

WESTCHESTER TOBACCO ASSET SECURITIZATION CORPORATION

ANNUAL REPORT FOR 2016

This annual report is prepared in compliance with the New York State Public Authorities Reform Act of 2009. For additional information on Westchester Tobacco Asset Securitization Corporation (WTASC) and WTASC's December 31 yearend financial statements, please refer to WTASC's website at <http://www.westchestertasc.com>.

NATURE OF WESTCHESTER TOBACCO ASSET SECURITIZATION CORPORATION BUSINESS

The Westchester Tobacco Asset Securitization Corporation ("WTASC") is a special purpose corporation and a subsidiary corporation of the Westchester County Health Care Corporation ("WCHCC"). WTASC was organized under the provisions of section 1411 of the New York State Not-For-Profit Corporation Law and pursuant to Section 3306(7) of the Public Authorities Law of the State of New York. The Board of Directors of WTASC consists of three members; one director designated by WCHCC to be the Commissioner of Finance of the County of Westchester, New York ("County"), one director designated by WCHCC to be the WCHCC board representative, selected by the Majority Leader of the County Board of Legislators and a third director who meets certain requirements of independence and shall be designated by the other two members.

An agreement among the attorneys general of 46 states and various territories ("Settling States") and the four largest United States tobacco manufacturers was entered into on November 23, 1998. The agreement, known as the Master Settlement Agreement ("MSA"), resolved cigarette smoking-related litigation between the Settling States and U.S. Tobacco manufacturers. Pursuant to the MSA, the Settling States and the participating manufacturers agreed to settle all past, present and future smoking related claims in exchange for an agreement by the participating manufacturers to make certain payments. Under the MSA, the State of New York is entitled to receive approximately 12.76% of the initial and annual payments. The New York Consent Decree, which was entered into in the Supreme Court of the State of New York for the County of New York in December 1998, allocated 1.926% of this State-wide share of the initial and annual payments to the County and the remainder among the State, the City of New York and all other counties within the State.

During 1999, the County sold all of its future rights, title and interest to receive payments under the MSA and the Consent Decree to WTASC, which issued \$103,504,558 in Tobacco Settlement Asset-Backed Bonds, Series 1999 ("Series 1999"). During 2005, WTASC issued \$216,600,000 of Tobacco Settlement Asset-Backed Bonds Series 2005 ("Series 2005"), the proceeds of which were used to 1) refund the outstanding Series 1999 bonds, 2) fund the Liquidity Reserve Account at its required level, 3) pay certain costs of issuance related to the Series 2005 bonds and 4) provide the County with funds for working capital purposes. During 2016, WTASC issued \$180,990,000 of Tobacco Settlement Asset-Backed Bonds Series 2016 ("Series 2016") composed of Senior Bonds (federally taxable) of \$7,165,000,

Senior Bonds of \$91,300,000 and Subordinate Bonds of \$82,525,000, the proceeds of which were used to 1) refund the outstanding series 2005 bonds, 2) pay certain costs of issuance related to the Series 2016 bonds and 3) distribute to the Residual Certificate Holder the remaining proceeds. The Series 2016 bonds are payable from and secured solely from the pledged Tobacco Settlement Revenues (“TSR’s”), which consists of the annual total TSR payments, less the portion thereof that constitutes unencumbered revenues and operating cash requirements, plus investment earnings. Unencumbered revenues consist of 13.85% of each payment of TSR’s. The County, as owner of the beneficial interest in the Residual Trust which holds the Residual Certificate, will be entitled to receive these unencumbered revenues free and clear of the lien of the indenture. Bondholders will have no claim on the unencumbered revenues if pledged revenues are insufficient to pay principal and/or interest on the Series 2016 bonds. The debt issued by WTASC to securitize these revenues is not considered debt of the County or the WCHCC.

See section Bonds Payable included in this Annual Report.

MISSION STATEMENT, PERFORMANCE GOALS, and PERFORMANCE ACCOMPLISHMENTS

for 2016 and PERFORMANCE GOALS FORECAST for 2017

MISSION STATEMENT BACKGROUND

Chapter 506 of the Public Authorities Reform Act of 2009 (“PARA”), which also added a new section 2824-a in Public Authorities Law (“PAL”) for State and Local Public Authorities, requires the development and adoption of a Mission Statement and related Performance Measures to assist the authority in determining how well it is carrying out its Mission.

MISSION STATEMENT

To administer and account for the receipt of Tobacco Settlement Revenues generated from the Master Settlement Agreement among the attorneys general of 46 states and various territories and the four largest United States tobacco manufacturers entered into on November 23, 1998.

