

**Westchester Tobacco Asset
Securitization Corporation**
(A Blended Component Unit of the
County of Westchester, New York)

Financial Statements

Years Ended December 31, 2016 and 2015



Independent Auditors' Report

The Board of Directors of the Westchester Tobacco Asset Securitization Corporation

Report on the Financial Statements

We have audited the accompanying financial statements of the Westchester Tobacco Asset Securitization Corporation ("WTASC"), a blended component unit of the County of Westchester, New York, as of and for the years ended December 31, 2016 and 2015, and the related notes to the financial statements.

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 opinions on these financial statements based on our audit. We conducted our audit 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 audit to obtain reasonable assurance about whether the financial statements are free from 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 auditors' 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 entity'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 entity'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 opinions.

Opinions

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

Emphasis of Matters

We draw attention to Note 1 in the notes to financial statements that indicates that these financial statements present only the WTASC and do not purport to, and do not present fairly the financial position of the County of Westchester, New York as of December 31, 2016 and 2015 and the changes in financial position and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

We further draw attention to Note 5 in the notes to financial statements which discusses that the only significant resource of the WTASC is the right to receive tobacco revenues. A reduction in these revenues would affect debt service coverage on the bonds. If the reduction were material, it could impair the ability of the WTASC to make Turbo Redemption payments or even its ability to pay required bond structuring amounts as they are due. As a result, actual payments may not conform to the required bond structuring amounts or allow the WTASC to make advance Turbo Redemption payments prior to the Subordinate Bonds maturity dates. Our opinion is not modified with respect to this matter.

Other Matters**Required Supplementary Information**

Accounting principles generally accepted in the United States of America require that Management's Discussion and Analysis be presented to supplement the financial statements. Such information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the financial statements and other knowledge we obtained during our audit of the financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated June 5, 2017 on our consideration of the WTASC'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 the WTASC's internal control over financial reporting and compliance.

PKF O'Connor Davies, LLP

PKF O'Connor Davies, LLP

Harrison, New York

June 5, 2017

**Westchester Tobacco
Asset Securitization Corporation**
(A Blended Component Unit of the County of Westchester, New York)

Management's Discussion and Analysis (MD&A)
December 31, 2016

Introduction

As management of the Westchester Tobacco Asset Securitization Corporation ("WTASC"), we offer readers of the WTASC's financial statements this narrative overview and analysis of the financial activities of the WTASC for the fiscal year ended December 31, 2016. It should be read in conjunction with the financial statements, which immediately follow this section, to enhance understanding of the WTASC's financial performance.

Financial Highlights

- ❖ On the statement of net position, the liabilities of the WTASC exceeded its assets and deferred outflows of resources at the close of the most recent fiscal year, 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 payments 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.
- ❖ The Governmental Accounting Standards Board ("GASB") issued Technical Bulletin 2004-1, "*Tobacco Settlement Recognition and Financial Reporting Entity Issues*", as amended and/or superseded by GASB Statement No. 48 "*Sales and Pledges of Receivables and Future Revenues and Intra-Entity Transfers of Assets and Future Revenues*", which clarified certain asset and revenue recognition criteria. Prior to the issuance of this guidance, the WTASC had recognized as a receivable/revenue the present value of the future tobacco revenue stream. The new guidance required a reversal of this position, in that it promulgated that TSR's and the related asset only be recognized when the event giving rise to recognition (i.e. the shipment of cigarettes) occurs. Because annual TSR payments are based on cigarette sales from the preceding calendar year, the WTASC was prohibited from recognizing this future revenue stream as a receivable. Accordingly, the only revenue recognition allowed was for TSR payments to be received in the immediately succeeding fiscal year, as these payments were based on cigarette shipments in the year under audit. This had the effect of deferring revenue recognition, which results in the deficit position reflected on the statement of net position. Over time, as TSR payments are received and the bonded indebtedness is retired, the deficit will be reduced.

Financial Statements

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 provide additional information that is essential to a full understanding of the data provided in the statement of net position and the statement of revenues, expenses and changes in net position. The notes to financial statements are located beginning on page 8 of this report.

Financial Analysis

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.

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 in 2016, 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 Bond Proceeds 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. For further detailed description of economic factors, also see the Official Statement of the 2016 Series Bonds Bond offering which can be found on EMMA's website at <http://emma.msrb.org/ER1002584-ER784532-ER1185718.pdf>.

