ULSTER TOBACCO ASSET SECURITIZATION CORPORATION

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

Basic Financial Statements and Required Supplementary Information

For the year ended December 31, 2021

(With Independent Auditors' Reports Thereon)

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For the year ended December 31, 2021

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Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Ulster Tobacco Asset Securitization Corporation:

Report on the Audit of the Financial Statements

Opinions

We have audited the financial statements of the governmental activities and the major fund of Ulster Tobacco Asset Securitization Corporation (the "Corporation"), a component unit of the County of Ulster, New York, as of and for the year ended December 31, 2021, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements as listed in the table of contents.

In our opinion, the accompanying financial statements present fairly, in all material respects, the respective financial position of the governmental activities and the major fund of the Corporation, as of December 31, 2021, and the respective changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS") and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Corporation and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Responsibilities of Management for the Financial Statements

The Corporation's management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Corporation's ability to continue as a going concern for one year after the date that the financial statements are issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Corporation's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control–related matters that we identified during the audit.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis be presented to supplement the basic financial statements. Such 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. 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 basic financial statements, and other knowledge we obtained during our audit of the basic 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 March 21, 2022 on our consideration of the 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 solely 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 effectiveness of 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 Corporation's internal control over financial reporting and compliance.

Drescher & Malecki LLP

March 21, 2022

As management of the Ulster Tobacco Asset Securitization Corporation (the "Corporation"), we offer readers of the Corporation's financial statements this narrative overview and analysis of the financial activities of the Corporation for the fiscal year ended December 31, 2021. We encourage readers to consider information presented here in conjunction with additional information that we have furnished in the Corporation's financial statements, which follows this narrative.

Financial Highlights

- The Corporation had a net position deficit of $36.909 million at December 31, 2021.
- The Corporation's net position improved by approximately $1.291 million for the year ended December 31, 2021.
- During the year, the Corporation's governmental activities had general revenues of $2.763 million, comprised of $2.763 million in tobacco settlement revenues (TSRs).
- The total expenses of the Corporation's governmental activities were $1.473 million, which includes $1.428 million for interest on the Corporation's outstanding bonds payable, and approximately $45 thousand for general administration expenses.
- The Corporation's total bonded debt outstanding at year end was $35.016 million of bonds payable, net of accreted capital appreciation, and bond premium.

Using This Annual Report

This annual report consists of four financial statements presented on two pages. The first two financial statements are the Governmental Fund Balance Sheet / Statement of Net Position found on page 7. The final two financial statements are the Statement of Governmental Fund Revenues, Expenditures and Changes in Fund Balance / Statement of Activities found on page 8.

The Statement of Net Position and the Statement of Activities provide information about the activities of the Corporation as a whole and present a long-term view of the Corporation's finances by focusing on the total available resources and changes therein. The fund financial statements tell how the operations were financed in the short-term, as well as what remains for future spending. The Corporation has only one fund, a debt service fund. The Debt Service Fund is used to account for the accumulation of resources to pay for future debt service, and the Corporation's general administrative costs related to such debt service.

For the Corporation, the change in the focus between current spendable resources and total available resources is identified in the adjustment columns found on each of the financial statements as noted above. To arrive at the Statement of Net Position, the accrued tobacco settlement revenues, the accrued interest expense on the Corporation's bonds, the outstanding balance of bonds payable and certain other adjustments are added to the total on the Governmental Activities column. This is displayed in the Adjustments column. To arrive at the Statement of Activities, certain adjustments are made to the Statement of Revenues, Expenditures and Changes in Fund Balance. For the Corporation, transactions not affecting its reported net position are payments of debt service-principal. Accounts relating to the aforementioned transactions are displayed in the Adjustments column to the left of the Governmental Activities column.

Reporting the Corporation as a Whole

The Statement of Net Position and the Statement of Activities

These two statements report the Corporation's net position and changes in them. Annual changes in the Corporation's net position – the difference between assets and deferred outflows, and liabilities and deferred inflows – is the way to measure the Corporation's financial health, or financial position. Over time, increases or decreases in the Corporation's net position are one indicator of whether its financial health is improving or deteriorating. As the Corporation is entirely dependent on tobacco settlement revenues, in evaluating the financial health of the Corporation, the reader will also need to consider the likelihood that the amount of payments from the primary tobacco manufacturers will continue to support the debt service on the Corporation's bonds as well as operating expenses.