Also, as part of this administration and accounting, WTASC has debt outstanding (further described in the “Nature of Westchester Tobacco Asset Securitization Corporation Business” above) which, in accordance with debt instruments, requires debt service for principal and interest in a timely fashion. Bond offerings for 1999, 2005 and 2016 net bond proceeds provided the County of Westchester with funds for working capital purposes.

Excess tobacco settlement revenues (over the residual certificate holder amount due the County of Westchester and operating costs allocations) along with interest earnings are utilized for debt service and are also monitored and utilized for prepayment of WTASC debt.

WTASC’s continuing public purpose and mission is to satisfy its obligations under the Trust Indentures associated with the Tobacco Settlement Asset-Backed Bonds, Series 2016 and compliance with other Trust Indenture requirements as well as articles of the By-Laws of the Corporation.

ANNUAL PERFORMANCE REVIEW MEASURES

WTASC shall *annually review* this Mission statement to determine whether or not WTASC has continued to meet its stated mission.

In addition to the abovementioned annual Mission statement review, WTASC shall further measure the performance of the following items:

- 1) Assure that all members of the Board have *acknowledged the Mission* of WTASC.
- 2) The Financial Statements of WTASC continue to be *audited* by a competent professional accounting firm, preferably having as clients other Tobacco entities receiving Master Settlement Agreement funds.
- 3) Assure that WTASC *accounting* continues to comply with current Governmental Accounting Standards Board (“GASB”) accounting requirements.
- 4) Assure that *debt obligations are paid* in accordance with the current Bond indenture.
- 5) Assure that the WTASC *expenditures are only for requirements* of the operations of WTASC and are being incurred on a consistent basis.
- 6) Assure *timely transfers* of Tobacco Settlement Revenues when received to maximize asset investment, payment of debt obligations and, if funds are available, redemption of Bonds.
- 7) The Board of Directors of the WTASC *continues to be satisfied with internal controls* of the WTASC.
- 8) Financials of the WTASC are posted annually to EMMA (*Electronic Municipal Market Access*).
- 9) Key New York State PARIS filings for the WTASC are made.

PERFORMANCE MEASUREMENTS for 2016

Tobacco Settlement Revenues received on April 18th of 2016 amounting to \$26,415,365 were timely invested. Subsequently, the interest payments due on June 1, 2016 of \$4,839,700 and on December 1, 2016 of \$4,495,563 were timely paid.

In addition, due to the 2016 receipt of excess tobacco settlement revenues and interest earnings over debt service, the residual amount due the County of Westchester, and operating costs, the WTASC was able to redeem in June 2016 \$14,045,000 of future principal payment requirements.

On December 22, 2016 the WTASC issued \$180,990,000 of Tobacco Settlement Asset-Backed Bonds Series 2016 composed of Senior Bonds (federally taxable) of \$7,165,000, Senior Bonds of \$91,300,000 and Subordinate Bonds of \$82,525,000, the proceeds of which were used to 1) refund the outstanding series 2005 bonds of \$175,750,000, 2) pay certain costs of issuance related to the Series 2016 bonds and 3) distribute to the Residual Certificate Holder the remaining proceeds. Additional information on the WTASC’s long-term debt can be found in Note 3 in the notes to financial statements and also the Official Statement of the 2016 Series Bond offering which can be found on EMMA’s (Electronic Municipal Market Access) website at <http://emma.msrb.org/ER1002584-ER784532-ER1185718.pdf>.

- ❖ Included in the April 2016 TSR amount of \$26,415,321 is the WTASC's share of the following at 1.926%:
 - 1) "Disputed Payment Account" settlement in 2015 between the Master Settlement Agreement Participating Manufacturers and New York State in the amount of \$13,518,989,
 - 2) Related 2015 settlement agreement credits to Original Participating Manufacturers (OPM) and Subsequent Participating Manufacturers (SPM) of (\$2,725,154),
 - 3) OPM and SPM release of the Non-Participating prior year adjustments and other adjustments totaling \$1,927,595,
 - 4) 17th Annual- Master Settlement Agreement distribution of \$13,693,891.

The 2015 settlement agreement and additional New York State Settlement agreement guidance can be found on the Attorney General's website at <http://www.ag.ny.gov/NPM-Settlement>. This settlement is the primary reason for the increase in WTASC's 2015 ability to prepay \$14,045,000 of future principal payment requirements versus prepayment amounts in prior years.

