

**MINUTES**  
**FOR THE MEETING OF THE  
SOLE MEMBER  
/ AUDIT COMMITTEE / GOVERNANCE COMMITTEE /  
BOARD OF DIRECTORS  
OF  
ROCKLAND TOBACCO ASSET SECURITIZATION CORPORATION  
MEETING – December 13, 2022, at 5:00 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: Stephen DeGroat, Director  
Nicole Doliner, Director  
Howard T. Phillips, Jr., Director  
C. Scott Vanderhoef, Director  
Dorothy Filoramo, Independent 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 for filing the Minutes of the Meeting of the Sole Member held on September 13, 2022.
- Mr. Day acknowledged the designation of the Director(s) for 2023:
  - C. Scott Vanderhoef was designated by the Hon. Edwin J. Day.
  - Stephen DeGroat was designated by the Hon. Edwin J. Day.
  - Nicole Doliner was designated by the Hon. Jay Hood Jr.
  - Awaiting appointment by the Hon. Aron Wieder
- Transaction of other business at the Meeting:
  - There was no other business transacted at the meeting.
  - Mr. Day asked if there was any Public Comment. There was no Public Comment.

- Mr. Day closes the Meeting of the Sole Member.

## 1. Meeting of the Audit Committee

Committee: Howard T. Phillips, Jr., Chairman  
Stephen DeGroat, Member  
C. Scott Vanderhoef, Member

Others in Attendance: Edwin J. Day, Sole Member  
Nicole Doliner, Director  
Dorothy Filoramo, Independent Director  
John Finnegan, Esq., Counsel  
Lucia Caruso, Secretary

- Chairman Phillips 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 of the Committee.
- The Committee reviews and accepts for filing the Minutes of the Committee Meeting held on September 13, 2022. Motion by Member Scott Vanderhoef; Seconded by Member Stephen DeGroat; 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 Scott Vanderhoef; Seconded by Member Stephen DeGroat; All in Favor; Motion Carried.
  - Recommendation for Appointment of the Financial Trustee, Stephen DeGroat, for the Corporation for 2023 deferred to the Board of Directors' meeting. Motion by Member Scott Vanderhoef; Seconded by Chairman Howard Phillips; All in Favor; Motion Carried.
- Chairman Phillips is there any other business? There was no other business.
- Chairman Phillips: Is there any public comment? There was no public comment.
  - Motion to close the Meeting of the Committee. Motion by Member Stephen DeGroat; Seconded by Member Scott Vanderhoef; All in Favor; Motion Carried

## 2. Meeting of the Governance Committee

Committee: Howard T. Phillips, Jr., Chairman  
Nicole Doliner, Member  
Dorothy C. Filoramo, Member and Independent Director

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

- Chairman Phillips opens the meeting of Committee.
- 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 reviewed and accepted for filing the Minutes of the Committee Meeting held on September 13, 2022. Motion by Member Nicole Doliner; Seconded by Member Dorothy C. Filoramo; All in Favor; Motion Carried.
- Chairman Phillips is there any other business? There was no other business.
  - Recommendation for Appointment of Legal Counsel for the Corporation for 2023. Recommendation of Law Office of John E. Finnegan LLC. Motion by Member Dorothy C. Filoramo; Seconded by Member Nicole Doliner; All in Favor; Motion Carried.

Chairman Phillips: Is there any public comment? There was no public comment

- Motion to close the Meeting of the Committee. Motion by Motion by Member Dorothy C. Filoramo; Seconded by Member Nicole Doliner; All in Favor; Motion Carried.