Requests for Information

This financial report is designed to provide a general overview of the WTASC's finances for all those with an interest in those finances. Questions and comments concerning any of the information provided in this report should be addressed to Commissioner of Finance, County of Westchester, 148 Martine Avenue, White Plains, New York 10601.

Westchester Tobacco Asset Securitization Corporation
 (A Blended Component Unit of the County of Westchester, New York)

Comparative Statement of Net Position
 December 31,

	<u>2016</u>	<u>2015</u>
ASSETS		
Current assets		
Cash and equivalents	\$ 77,693	\$ 120,679
Receivables		
Tobacco settlement	11,566,206	26,415,365
Interest	<u>119,780</u>	<u>122,334</u>
Total Current Assets	<u>11,763,679</u>	<u>26,658,378</u>
Noncurrent assets		
Restricted cash and equivalents	18,000	462,209
Restricted investments	<u>14,133,625</u>	<u>14,133,625</u>
Total Noncurrent Assets	<u>14,151,625</u>	<u>14,595,834</u>
Total Assets	<u>25,915,304</u>	<u>41,254,212</u>
DEFERRED OUTFLOWS OF RESOURCES		
Deferred amounts on refunding bonds	<u>4,610,472</u>	<u>28,001,214</u>
LIABILITIES		
Current liabilities		
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	<u>2,090,000</u>	<u>-</u>
Total Current Liabilities	3,941,910	4,502,832
Noncurrent liabilities		
Bonds payable, net of current maturities	<u>183,278,041</u>	<u>186,296,193</u>
Total Liabilities	<u>187,219,951</u>	<u>190,799,025</u>
NET POSITION		
Unrestricted	<u>\$ (156,694,175)</u>	<u>\$ (121,543,599)</u>

See notes to financial statements.

Westchester Tobacco Asset Securitization Corporation

(A Blended Component Unit of the County of Westchester, New York)

Comparative Statement of Revenues, Expenses and Changes in Net Position
 Years Ended December 31,

	<u>2016</u>	<u>2015</u>
OPERATING REVENUES		
Tobacco settlement revenues	\$ 11,566,206	\$ 26,415,321
OPERATING EXPENSES		
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>
NON-OPERATING REVENUES (EXPENSES)		
Loss on refunded 2005 bonds	(27,075,411)	-
Costs of issuance	(1,600,380)	-
Interest income	587,886	579,283
Interest expense	(9,787,960)	(10,785,002)
Residual payments to County of Westchester	(8,707,914)	(3,641,209)
Total Non-Operating Expenses	<u>(46,583,779)</u>	<u>(13,846,928)</u>
Change in Net Position	(35,150,576)	12,433,063
NET POSITION		
Beginning of Year	<u>(121,543,599)</u>	<u>(133,976,662)</u>
End of Year	<u>\$ (156,694,175)</u>	<u>\$ (121,543,599)</u>

See notes to financial statements.

Westchester Tobacco Asset Securitization Corporation

(A Blended Component Unit of the County of Westchester, New York)

Comparative Statement of Cash Flows

Years Ended December 31,

	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from tobacco settlement revenues	\$ 26,415,365	\$ 13,077,841
Cash paid to vendors	(155,843)	(135,330)
Net Cash from Operating Activities	<u>26,259,522</u>	<u>12,942,511</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest income	<u>590,440</u>	<u>579,967</u>
CASH FLOWS FROM NON-CAPITAL FINANCING ACTIVITIES		
Repayment of bonds payable	(14,045,000)	(1,855,000)
Payment to refunded bond escrow agent	(176,977,345)	-
Proceeds from bonds	180,990,000	-
Premium on bonds	4,378,041	-
Payment of issuance costs	(1,600,380)	-
Interest paid	(9,335,263)	(9,721,137)
Residual payments to County of Westchester	(10,747,210)	(1,793,969)
Net Cash from Non-Capital Financing Activities	<u>(27,337,157)</u>	<u>(13,370,106)</u>
Net Change in Cash and Equivalents	(487,195)	152,372
CASH AND EQUIVALENTS		
Beginning of Year	<u>582,888</u>	<u>430,516</u>
End of Year	<u>\$ 95,693</u>	<u>\$ 582,888</u>
Cash and equivalents	\$ 77,693	\$ 120,679
Restricted cash and equivalents	<u>18,000</u>	<u>462,209</u>
Total Cash and Equivalents	<u>\$ 95,693</u>	<u>\$ 582,888</u>
RECONCILIATION OF INCOME FROM OPERATIONS TO NET CASH FROM OPERATING ACTIVITIES		
Income from operations	\$ 11,433,203	\$ 26,279,991
Adjustments to reconcile income from operations to net cash from operating activities		
Changes in assets and liabilities		
Tobacco settlement receivable	14,849,159	(13,337,480)
Accounts payable	(22,840)	-
Net Cash from Operating Activities	<u>\$ 26,259,522</u>	<u>\$ 12,942,511</u>
NONCASH NON-CAPITAL FINANCING ACTIVITIES		
Increase in bonds payable from amortization of original issue discount	<u>\$ 115,680</u>	<u>\$ 118,939</u>
Decrease in deferred outflows of resources from amortization of loss on refunding	<u>\$ 925,803</u>	<u>\$ 951,882</u>

