WARREN TOBACCO ASSET SECURITIZATION CORPORATION

ANNUAL FINANCE/AUDIT COMMITTEE MEETING MINUTES
NOVEMBER 7, 2025

Members present:
James Brock, Chair
Christine V. Norton
Frank Thomas

Others Present:
Kevin B. Geraghty, Chairman of the Board of Supervisors
Amanda Allen, Clerk of the Board
Kara Lais, Attorney
Michael Wild, Supervisor, Town of Queensbury At-Large

Members absent: None

Please note, the following contains a summarization of the meeting of the November 7, 2025 Warren Tobacco Asset Securitization Corporation Finance/Audit Committee; the meeting in its entirety can be viewed using the following links:

Warren County website - https://warrencountyny.gov/WTASC
Warren County's YouTube Channel - https://www.youtube.com/watch?v=y-X1BKjD6js

1. Call to Order & Approval of Agenda
    a. Confirm quorum (2 out of 3) – Meeting called to order at 12:33 p.m.; quorum confirmed - all members present.
    b. Approve meeting agenda - all members in agreement, agenda approved.
    c. Agree to capture Audit & Finance Committee Minutes separate from Annual Meeting Minutes go forward – all members in agreement.
2. Approval of July 8, 2024 Board Minutes, including Committee actions – motion made by Mr. Thomas, seconded by Mr. Brock and carried unanimously.
3. Chair's Opening Remarks (Jim Brock): none made.
    a. Overview of Committee's Annual Responsibilities – provided by Ms. Norton. During her overview, Ms. Norton made notation that their current Charter indicated the Finance/Audit Committee was charged with overseeing the internal auditors, which they did not currently have. Kara Lais, *Legal Counsel*, advised that internal auditors were not necessary as the services of a certified independent accounting firm were secured; Ms. Norton advised she would make the necessary update to the Charter to clarify this point, based on Ms. Lais' counsel.
    b. Summary of key financial priorities and audit timeline – provided by Ms. Norton.
4. Committee Member Reports (Frank Thomas, Christine Norton) – Ms. Norton advised the audit documents issued on March 21st were clean, reflecting 90% compliance with all PARIS Report findings.
5. Committee Composition & Recruitment:
    a. 2024:
        i. Chair: Jim Brock
        ii. Members: Frank Thomas, Christine V. Norton (formerly Mike Swan)

b. 2025/2026:

i. Identify potential new members (note: Frank Thomas is retiring at the end of 2025)

ii. Nomination recommendation(s) – Consensus was to fill Mr. Thomas' vacancy with whomever is selected to be Chair of the Finance & Budget Committee in 2026.

iii. Reappointments and term renewals

6. Financial Results

a. Presentation and approval of the 2024 year-end financial statements

i. Drescher & Malecki's review of the W-TASC financials resulted in another unqualified opinion, with no opportunities for improvement identified

ii. It is the recommendation of the Vice President and W-TASC Attorney that the Committee accept the Independent Audited Financial Statements as presented, and recommend same to the Board – all members in agreement to accept statements as presented and recommend same to W-TASC Board.

b. Results of 2024 Public Authority Reporting Information System (PARIS) Reporting

i. It is the recommendation of the Warren County Treasurer/W-TASC Vice President, the W-TASC Public Accountants and the W-TASC Attorney to approve the 2024 PARIS Reporting and direct the Warren County Treasurer to certify and submit the PARIS Report as required by law – all members in agreement to accept statements as presented and recommend same to W-TASC Board.

ii. Reports submitted:

1. Independent Auditors Report on Compliance with the NYS PAL
2. W-TASC Annual Report on Measurement
3. W-TASC Assessment of Effectiveness of Internal Controls
4. W-TASC Annual Report on Operations and Accomplishments
5. PARIS Annual Report
6. PARIS Financial Documents
7. PARIS Budget & Financial Plan
8. PARIS Investment Report
9. PARIS Procurement Report

7. Annual Budget, Approval of Donation of Monies and Written Consent of release of W-TASC residual income to Warren County - members advised proposed budget is the same as prior year.

a. Resolution to adopt the 2025 W-TASC Annual Budget and Board approval recommendation – all members in agreement.

b. Review of Resolution No. 199 of 2022: Accepting and Expressing Appreciation to the Warren Tobacco Asset Securitization Corporation for the Donation of Monies ($30K)

c. Review of Resolution No. 556 of 2005: Authorizing Securitization of Future Residual Payments Flowing from Fifty Percent (50%) of the Tobacco Revenues Securitized on August 8, 2001 and Authorizing County Officials to Act and Execute Documents

i. 2025 Written Consent of The Controlling Trustees of W-TASC Residual Trust

1. Needs to be signed by 2024 Elected Officers – all members in agreement; signatures to be collected after meeting.
2. Once this document is signed, Warren County will receive $329K representing 50% of the W-TASC 2024 residual revenue – signatures obtained during meeting.

8. Policies & Governance
   a. Annual review of key financial and audit related policies:
      i. Code of Ethics & Financial Disclosure Policy
         1. James Brock: To Be Completed – Ms. Norton advised she would work with Mr. Brock to complete.
         2. Frank Thomas & Christine Norton: Completed
      ii. Acknowledgement of Fiduciary Responsibility
      iii. Prohibition of Credit
      iv. Investment Policy
      v. Procurement Policy
      vi. Defense & Indemnification
      vii. Whistleblower
      viii. Compensation, Reimbursement and Time & Attendance
      ix. Travel & Expense Policy

      All policies listed in Items ii-ix to be provided by Ms. Norton for review and acknowledgement.

9. Review of W-TASC Committee Charter to PARIS Best Practice/Model Charter and consider the following revisions:
   a. Expand Purpose
   b. Include Powers of the Audit Committee
   c. Should the Committee consist of 1 (currently) or 3 (PARIS Best Practice) members of the Board of Directors
   d. One Committee Member shall be a financial expert, whose name shall be disclosed in the annual report of the Corporation
   e. Meeting requirements vs. current practice
   f. Responsibilities to include special investigations and whistle blower policies
   g. Appoint, compensate and oversee the independent auditors…and pre-approve all audit services…
   h. Appoint an internal audit function
   i. Include special investigations and other responsibilities of the Audit Committee
10. Action Item & Next Steps
   a. Assign follow ups or policy revisions

b. Confirm next meeting schedule – to be determined.

11. Old Business (reviewed & re-approved in the 2024 Annual Meeting)
    a. Board Member Roles & Responsibility Reference Materials
        i. Public Authorities Law Role & Responsibilities of Board Members
        ii. Authorities Budget Office Recommended Guidance
    b. The following historical documents are now posted on the W-TASC Website for review at your pleasure:
        i. Mission Statement
        ii. Organizational Structure
        iii. By-Laws
        iv. Certificate of Incorporation
        v. Public Authorities Law
        vi. AIG Director's & Officer's Insurance
12. Adjournment – motion made by Mr. Thomas, seconded by Mr. Brock and carried unanimously to adjourn at 12:56 p.m.

Respectfully submitted,
Frank Thomas, Secretary