### 3. Meeting of the Board of Directors

In attendance: Howard T. Phillips, Jr., Chairman and Director  
Stephen DeGroat, Treasurer and Director  
Nicole Doliner, Director  
C. Scott Vanderhoef, Director  
Dorothy C. Filoramo, Independent Director

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

- Chairman Phillips opens the meeting of the Board.
- Secretary Caruso advised 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 of Board.
- The Board reviews and accepts for filing the Minutes of the Meeting held on September 13, 2022. Motion by Director Stephen DeGroat; Seconded by Director Scott Vanderhoef; All in Favor; Motion Carried.
- Designation of Independent Director for 2023. Nomination of Dorothy C. Filoramo as Independent Director. Motion by Director Nicole Doliner; Seconded by Director Scott Vanderhoef; All in Favor; Motion Carried.
- Election of Officers for 2023.
  - Nomination of Stephen DeGroat for Treasurer/Director. Motion by Director Nicole Doliner; Seconded by Director Dorothy Filoramo; All in Favor; Motion Carried.
  - Nomination of Lucia Caruso for Secretary. Motion by Director; Scott Vanderhoef Seconded by Director Stephen DeGroat All in Favor; Motion Carried.

Report of the Treasurer. Treasurer DeGroat distributed a Schedule of Revenue and Expenses as of December 1, 2022, Treasurer DeGroat explained there was a beginning balance of \$284,055.30. Brown and Brown were paid their fees in the amount of \$ 33,156.59 along with all the legal and director fees and office supplies in the amount of \$ 205.06 leaving a balance of \$ 250,693.65.

Motion to accept the Treasurer's Report. Motion by Director Dorothy Filoramo; Seconded by Director Nicole Doliner; All in Favor; Motion Carried.

Ratify, confirm, and approve all corporate actions previously taken by the Board of Directors and Officers. Motion by Director Scott Vanderhoef; 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 Director Stephen DeGroat; Seconded by Director Nicole Doliner; All in Favor; Motion Carried.

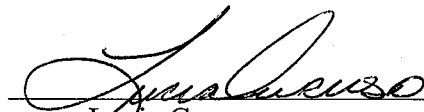
Transaction of other business at the Meeting:

Public Comment: [no public comment]

Tentative date for the next meeting of the Corporation: March 14, 2023, at 5:00pm

Motion to close the Meeting of the Committee. Motion by Director Scott Vanderhoef; Seconded by Director Dorothy Filoramo; All in Favor; Motion Carried.

Approved by the Board of Directors at the  
Meeting held on March 21, 2023

  
Luzia Caruso  
Secretary to the Board

Attachments:

- Financial package from Lenny Forte
- Appointment letter from Hon Edwin J. Day.
- Appointment letter from Hon Jay Hood Jr.