PERFORMANCE MEASUREMENTS FORECASTED for 2017

Tobacco Settlement Revenues received on April 20th of 2017 amounting to \$11,566,206 were timely invested, and are available for the scheduled interest payments due on June 1, 2017 of \$3,848,219 and on December 1, 2017 estimated to be \$4,334,381 as well as the principal payment of \$2,090,000 due on June 1, 2017. **Note:** Due to the shorter period of December 22, 2016 through June 1, 2017, interest payments are lower for June 1, 2017 than the December 1, 2017 estimated interest payments. Also, Turbo Redemption of \$120,000 will be made on June 1, 2017 as well.

The defeased 2005 bonds of \$175,750,000 were paid off on January 23, 2017 and the remaining portion of the defeased 1999 bonds of \$97,575,000 is scheduled for payment on July 15, 2017 from a defeased escrow account.

LIST OF ADDITIONAL QUESTIONS

- 1) Have the board members acknowledged that they have read and understood the mission of the Public Authority?

The members of the WTASC Board of Directors acknowledged that they have read and understood the mission of the WTASC.

- 2) Who has the power to appoint the management of the Public Authority?

*The Board of Directors appoints the officers of the WTASC. However, per Article III (Officers) section 1 of the WTASC by-laws, **the Treasurer shall at all times be the individual from time to time exercising the powers and duties of the Commissioner of Finance of Westchester County.***

- 3) If the Board appoints management, do you have a policy to follow when appointing management of the Public Authority?

The Board of Directors follows the by-laws and reviews the qualifications of the proposed candidate when appointing officers and management.

- 4) Briefly describe the role of the Board of Directors and the role of Management in implementation of the Mission.

In implementing the Mission of the WTASC, the Board of Directors approves all policies, financial statements including budgets, contracts and purchases, election of officers, and oversees corporate management. Management oversees and fulfills the requirements of the WTASC's day to day operations.

- 5) Has the Board of Directors acknowledged that they have read and understood the responses to each of these questions?

The Board of Directors acknowledged that they have read and understood the responses to these questions and approved their submission.

COMPARATIVE FINANCIAL STATEMENTS for 2016 and 2015

The *statement of net position* presents information on the WTASC's assets, deferred outflows of resources, liabilities and deferred inflows of resources, with the difference reported as *net position*. The *statement of revenues, expenses and changes in net position* presents information showing how the WTASC's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, *regardless of the timing of related cash flows*. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (for example, accounts receivable, amounts due to County of Westchester and accrued interest payable).

The notes to financial statements are located beginning on page 8 of the financial statements report and should be read to have a full understanding of the data provided in the statements of net position and revenues ,expenses and changes in net position. <http://www.westchestertasc.com>

COMPARATIVE STATEMENT OF NET POSITION

	12/31/2016	12/31/2015
ASSETS		
<i>Current Assets:</i>		
Cash and equivalents	\$ 77,693	\$ 120,679
Tobacco receivable	11,566,206	26,415,365
Interest receivable	119,780	122,334
<i>Total Current Assets</i>	<u>11,763,679</u>	<u>26,658,378</u>
<i>Noncurrent Assets:</i>		
Restricted cash and equivalents	18,000	462,209
Restricted investments	14,133,625	14,133,625
<i>Total Noncurrent Assets</i>	<u>14,151,625</u>	<u>14,595,834</u>
<i>Total Assets</i>	<u>25,915,304</u>	<u>41,254,212</u>
DEFERRED OUTFLOWS OF RESOURCES		
Deferred charges on refunding	4,610,472	28,001,214
LIABILITIES		
<i>Current Liabilities:</i>		
Accounts payable	32,160	55,000
Due to County of Westchester	1,601,919	3,641,215
Accrued interest payable	217,831	806,617
Current maturities of bonds payable	2,090,000	-
<i>Total Current Liabilities</i>	<u>3,941,910</u>	<u>4,502,832</u>
<i>Noncurrent Liabilities -Bonds payable, net of current</i>	<u>183,278,041</u>	<u>186,296,193</u>
<i>Total Liabilities</i>	<u>187,219,951</u>	<u>190,799,025</u>
NET POSITION		
<i>Unrestricted</i>	<u>\$ (156,694,175)</u>	<u>\$ (121,543,599)</u>

Financial Highlights

2016

At the close of 2016, the liabilities of the WTASC exceeded its assets and deferred outflows of resources, resulting in a deficit of \$156,694,175. The deficit was increased by \$35,150,576 due to \$11,566,206 recognized for Tobacco Settlement Revenues ("TSR's") less operating expenses of \$133,003, non-operating net interest expense of \$9,200,074, TSR's residual payment to Westchester County of \$8,707,914, expensing the unamortized portion of the loss on the refunded 2005 bonds of \$27,075,411 and costs of issuance on the 2016 series bonds of \$1,600,380. The TSR's residual payment to the County of Westchester is composed of the residual payment of \$7,105,995 related to the 2016 bond offering and \$1,601,919 for the residual payment on the current year TSR's receipt.