The Corporation reports a deficit in its net position. The deficit in the Corporation's net position arose as it carried out its statutory purpose of acting as a facilitator for the issuance of debt to finance the purchase of all right, title and interest in Ulster County's future revenues under the Master Settlement Agreement for future Tobacco Settlement Revenues. This debt will be repaid from amounts expected to be received from primary tobacco manufacturers in subsequent years. The unrestricted net position deficit can be expected to continue until the outstanding debt is retired.

The Corporation had total assets of $4.949 million, total liabilities of $35.161 million, and total deferred inflows of resources of $6.698 million at the end of the year. Unrestricted net position – the part of net position that can be used to finance day-to-day operations without constraints established by debt covenants, enabling legislation, or other legal requirements – was a net position deficit of $39.265 million at the end of this year. In addition, there was a restricted net position in the amount of $2.356 million for debt service.

Reporting the Corporation's Fund

Fund Financial Statements

The fund financial statements provide detailed information about its Debt Service Fund. The fund financial statements are prepared using a different approach than the Corporation-wide financial statements. The Corporation's expenditures are reported in its governmental fund, which focuses on how money flows into and out of this fund and the balance left at year-end that is available for spending. This fund is reported using the modified accrual basis of accounting, which measures cash and all other financial assets that can readily be converted to cash. The Debt Service Fund statements provide a detailed short-term view (less than one year) of the Corporation's operations.

As the Corporation completed the year, its Debt Service Fund (as presented in the governmental fund balance sheet on page 7) reported a combined fund balance of $2.356 million.

During the year, the Corporation's Debt Service Fund reported TSRs of $2.553 million, while its administrative costs totaled $45 thousand and debt service payments totaled $2.513 million. The Corporation earned $295 in interest income on investments.

Debt

In 2001, the Corporation was authorized to issue up to $28.352 million of debt. The Series 2001 Bonds consist of the Series 2001 Convertible Capital Appreciation Bonds (CABs) in the amount of $6.397 million and the Series 2001 Current Interest Bonds in the amount of $21.955 million. The Series 2001 Bonds were issued at a net original issue premium of $583 thousand and the Corporation paid issuance costs of $1.069 million. In 2005, the Corporation was authorized to issue an additional $15.852 million of debt. The County participated in the New York Counties Tobacco Trust V (NYCTT V) to facilitate this transaction. These bonds consist of Series 2005 S1 Subordinate Turbo CABs in the amount of $5.486 million, Series 2005 S2 Subordinate Turbo CABs in the amount of $3.127 million, Series 2005 S3 Subordinate Turbo CABs in the amount of $1.736 million and Series 2005 S4B Subordinate CABs in the amount of $5.503 million. In 2016, the Corporation was authorized to refund and issue $31.060 million of debt. The County participated in the New York Counties Tobacco Trust VI (NYCTT VI) to facilitate this transaction. These bonds consist of Series 2016 Tobacco Settlement Asset Backed Bonds in the amount of $31.060 million, and were used to defease, redeem, and/or exchange the Series 2001 Tobacco Settlement Asset Backed Bonds, to cancel the Series 2005 S2 Subordinate Turbo CABs, and to acquire by negotiated price the Series 2005 S4B Subordinate CABs. At December 31, 2021, the Corporation had $28.805 million in Tobacco Settlement Bonds outstanding, an unamortized premium of $1.080 million, and accreted CABs outstanding of $5.131 million.

Contacting The Corporation's Financial Management

This financial report is designed to provide our citizens, taxpayers, customers, investors and creditors with a general overview of the Corporation's finances and to show the Corporation's accountability for the money it receives. If you have any questions about this report or need additional financial information, contact the Ulster County Department of Finance at the Ulster County Office Building, 4th Floor, Kingston, New York 12402.

ULSTER TOBACCO ASSET
SECURITIZATION CORPORATION
(A BLENDED COMPONENT UNIT OF THE COUNTY OF ULSTER, NEW YORK)