See notes to financial statements.

Westchester Tobacco Asset Securitization Corporation

(A Blended Component Unit of the County of Westchester, New York)

Notes to Financial Statements

December 31, 2016 and 2015

Note 1 - Nature of Business and Summary of Significant Accounting Principles**Nature of 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.

Westchester Tobacco Asset Securitization Corporation

(A Blended Component Unit of the County of Westchester, New York)

Notes to Financial Statements (Continued)

December 31, 2016 and 2015

Note 1 - Nature of Business and Summary of Significant Accounting Principles (Continued)

Entity Definition

Based on the guidance provided by Governmental Accounting Standards Board (“GASB”) Technical Bulletin No. 2004-1, *“Tobacco Settlement Recognition and Financial Reporting Entity Issues”*, as amended and/or superseded by GASB Statement No. 48, *“Sales and Pledges of Receivables and Future Revenues and Intra-Entity Transfers of Assets and Future Revenues”*, the WTASC is reported as a blended component unit of the County in its financial statements.

Basis of Presentation

A fund is an independent fiscal and accounting entity with a self-balancing set of accounts which comprise its assets, deferred outflows of resources, liabilities, deferred inflows of resources, net position, revenues and expenses. The accounts of the WTASC are maintained on the accrual basis of accounting. Under the accrual basis of accounting, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred.

The accompanying financial statements present only the activities of the WTASC and do not purport to, and do not, present fairly the financial position of the County or the WCHCC as of December 31, 2016 and 2015 and the changes in their respective financial position and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Cash and Equivalents

Cash and equivalents consist of demand deposit accounts, time deposit accounts, money market accounts and certificates of deposit with original maturities of three months or less.

Restricted Cash and Equivalents and 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 balance 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.

Deferred Outflows/ Inflows of Resources

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element represents a consumption of net position that applies to a future period and so will not be recognized as an outflow of resources (expense) until then.

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element represents an acquisition of net

Westchester Tobacco Asset Securitization Corporation

(A Blended Component Unit of the County of Westchester, New York)

Notes to Financial Statements (Continued)

December 31, 2016 and 2015

Note 1 - Nature of Business and Summary of Significant Accounting Principles (Continued)

position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time.

As of December 31, 2016 and 2015, the WTASC reported deferred outflows of resources of \$4,610,472 and \$28,001,214, respectively. These amounts result from the difference in the carrying value of the refunded debt and its reacquisition price. Due to the refunding of the 2005 bonds in 2016, the remaining portion of the 2005 bonds' loss on refunding the 1999 bonds of \$27,075,411 was expensed in 2016. The 2016 bonds' loss on refunding of the 2005 bonds has been deferred and is being amortized over the life of the refunded debt. See Note 3 Bonds Payable.

Tax Status

The WTASC is exempt from Federal income tax under Section 501(a) of the Internal Revenue Code and is a 501(c) (3) organization.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, deferred outflows of resources, liabilities and deferred inflows of resources and disclosures of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events Evaluation by Management

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were available to be issued, which date is June 5, 2017.

Note 2 - Restricted Investments

Restricted investments at December 31, 2016 and 2015 consisted of the following -

Security Benefit Life Insurance Company fixed annuity due April 2045, interest at 4.1%	<u>\$ 14,133,625</u>
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Composed of \$7,645,487.50 for the "Senior Liquidity Reserve Account" and \$6,488,137.50 for the "Subordinate Liquidity Reserve Account".