2015

At the close of 2015, the liabilities of the WTASC exceeded its assets and deferred outflows of resources, resulting in a deficit of \$121,543,599. The deficit was decreased by \$12,433,063, due to the amount recognized for Tobacco Settlement Revenues ("TSR's") of \$26,415,321 less operating expenses of \$135,330, non-operating net interest expense of \$10,205,719 and TSR's residual payment to Westchester County of \$ 3,641,209.

COMPARATIVE STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

	<u>12/31/2016</u>	<u>12/31/2015</u>
<i>Operating Revenues</i> - Tobacco settlement revenues	\$ 11,566,206	\$ 26,415,321
<i>Operating Expenses:</i>		
Professional fees	76,170	85,807
Insurance expense	56,833	49,523
Total Operating Expenses	<u>133,003</u>	<u>135,330</u>
Income from Operations	<u>11,433,203</u>	<u>26,279,991</u>
<i>Non-Operating Revenues (Expenses):</i>		
Loss on refunded 2005 bonds	(27,075,411)	-
Costs of Issuance of 2016 bonds	(1,600,380)	-
Interest income	587,886	579,283
Interest expense	(9,787,960)	(10,785,002)
Residual payment to County of Westchester	<u>(8,707,914)</u>	<u>(3,641,209)</u>
Total Non-Operating Expenses	<u>(46,583,779)</u>	<u>(13,846,928)</u>
Change in Net Position	(35,150,576)	12,433,063
<i>Net Position</i>		
Beginning of Year	(121,543,599)	(133,976,662)
End of Year	<u>\$ (156,694,175)</u>	<u>\$ (121,543,599)</u>

Financial Analysis

2016

Net position decreased by \$35,150,576 in 2016, compared with an increase of \$12,433,063 in 2015, a difference of \$47,583,639. This difference from the prior year is due to expensing the unamortized loss on the refunded 2005 bonds of \$27,075,411, the 2016 series bonds cost of issuance of \$1,600,380, the increase in residual payment to Westchester County of \$5,066,705, and reduced TSR's of \$14,849,115, partially offset by a decrease in net interest expense of \$1,005,645 and reduced operating expenses of \$2,327.

2015

Net position increased by \$12,433,063 in 2015, compared with an increase of \$826,988 in 2014, a difference of \$11,606,075. This increase from the prior year is due to the increase in the recognition of tobacco settlement revenues of \$13,337,436, primarily attributable to the "Disputed Payment Account" settlement in 2015 between the Master Settlement Agreement Participating Manufacturers and New York State, and reduced net interest expense of \$115,969, partially offset by an increase in the residual payment of \$1,847,234 due to the County of Westchester and an increase in other operating expenses of \$96.

BONDS PAYABLE

WTASC issued bonds on December 22, 2016 as follows:

\$7,165,000 of Senior Bonds (federally taxable) due June 1, 2020 with interest ranging from 2.125% to 3.625% and an initial projected redemption date of June 1, 2020.* Balance due at December 31, 2016 is \$7,165,000.

\$91,300,000 of Senior Bonds due June 1, 2041 with interest primarily at 5.0% and a projected final redemption date of June 1, 2041.* Balance due at December 31, 2016 is \$91,300,000.

\$82,525,000 of Subordinate Bonds due June 1, 2051 with interest ranging from 4.00% to 5.125% and a projected final Turbo Redemption date of June 1, 2034.* Balance due at December 31, 2016 is \$82,525,000.

*Assumes Redemption payments are made based on the receipt of surplus pledged TSR's in accordance with the 2016 Indenture HIS Global Base Case Forecast of future tobacco consumption.

