh Patel

Jefferies, LLC
Kevin Coleman
Ned Flynn

Absent: **Rensselaer County Tobacco Asset Securitization Corporation**
David Stackrow

Agenda

1. **Approval of Minutes (March 30, 2015)**

The minutes of the March 30, 2015 Board Meeting were approved with the following amendment:

Regarding roll call, in lieu of 'absent,' Lisa (Massoth) Kelleher is to be recorded as 'excused' from the March 30th, 2015 meeting.

Motion to Approve: Charles Smith
Seconded: Stephen Pechenik
Ayes: 4
Nays: 0

2. Review and Approval of Proposed Bond Refinancing – NYCETT VI Trust.

A proposed resolution regarding the proposed bond refinancing was distributed and reviewed. The resolution was drafted by transaction counsel, Harris Beach, and reviewed by Bond, Schoeneck & King on behalf of the Corporation. The resolution restates and ratifies the key points included in the Board's February 11, 2015 authorizing resolution. Additionally, the resolution authorizes contracts with Standard & Poor's (Rating Services) and IHS Global (Cigarette Consumption Forecast). The resolution also approves agreements with current bondholders, Invesco and Oppenheimer, related to the repurchase of the Corporation's 2005 Bonds.

Ned Flynn from Jefferies discussed the progress made to date with respect to the refinancing and the need for the S&P and HIS agreements to be in place so the transaction could move forward. He indicated that there would be reduced "breakage" fees for the participating counties in the event that the transaction ultimately could not move forward.

Counsel was asked if the approval of the resolution in any way compelled the board to move forward as there was some concern that there was limited time to review the proposed resolution. It was confirmed that the board could reconsider if necessary and that the underwriter, counsels and fiscal advisor would continue to be available if there were additional questions.

Jeanine Caruso and the Board discussed the benefits of the transaction which include the projected return of residuals to the County in the future, the cash distribution to the County and the fact that the current subordinate bonds would no longer be at risk of default.

Additional discussion and questions followed and the adoption of the resolution was put to a roll call vote:

Motion to Approve: Stephen Pechenik

Seconded: Charles Smith

Ayes: 4

Nays: 0

3. Other Business

Steve Pechenik discussed the recent settlement with Non-Participating Manufacturers (NPM) which will result in prior years disputed payments being released to the NYS and the counties and the effect the discount which will be afforded to manufacturers based on cigarette sales made on Native American reservations.

Motion to Adjourn at 4:45 p.m.

Motion to Approve:	Stephen Pechenik
Seconded:	Charles Smith
Ayes:	4
Nays	0

Minutes submitted by Ellen G. Christiansen

Michael Slawson, President