6:07 PM

12/03/22

Accrual Basis

## Rockland County Tobacco Asset Securitization Corporation

## Cash Receipts Disbursements Connect One

As of December 31, 2022

Type	Date	Num	Name	Memo	Clr	Split	Debit	Credit	Balance
<b>Checking Connect One Bank</b>									345,895.30
Check	01/31/2022	1266	Montalbano Condon & Frank PC	4Q2021 LEGAL FEE	X	Accounts Payable		1,250.00	344,645.30
Check	01/31/2022	1267	Wilmington Trust	invoice 20211231-68729-A 1/1/2022-12/31/2022	X	Wilimington Trust Fees		4,000.00	340,645.30
Check	01/31/2022	1268	Wilmington Trust	invoice 20211220-33602-A 12/21/2021-12/20/2022	X	Wilimington Trust Fees		4,000.00	336,645.30
Check	02/02/2022	1269	Howard Phillips	4Q2021 reissue chk 1259	X	Directors' Fees		750.00	335,895.30
Check	02/25/2022	1270	Howard Phillips	1Q2022 Director Fee	X	Directors' Fees		750.00	335,145.30
Check	02/25/2022	1271	Nicole Doliner	1Q2022 Director Fee	X	Directors' Fees		500.00	334,645.30
Check	02/25/2022	1272	Edwin J. Day	1Q2022 Director Fee	X	Directors' Fees		500.00	334,145.30
Check	02/25/2022	1273	Dorothy C. Filoramo	1Q2022 Director Fee	X	Directors' Fees		500.00	333,645.30
Check	02/25/2022	1274	Stephen F. DeGroat	1Q2022 Director Fee	X	Directors' Fees		500.00	333,145.30
Check	02/25/2022	1275	C. Scott Vanderhoef	1Q2022 Director Fee	X	Directors' Fees		500.00	332,645.30
Check	02/25/2022	1276	Leonard Forte	1Q2022 Accounting Fee	X	Accounting Fees		500.00	332,145.30
Check	02/25/2022	1277	Lucy Caruso	1Q2022 Paralegal/Secretary Fee	X	Legal Fees		500.00	331,645.30
Gen...	03/01/2022		Howard Phillips	to void check 1259	X	Directors' Fees	750.00		332,395.30
Check	05/31/2022	1278	Howard Phillips	2Q2022 Director Fee	X	Directors' Fees		750.00	331,645.30
Check	05/31/2022	1279	Nicole Doliner	2Q2022 Director Fee	X	Directors' Fees		500.00	331,145.30
Check	05/31/2022	1280	Edwin J. Day	2Q2022 Director Fee	X	Directors' Fees		500.00	330,645.30
Check	05/31/2022	1281	Dorothy C. Filoramo	2Q2022 Director Fee	X	Directors' Fees		500.00	330,145.30
Check	05/31/2022	1282	Stephen F. DeGroat	2Q2022 Director Fee	X	Directors' Fees		500.00	329,645.30
Check	05/31/2022	1283	C. Scott Vanderhoef	2Q2022 Director Fee	X	Directors' Fees		500.00	329,145.30
Check	05/31/2022	1284	Leonard Forte	2Q2022 Accounting Fee	X	Accounting Fees		500.00	328,645.30
Check	05/31/2022	1285	Lucy Caruso	2Q2022 Paralegal/Secretary Fee	X	Legal Fees		500.00	328,145.30
Check	05/31/2022	1286	Drescher & Malecki LLP	2021 AUDIT INVOICE 2203062	X	Accounting Fees		12,340.00	315,805.30
Check	05/31/2022	1287	BLX Group LLC		X	Legal Fees		25,000.00	290,805.30
Check	09/01/2022	1288	Howard Phillips	3Q2022 Director Fee	X	Directors' Fees		750.00	290,055.30
Check	09/01/2022	1289	Nicole Doliner	3Q2022 Director Fee	X	Directors' Fees		500.00	289,555.30
Check	09/01/2022	1290	Edwin J. Day	3Q2022 Director Fee	X	Directors' Fees		500.00	289,055.30
Check	09/01/2022	1291	Dorothy C. Filoramo	3Q2022 Director Fee	X	Directors' Fees		500.00	288,555.30
Check	09/01/2022	1292	Stephen F. DeGroat	3Q2022 Director Fee	X	Directors' Fees		500.00	288,055.30
Check	09/01/2022	1293	C. Scott Vanderhoef	3Q2022 Director Fee	X	Directors' Fees		500.00	287,555.30
Check	09/01/2022	1294	Leonard Forte	3Q2022 Accounting Fee	X	Accounting Fees		500.00	287,055.30
Check	09/01/2022	1295	Lucy Caruso	3Q2022 Paralegal/Secretary Fee	X	Legal Fees		500.00	286,555.30
Check	09/01/2022	1296	Law Offices of John E Finnegan...	1&2Q2022 Legal Fees	X	Legal Fees		2,500.00	284,055.30
Check	11/16/2022	1297	Brown & Brown of NY	12/05/2022 to 12/05/2023		-SPLIT-		33,156.59	250,898.71
Check	11/16/2022		Deluxe Bus System Check Reor...		X	Office Supplies		205.06	250,693.65
Check	12/08/2022	1298	Howard Phillips	4Q2022 Director Fee		Directors' Fees		750.00	249,943.65
Check	12/08/2022	1299	Nicole Doliner	4Q2022 Director Fee		Directors' Fees		500.00	249,443.65
Check	12/08/2022	1300	Edwin J. Day	4Q2022 Director Fee		Directors' Fees			249,443.65
Check	12/08/2022	1301	Dorothy C. Filoramo	4Q2022 Director Fee		Directors' Fees		500.00	248,943.65
Check	12/08/2022	1302	Stephen F. DeGroat	4Q2022 Director Fee		Directors' Fees		500.00	248,443.65
Check	12/08/2022	1303	C. Scott Vanderhoef	4Q2022 Director Fee		Directors' Fees		500.00	247,943.65
Check	12/08/2022	1304	Leonard Forte	4Q2022 Accounting Fee		Accounting Fees		500.00	247,443.65
Check	12/08/2022	1305	Lucy Caruso	4Q2022 Paralegal/Secretary Fee		Legal Fees		500.00	246,943.65
Check	12/08/2022	1306	Wilmington Trust	invoice 20211220-33602-A 12/21/2021-12/20/2022		Wilimington Trust Fees			246,943.65
Check	12/08/2022	1307	Wilmington Trust	invoice 20220930 - 64223 - A 10/01/2022-9/30/20...		Wilimington Trust Fees		3,500.00	243,443.65
Total Checking Connect One Bank							750.00	103,201.65	243,443.65
<b>TOTAL</b>							<b>750.00</b>	<b>103,201.65</b>	<b>243,443.65</b>