A schedule of planned structured principal maturities as of December 31, 2016 is as follows:

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2017	\$ 2,090,000	\$ 8,182,729	\$ 10,272,729
2018	2,100,000	8,641,200	10,741,200
2019	1,975,000	8,582,778	10,557,778
2020	3,155,000	8,479,919	11,634,919
2021	3,295,000	8,325,543	11,620,543
2022-2051	<u>168,375,000</u>	<u>146,291,966</u>	<u>314,666,966</u>
	180,990,000	<u>\$ 188,504,135</u>	<u>\$ 369,494,135</u>
Unamortized Original Issue Net Premium	<u>4,378,041</u>		
	<u>\$ 185,368,041</u>		

BOND RATINGS

WTASC's one credit rating agency- Standard and Poors (S&P Global Ratings) - ratings of the 2016 bonds outstanding are as follows:

	<u>Ratings</u>
Series 2016A (maturity 6/1/2017 - 6/1/2020)	A (sf)
Series 2016B (maturity 6/1/2020 - 6/1/2026)	A (sf)
Series 2016B (maturity 6/1/2027 - 6/1/2036)	A- (sf)
Series 2016B (maturity 6/1/2041)	BBB+ (sf)
Series 2016C (maturity 6/1/2042 and 6/1/2045)	BBB (sf)
Series 2016C (maturity 6/1/2051)	BB+ (sf)

On May 16, 2017 S&P Global Ratings put the WTASC Series 2016 bonds on CreditWatch with negative implications.

WTASC's 2005 defeased bonds have been fully paid off on January 23, 2017. WTASC's 1999 bonds have been defeased with United States securities and therefore are linked to the United States sovereign ratings. Standard & Poors' rating for the 1999 bonds is AA+. The remaining 1999 defeased debt balance of \$97,575,000 is due on July 15, 2017.

DEBT ADMINISTRATION

Although no planned structured principal payments were required to be made on the 2005 series bonds, the WTASC was able to make an additional "Turbo Redemption" payment of \$14,045,000, and prior to the refunding of the 2005 bonds had made cumulative principal payments of \$40,850,000. The remaining 2005 bonds outstanding of \$175,750,000 were refunded on December 22, 2016 and a payment to the refunded bond escrow agent of \$176,977,345 was made to defease the debt. At the end of the current fiscal year, the WTASC had total net bonded debt outstanding of \$185,368,041 for the new 2016 series bonds composed of \$180,990,000 bonded debt and original issue net premium of \$4,378,041.

Additional information on the WTASC's long-term debt can be found in Note 3 in the notes to financial statements and also the Official Statement of the 2016 Series Bond offering which can be found on EMMA's (Electronic Municipal Market Access) website at <http://emma.msrb.org/ER1002584-ER784532-ER1185718.pdf>.

ECONOMIC FACTORS

The bonds are payable only from the assets of the WTASC. WTASC's only source of funds for payments on the bonds is the collections of TSR's and amounts on deposit in pledged accounts (i.e. liquidity and debt service reserves and Turbo Redemption accounts) pursuant to the indenture. If a participating manufacturer becomes a debtor in a bankruptcy case and defaults in making payments or cigarette consumption declines, funds available to WTASC to pay bondholders may be reduced or eliminated. Additional information on economic factors can be found in the Official Statement of the 2016 Series Bond offering on EMMA's (Electronic Municipal Market Access) website at <http://emma.msrb.org/ER1002584-ER784532-ER1185718.pdf>.

INVESTMENTS

The terms of the bond indenture provide for the establishment of a liquidity reserve. The reserve was initially funded from the proceeds of the issuance of the Series 2005 bonds in an amount equal to \$14,133,625, the maximum annual debt service requirement based on planned structured principal payments. As part of the 2016 bond indenture, this same liquidity reserve was utilized and separated into two parts; \$7,645,487.50 for the "Senior Liquidity Reserve Account" and \$6,488,137.50 for the "Subordinate Liquidity Reserve Account".

Restricted cash and equivalents consists of funds held in the Debt Service, Liquidity Reserve and Bond Proceeds accounts whose use is restricted to the payment of debt obligations on the WTASC bonds.

WTASC's investment policy can be accessed via its website at <http://www.westchestertasc.com>

COMPENSATION

There are no employees of the WTASC, therefore there is no disclosure of compensation as required by section 2806 (1) of the Public Authorities Law of New York State.

PROJECTS

WTASC has not undertaken any projects. It has issued new bonds in December 2016.

REAL PROPERTY

WTASC historically has never owned any real property.

SUMMARY RESULTS OF CONFIDENTIAL EVALUATION OF BOARD PERFORMANCE

The summary result of the confidential evaluation of the WTASC board's performance is attached.

Summary Results of Confidential Evaluation of Board Performance

Name of Authority: Westchester Tobacco Asset Securitization Corporation

Date Completed: JUNE 13, 2017

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Board members have a shared understanding of the mission and purpose of the Authority	3			
The policies, practices and decisions of the Board are always consistent with this mission.	3			
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	3			
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	3			
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	3			
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.	3			
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	3			
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	3			
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	3			
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	3			
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	3			
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	3			
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	3			
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	3			
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	3			
Board members demonstrate leadership and vision and work respectfully with each other.	3			