

**GENESEE TOBACCO ASSET SECURITIZATION  
CORPORATION**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2016**

**GENESEE TOBACCO ASSET SECURITIZATION CORPORATION**

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## INDEPENDENT AUDITORS' REPORT

To the Board of Directors  
Genesee Tobacco Asset Securitization Corporation  
Batavia, New York

### Report on the Financial Statements

We have audited the accompanying financial statements of the Genesee Tobacco Asset Securitization Corporation, a blended component unit of the County of Genesee, New York, as of and for the years ended December 31, 2016 and 2015, and the related notes to the financial statements, which collectively comprise the Genesee Tobacco Asset Securitization Corporation's basic financial statements as listed in the table of contents.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Corporation's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Genesee Tobacco Asset Securitization Corporation as of December 31, 2016 and 2015, and the changes in financial position, and, where applicable, cash flows thereof for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

## **Emphasis of Matter**

As discussed in Note 1, the financial statements present information of the Genesee Tobacco Asset Securitization Corporation and do not purport to, and do not, present fairly the financial position of the County of Genesee, New York, as of December 31, 2016 and 2015, the changes in its financial position, or, where applicable, its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

## **Other Matters**

### *Required Supplementary Information*

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. Our opinion on the basic financial statements is not affected by this missing information.

## **Other Reporting Required by *Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated March 28, 2017, on our consideration of Genesee Tobacco Asset Securitization Corporation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Genesee Tobacco Asset Securitization Corporation's internal control over financial reporting and compliance.

EFPR Group, CPAs, PLLC

EFPR Group, CPAs, PLLC  
Rochester, New York  
March 28, 2017

**GENESEE TOBACCO ASSET SECURITIZATION CORPORATION**  
**Statements of Net Position**  
**December 31, 2016 and 2015**

	<u>2016</u>	<u>2015</u>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 283,262	\$ 221,571
Tobacco settlement proceeds receivable	-	649,000
Prepaid insurance	<u>4,798</u>	<u>6,587</u>
Total current assets	288,060	877,158
<b>Restricted Cash - Liquidity Reserve</b>	<u>954,529</u>	<u>928,301</u>
<b>Total Assets</b>	<u>\$ 1,242,589</u>	<u>\$ 1,805,459</u>
<b>LIABILITIES AND NET POSITION</b>		
<b>Liabilities</b>		
Accounts payable	\$ 1,896	\$ 1,814
Accrued interest payable	55,442	83,571
Accretion payable - TASC IV Series 2005	1,414,845	1,246,950
Accretion payable - TASC V	2,475,903	2,154,876
Bonds payable - TASC IV	11,755,000	12,585,000
Bonds payable - TASC IV Series 2005	1,458,440	1,458,440
Bonds payable - TASC V	<u>1,855,936</u>	<u>1,855,936</u>
Total liabilities	<u>19,017,462</u>	<u>19,386,587</u>
<b>Net Position</b>		
Restricted	1,237,791	1,798,872
Unrestricted	<u>(19,012,664)</u>	<u>(19,380,000)</u>
<b>Total Net Position</b>	<u>(17,774,873)</u>	<u>(17,581,128)</u>
<b>Total Liabilities and Net Position</b>	<u>\$ 1,242,589</u>	<u>\$ 1,805,459</u>

The accompanying notes are an integral part of these financial statements.

**GENESEE TOBACCO ASSET SECURITIZATION CORPORATION**  
**Statements of Revenues, Expenses and Change in Net Position**  
**For the Years Ended December 31, 2016 and 2015**