Governmental Fund Balance Sheet / Statement of Net Position

December 31, 2021

	Debt Service Fund	Adjustments (Note 9)	Governmental Activities
Assets			
Restricted cash and cash equivalents	$ 2,369,937	$ -	$ 2,369,937
Due from New York State	-	2,580,000	2,580,000
Total assets	$ 2,369,937	2,580,000	4,949,937
Liabilities			
Due to other governments	$ 14,115	-	14,115
Accrued interest	-	130,370	130,370
Tobacco settlement bonds payable (net)	-	29,885,043	29,885,043
Capital appreciation bonds (net)	-	5,131,190	5,131,190
Total liabilities	14,115	35,146,603	35,160,718
Deferred Inflows of Resources - Gain on refunding	-	6,697,939	6,697,939
Fund Balances / Net Position			
Fund balance:			
Restricted for debt service	2,355,822	(2,355,822)	-
Total fund balances	2,355,822	(2,355,822)	-
Total liabilities, deferred inflows of resources, and fund balances	$ 2,369,937	39,488,720	41,858,657
Net position:			
Restricted for debt service		2,355,822	2,355,822
Unrestricted		(39,264,542)	(39,264,542)
Total net position		$ (36,908,720)	$ (36,908,720)

See accompanying notes to financial statements.

ULSTER TOBACCO ASSET
SECURITIZATION CORPORATION
(A BLENDED COMPONENT UNIT OF THE COUNTY OF ULSTER, NEW YORK)

Statement of Governmental Fund Revenues, Expenditures and Changes in Fund Balance / Statement of Activities

For the Year Ended December 31, 2021

	Debt Service Fund	Adjustments (Note 10)	Governmental Activities
General revenues:			
Tobacco settlement revenues	$ 2,553,142	$ 210,000	$ 2,763,142
Interest income	295	-	295
Total general revenues	2,553,437	210,000	2,763,437
Expenditures / Expenses:			
General government support	44,815	-	44,815
Debt service - principal	815,000	(815,000)	-
Debt service - interest and fiscal charges	1,698,173	(270,063)	1,428,110
Total expenditures / expenses	2,557,988	(1,085,063)	1,472,925
Change in fund balance / Net position	(4,551)	1,295,063	1,290,512
Fund balances / Net position:			
Beginning of year	2,360,373	(40,559,605)	(38,199,232)
End of year	$ 2,355,822	$ (39,264,542)	$ (36,908,720)

See accompanying notes to financial statements.

(1) Organization

The Ulster Tobacco Asset Securitization Corporation (the "Corporation") is a special purpose, bankruptcy-remote local development corporation organized under the Not-For-Profit Corporation Law of the State of New York (the "State"). The Corporation was established on January 12, 2001, however there were no substantive operations until February 1, 2001 as discussed herein. The Corporation is an instrumentality of, but separate and apart from, the County of Ulster, New York (the "County"). The Corporation has a board of directors comprised of nine directors, all but one of whom shall be one or more of the following: an employee of the County, an elected official of the County or a member of the County legislature; and one director who shall be independent. Although legally separate from the County, the Corporation is a component unit of the County and, accordingly, is included in the County's financial statements as a blended component unit.

On February 1, 2001, pursuant to a Purchase and Sale Agreement with the County, the County sold to the Corporation all of its future right, title and interest (that the market would allow) in the Tobacco Settlement Revenues (TSRs) under the Master Settlement Agreement (MSA) and the Decree and Final Judgment (the "Decree"). On November 29, 2005, the County participated in the New York Counties Tobacco Trust V (NYCTT V); whereby, the County sold all of its future right, title and interest (that the present market would allow) in the TSRs under the MSA. The MSA resolved cigarette smoking-related litigation between the settling states and the Participating Manufacturers (PMs), released the PMs from past and present smoking-related claims, and provides for a continuing release of future smoking-related claims, in exchange for certain payments to be made to the settling states, as well as certain tobacco advertising and marketing restrictions, among other things. The Decree, which was entered by the Supreme Court of the State, allocated to the County a share of the TSRs under the MSA. The future right, title and interest of the County's share were sold to the Corporation.

The MSA was entered into on November 23, 1998, among the attorneys general of 46 states (including New York), 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 for the four largest United States tobacco manufacturers: Philip Morris Incorporated, R.J. Reynolds Tobacco Company, Brown and Williamson Tobacco Company and Lorillard Tobacco Company (collectively the "Original Participating Manufacturers" or "OPMs") 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.

The purchase price of the County's future right, title and interest in the TSRs has been financed by the issuance of serial bonds. Excess TSRs not required by the Corporation to pay various expenses, debt service or required reserves with respect to the bonds are transferred to the Ulster Tobacco Asset Securitization Corporation Residual Trust (the Trust), as owner of the Residual Certificate. The County is the beneficial owner of the Trust and thus the funds received by the Trust will ultimately transfer to the County. A Residual Certificate exists which represents the entitlement to receive all amounts required to be distributed after payment of debt service, operating expenses and certain other costs as set forth in the indenture. Payments on the Residual Certificate from TSR collections are subordinate to payments on the bonds and payment of certain other costs specified in the indenture.

