

**[PROPOSED MINUTES OF THE MEETINGS OF SEPTEMBER 13, 2022, TO BE APPROVED AT THE
DECEMBER 13, 2022, MEETINGS**

**MINUTES
FOR THE MEETING OF THE
SOLE MEMBER
/ AUDIT COMMITTEE / GOVERNANCE COMMITTEE /
BOARD OF DIRECTORS
OF
ROCKLAND SECOND TOBACCO ASSET SECURITIZATION CORPORATION**

MEETING - September 13, 2022, at 5:30 P.M.

The Meetings will be held at the County Executive's Conference Room, Allison-Parris County Office Building, 11 New Hempstead Road, New City, New York.

1. Meeting of the Sole Member

In Attendance: Edwin J. Day, Sole Member

Others in Attendance: Michael Gamboli, Director
Mark Rothenberg, Independent Director
C. Scott Vanderhoef, Director
Stephen DeGroat, Director
Mitchell Gusler, Director
John Finnegan, Esq., Counsel
Lucia Caruso, Secretary

- Mr. Day opens the Meeting.
- Secretary Caruso advises that the Notice of Meeting had been posted and sent to the newspaper in compliance with the Open Meetings Law.
- Mr. Day signs the Consent to Waiver of Notice of Meeting.
- Mr. Day reviews and accepts the Minutes of the Meeting of the Sole Member held on June 7, 2022.
- Transaction of other business at the Meeting: There was no other business.
- Mr. Day asked if there was any Public Comment. There was no Public Comment
- Mr. Day closed the Meeting of the Sole Member

1. Meeting of the Audit Committee

Committee Members: Michael Gamboli, Chairman
Stephen DeGroat, Member
C. Scott Vanderhoef, Member

Others in Attendance: Edwin J. Day, Sole Member
Mark Rothenberg, Independent Director
Mitchell Gusler, Director
John Finnegan, Esq., Counsel
Lucia Caruso, Secretary

- Chairman Gamboli opens the Meeting and confirms that all Members are present.
- Secretary Caruso advises that the Notice of Meeting had been posted and sent to the newspaper in compliance with the Open Meetings Law.
- Chairman Gamboli inquires whether the Members in attendance have signed the Consent to Waiver of Notice of Meeting.
- Chairman Gamboli inquires whether the Committee has reviewed the Minutes of the Committee Meeting held on June 7, 2022. Motion by member DeGroat; Seconded by Member Vanderhoef; All in Favor; Motion Carried.
- Report of the Treasurer. Motion to defer the Report of the Treasurer to the Meeting of the Board of Directors. Motion by Member Vanderhoef; Seconded by Member DeGroat; All in Favor; Motion Carried.
- Transaction of other business at the Meeting: There was no other business.
- Public Comment: [There is no public comment.]
- Motion to close the Meeting of the Committee. Motion by Member DeGroat; Seconded by Member Vanderhoef; All in Favor; Motion Carried.

2. Meeting of the Governance Committee

Committee Members: C. Scott Vanderhoef, Chairman
Mark Rothenberg, Member
Mitchell Gusler, Member

Others in Attendance: Edwin J. Day, Sole Member
Stephen DeGroat, Director
Michael Gamboli, Director
John Finnegan, Esq., Counsel
Lucia Caruso, Secretary

- Chairman Vanderhoef opens the Meeting.
- Secretary Caruso advises that the Notice of Meeting had been posted and sent to the newspaper in compliance with the Open Meetings Law.
- The Directors in attendance sign the Consent to Waiver of Notice of Meeting.
 - The Committee reviews and accepts for filing the Minutes of the Committee Meeting held on June 7, 2022. Motion by Member Rothenberg; Seconded by Member Gusler; All in Favor; Motion Carried.
- Chairman Vanderhoef asked if there was any other business to be transacted. There was no other business.
- Chairman Vanderhoef asked if there was any Public Comment. There was no public comment.
- Motion to close the Meeting of the Committee. Motion by Member Gusler; Seconded by Member Rothenberg; All in Favor; Motion Carried

3. Meeting of the Board of Directors

Directors: Stephen DeGroat, Director
Michael Gamboli, Director and Treasurer
Mitchell Gusler, Director
Mark Rothenberg, Independent Director
C. Scott Vanderhoef, Director and President

Others in Attendance: Edwin J. Day, Sole Member
John Finnegan, Esq., Counsel
Lucia Caruso, Secretary

- President Vanderhoef opens the Meeting.
- Secretary Caruso advises that the Notice of Meeting had been posted and sent to the newspaper in compliance with the Open Meetings Law.
- The Directors in attendance sign the Consent to Waiver of Notice of Meeting.
- The Board reviews and accepts for filing the Minutes of the Meeting held on June 7, 2022. Motion by Member Rothenberg; Seconded by Director Gamboli; All in Favor; Motion Carried.
- Report of the Treasurer. Treasurer Gamboli distributed a Schedule of Revenue and Expenses as of September 1, 2022. Treasurer Gamboli explained As of September 1, 2022, the Drescher & Malecki LLP was paid \$7,250.00 for 2021 auditing fees. along with all the Director Legal and Accounting fees with the balance of \$ 155,977.25. Also, the BLX report was received for Tobacco II.

Motion to accept the Treasurer's Report. Motion by Director Stephen DeGroat; Seconded by Director Mitchell Gusler; All in Favor; Motion Carried.

- Ratify, confirm and approve all corporate actions previously taken by the Board of Directors and Officers. Motion by Director Michael Gamboli; Seconded by Director Stephen DeGroat; All in Favor; Motion Carried.
- Authorize the Directors and Officers to do all things necessary or advisable and proper to carry on the business of the Corporation. Motion by Independent Director Mark Rothenberg; Seconded by Director Stephen DeGroat; All in Favor; Motion Carried.

- Transaction of other business at the Meeting:

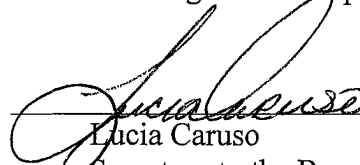
- "Upon the retirement of the bonds of the Tobacco II corporation and in accordance with the attached memo prepared John Finnegan, LLC dated 8/23/22, a motion was made by Mark Rothenberg, seconded by Michael Gamboli, directing counsel, Mr. Finnegan to prepare for adoption at the next board meeting a resolution to formally dissolve the corporation.
Mr. Finnegan was also asked to prepare for the board the next steps to formally dissolve the corporation including disposition of the remaining assets of the corporation. The motion passed unanimously."

- Public Comment: [There is no public comment.]

- Tentative date for next meeting of the Corporation: December 13, 2022, at 5:30 P.M.

- Motion to close the Meeting of the Board. Motion by Director Mitchell Gusler; Seconded by Independent Director Mark Rothenberg]; All in Favor; Motion Carried.

Approved by the Board of Directors at the
Meeting held on September 13, 2022



Lucia Caruso
Secretary to the Board

Attachments:

- Memorandum to the Board of Directors as requested in the June 7, 2022, meeting From the Law Office of John F. Finnegan LLC, regarding the dissolution of Rockland Tobacco Securitization Corporation.

- Financial package from Lenny Forte

- BLX report dated August 15, 2022 - Rockland Tobacco Asset Securitization Corporation Tobacco Settlement Asset-Backed Bonds, Series 2005