**ROCKLAND TOBACCO ASSET SECURITIZATION CORP.  
COUNTY OF ROCKLAND**

50 Sanatorium Road,  
Building A  
Pomona, New York 10970  
(845) 364-3870  
Fax. (845) 364-3869

**STEPHEN F. DEGROAT, CPA**  
Treasurer

**HOWARD PHILLIPS**  
Chairman

**MEMORANDUM**

**DATE:** November 18, 2022  
**TO:** JAY HOOD JR.  
Chair, Legislature of Rockland County  
**FROM:** LUCIA CARUSO  
Secretary  
**RE:** Designation of a Director of the Rockland Tobacco Assets Securitization Corporation for 2023

Members of the Board of Director for the Rockland Tobacco Asset Securitization Corporation ("the Corporation") are to be designated at the meeting scheduled to be held on December 13, 2022, at 5:00 PM. Pursuant to Article II, Section 2(b) of the By-Laws, one director of the Corporation shall be a person designated by the Chairman of the Rockland County Legislature. Presently, Nicole Doliner serves as the director after having been designated by the Chair at the meeting of the Sole Member in December 2021.

Accordingly, please indicated the name and contact information of the person you wish to designate as a director of the Corporation for 2023. If your intention is to designate Nicole Doliner to serve as director for a subsequent term, you need only indicate her name since we have her contact information in the corporate records. Of course, if you like to discuss the matter, I am available.

Name

Contact Information

Nicole Doliner

845-638-5182

  
JAY HOOD JR  
Legislature of Rockland County

Dated: 11/21, 2022

**ROCKLAND COUNTY SECOND TOBACCO ASSET  
SECURITIZATION CORP.  
COUNTY OF ROCKLAND**

50 Sanatorium Road  
Building A, 8<sup>th</sup> Floor  
Pomona, New York 10970  
(845) 364-3858  
Fax: (845) 364-3831

**MICHAEL J. GAMBOLI**  
Treasurer

**C. SCOTT VANDERHOEF**  
President

**MEMORANDUM**

**DATE:** December 7, 2022  
**TO:** EDWIN J. DAY  
County Executive  
**FROM:** LUCIA CARUSO  
Secretary  
**RE:** Appointment of Two Directors of the Rockland Tobacco Asset  
Securitization Corporation for 2023

Members of the Board of Directors for the Rockland Tobacco Asset Securitization Corporation ("the Corporation") are to be designated and elected at the meeting scheduled to be held on December 13, 2022 at 5:00 PM. Pursuant to Article III, Section 2(b) of the By-Laws, two Directors shall be designated by the County Executive. Presently, C. Scott Vanderhoef and Stephen DeGroat serve as the two directors after having been appointed by you at the meeting of the Sole Member in December 2021.

Accordingly, please indicate the names and contact information of the persons you wish to designate as directors of the Corporation for 2023. If your intention is to appoint C. Scott Vanderhoef and Stephen DeGroat to serve as directors for a subsequent term, you need only indicate their names since we have their contact information in the corporate records.

Name

Contact Information

Edwin J. Day

Stephen DeGroat

[Signature]

C. Scott Vanderhoef

EDWIN J. DAY  
County Executive

Dated: Dec 7, 2022