In September 2016, the County and the Corporation participated in New York Counties Tobacco Trust VI (NYCTT VI) whereby the Corporation issued new Series 2016 bonds.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The Corporation has prepared its financial statements in accordance with accounting principles generally accepted in the United States of America. The Governmental Accounting Standards Board (GASB) is the accepted standard setting body for establishing governmental accounting and financial reporting principles.

The accompanying financial statements present only activities of the Ulster Tobacco Asset Securitization Corporation and do not purport to, and do not, represent fairly the financial position of the County of Ulster as of December 31, 2021, and the changes in its financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

The Corporation has prepared Corporation-wide financial statements titled "Statement of Net Position" and "Statement of Activities" as well as the required supplementary information titled "Management's Discussion and Analysis" which precedes the financial statements. The Corporation also prepares the fund financial statements, which are the "Governmental Fund Balance Sheet," and "Statements of Revenues, Expenditures and Changes in Fund Balance." The basic financial statements include both the Corporation-wide and the fund financial statements.

The Corporation follows the principles of fund accounting as each segment of operations is represented under a discrete fund presentation in the fund financial statements. The Corporation uses one governmental fund type to report its financial position and results of operations. Fund accounting is designed to demonstrate legal compliance and to aid financial management by segregating transactions related to certain functions and activities. The Debt Service Fund accounts for the accumulation of resources for payment of principal and interest on long-term debt and supports the operations of the Corporation.

The Collection Account within the Debt Service Fund will be used to deposit all Collections (excluding certain investment earnings). Funds on deposit in the Collection Account will be transferred to various other accounts under the Indenture. The Debt Service Account within the Debt Service Fund will be used to deposit amounts transferred from the Collection Account in respect of interest and principal payments and from which the Trustee will make payments on the bonds in accordance with the priority of payments. The Corporation is required to maintain a balance of, to the extent of available funds, equal to the lesser of: (i) 125% of the average annual Debt Service on the Bonds of each Series of Bonds of which one or more Bonds remain Outstanding Bonds, measured as of their respective dates of original issuance; or (ii) the maximum amount that may be held in the Liquidity Reserve Account, in the opinion of Counsel, without adversely affecting the tax-exempt status of the Series 2001 Bonds and any other subsequently issued debt. The Extraordinary Payment Account within the Debt Service Fund will be used to deposit, following the occurrence of any Event of Default, Collections after the payment of certain expenses. The Trustee will make interest payments, Extraordinary Payments and various other payments related to the Bonds.

The Trapping Account within the Debt Service Fund will be funded from Collections at the amount necessary to make the amount in the Trapping Account equal to the sum of (i) the Trapping Requirement during the existence of a Trapping Event and (ii) the Lump Sum Payment Requirement as a result of a Lump Sum Payment Event.

For further information regarding the above accounts, events, and requirements refer to the Corporation's Tobacco Settlement Asset-Backed Bonds, Series 2001 Resolution dated February 8, 2001.

(b) Measurement Focus and Basis of Accounting

The Corporation utilizes the full accrual basis of accounting, which focuses on changes in total economic resources, in preparation of the Corporation-wide financial statements. Under the full accrual basis of accounting changes in long-term assets and liabilities are incorporated into the financial statements. Since the fund financial statements are prepared on a different measurement focus and basis of accounting than the Corporation-wide financial statements, an adjustments column is presented to transform the fund based financial statements into the Corporation-wide financial statements.

The Corporation follows the modified accrual basis of accounting in its Debt Service Fund, which focuses on changes in available resources, in preparation of the fund financial statements. Under the modified accrual basis of accounting, revenues and related receivables are recorded in the accounting period that they become both measurable and available. Available means collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period (ninety days or less). Expenditures and related liabilities are recognized in the accounting period the liability is due and payable.

General administration expenditures are direct costs incurred by the Corporation, such as legal and auditing fees, financial advisory fees, printing costs, trustee fees, and other related costs. General administration expenditures are paid from either bond proceeds or from TSRs.

(c) Restricted Cash and Cash Equivalents

The Corporation considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents. Restricted cash and cash equivalents represent amounts to support debt service.