	<u>2016</u>	<u>2015</u>
<b>Operating Revenues</b>		
Tobacco settlement proceeds	\$ <u>969,387</u>	\$ <u>1,450,238</u>
<b>Operating Expenses</b>		
Accounting	4,900	4,850
Administrative agent	5,663	5,663
Bond expenses	387	1,162
Insurance	5,100	4,743
Legal	5,250	5,250
Rent	1,847	1,766
Telephone	43	43
Trustee expenses	<u>3,502</u>	<u>3,502</u>
Total expenses	<u>26,692</u>	<u>26,979</u>
<b>Operating Income</b>	<u>942,695</u>	<u>1,423,259</u>
<b>Other Income (Expense)</b>		
Accretion	(488,923)	(455,306)
Interest income	3,379	462
Interest expense	<u>(650,896)</u>	<u>(709,050)</u>
Total other income (expense)	<u>(1,136,440)</u>	<u>(1,163,894)</u>
<b>Change in Net Position</b>	(193,745)	259,365
<b>Net Position - Beginning</b>	<u>(17,581,128)</u>	<u>(17,840,493)</u>
<b>Net Position - Ending</b>	<u>\$ (17,774,873)</u>	<u>\$ (17,581,128)</u>

The accompanying notes are an integral part of these financial statements.

**GENESEE TOBACCO ASSET SECURITIZATION CORPORATION**  
**Statements of Cash Flows**  
**For the Years Ended December 31, 2016 and 2015**

	<u>2016</u>	<u>2015</u>
<b>Cash Flows from Operating Activities</b>		
Cash received from tobacco settlement	\$ 1,618,387	\$ 801,238
Cash paid for other operating expenses	<u>(52,950)</u>	<u>(23,132)</u>
Net cash flows from operating activities	<u>1,565,437</u>	<u>778,106</u>
<b>Cash Flows From Investing Activities</b>		
Interest income	<u>3,379</u>	<u>462</u>
Net cash flows from investing activities	<u>3,379</u>	<u>462</u>
<b>Cash Flows from Noncapital Financing Activities</b>		
Principal repayment of bonds payable	(830,000)	(50,000)
Interest payment on bonds payable	(650,896)	(709,050)
Restricted cash - liquidity reserve	<u>(26,229)</u>	<u>3,751</u>
Net cash flows from financing activities	<u>(1,507,125)</u>	<u>(755,299)</u>
<b>Net Change in Cash and Cash Equivalents</b>	61,691	23,269
<b>Cash and Cash Equivalents - Beginning</b>	<u>221,571</u>	<u>198,302</u>
<b>Cash and Cash Equivalents - Ending</b>	<u>\$ 283,262</u>	<u>\$ 221,571</u>
<b>Reconciliation of Operating Income to Net Cash Flows from Operating Activities</b>		
Operating income	\$ 942,695	\$ 1,423,259
Changes in assets and liabilities		
Tobacco proceeds receivable	649,000	(649,000)
Prepaid expenses	1,789	(104)
Accounts payable	82	451
Accrued interest payable	<u>(28,129)</u>	<u>3,500</u>
Net cash flows from operating activities	<u>\$ 1,565,437</u>	<u>\$ 778,106</u>

The accompanying notes are an integral part of these financial statements.

**GENESEE TOBACCO ASSET SECURITIZATION CORPORATION**  
**Notes to Financial Statements**

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**Note 1. Summary of Significant Accounting Policies**

**Nature of the Organization**

In January 1997, the State of New York filed a lawsuit against the tobacco industry, seeking to recover the costs that the State and local governments had incurred in treating smoking related illnesses. Genesee Tobacco Asset Securitization Corporation (the "Corporation") was established to acquire from the County all or a portion of the rights, title and interest under the Master Settlement Agreement (the "MSA") and the Consent Decree and Final Judgment (the "Decree") as described herein.

The MSA includes New York and 45 other states, the District of Columbia, the Commonwealth of Puerto Rico, Guam, the U.S. Virgin Islands, American Samoa and the Territory of the Northern Marianas, and four of the largest United States tobacco product manufacturers: Philip Morris Incorporated, R.J. Reynolds Tobacco Company, Brown and Williamson Tobacco Company (B&W), and Lorillard Tobacco Company (collectively, the "Original Participating Manufacturers" or "OPMs"). On January 5, 2004, Reynolds American Inc. was incorporated as a holding company to facilitate the combination of the U.S. assets, liabilities, and operations of B&W with those of Reynolds Tobacco. The agreement was entered into in settlement of certain smoking-related litigation and the Decree entered in New York Supreme Court, including the County's right to receive certain initial and annual payments to be made by the OPMs under the MSA.

