

**DECEMBER 20, 2022 MINUTES OF MEETING  
NASSAU COUNTY TOBACCO SETTLEMENT CORPORATION**

A meeting of the Nassau County Tobacco Settlement Corporation (the “Corporation” or “TSC”) was duly called and held on December 20, 2022 at 11:00 A.M. Present were David Chiang and Daniel McCloy. Also present were Tom Myers, Patrick Gallagher, Steve Conkling, Brian Peterson, Warren Ruppel, and Phillip Marciano.

Meeting was opened by member David Chiang. Meeting was turned over to the board of directors (the “Members”).

The first order of business was to approve the September 29, 2022 meeting minutes. Motion made by Mr. McCloy and seconded by Mr. Chiang and the minutes were so approved.

The second order of business was to approve the engagement letter with PKF O’Connor Davies, LLP for accounting and financial statement preparation for the Corporation’s 2022 financial statements. Motion to approve was made by Mr. Chiang and seconded by Mr. McCloy to so approve.

The third order of business was to approve the engagement letter with Mayer Hoffman McCann P.C. (“MHM”) for audit services relating to the Corporation’s 2022 financial statements. Motion was made by Mr. Chiang and seconded by Mr. McCloy to so approve.

The fourth order of business was to approve the Corporation’s Directors and Officers Insurance Policy (the “D&O Policy”). Both the soft hammer clause and the loss adjustment expenses clause of the policy were discussed and subsequently explained. It was also pointed out that the D&O Policy requires that general liability insurance coverage be simultaneously maintained by the insured for the D&O policy to be effective and that it is the general policy of Nassau County to self-insure. Mr. McCloy asked if a motion could be made to approve the policy conditionally on acceptance by the insurance company of self-insurance in lieu of general liability insurance coverage. Mr. Gallagher replied that such a motion would be permissible. As such, said conditional motion was made by Mr. McCloy and seconded by Mr. Chiang to so approve.

The fifth order of business was to approve the TSC 2021 Property Report. Motion was made by Mr. Chiang and seconded by Mr. McCloy to so approve.

The sixth order of business was to perform the annual review and approval of certain policies and procedures of the TSC (the “Policies”) and a summary of the Policies was made on the record. Motion to approve made by Mr. McCloy and seconded by Mr. Chiang to so approve.

The seventh order of business was to approve the annual self-evaluation of the mission statement and performance measurements. Motion to approve made by Mr. McCloy and seconded by Mr. Chiang to so approve.

**The eighth order of business was to discuss the Member evaluation and the Members were directed that said evaluation should be returned to Mr. Gallagher.**

**The ninth order of business was to discuss the analysis requested by Mr. McCloy at the last meeting which consisted of a review of the two (2) TSA bond offerings to determine whether TSA would still be projected to default in 2026 if TSA had only undertaken the initial sale of these bonds in 1999 and not the refunding that occurred in 2006. Based on the assumptions used in the analysis, it is likely that the 1999 Bonds would not have defaulted and would currently be expected to repay in 2029.**

**The tenth order of business was new business and the Pre-Audit Statement of MHM was discussed. A presentation was given on this topic by Mr. Marciano.**

**Eleventh, after a discussion of the due dates for TSC financials, the members resolved to tentatively meet in early March or the middle of March.**

**There being no other business, a motion to adjourn was made by Mr. Chiang which was seconded by Mr. McCloy at 11:31 am and the meeting was so adjourned.**