(d) Investments

The Corporation considers all debt instruments with original maturities of more than three months to be investments. The Corporation reports its investments with an original maturity of greater than one year at quoted market price (fair value) and reports investments with an original maturity of one year or less at cost. At December 31, 2021, the Corporation does not report any investments.

(e) Due from New York State

The amount due from New York State represents an estimate of the Corporation's portion of the Master Settlement Agreement and is recorded as a revenue in the Corporation-wide financial statements.

(f) 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, *deferred outflows of resources,* represents a consumption of net position that applies to a future period(s) and so will *not* be recognized as an outflow of resources (expense/expenditure) until then. At December 31, 2021, the Corporation does not have any items that qualify for reporting in this category.

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, *deferred inflows of resources,* represents an acquisition of net position that applies to a future period(s) and so will *not* be recognized as an inflow of resources (revenue) until that time. At December 31, 2021, the Corporation had deferred inflows of resources in the amount of $6.698 million related to a deferred gain on refunding, which will be amortized over the life of the bonds. A deferred gain or loss on refunding results from the difference in carrying value of refunded debt and its acquisition price.

(g) Net Position Flow Assumption

Sometimes the Corporation will fund outlays for a particular purpose from both restricted (e.g., restricted bond proceeds) and unrestricted resources. In order to calculate the amounts to report as restricted–net position and unrestricted–net position in the Corporation-wide 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.

(h) Fund Balance Flow Assumption

Sometimes the Corporation will fund outlays for a particular purpose from both restricted and unrestricted resources (the total of committed, assigned, and unassigned fund balance). In order to calculate the amounts to report as restricted, committed, assigned, and unassigned fund balance in the governmental fund financial statements, a flow assumption must be made about the order in which the resources are considered to be applied. If the Corporation must use funds for emergency expenditures, it shall expend funds first from funds classified under GASB as non-spendable (if funds become available) then restricted funds. The use of committed and assigned funds as classified by GASB will occur after the exhaustion of available restricted funds. Finally, if no other fund balances are available the Corporation will use unassigned fund balance.

(i) Fund Balance

The Corporation's fund equity is classified as fund balance. Fund balance classifications indicate the level of constraints placed upon how resources can be spent and identify the sources of those constraints. In the fund financial statements, fund balance is defined as:

Restricted – consists of amounts that are subject to externally enforceable legal purpose restrictions imposed by creditors, grantors, contributors, or laws and regulations of other governments, or through constitutional provisions, charter requirements, or enabling legislation.

Committed – consists of amounts that are subject to a purpose constraint by a formal action of the Board before the end of the fiscal year. Commitments may be established, modified, or rescinded only through resolutions approved by the Board. The Corporation has no committed fund balances as of December 31, 2021.

Assigned – consists of amounts that are subject to a purpose constraint that represents an intended use established by the Board, or by their designated body or official.

Unassigned – consists of a deficit fund balance resulting from overspending for specific purposes for which amounts have been restricted, committed, or assigned. The Corporation has no unassigned fund balances as of December 31, 2021.

(j) Program and General Revenues

Amounts reported as *program revenues* include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions (including special assessments) that are restricted to meeting the operational or capital requirements of a particular function or segment. There are no program revenues in the current year. All tobacco settlement revenue and other internally dedicated revenues are reported as general revenues rather than as program revenues.

(k) Tobacco Settlement Revenues

During the year ended December 31, 2021, the Corporation recognized tobacco settlement revenues in accordance with the Master Settlement Agreement. Payments are made according to a set formula based on tobacco sales.

(l) Expenses/Expenditures

Expenditures are recorded on a modified accrual basis of accounting. Payments to the County are recorded when the obligation is incurred. General administration costs consist of operating expenses for professional service fees and are paid using interest income on investments. *Direct expenses* are those that are clearly identifiable with a specific function. Indirect expenses have been included as part of the program expenses reported for the various functional activities.

(m) Interest

The Corporation recognizes all interest paid as interest expenditures on a modified accrual basis for the revenue, expenditures and changes in fund balance statement and as expensed on the full accrual basis for the statement of activities.

(n) Amortized Bond Premiums and Bond Discounts

The Corporation recognizes bond premiums and bond discounts fully in the year of issuance for the governmental fund statements and are amortized over the life of the related bonds for the Corporation-wide statements.

