

MINUTES

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

MEETING – September 12, 2023, at 5:30 P.M.

1. Meeting of the Sole Member

In Attendance: Edwin J. Day, Sole Member

Others in Attendance: Rafael Silberberg, Director
Mark Rothenberg, Independent Director
C. Scott Vanderhoef, Director
Stephen DeGroat, Director
Wilbur Aldridge, 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.
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- 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 20, 2023.
 - Transaction of other business at the Meeting:
 - No other business.
 - Public Comment:
 - No public comment.
- Mr. Day closes the Meeting of the Sole Member.

1. Meeting of the Audit Committee

Committee Members: Rafael Silberberg, Chairman
Stephen DeGroat, Member
C. Scott Vanderhoef, Member

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

- Rafael Silberberg opens the Meeting and confirms that all Members are present.
- Secretary Caruso advises that the Notice of Meeting has been posted and sent to the newspaper in compliance with the Open Meetings Law.
- Chairman Silberberg inquires whether the Members in attendance have signed the Consent to Waiver of Notice of Meeting.
- Chairman Silberberg inquires whether the Committee has reviewed the Minutes of the Committee Meeting held on June 20, 2023. Motion by Member Stephen DeGroat; Seconded by Director Wilbur Aldridge; 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 Independent Director Mark Rothenberg; Seconded by Member Stephen DeGroat; All in Favor; Motion Carried.
- Transaction of other business at the Meeting:
 - No other business is transacted at the meeting.
- Public Comment:
 - There is no public comment.
- Motion to close the Meeting of the Committee. Motion by Member Stephen DeGroat; Seconded by Director Wilbur Aldridge; All in Favor; Motion Carried.

2. Meeting of the Governance Committee

Committee Members: C. Scott Vanderhoef, Chairman
Mark Rothenberg, Member
Wilber Aldridge, Member

Others in Attendance: Edwin J. Day, Sole Member
Stephen DeGroat, Director
Rafael Silberberg, 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 20, 2023. Motion by Member Mark Rothenberg; Seconded by Member Wilber Aldridge; All in Favor; Motion Carried.
- Transaction of other business at the Meeting:
- No other transaction business.
- Public Comment:
- There is no public comment.
- Motion to close the Meeting of the Committee. Motion by Member Wilber Aldridge; Seconded by Member Mark Rothenberg; All in Favor; Motion Carried.

3. Meeting of the Board of Directors

Directors: Stephen DeGroat, Director
 Rafael Silberberg, Director
 Wilbur Aldridge, Director
 Mark Rothenberg, Independent Director and Treasurer
 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 20, 2023. Motion by Director Stephen DeGroat; Seconded by Independent Director mark Rothenberg; All in Favor; Motion Carried.
- Report of the Treasurer. Treasurer Rothenberg distributed a Schedule of Revenue and Expenses as of September 30, 2023. Treasurer Rothenberg explained:
The beginning balance was \$124,227.25 with the ending balance of \$ 117,477.25 after all the director, paralegal, accounting and secretary fees were paid.

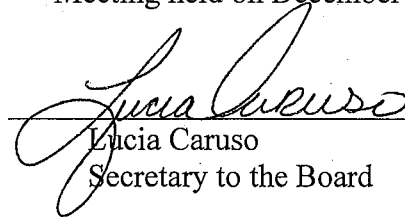
Motion to accept the Treasurer's Report. Motion by Director Wilber Aldridge; Seconded by Director Stephen DeGroat; All in Favor; Motion Carried.

- Ratify, confirm and approve all corporate actions previously taken by the Board of Directors and Officers. Motion by Director Stephen DeGroat; Seconded by Independent Director Mark Rothenberg; 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 Wilber Aldridge; Seconded by Director Stephen DeGroat; All in Favor; Motion Carried.

- Transaction of other business at the Meeting:
- Mr. Finnegan advises the petition to dissolve was submitted on July 21, 2023. The Attorney General's office acknowledged receipt of same on August 15, 2023 (See attached) and advised they will revert to him if they need anything further.
- Department of Finance---Attorney General---then State for final approval.

- Public Comment:
- There is no public comment.
- Tentative date for the next meeting of the Corporation: December 12, 2023, at 5:30 P.M.
- Motion to close the Meeting of the Board. Motion by Director Wilber Aldridge; Seconded by Independent Director Mark Rothenberg; All in Favor; Motion Carried.

Approved by the Board of Directors at the
Meeting held on December 12, 2023



Lucia Caruso
Secretary to the Board

Attachments:

- Financial package from Lenny Forte
- Letter from Attorney General acknowledge of receipt of the petition to dissolve.
- The petition and all exhibits are in Tobacco-2's files available for inspection or copying by any officer or director.

