

**MINUTES OF THE MEMBER  
NIAGARA TOBACCO ASSET SECURITIZATION CORP. (NTASC)**

May 7, 2014  
12:00 NOON

Shamus Restaurant  
98 West Avenue  
Lockport, NY 14094

Present:	Clyde L. Burmaster	Jeff Glatz
	Kyle Andrews	James Hagenbach
	Karen Castle	William Ross
	Sam Ferraro	John Ottaviano, Esq.

-----  
The Niagara Tobacco Asset Securitization Corporation Annual Meeting was called to order at 12:10 p.m. by President Burmaster.

APPROVAL OF MINUTES:

The minutes of the April 11, 2014 meeting were provided to all Board Members. A motion was made by Sam Ferraro to accept the minutes as presented. Seconded by Jeff Glatz.

Approved: 7 – 0

TREASURER'S REPORT:

The Treasurer's report through May 6, 2014 was provided to all Board Members for their review. A motion was made by Jim Hagenbach to accept the Treasurer's Report as presented. Seconded by Kyle Andrews.

Approved: 7 – 0

The Board was also given final receipt of the fifteenth annual settlement payment \$3,705,462.06. It was also explained to the Board, the payment received is less than what was anticipated due to deposits into the disputed account by the tobacco agencies.

NEW BUSINESS:

1. The board was presented with the analysis of the evaluation of board performance for the year ending December 2013. It was concluded the board would work to have full agreement from this board for items not fully agree upon.

OLD BUSINESS:

The Board discussed the three options previously presented by Harris Beach and Raymond James as listed:

- a. Oppenheimer will tender 2005 Bonds (for cents on the dollar) back to NTASC; NTASC will refinance the 2000 Series Bonds, including a portion of the 2005 Bonds; Niagara County would be proposed to receive residual funds.
- b. A straight refinance of the 2000 Series Bonds which would allow for the payment of all expenses incurred with all residual funds to Oppenheimer Funds for the subordinate bondholders.
- c. Do nothing at all. NTASC would still have debt for this indenture (\$125,000 due IHS Global for the Consumption Report and approx. \$100,000-\$125,000 due Fitch Ratings for bond ratings).

Emails from Susan Schmelzer, Raymond James, were read by President Burmaster updating the Board on the communications between Board liaisons, Harris Beach and Raymond James. After discussion amongst the Board, a motion was made by Sam Ferraro to have John Ottaviano draft a letter for President Burmaster's signature requesting confirmation of a refunding or the refinance of the 2000 Series Bonds by Friday, May 9, 2014. Seconded by Jim Hagenbach.

Approved 7 - 0

No further action was taken on this matter. This matter will be revisited at a later date and time after response from Harris Beach and/or Raymond James.

This meeting will continue at a later date after contact with Harris Beach and/or Raymond James.

Respectfully Submitted,

Karen Castle  
Secretary/Treasurer