(o) Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America require the Corporation's management to make estimates and assumptions in determining the reported amounts of assets, liabilities, deferred inflows of resources, and deferred outflows of resources, and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

(p) Adoption of New Accounting Pronouncements

During the year ended December 31, 2021, the Corporation implemented GASB Statement No. 89, *Accounting for Interest Cost Incurred Before the End of a Construction Period,* No. 91, *Conduit Debt Obligations,* No. 92, *Omnibus 2020,* No. 93, *Replacement of Interbank Offered Rates,* No. 97, *Certain Component Unit Criteria, and Accounting and Financial Reporting for Internal Revenue Code Section 457 Deferred Compensation Plans,* and No. 98, *The Annual Comprehensive Financial Report*. The implementation of GASB Statement Nos. 89, 91, 92, 93, 97, and 98 did not have a material impact on the Corporation's financial position or results from operations.

(q) Future Impacts of Accounting Pronouncements

The Corporation has not completed the process of evaluating the impact that will result from adopting the following GASB Statements:

- No. 87, *Leases*, effective for the year ending December 31, 2022.
- No. 94, *Public-Private and Public-Public Partnerships and Availability Payment Arrangements*, effective for the year ending December 31, 2023.
- No. 96, *Subscription-Based Information Technology Arrangements*, effective for the year ending December 31, 2023.

The Corporation is, therefore, unable to disclose the impact that adopting these statements will have on its financial position and results of operations when such statements are adopted.

(r) Subsequent Events

The Corporation has evaluated subsequent events after December 31, 2021, and through March 21, 2022, which is the date the financial statements were available to be issued, and have determined that there are no subsequent events that require disclosure under generally accepted accounting principles.

(s) Tax Status

The Corporation received a determination letter dated January 3, 2003, finding the Corporation exempt from federal income tax under section 501(a) of the Internal Revenue Code (IRC) as an organization described in section 501(c)(3).

(3) Restricted Cash and Cash Equivalents

At December 31, 2021, total restricted cash and cash equivalents of $2.370 million consist primarily of short-term U.S. Government guaranteed securities held by the Corporation's agent in the Corporation's name. At year end the carrying amount of restricted cash and cash equivalents for the Corporation was $2.370 million and the bank balance was $2.370 million.

The Corporation invests in authorized investments as described in the bond resolution, including: commercial or finance company paper rated "P-1" by Moody's; special time deposit accounts; certificates of deposit; obligations of the United States of America; obligations guaranteed by agencies of the United States of America; obligations of the State of New York; obligations issued pursuant to LFL Sect. 24.00 or 25.00 (with approval of the State Comptroller) by any municipality, school district or district corporation other than the County of Ulster; obligations of public authorities, public housing authorities, urban renewal agencies and industrial development agencies where the general State statutes governing such entities or whose specific enabling legislation authorizes such investments; and repurchase agreements limited to obligations of the United States of America and obligations guaranteed by agencies of the United States of America.

Credit risk, for cash and cash equivalents, is the risk that in the event of a bank failure, the Corporation's deposits may not be returned to it. All deposits of the Corporation, including certificates of deposit and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act are secured at December 31, 2021. Custodial risk, for cash and cash equivalents, is the risk that, in the failure of the counterparty, the Corporation will not be able to recover the value of its cash equivalents or collateral securities that are in possession of an outside party.

Interest rate risk is the risk of fair value losses arising from fluctuating interest rates. The Corporation limits its exposure to interest rate risk by generally limiting investments to 180 days or less.

(4) Receivables – Due from New York State

For tobacco settlement revenue earned in 2021, the Corporation has accrued $2.580 million within the governmental activities only, as it is only recognized on the full accrual basis of accounting.

(5) Bonds Payable

As discussed in Note 1, the purchase price of the County's future right, title and interest in the TSRs, was financed through the issuance of Series 2001 Bonds in the amount of $31.330 million bearing interest at rates ranging from 5.950% to 6.262%, Series 2005 NYCTT V Bonds in the amount of $15.852 million bearing interest rates ranging from 6.00% to 7.85%, and Series 2016 NYCTT VI Bonds in the amount of $31.060 million bearing interest rates ranging from 2.000% to 6.750%. The Series 2001 Bonds consisted of the Series 2001 Convertible Capital Appreciation Bonds in the amount of $6.397 million (with $2.978 million in Capital Appreciation that is recognized by the Corporation over a period of 10 years) and the Series 2001 Current Interest Bonds in the amount of $21.955 million. During 2016, the Series 2001 Tobacco Settlement Asset Backed Bonds in the amount of $25.280 million were defeased, redeemed, and/or exchanged with the issuance of the Series 2016 Tobacco Settlement Bonds and additional consideration. Also during 2016, as a result of the refunding transaction, the Series 2005 S2 Subordinate Turbo CABs were canceled, and the Series 2005 S4B Subordinate CABs were acquired by negotiated purchase price. As of December 31, 2021, the Series 2016 Tobacco Settlement Bonds totaled $29.885 million, net of unamortized premium, and the Series 2005 S3 Subordinate Turbo CABs totaled $5.131 million, net of capital appreciation.

