

(PROPOSED MINUTES OF THE MEETINGS OF MARCH 8, 2022, TO BE APPROVED AT THE JUNE 7, 2022 MEETINGS.)

**MINUTES
FOR THE MEETINGS OF THE
SOLE MEMBER
/ AUDIT COMMITTEE / GOVERNANCE COMMITTEE /
BOARD OF DIRECTORS
OF
ROCKLAND TOBACCO ASSET SECURITIZATION CORPORATION
MEETING – March 8, 2022, at 5:00 P.M.**

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 C. Filoramo, Independent Director
John Finnegan, Esq., Counsel
Lucia Caruso, Secretary

The Meeting was held via teleconference due to the Governor's Executive Order No., 202.1 dated March 12, 2020 as extended which suspended the Open Meetings Law due to the Covid -19 pandemic.

- Mr. Day opened the Meeting.
- Secretary Caruso advised that the Notice of Meeting had been posted and sent to the newspaper in compliance with the Open Meetings Law.
- Mr. Day signed the Consent to Waiver of Notice of Meeting.
- Mr. Day reviewed and accepted for filing the Minutes of the Meeting of the Sole Member held on December 14, 2021.
- Mr. Day: Is there any other business to be transacted? There was no other business transacted at the meeting.

- Mr. Day: Is there any public comment? There was no public comment.
- Mr. Day closed 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 C. Filoramo, Independent Director
John Finnegan, Esq., Counsel
Lucia Caruso, Secretary

The Meeting was held via teleconference due to the Governor's Executive Order No., 202.1 dated March 12, 2020 as extended which suspended the Open Meetings Law due to the Covid -19 pandemic.

- Chairman Phillips opened the meeting.
- 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 signed the Consent to Waiver of Notice of Meeting of the Committee.
- The Committee reviewed and accepted for filing the Minutes of the Committee Meeting held on December 14, 2021. Motion by Director Vanderhoef; Seconded by Director 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 Director DeGroat; Seconded by Director Vanderhoef. 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 Director DeGroat; Seconded by Director 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

The Meeting was held via teleconference due to the Governor's Executive Order No., 202.1 dated March 12, 2020 as extended which suspended the Open Meetings Law due to the Covid -19 pandemic.

- Chairman Phillips opened the meeting of Committee.
- 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 signed the Consent to Waiver of Notice of Meeting.
- The Committee reviewed and accepted for filing the Minutes of the Committee Meeting held on December 14, 2021. Motion by Director Doliner; Seconded by Director Filoramo; All in Favor; Motion Carried.
- Transaction of other business at the Meeting:
- Chairman Phillips: Is there any public comment There was no public comment.
- Motion to close the Meeting of the Committee. Motion by Director DeGroat; Seconded by Director Vanderhoef; 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

The Meeting was held via teleconference due to the Governor's Executive Order No., 202.1 dated March 12, 2020 as extended which suspended the Open Meetings Law due to the Covid -19 pandemic.

- Chairman Phillips opened 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 signed the Consent to Waiver of Notice of Meeting of Board.
- The Board reviews and accepts for filing the Minutes of the Meeting held on December 14, 2021. Motion by Director Vanderhoef; Seconded by Director DeGroat; All in Favor; Motion Carried.
- Report of the Treasurer. Treasurer DeGroat distributed a Schedule of Revenue and Expenses as of February 28, 2022. Treasurer DeGroat explained there was a beginning balance of \$345,895. Wilmington Trust was paid; the Legal and directors' fees were paid. There is a balance of \$331,645.30.

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

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

Transaction of other business at the Meeting:

John E. Finnegan, Esq. explained that as of January 26th he will be practicing as Law Office of John E. Finnegan LLC Attorney and Counselor at Law, 67 North Main Street, New City NY 10956.

Mr. Finnegan will be sending a retainer to Mr. Phillips. A signed copy of the retainer will be attached to the next agenda in June

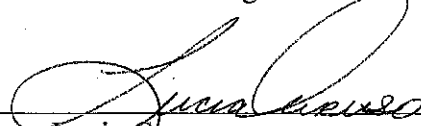
Motion to accept the Law Office of John E. Finnegan LLC. Motion by Director Vanderhoef; Seconded by Director Doliner; All in Favor; Motion Carried.

Chairman Phillips asked if there was any public comment? There was no public comment.

Tentative date for the next meeting of the Corporation: June 7, 2022, at 5:00 p.m. Motion by Director Doliner; Seconded by Director Filoramo; All in Favor; Motion Carried.

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

Approved by the Board of Directors at the
Meeting held on June 7, 2022



Lucia Caruso
Secretary to the Board

Attachments: Cash Receipts and Disbursements as of March 31, 2022.