During 2000 and 2005, Genesee County (the "County") sold its right to receive payments under the MSA to the Genesee Tobacco Asset Securitization Corporation. The Corporation's right to receive Tobacco Settlement Revenue (TSR) is its most significant asset, and is expected to produce cash flow to fund its obligations. The County is a related organization of the Corporation, however, the Corporation is not controlled or financially accountable to the County.

In accordance with Governmental Accounting Standards Board (GASB) Statement No. 39, Determining Whether Certain Organizations are Component Units, and Technical Bulletin 2004-1, Tobacco Settlement Recognition and Financial Reporting Entity Issues, the Corporation is required to be included in the basic financial statements of the County of Genesee, New York. Accordingly, the Corporation is presented as a blended component unit of the County.

**Financial Reporting Entity**

In accordance with the Governmental Accounting Standards Board ("GASB") Statement No. 14, *The Financial Reporting Entity* and Statement No. 61, *The Financial Reporting Entity: Omnibus*, the Corporation has reviewed and evaluated its relationship with various entities. The decision to include a potential component unit in the a government's reporting entity is based on several criteria set forth in GASB Statements No. 14 and No. 61, including legal standing, fiscal dependency and financial accountability. Based on the application of these criteria, the Corporation is included in the financial statements of the County of Genesee, State of New York (the "County") as a blended component unit. Separately issued financial statements for the County can be obtained from their respective administrative offices:

**Genesee County Treasurer**  
County Building I  
15 Main Street  
Batavia, New York 14020

**GENESEE TOBACCO ASSET SECURITIZATION CORPORATION**  
**Notes to Financial Statements**

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**Basis of Presentation**

The financial statements of the Corporation have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") as applied to governmental units. The Governmental Accounting Standards Board ("GASB") is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The Corporation follows the provisions of GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. This statement codifies all sources of accounting principles generally accepted in the United States of America into GASB's authoritative literature. The Corporation also adopted the provisions of GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. This statement provides guidance on presenting deferred outflows, deferred inflows and net position. During the year ended December 31, 2013, the Corporation adopted the provisions of GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*. This statement provides guidance on presenting items that were previously reported as assets and liabilities. The Corporation's most significant accounting policies to the financial statements are described in the following paragraphs.

The Corporation's basic financial statements consist of proprietary fund financial statements, which include the statements of net position, the statements of revenues, expenditures and changes in net position and the statements of cash flows.

**Fund Financial Statements**

The accounting system is organized and separated on a fund basis. A fund is defined as a fiscal accounting entity with a self-balancing set of accounts, which are segregated for the purpose of carrying on specific activities of the County and attaining certain objectives in accordance with special regulations, restrictions or limitations. The Corporation is determined to be a proprietary fund of the County.

**Proprietary Funds** - The proprietary funds are used to account for ongoing activities which are similar to those often found in the private sector. The proprietary fund distinguishes operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services in connection with the proprietary fund's principal ongoing operations. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

**Measurement Focus and Basis of Accounting**

Measurement focus refers to what is being measured. Basis of accounting refers to when revenues and expenses are recognized in the accounts and reported in the financial statements. Basis of accounting also relates to the timing of the measurement made, regardless of the measurement focus applied.

**Accrual Basis** - Proprietary fund financial statements are reported using the economic resources measurement focus and accrual basis of accounting. Under the accrual basis of accounting, revenues are recorded when earned and expenses are recorded when the liability is incurred, regardless of the timing of the related cash flows. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met. The economic resources measurement focus means that all of the assets, deferred outflows of resources, liabilities and deferred inflows of resources associated with the operations (whether current or non-current) of the Corporation are included in the statements of net position. The statements of revenues, expenses and changes in net position present increases (revenues) and decreases (expenses) in total net position.

**GENESEE TOBACCO ASSET SECURITIZATION CORPORATION**  
**Notes to Financial Statements**

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**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Cash and Cash Equivalents**

For purposes of reporting in the statements of net position and the statement of cash flows, the Corporation includes cash accounts and all highly liquid debt instruments purchased with an original maturity of three months or less in cash and cash equivalents.

