PKF O'CONNOR DAVIES
ACCOUNTANTS AND ADVISORS

Independent Auditors' Report

The Board of Directors of the Putnam County Tobacco Asset Securitization Corporation

Report on the Financial Statements

We have audited the accompanying financial statements of the Putnam County Tobacco Asset Securitization Corporation ("PTASC"), a blended component unit of the County of Putnam, New York, as of and for the year ended December 31, 2017, 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 an opinion 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 PTASC'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 PTASC's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the PTASC as of December 31, 2017, and the changes in financial position and cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

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Emphasis of Matters

We draw attention to Note 1 in the notes to financial statements that indicates that these financial statements present only the PTASC and do not purport to, and do not present fairly the financial position of the County of Putnam, New York as of December 31, 2017 and the changes in financial position and cash flows for the year 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 4 in the notes to financial statements which discusses that the only significant resource of the PTASC 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 PTASC to make turbo redemption payments or even its ability to make planned structured principal payments as they are due. As a result, actual payments may not conform to either the turbo redemption maturities or the planned structured principal payments schedules. 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 March 15, 2018 on our consideration of the PTASC'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 effectiveness of the PTASC's 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 PTASC's internal control over financial reporting and compliance.

PKF O'Connor Davies, LLP

PKF O'Connor Davies, LLP
Harrison, New York
March 15, 2018

Introduction

As management of the Putnam Tobacco Asset Securitization Corporation ("PTASC"), we offer readers of the PTASC's financial statements this narrative overview and analysis of the financial activities of the PTASC for the fiscal year ended December 31, 2017. It should be read in conjunction with the financial statements, which immediately follow this section, to enhance understanding of the PTASC's financial performance.

Financial Highlights

- On the statement of net position, the liabilities of the PTASC exceeded its assets and deferred outflows of resources at the close of the most recent fiscal year, resulting in a deficit of $16,114,189. The deficit was increased by $402,039, due to the shortfall of the amount recognized for Tobacco Settlement Revenues ("TSR's") of $815,054 less operating expenses of $49,832 and non-operating net interest expense of $1,167,261.

- 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 PTASC 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 PTASC 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 PTASC'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 PTASC'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 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 $402,039 in 2017, compared with an increase of $69,019 in 2016, a difference of $471,058. Tobacco settlement revenues decreased $494,530 in 2017, interest expense decreased $17,275 and operating expenses increased $2,586. The decrease in revenues is largely attributable to the prior year settlement of a multi-year dispute over the amount to be paid by the participating tobacco manufacturers.

Debt Administration

At the end of the current fiscal year, the PTASC had total gross bonded debt outstanding of $22,655,423. PTASC was able to make a principal payment of $55,000, and to date has made principal payments of $2,780,000.

Additional information on the PTASC's long-term debt can be found in Note 3 in the notes to financial statements.

Economic Factors

The bonds are payable only from the assets of the PTASC. PTASC'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 reserve 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 PTASC to pay bondholders may be reduced or eliminated.

Requests for Information

This financial report is designed to provide a general overview of the PTASC'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 William J. Carlin, Treasurer, Putnam County, Carmel, New York 10512.

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

Statement of Net Position
December 31, 2017

ASSETS	
Current assets	
Cash and equivalents	$ 52,328
Tobacco settlement receivable	1,064,537
Prepaid expenses	8,586
Total Current Assets	1,125,451
Noncurrent assets	
Restricted cash and equivalents	1,208,850
Total Assets	2,334,301
DEFERRED OUTFLOWS OF RESOURCES	
Deferred loss on refunding bonds	1,055,657
LIABILITIES	
Current liabilities	
Accrued liabilities	70,425
Current maturities of bonds payable	285,000
Total Current Liabilities	355,425
Noncurrent liabilities	
Bonds payable, net of current maturities	19,148,722
Total Liabilities	19,504,147
NET POSITION	
Unrestricted	$ (16,114,189)

See notes to financial statements.