The Bonds are secured by a perfected security interest in, and pledge of, the Trust Estate, as defined in the indenture, which includes, among other things, the TSRs and all investment earnings on amounts on deposit in the accounts established under the indenture. The Corporation retains TSRs in an amount sufficient to service its debt, not otherwise provided for from bond proceeds, and pay its operating expenses, and remits the remaining balance to the Trust (see note 1).

Changes in Tobacco Settlement Bonds payable for the year ended December 31, 2021, are as follows:

Description	Beginning Balance 1/1/21	Additions	Deletions	Ending Balance 12/31/21
Tobacco Settlement Bonds:				
Series 2016	$29,620,000	$ -	$ 815,000	$28,805,000
Bond premium	1,163,123	-	83,080	1,080,043
Net Tobacco Settlement Bonds	$30,783,123	$ -	$ 898,080	$29,885,043

Principal and interest debt service requirements for required maturity payments at the December 31, 2021 for the Series 2016 Tobacco Settlement Bonds are as follows:

Year ending December 31:	Principal	Interest	Total
2022*	3,205,000	1,564,439	4,769,439
2023	1,400,000	1,409,020	2,809,020
2024	1,495,000	1,311,314	2,806,314
2025	1,610,000	1,206,520	2,816,520
2026-2030	9,930,000	4,286,348	14,216,348
2031-2034	11,165,000	1,213,375	12,378,375
Debt service payable	$ 28,805,000	$ 10,991,016	$ 39,796,016

* Actual amounts due within 2022 may vary based on the receipt of TSR's and the Corporation's ability to make the payments of principal and interest, as referenced in Note (8).

The Corporation paid $815 thousand in principal payments in 2021 on the Series 2016 Tobacco Settlement Bonds.

The Corporation had a liquidity reserve in the amount of $2.208 million to fund debt service payments if needed, at December 31, 2021.

Interest on the Subordinate Turbo CABs is compounded semiannually on June 1 and December 1, but is not payable until bond maturity. Interest accretes until both principal and accreted interest are paid. The accreted interest on the Subordinate Turbo CABs is reflected within the Subordinate Turbo CABs payable liability.

A summary of the Subordinate Turbo CABs net bond balance activity for the year ended December 31, 2021 follows:

Description	Beginning Balance 1/1/21	Additions & Annual Net Interest Accretion	Turbo Redemption Payments	Ending Balance 12/31/21
Subordinate Turbo CABs	$ 4,797,150	$ 334,040	$ -	$ 5,131,190

The remaining projected debt service requirements as of December 31, 2021, including principal of $5.131 million, capital appreciation and interest for the Series 2005 NYCTT V Bonds are to be paid starting in June 1, 2034, and maturing on June 1, 2039, totaling $13.842 million as follows:

Year ending December 31:		Principal & Interest
2022	$	-
2023		-
2024		-
2025		-
2026		-
2027-2031		-
2032-2036		7,229,237
2037 and beyond		6,612,350
Debt service payable	$	13,841,587

During the course of 2021, there were no payments of principal and accreted interest on the Series 2005 NYCTT V Bonds.

(6) Net Position and Fund Balance

The Corporation-wide financial statements utilize a net position presentation. Net position is categorized as restricted and unrestricted components.

- ***Restricted for Debt Service*** – This category restricts a portion of net position for payment of the debt service obligations of the Corporation. At December 31, 2021, the balance of this restriction was $2,355,822.
- ***Unrestricted Component of Net Position*** – This component represents net position of the Corporation not restricted for any other purpose.

In the fund financial statements, restricted fund balances are amounts constrained to specific purposes (such as grantors, bondholders, and higher levels of government) through constitutional provisions or by enabling legislation. At December 31, 2021, the Corporation reported $2,355,822 of fund balance restricted for debt service that must be used toward the future repayment of bonded debt.