**Restricted Cash - Liquidity Reserve**

The Corporation maintains a liquidity reserve account, which was initially funded from the New York State Counties Tobacco Trust/Tobacco Settlement Pass-Through Bond Series 2000. This account must be maintained until all bonds are paid. All amounts withdrawn from this account are replenished, as needed and amounts in excess of the required amount are transferred out.

**Bonds Payable**

In the statements of net position, bonds payable are reported as long-term liabilities. Bond discounts resulting from a difference between the debt amount to be repaid by the Corporation and the amount of proceeds received by the Corporation. Bond discounts are amortized as a component of interest expense over the life of the debt obligation using the effective interest rate method. In accordance with Statement No. 65, *Items Previously Reported as Assets and Liabilities*, the Corporation expenses all debt issuance costs, excluding bond insurance, in the year incurred.

**Net Position**

At times the Corporation will fund outlays for a particular purpose from both restricted and unrestricted resources. In order to calculate the amounts to report as restricted net position and unrestricted net position in the financial statements, a flow assumption must be made about the order in which the resources are considered to be applied. It is the Corporation's policy to consider restricted net position to have been depleted before unrestricted net position is applied. Restricted net position amounted to \$1,237,791 and \$1,798,872, respectively, while unrestricted net position amounted to a deficit of \$19,012,664 and \$19,380,000, respectively, for the years ended December 31, 2016 and 2015.

**GENESEE TOBACCO ASSET SECURITIZATION CORPORATION**  
**Notes to Financial Statements**

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**Note 2. Cash and Cash Equivalents**

Deposits are valued at cost or cost plus interest and are categorized as either (1) insured, or collateralized with securities held by the Corporation's agent in the Corporation's name, (2) uninsured, and for which the securities are held by the financial institution or its trust department in the Corporation's name, or (3) uncollateralized. At December 31, 2016, the bank balance of deposits held was \$1,237,791. These deposits are categorized as follows:

	<u>Categories</u>			<u>Total</u>
	<u>1</u>	<u>2</u>	<u>3</u>	
Cash deposits	\$ <u>225,479</u>	\$ <u>1,012,312</u>	\$ <u>-</u>	\$ <u>1,237,791</u>

Accounts held by FDIC insurance coverage for a government unit are now insured up to \$250,000 for the combined amount of all time and savings accounts (including NOW accounts) and up to \$250,000 for all demand deposit accounts (interest-bearing and noninterest-bearing).

Restricted cash consisted of liquidity reserves. As of December 31, 2016 and 2015, the liquidity reserves amounted to \$954,529 and \$928,301, respectively.

**Note 3. Tobacco Settlement Proceeds Receivable**

In October 2015 New York entered into a one time additional settlement with the MSA tobacco companies resolving past and future non primary manufacturer adjustment disputes. Approximately \$550 million representing about 90% of funds deposited into a disputed payment account since 2004 were to be distributed to New York. The Genesee County Tobacco Asset Securitization Corporation share of this amount was estimated to be \$649,000, and was included in the tobacco settlement receivable as of December 31, 2015. This represents the Corporation's portion of the residual proceeds.

**Note 4. Bonds Payable**

TASC IV bonds payable consist of the following at December 31:

	<u>2016</u>	<u>2015</u>
Turbo Term Bonds - Redeemable in annual installments of various amounts beginning June 1, 2008 through June 1, 2027. Interest is payable in semi-annual installments at 6.000%. Bonds were paid in full during 2016.	\$ -	\$ 730,000
Turbo Term Bonds - Redeemable in annual installments of various amounts beginning June 1, 2027 through June 1, 2041. Interest is payable in semi-annual installments at 6.650%.	5,300,000	5,400,000
Turbo Term Bonds - Redeemable in annual installments of various amounts beginning June 1, 2041 through June 1, 2042. Interest is payable in semi-annual installments at 5.000%.	3,925,000	3,925,000
Turbo Term Bonds - Redeemable in annual installments of various amounts beginning June 1, 2042 through June 1, 2045. Interest is payable in semi-annual installments at 5.000%.	<u>2,530,000</u>	<u>2,530,000</u>
Total	<u>\$ 11,755,000</u>	<u>\$ 12,585,000</u>