6:10 PM
09/05/23
Accrual Basis

Rockland Second Tobacco Asset Securitization Corp
Cash Receipts Disbursements Sterling
As of September 30, 2023

Type	Date	Num	Name	Memo	Debit	Credit	Balance
Sterling Bank							
Check	03/05/2023	1469	Lucy Caruso	1Q2023 Director Fee VOID			149,227.25
Check	03/10/2023	1462	C. Scott Vanderhoeft	1Q2023 Director Fee VOID			149,227.25
Check	03/10/2023	1463	Michael J. Gamboli	1Q2023 Director Fee VOID			149,227.25
Check	03/10/2023	1464	Stephen F. DeGroat	1Q2023 Director Fee VOID	0.00		149,227.25
Check	03/10/2023	1465	Mark Rothenberg	1Q2023 Director Fee VOID	0.00		149,227.25
Check	03/10/2023	1466	Mitchell Gusler	1Q2023 Director Fee VOID	0.00		149,227.25
Check	03/10/2023	1467	Edwin J. Day	1Q2023 Director Fee VOID	0.00		149,227.25
Check	03/10/2023	1468	Leonard Forte	1Q2023 Director Fee VOID	0.00		149,227.25
Check	03/13/2023	1470	C. Scott Vanderhoeft	1Q2023 Director Fee		750.00	148,477.25
Check	03/13/2023	1471	Rafael Silverberg	1Q2023 Director Fee		500.00	147,977.25
Check	03/13/2023	1472	Stephen F. DeGroat	1Q2023 Director Fee		500.00	147,477.25
Check	03/13/2023	1473	Wilbur Aldridge	1Q2023 Director Fee		500.00	146,977.25
Check	03/13/2023	1474	Wilbur Aldridge	1Q2023 Director Fee VOID			146,977.25
Check	03/13/2023	1475	Mark Rothenberg	1Q2023 Director Fee		500.00	146,477.25
Check	03/13/2023	1476	Edwin J. Day	1Q2023 Director Fee		500.00	145,977.25
Check	03/13/2023	1477	Leonard Forte	1Q2023 Accounting Fee		500.00	145,477.25
Check	03/13/2023	1478	Lucy Caruso	1Q2023 Paralegal/Secretary Fee		500.00	144,977.25
Check	04/07/2023	1479	Wilmington Trust	2003 Residual Trust Fee Invoice 20221218 - 33582-A		2,500.00	142,477.25
Check	04/18/2023	1480	Drescher & Malecki LLP	2021 Audit Fee Invoice 2203061		7,250.00	135,227.25
Check	06/14/2023	1481	C. Scott Vanderhoeft	2Q2023 Director Fee		750.00	134,477.25
Check	06/14/2023	1482	Rafael Silverberg	2Q2023 Director Fee		500.00	133,977.25
Check	06/14/2023	1483	Stephen F. DeGroat	2Q2023 Director Fee		500.00	133,477.25
Check	06/14/2023	1484	Mark Rothenberg	2Q2023 Director Fee		500.00	132,977.25
Check	06/14/2023	1485	Mark Rothenberg	2Q2023 Director Fee duplicated voided			132,977.25
Check	06/14/2023	1486	Wilbur Aldridge	2Q2023 Director Fee		500.00	132,477.25
Check	06/14/2023	1487	Edwin J. Day	2Q2023 Director Fee		500.00	131,977.25
Check	06/14/2023	1488	Leonard Forte	2Q2023 Accounting Fee		500.00	131,477.25
Check	06/14/2023	1489	Lucy Caruso	2Q2023 Paralegal/Secretary Fee		500.00	130,977.25
Check	06/20/2023	1490	Law Offices of John E. ...	1&2Q2023 Legal Fee		2,500.00	128,477.25
Check	06/20/2023	1491	C. Scott Vanderhoeft	3Q2023 Director Fee		750.00	127,727.25
Check	06/20/2023	1492	Rafael Silverberg	3Q2023 Director Fee		500.00	127,227.25
Check	06/20/2023	1493	Stephen F. DeGroat	3Q2023 Director Fee		500.00	126,727.25
Check	06/20/2023	1494	Mark Rothenberg	3Q2023 Director Fee		500.00	126,227.25
Check	06/20/2023	1495	Wilbur Aldridge	3Q2023 Director Fee		500.00	125,727.25
Check	06/20/2023	1496	Edwin J. Day	3Q2023 Director Fee		500.00	125,227.25
Check	06/20/2023	1497	Leonard Forte	3Q2023 Accounting Fee VOIDED			125,227.25
Check	06/20/2023	1498	Leonard Forte	3Q2023 Accounting Fee		500.00	124,727.25
Check	06/20/2023	1499	Lucy Caruso	3Q2023 Paralegal/Secretary Fee		500.00	124,227.25
Total Sterling Bank					0.00	25,000.00	124,227.25
TOTAL					0.00	25,000.00	124,227.25



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

LETITIA JAMES
ATTORNEY GENERAL

DIVISION OF REGIONAL OFFICES
WESTCHESTER REGIONAL OFFICE

August 15, 2023

Law Office of John E. Finnegan LLC
Attorney and Counselor at Law
499 Route 304
New City, NY 10956-3030

Re: Rockland Second Tobacco Asset Securitization Corporation

Dear Applicant,

This will acknowledge receipt by the Westchester Regional Office of the application of Rockland Second Tobacco Asset Securitization Corporation submitted by FedEx on July 24, 2023. Thank you for submitting a hard copy version of the application.

The application has been assigned to Assistant Attorney General Sandra Giorno- Tocco, who is copied here, and identified as OAG No. 23- 042940. After review of the application, AAG Sandra Giorno- Tocco will contact you to discuss it and any questions or comments generated by the review. At this time, you should anticipate a 90-day review period beginning from the date of this letter. The review period could, however, be extended depending on whether additional information or documents are required.

Please do not contact our office during the review period to inquire about the status of your application. Thank you for your cooperation.

Sincerely,

Tameka Hohn

Tameka Hohn
Administrative Assistant
Westchester Regional Office