

DUTCHESS TOBACCO ASSET SECURITIZATION CORPORATION

Minutes of a Joint Annual Meeting of the Sole Member and the Board of Directors

June 25, 2010

A joint annual meeting of the Sole Member and the Board of Directors of Dutchess Tobacco Asset Securitization Corporation (the "Corporation"), a local development corporation organized pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, was duly called to order at 11:00 a.m. at 22 Market Street, Poughkeepsie, New York.

James M. Fedorchak, Dutchess County Attorney, the sole Member of the Corporation under Article II, Section 1 of the Bylaws, was present.

The following directors of the Corporation were present:

Michael Betros
Paul C. Montgomery
Ronald L. Wozniak

Mr. Wozniak acted as Chair of the meeting

Also present were:

Pamela Barrack, Treasurer
Corinna Wu
Catherine Avallone
Garrett E. DeGraff

Approval of Financial Report for 2009

The financial statements of the Corporation for the fiscal year ended December 31, 2009, audited by PricewaterhouseCoopers LLP, were presented to the meeting and reviewed by the Sole Member and the Board of Directors.

The Sole Member approved the adoption of the following resolution:

Member Resolution 6/10-1

RESOLVED, that the financial statements for the fiscal year ended December 31, 2009, as presented to the meeting are accepted by the Sole Member as the Annual Report of Directors under Section 519 of the Not-for-Profit Corporation Law.

Ratification of Actions by Board of Directors

The Sole Member also approved the adoption of the following resolution:

Member Resolution 6/10-2

RESOLVED, that any and all actions heretofore taken by the directors or officers of the Corporation, for and on behalf of the Corporation, are hereby ratified, confirmed and approved in their entirety; and it is further

RESOLVED, that the directors and officers of the Corporation be, and the same hereby are, authorized, empowered and directed to do all things and acts and to execute all documents as may be necessary or advisable and proper to carry on the business of the Corporation.

Election of Officers

Upon motion duly made and seconded, the directors unanimously adopted the following resolution:

Board Resolution 6/10-1

RESOLVED, that the following persons are elected to serve in the offices set forth next to their names until their respective successors are elected and qualify or until their earlier resignations:

NAME	TITLE
James M. Fedorchak	President
Paul C. Montgomery	Vice President/Secretary
Pamela Barrack	Treasurer

Appointment of Independent Auditor

Upon motion duly made and seconded, the directors unanimously adopted the following resolution:

Board Resolution 6/10-2

RESOLVED, that PricewaterhouseCoopers LLP is appointed as the independent auditor of the Corporation to serve at the pleasure of the directors and the President and Treasurer are each authorized to engage such auditor or substantially the terms of the prior years engagement and on such other terms and conditions as the President or Treasurer determine.

Adoption of Board Committee Charters and Agency Policies

Upon motion duly made and seconded, the directors unanimously adopted the following resolution:

Board Resolution 6/10-3

RESOLVED, that the Board adopt the Audit Committee Charter attached hereto as Schedule A, constitute and operate its Audit Committee consistent with such charter and appoint Michael Betros and Ronald L. Wozniak as committee members

Upon motion duly made and seconded, the directors unanimously adopted the following resolution:

Board Resolution 6/10-4

RESOLVED, that the Board adopt the Governance Committee Charter attached hereto as Schedule B, constitute and operate its Governance Committee consistent with such charter and appoint Michael Betros and Ronald L. Wozniak as committee members.

Upon motion duly made and seconded, the directors unanimously adopted the following resolution:

Board Resolution 6/10-5

RESOLVED, that the Board adopt the Finance Committee Charter attached hereto as Schedule C, constitute and operate its Finance Committee consistent with such charter and appoint Michael Betros and Ronald L. Wozniak as committee members

Upon motion duly made and seconded, the directors unanimously adopted the following resolution:

Board Resolution 6/10-6

RESOLVED, that the Board adopt and implement the Investment and Deposit Policy attached hereto as Schedule D for the management of the investment of its financial assets.

Upon motion duly made and seconded, the directors unanimously adopted the following resolution:

Board Resolution 6/10-7

RESOLVED, that the Board adopt and implement the Code of Ethics attached hereto as Schedule E.

Upon motion duly made and seconded, the directors unanimously adopted the following resolution:

Board Resolution 6/10-8

RESOLVED, that the Board adopt and implement the Whistleblower Policy attached hereto as Schedule F.

Upon motion duly made and seconded, the directors unanimously adopted the following resolution:

Board Resolution 6/10-9

RESOLVED, that the Board adopt and implement the Compensation, Reimbursement and Attendance Policy attached hereto as Schedule G.

Upon motion duly made and seconded, the directors unanimously adopted the following resolution:

Board Resolution 6/10-10

RESOLVED, that the Board adopt and implement the Travel Policy attached hereto as Schedule H.

Upon motion duly made and seconded, the directors unanimously adopted the following resolution:

Board Resolution 6/10-11

RESOLVED, that the Board adopt and implement the Procurement Policy attached hereto as Schedule I.

Upon motion duly made and seconded, the directors unanimously adopted the following resolution:

Board Resolution 6/10-12

RESOLVED, that the Board adopt and implement the Defense and Indemnification Policy attached hereto as Schedule J.

Upon motion duly made and seconded, the directors unanimously adopted the following resolution:

Board Resolution 6/10-13

RESOLVED, that the Board adopt the Mission Statement and Performance Goals attached hereto as Schedule K.

Other Business

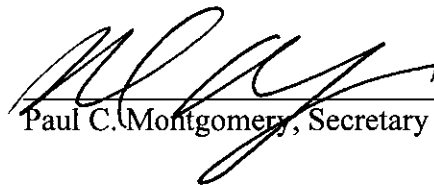
Treasurer Pamela Barrack recommended that next year's annual meeting be moved to March to better accommodate the Corporation's reporting requirements.

The Board discussed the Authority Budget Office requirement that the Corporation maintain a website or webpage. Treasurer Pam Barrack will explore options, including the possibility of contracting with the County to have the Corporation's webpage(s) as part of the County's website.

Independent Board Member Paul Montgomery announced that he was resigning as a director and officer of the Corporation as soon as a replacement Independent Director could be appointed.

There being no further business, upon motion duly made, seconded and unanimously adopted, the meeting was adjourned at 12:30 p. m.

Dated: June 25 2010



Paul C. Montgomery, Secretary