Note 3 - Bonds Payable

During 2016, the WTASC issued \$180,990,000 of Series 2016 bonds with interest rates ranging from 2.125% to 5.125%, depending on maturity. The proceeds were partially used to advance refund \$175,750,000 of outstanding Series 2005 bonds, which bore interest ranging from 5.00% to 5.125%, depending on maturity. The net proceeds of \$176,977,345 (inclusive of a \$4,378,041 issuance premium and the receipt of \$315,679 of remaining available funds from the 2005 issue and after payment of

Westchester Tobacco Asset Securitization Corporation

(A Blended Component Unit of the County of Westchester, New York)

Notes to Financial Statements (Continued)

December 31, 2016 and 2015

Note 3 - Bonds Payable (Continued)

\$907,220 in underwriting fees, \$693,160 in other issuance costs, and \$7,105,995 transferred to the County as the holder of the residual Certificate), were used to purchase securities that were deposited in an irrevocable trust with an escrow agent to redeem the 2005 series bonds on January 23, 2017, inclusive of accrued interest. As a result, the Series 2005 bonds are considered to be defeased and the liability for those bonds has been removed from the Statement of Net Position at December 31, 2016.

The reacquisition price exceeded the net carrying amount of the 2005 bonds by \$4,610,472 which is being accounted for as a deferred outflow of resources and the original issue premium of \$4,378,041 is being netted with the bonds payable. These amounts are being amortized over the remaining life of the refunded debt.

WTASC issued bonds on December 22, 2016 as follows:

\$7,165,000 of Senior Bonds (federally taxable) due June 1, 2020 with interest rates 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 rates 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 rates 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 IHS 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 Premium	<u>4,378,041</u>		
	<u>\$ 185,368,041</u>		

Westchester Tobacco Asset Securitization Corporation

(A Blended Component Unit of the County of Westchester, New York)

Notes to Financial Statements (Concluded)

December 31, 2016 and 2015

Note 4 - Prior Year Defeasance

In addition to the defeased 2005 debt, in 2005, the WTASC defeased the 1999 bonds by placing a portion of the proceeds of the 2005 bonds in an irrevocable trust to provide for all debt service payments on the 1999 bonds. Accordingly, the trust account assets and the liability for the defeased bonds are not included in the WTASC's financial statements. At December 31, 2016, \$97,575,000 of the remaining 1999 bonds outstanding, which will be redeemed on July 15, 2017, are considered defeased.

Note 5 - Significant Contingencies**Contingencies**

The enforceability of the rights and remedies of the State (and thus the bondholders) and of the obligations of a participating manufacturer under the MSA are subject to the Bankruptcy Code and the other applicable insolvency, moratorium or similar laws relating to or affecting the enforcement of creditors' rights. Some of the risks include risks of delay in or reduction of amounts of payment or of non-payment under the MSA and the risk that the State (and thus the County and/or WTASC) may be stayed for an extended time from enforcing any rights under the MSA and the Consent Decree or with respect to the payments owed by the bankrupt participating manufacturer or from commencing legal proceedings against the bankrupt participating manufacturer. As a result, if a participating manufacturer becomes a debtor in a bankruptcy case and defaults in making payment, funds available to WTASC to pay bondholders may be reduced or eliminated.

The bonds are payable only from the assets of WTASC. The bonds are neither legal nor moral obligations of WCHCC, the County or the State of New York, and no recourse may be had thereto for payment of amounts owing on the bonds. WTASC's only source of funds for payments on the bonds is the collections and amounts on deposit in pledged accounts pursuant to the indenture. WTASC has no taxing power and no significant assets other than the rights to receive tobacco settlement revenues and amounts on deposit in a pledged accounts amounting to \$14,133,625.



**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**

Independent Auditors' Report

**The Board of Directors of the
Westchester Tobacco Asset Securitization Corporation**

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 the Westchester Tobacco Asset Securitization Corporation, New York ("WTASC") as of and for the years ended December 31, 2016 and 2015, and the related notes to the financial statements and have issued our report thereon dated June 5, 2017.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the WTASC'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 opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the WTASC's internal control. Accordingly, we do not express an opinion on the effectiveness of the WTASC'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 WTASC'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 the WTASC's financial statements are free from 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 disclosed 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 WTASC'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 WTASC's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

PKF O'Connor Davies, LLP

PKF O'Connor Davies, LLP

Harrison, New York

June 5, 2017