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

Statement of Revenues, Expenses and Changes in Net Position
Year Ended December 31, 2017

OPERATING REVENUES	
Tobacco settlement revenues	$ 815,054
OPERATING EXPENSES	
Professional fees	10,821
Insurance expense	7,871
Equipment and supplies	1,140
Administrative charges	30,000
Total Operating Expenses	49,832
Income from Operations	765,222
NON-OPERATING REVENUES (EXPENSES)	
Interest income	12,401
Interest expense	(1,179,662)
Total Non-Operating Expenses	(1,167,261)
Change in Net Position	(402,039)
NET POSITION	
Beginning of year	(15,712,150)
End of year	$ (16,114,189)

See notes to financial statements.

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

Statement of Cash Flows
Year Ended December 31, 2017

CASH FLOWS FROM OPERATING ACTIVITIES	
Cash received from tobacco settlement revenues	$ 912,806
Cash paid to vendors	(50,547)
Net Cash from Operating Activities	862,259
CASH FLOWS FROM INVESTING ACTIVITIES	
Interest income	12,401
CASH FLOWS FROM NON-CAPITAL FINANCING ACTIVITIES	
Repayment of bonds payable	(55,000)
Interest paid	(846,750)
Net Cash from Non-Capital Financing Activities	(901,750)
Net Change in Cash and Equivalents	(27,090)
CASH AND EQUIVALENTS	
Beginning of year	1,288,268
End of year	$ 1,261,178
Cash and equivalents	$ 52,328
Restricted cash and equivalents	1,208,850
Total Cash and Equivalents	$ 1,261,178
RECONCILIATION OF INCOME FROM OPERATIONS TO NET CASH FROM OPERATING ACTIVITIES	
Income from operations	$ 765,222
Adjustments to reconcile income from operations to net cash from operating activities	
Changes in assets and liabilities	
Tobacco settlement receivable	97,752
Prepaid expenses	(715)
Net Cash from Operating Activities	$ 862,259
NONCASH INVESTING ACTIVITIES	
Increase in bonds payable from amortization of original issue discount	$ 25,564
Increase in bonds payable from accreted interest on Series 2005 capital appreciation bonds	216,966
Decrease in deferred outflows of resources from amortization of loss on refunding bonds	90,657

See notes to financial statements.

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Note 1 - Nature of Business and Summary of Significant Accounting Policies

Nature of Business

The Putnam County Tobacco Asset Securitization Corporation ("PTASC") is a special purpose, bankruptcy-remote local development corporation. PTASC was organized under the provisions of Section 1411 of the New York State Not-For-Profit Corporation Law and pursuant to the Public Authorities Law of the State of New York. The Board of Directors of PTASC consists of five members; the County of Putnam, New York's ("County") County Executive, the County's Director of Finance, the Chairman of the County's Board of Legislators, the Chairman of the Audit and Administration Committee of the County's Board of Legislators and a fifth director who meets certain requirements of independence and shall be designated by the other four 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 0.152% 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 2001, the County sold all of its future rights, title and interest to receive payments under the MSA and the Consent Decree to PTASC, which issued $15,280,000 in Tobacco Settlement Asset-Backed Bonds, Series 2000 ("Series 2000"). During 2005, PTASC issued $20,565,798 of Tobacco Settlement Asset-Backed Bonds, Series 2005 A, B and C Term Bonds and Series 2005 D and E Capital Appreciation Bonds (collectively "Series 2005"), the proceeds of which were used to 1) refund the outstanding Series 2000 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 2010, PTASC issued $3,400,000 of Tobacco Settlement Asset-Backed Bonds, Series 2010A Term Bonds, the proceeds of which were used to refund the outstanding Series 2005C Term Bonds of an equal amount. The remaining Series 2005 and 2010A bonds are payable from and secured solely from pledged Tobacco Settlement Revenues ("TSR's"). The County, as owner of the beneficial interest in the Residual Trust which holds the Residual Certificate, will not be entitled to receive payments on such certificate while PTASC bonds remain outstanding. The debt issued by PTASC to securitize these revenues is not considered debt of the County and is secured only by future tobacco settlement payments.

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 PTASC is reported as a blended component unit of the County in its financial statements.

