

**OSWEGO TOBACCO ASSET SECURITIZATION CORPORATION
MINUTES OF THE
JOINT MEETING OF THE MEMBERS AND BOARD OF DIRECTORS
August 6, 2014**

MEMBER PRESENT: Fred Beardsley, Oswego County Treasurer

DIRECTORS PRESENT: Fred Beardsley, Oswego County Treasurer, Kevin Gardner, Legislative representative; Holly Carpenter; John E. Little, C.P.A.; David Mirabito, Financial Advisory.

VACANT: William Scriber

ALSO PRESENT: Kevin Gardner, Chairman of the Legislature; Philip Church, Oswego County Administrator; Richard Mitchell, County Attorney; Betsy Sherman-Saunders, Deputy Clerk of the Legislature.

MEETING CALLED TO ORDER:

Meeting was called to order at 10:45 AM by Fred Beardsley

APPROVAL OF MINUTES:

The first order of business was to approve the minutes of the last annual meeting of the Sole Member and Board of Directors held on May 20, 2014.

Motion to approve the minutes: Kevin Gardner

Second: Holly Carpenter

Vote: Unanimous, motion carried

After review and discussion, upon motion duly made and seconded, the following resolution was adopted:

PRESENTATION:

Mr. Little distributed handouts and presented a power point presentation regarding the purpose of the Oswego County Tobacco Asset Securitization Corporation. He gave a brief summary of the bonds that were created and a financial summary of the TASC; all which are included in the handouts. He pointed out that every year until recently TASC has lost money. Mr. Beardsley distributed an Administrative Agent Report developed by BLX. Mr. Little reviewed the Authorities Budget Office Recommended Guidance handout. Mr. Little opened it up for questions. David Mirabito asked when the bonds would be paid off. Mr. Little said within 10 years.

RECESS TASC MEETING

Motion to recess TASC Meeting at 11:42 AM: Kevin Gardner

Second: Holly Carpenter

Vote: Unanimous, motion carried

**CALL A JOINT MEETING OF GOVERNMANANCE AUDIT AND FINNACE
COMMITTEE IS CALLED TO SESSION**

APPROVAL OF 2013 ANNUAL REPORT

There was discussion amongst the committee regarding the 2013 Annual Report.

Motion to approve the 2013 Annual Report: David Mirabito

Second: Holly Carpenter

Vote: Unanimous, motion carried

APPROVAL OF PROCUREMENT REPORT

Motion to accept: Holly Carpenter

Second: David Mirabito

Vote: Unanimous, motion carried

APPROVAL OF INVESTMENT REPORT

Motion to accept: David Mirabito

Second: Holly Carpenter

Vote: Unanimous, motion carried

OTHER BUSINESS:

Mr. Little explained that the county is not responsible for a default of funding; the bond holders are. This task force is an individual organization and is separate from TASC. The bonds are junk bonds; most County TASC organizations have gotten rid of these bonds. The TASC collects the interest on the bonds.

Motion to reenter meeting: Kevin Gardner

Second: David Mirabito

Vote: Unanimous, motion carried

AUDITED REPORT

Motion to approve procurement and investment report: Holly Carpenter

Second: Dave Mirabito

Vote: Unanimous, motion carried

NEW BUSINESS

- Mr. Beardsley explained that the committee reimburses the Legislative Clerk \$5,000.00 a year for the administrative work they do for the TASC. They are asking for an additional \$2,000.00 in funding this year; Mr. Beardsley recommends a \$3,000.00 increase raising the amount of money given to the Clerk of the Legislature Office to \$8,000.00.

Motion to approve: Fred Beardsley

Second: Kevin Gardner

Vote: Unanimous, motion carried

- Morgan and Stanley Investments were required to make investments for TASC with a minimum rating which fell below the grade. Hiscock and Barclay, Attorney's for TASC have contacted Morgan and Stanley to work through these issues; they have been working on this issue since 2013. The amount owed to Hiscock and Barclay for their work is \$5,246.00.

Motion to pay Hiscock and Barclay: Kevin Gardner

Second: Holly Carpenter
Vote: Unanimous, motion carried

Discussion: There was discussion regarding the retainer fee paid to Hiscock and Barclay. There was a discrepancy in the amount that should be paid for the retainer.

Motion to approve \$1,475.19 or less for the retainer and \$5,246.00 for the legal discussion: Kevin Gardner
Second: Holly Carpenter
Vote: Unanimous, motion carried

- **Motion to approve bills:** Kevin Gardner
Second: Holly Carpenter
Vote: Unanimous, motion carried
- **Pledge to execute Fred Beardsley to be the sole member to sign the agreement for the \$5,246.00:** Holly Carpenter
Second: David Mirabito
Vote: Unanimous, motion carried
- **Motion to allow Fred Beardsley to pay all the bills not to exceed the 2013 budget by \$10,000.00:** Holly Carpenter
Second: David Mirabito
Vote: Unanimous, motion carried
- **Motion to rescind the previous motion:** Holly Carpenter
Second: David Mirabito
Vote: Unanimous, motion carried
- **Motion to approve the 2014 budget in the amount of \$892,967.00:** David Mirabito
Second: Holly Carpenter
Vote: Unanimous, motion carried
- Bond Logistics contacted Fred Beardsley regarding the amount of money he would like take from the account; he explained that there is \$69,586.05 available.
Motion to give Mr. Beardsley authorization to take the \$69,586.05 to pay expenses: Holly Carpenter
Second: David Mirabito
Vote: Unanimous, motion carried

ADJOURNMENT

Motion to adjourn: Holly Carpenter
Second: Kevin Gardner
Vote: Unanimous, motion carried
Meeting was adjourned at 12:45 PM