**GENESEE TOBACCO ASSET SECURITIZATION CORPORATION**  
**Notes to Financial Statements**

Scheduled repayment of these obligations is currently estimated as follows:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2017	\$ 130,000	\$ 723,250	\$ 853,250
2018	210,000	713,050	923,050
2019	220,000	700,150	920,150
2020	235,000	686,500	921,500
2021	255,000	671,800	926,800
2022 - 2026	350,000	3,134,450	3,484,450
2027 - 2031	1,400,000	2,679,375	4,079,375
2032 - 2036	2,300,000	2,054,375	4,354,375
2037 - 2041	3,350,000	1,263,250	4,613,250
2042 - 2045	<u>3,305,000</u>	<u>338,875</u>	<u>3,643,875</u>
Total	<u>\$ 11,755,000</u>	<u>\$ 12,965,075</u>	<u>\$ 24,720,075</u>

TASC IV - Series 2005 bonds payable consist of the following at December 31:

	<u>2016</u>	<u>2015</u>
Subordinate Turbo CABs - Redeemable in annual installments of various amounts beginning June 1, 2045 through June 1, 2050. This is a non-interest bearing bond.*	\$ 784,054	\$ 784,054
Subordinate Turbo CABs - Redeemable in annual installments of various amounts beginning June 1, 2050 through June 1, 2055. This is a non-interest bearing bond.*	<u>674,386</u>	<u>674,386</u>
Total	<u>\$ 1,458,440</u>	<u>\$ 1,458,440</u>

\* In, 2005 the Corporation refunded and defeased in substance its outstanding 2000 Series bonds with a portion of the Series 2005 bonds. All of the issuance costs and reserves were funded from the bond proceeds. The net proceeds were deposited into an irrevocable trust to provide funding for the debt service on the Series 2000 bonds to the call date in the year 2010.

In conjunction with the advanced refunding, the Corporation completed the sale of Series 2005D and 2005E capital appreciation bonds carrying varying yields and were sold discounted (zero coupon). As required by accounting principles generally accepted in the United States of America, the Corporation accretes the effective interest appreciation over the life of the bonds to maturity. These bonds are subordinate to the Series 2005 bonds in the advanced refunding. No interest or principal will be paid on these bonds until all other series bonds of the Corporation are redeemed. Funds expected to be used for redemption of these bonds will come from the TSR and payments are not anticipated until 2026. Increases to the bond values were \$167,895 and \$158,069 for the years ending December 31, 2016 and 2015, respectively. At December 31, 2016 and 2015, accretion payable amounted to \$1,414,845 and \$1,246,950, respectively.

Required maturities for the Series 2005 Bonds represent the minimum amount of principal that the Corporation must pay as of the specific distribution dates in order to avoid a default. Turbo (accelerated) amortization payments are required to be made against outstanding principal providing that the Corporation receives sufficient TSR to make the Turbo. The interest payment requirements shown above are based on the required principal maturity schedule and includes the accreted value portion of capital appreciation bonds in the year in which they are required to be redeemed.

**GENESEE TOBACCO ASSET SECURITIZATION CORPORATION**  
**Notes to Financial Statements**

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TASC V bond payable consists of the following at December 31:

	<u>2016</u>	<u>2015</u>
Subordinate Turbo CABs - Redeemable in installments of estimates to begin on June 1, 2029 based upon the estimated collections of the payments under the MSA. Interest is accrued at 7.850%. Final payment of principal and accrued interest is due June 1, 2060.	\$ <u>1,855,936</u>	\$ <u>1,855,936</u>

Accretion of this obligation is currently estimated as follows:

	<u>Principal</u>	<u>Accretion</u>	<u>Total</u>
2017	\$ 0	\$ 346,723	\$ 346,723
2018	0	374,475	374,475
2019	0	404,448	404,448
2020	0	436,820	436,820
2021	0	471,783	471,783
2022 - 2026	0	2,989,540	2,989,540
2027 - 2031	0	4,393,441	4,393,441
2032 - 2036	0	6,456,617	6,456,617
2037 - 2041	0	9,488,672	9,488,672
2042 - 2046	0	13,944,590	13,944,590
2047 - 2051	0	20,493,025	20,493,025
2052 - 2056	0	30,116,632	30,116,632
2057 - 2060	<u>1,855,936</u>	<u>29,151,395</u>	<u>31,007,331</u>
Total	<u>\$ 1,855,936</u>	<u>\$ 119,068,161</u>	<u>\$ 120,924,097</u>

Accretion expense for the TASC V bond payable amounted to \$321,027 and \$297,237 for the years ended December 31, 2016 and 2015, respectively. At December 31, 2016 and 2015, accretion payable amounted to \$2,475,903 and \$2,154,876, respectively.

The TASC IV, TASC IV - Series 2005 and TASC V bond payable obligations shall not be a debt of either the State or the County of Genesee, New York (the "County"), and neither the State nor the County shall be liable hereon, nor shall it be payable out of any funds other than those of the Corporation pledged therefore.

**Note 5. Contingency and Concentration of Credit Risk**

During 2000, the Corporation purchased the rights to receive Tobacco Settlement Revenue (TSR) from the County of Genesee. There are a number of risks associated with receipts of such TSR including, litigation affecting participating manufacturers and possible bankruptcy as a result thereof, and future adjustments to the calculation of the TSR. The Corporation's financial existence is contingent upon receiving these TSR from the tobacco manufacturers.

**Note 6. Related Organization**

The Corporation is a special purpose local development corporation, and is considered by legal counsel to be bankruptcy-remote from the County. However, the Corporation's Board of Directors is comprised of four elected or appointed officials of the County, and one independent director. For financial statement purposes, the Corporation is considered to be a blended component unit of the County.

**GENESEE TOBACCO ASSET SECURITIZATION CORPORATION**  
**Notes to Financial Statements**

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**Note 7. Net Position**

The net position deficit is due to various expenses associated with the bonds. The future cash receipts from the Master Settlement Agreement (MSA) are expected to offset this deficit. The largest payments provided for in the MSA are called initial payments and annual payments. Both are subject to certain adjustments, reductions and offsets, which are described in the following paragraphs.

Initial payments to New York State will be made in the first five years of the agreement, starting with \$2.4 billion in 1999; the last four of these will be subject to the volume adjustment, the non-settling states reduction, and the offset for miscalculated or disputed payments. The Corporation received the County's share of the payment in the last three years of the agreement, starting in 2001.

Annual payments commenced on April 15, 2000, starting at \$4.5 billion in 2000 and continuing into perpetuity at a cap of \$9 billion to be reached in 2018. The annual payments will be subject to inflation adjustment, the volume adjustment, the previously settled states reduction, the non-settling states reduction, the non-participating manufacturers adjustment, the offset for miscalculated or disputed payments, the federal tobacco legislation offset, the litigating parties offset, and the offsets for claims. The Corporation started receiving the County's portion of the annual payments on April 15, 2001.

**INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS**

The Board of Directors  
Genesee Tobacco Asset Securitization Corporation  
Batavia, New York

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Genesee Tobacco Asset Securitization Corporation, as of and for the year ended December 31, 2016, and the related notes to the financial statements, which collectively comprise Genesee Tobacco Asset Securitization Corporation's basic financial statements, and have issued our report thereon dated March 28, 2017.

**Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Genesee Tobacco Asset Securitization Corporation's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Genesee Tobacco Asset Securitization Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of Genesee Tobacco Asset Securitization Corporation's internal control.

*A deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. *A material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. *A significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

**Compliance and Other Matters**

As part of obtaining reasonable assurance about whether Genesee Tobacco Asset Securitization Corporation's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclose no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

## **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

EFPR Group, CPAs, PLLC

EFPR Group, CPAs, PLLC  
Rochester, New York  
March 28, 2017