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

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 PTASC 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 PTASC and do not purport to, and do not, present fairly the financial position of the County as of December 31, 2017 and the changes in its financial position for the year 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

The terms of the bond indenture provide for the establishment of a liquidity reserve. The reserve has been established at the maximum annual debt service requirements in the current and any future fiscal year, assuming principal is paid in accordance with the requirements of the indenture.

The terms of the bond indenture also provide for the establishment of a trapping account. Following the occurrence of a trapping event, amounts that otherwise would have been paid on the residual certificate to the County will be deposited in the trapping account and will be restricted to pay interest, required planned structured principal payments and turbo redemption payments, in such order, to the extent collections or other available amounts are insufficient for such purposes.

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

The PTASC has reported deferred outflows of resources of $1,055,657 for a deferred loss on refunding bonds in the Statement of Net Position. This amount results from the difference in the carrying value of the refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

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

Tax Status

The PTASC is exempt from federal income tax under Section 501 (a) of the Internal Revenue Code as 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 March 15, 2018.

Note 2 - Restricted Cash and Equivalents

Restricted cash and equivalents at December 31, 2017 consisted of the following -

US Treasury Bills	$ 1,208,850

Note 3 - Bonds Payable

PTASC issued bonds on August 25, 2005 and June 1, 2010 as follows:

$2,915,000 - Turbo Term Bonds due June 1, 2027 with interest at 6.0% and a projected final Turbo Redemption date of June 1, 2018.* Balance due at December 31, 2017 is $135,000.

$3,400,000 - Turbo Term Bonds due June 1, 2041 with interest at 6.25% and a projected final Turbo Redemption date of June 1, 2018.* Balance due at December 31, 2017 is $3,400,000.

$9,165,000 - Turbo Term Bonds due June 1, 2042 with interest at 5.0% and a projected final Turbo Redemption date of June 1, 2024.* Balance due at December 31, 2017 is $9,165,000.

$3,325,000 - Turbo Term Bonds due June 1, 2045 with interest at 5.0% and a projected final Turbo Redemption date of June 1, 2026.* Balance due at December 31, 2017 is $3,325,000.

$1,877,002 (net of unaccreted amounts of $1,233,989) - Turbo Capital Appreciation Bonds due June 1, 2050 with a yield of 5.875% and a projected final Turbo Redemption date of June 1, 2027.*

Note 3 - Bonds Payable (Continued)

$1,829,406 (net of unaccreted amounts of $1,690,026) - Turbo Capital Appreciation Bonds due June 1, 2055 with a yield of 6.375% and a projected final Turbo Redemption date of June 1, 2029.*

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

Year Ending December 31,	Principal*	Interest	Total
2018	$ 5,010,000	* $ 697,925	$ 5,707,925
2019	1,190,000	521,000	1,711,000
2020	1,265,000	459,625	1,724,625
2021	1,355,000	394,125	1,749,125
2022	1,440,000	324,250	1,764,250
2023 and thereafter	12,395,423	529,875	12,925,298
	22,655,423	$ 2,926,800	$ 25,582,223
Unamortized Original Issue Discount on Term Bonds	(297,686)		
Unaccreted Amounts on Capital Appreciation Bonds	(2,924,015)		
	$ 19,433,722		

*Principal payment assumes "catch up" payment is made June 1, 2018.

The required plan structured principal payments are as follows:

Year Ending December 31,	Amount
2018	$ 285,000
2019	295,000
2020	315,000
2021	340,000
2022	355,000
2023 and thereafter	21,065,423
	$ 22,655,423

Note 4 - Significant 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 PTASC) 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 PTASC to pay bondholders may be reduced or eliminated.

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

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PKF O'CONNOR DAVIES
ACCOUNTANTS AND ADVISORS

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 Putnam County 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 Putnam County Tobacco Asset Securitization Corporation ("PTASC") as of and for the year ended December 31, 2017, and the related notes to the financial statements and have issued our report thereon dated March 15, 2018.

Internal Control Over Financial Reporting

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

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Compliance and Other Matters

As part of obtaining reasonable assurance about whether the PTASC'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 PTASC'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 PTASC'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
March 15, 2018