As of December 31, 2021, the Corporation reported no nonspendable, committed, assigned or unassigned fund balance.

(7) Transactions with Ulster County

In addition to setting forth the terms and conditions of the sale and purchase of the TSRs, the Purchase and Sale Agreement also provides for separate consideration to retain the County to act as administrator with respect to the preparation of all reports and other instruments and documents that it is the duty of the Corporation to prepare, execute, file or deliver pursuant to the indenture and the related agreements.

The Corporation uses office space and telephone services from the County and shares overhead and operating services and expenses with the County (including employees, consultants and agents). The Contract provides for payments to the County on the basis of actual use or value of such services, or on a basis reasonably related thereto. For the year ended December 31, 2021, the Corporation owes approximately $14 thousand for services rendered by Ulster County.

(8) Contingencies

The ability of the Corporation to meet debt service payments of bonds is contingent upon the receipt of TSRs. TSRs are principally dependent upon future levels of domestic consumption. A significant decline in the overall consumption of cigarettes could have a material adverse effect on the payments by the OPMs under the MSA and the amounts available to the Corporation to make payments of principal and interest on their bonds.

Certain smokers, smokers' rights organizations, consumer groups, cigarette importers, cigarette distributors, cigarette manufacturers, Native American tribes, taxpayers, taxpayers' groups and other parties have filed actions against some, and in certain cases all, of the signatories to the MSA. In the event of an adverse court ruling in such types of litigation, Bondholders could incur a complete loss of their investment.

Additionally, the OPM's are also exposed to liability from various lawsuits including individual lawsuits, class action lawsuits and health care cost recovery litigation. Ultimately, the outcome of these and any other pending or future lawsuits is uncertain. One or more adverse judgment could result in delays in, or reductions of amounts available for, payments on the bonds.

(9) Explanation of Certain Differences between the Governmental Fund Balance Sheet and the Statement of Net Position

Long-term liabilities of the Corporation's activities are not due and payable in the current period and, therefore, are not reported as fund liabilities. In addition, certain items are fully expensed in the governmental fund statements, but amortized over a period of time in the Statement of Net Position. All assets, liabilities, and deferred inflows of resources – both current and long-term – are reported in the Statement of Net Position.

The adjustments required to the reported governmental fund asset and liabilities to arrive at the Statement of Net Position are as follows:

Total fund balances - Debt Service Fund	$	2,355,822
Due from New York State - tobacco settlement revenues		2,580,000
Accrued interest payable		(130,370)
Tobacco settlement bonds payable		(28,805,000)
Bond premium		(1,080,043)
Capital appreciation bonds (net of accreted capital appreciation)		(5,131,190)
Deferred gain on refunding		(6,697,939)
Total net position	$	(36,908,720)

(10) Explanation of Certain Differences between the Governmental Fund Statement of Revenues, Expenditures, and Changes in Fund Balance and the Statement of Activities

Repayment of bond principal is reported as an expenditure in governmental funds and therefore contributes to the change in fund balance. In the Statement of Net Position, however, repaying bond principal decreases long-term liabilities and does not affect the statement of activities. Similarly, recognition of revenues not expected to be received in the current year and expenditures not due and payable will not affect the fund balance reported for the governmental funds. In the Statement of Activities prepared on the full accrual basis, however, all revenues and expenses are recognized in the year they are earned or incurred regardless of when they are paid, and will therefore be reflected in the Statement of Activities. These differences in measurement recognition affect both the reported fund balance and reported net position. The adjustments required to the reported governmental funds revenues and expenditures to arrive at the Statement of Activities are as follows:

Change in fund balance - Debt Service Fund	$	(4,551)
Tobacco settlement revenues		210,000
Debt service - principal payments		815,000
Debt service - interest accruals		5,797
CAB accreted interest		(334,040)
Bond premium recognized		83,080
Change in deferred gain on refunding		515,226
Change in net position	$	1,290,512

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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*

To the Board of Directors
Ulster 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 governmental activities and the major fund of Ulster Tobacco Asset Securitization Corporation (the "Corporation"), a component unit of the County of Ulster, New York, as of and for the year ended December 31, 2021, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements, and have issued our report thereon dated March 21, 2022.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Corporation's internal control over financial reporting ("internal control") as a basis for designing 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 Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the 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 the Corporation'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 financial statements. 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 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.

Drescher & Malecki LLP

March 21, 2022