

**WYOMING TOBACCO ASSET
SECURITIZATION CORPORATION**
(A Component Unit of the County of Wyoming, New York)
*Basic Financial Statements and Required
Supplementary Information for the
Year Ended December 31, 2015
And Independent Auditors' Reports*

WYOMING TOBACCO ASSET SECURITIZATION CORPORATION
(A Component Unit of the County of Wyoming, New York)
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Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Wyoming Tobacco Asset Securitization Corporation:

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

WTASC's 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.

Auditor's 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 auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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 respective financial position of the governmental activities and each major fund of WTASC, as of December 31, 2015, 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.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and other Required Supplementary Information, as listed in the table of contents, 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 25, 2016 on our consideration of 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 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 WTASC's internal control over financial reporting and compliance.

Drescher & Maheshi LLP

March 25, 2016

WYOMING TOBACCO ASSET SECURITIZATION CORPORATION
(A Component Unit of the County of Wyoming, New York)
Management's Discussion and Analysis
Year Ended December 31, 2015

As management of the Wyoming Tobacco Asset Securitization Corporation ("WTASC"), a blended component unit of the County of Wyoming (the "County"), we offer readers of WTASC's financial statements this narrative overview and analysis of the financial activities of WTASC for the fiscal year ended December 31, 2015. This document should be read in conjunction with additional information that we have furnished in WTASC's financial statements, which follow this narrative.

Financial Highlights

- Total government-wide liabilities of WTASC exceeded government-wide assets by \$10,108,151 at December 31, 2015. This compares to total government-wide liabilities of WTASC exceeding government-wide assets by \$10,265,530 at December 31, 2014.
- WTASC's net position improved by \$157,379 for the year ended December 31, 2015.
- At the close of the current year, WTASC's governmental funds reported combined fund balances of \$798,236, an increase of \$15,953 in comparison with the prior year. Approximately 21.3% of this amount, \$169,750, is available for spending at WTASC's discretion (unassigned fund balance).
- WTASC's total bonded indebtedness decreased by \$135,000 as a result of principal payments made during the year.

Overview of the Financial Statements

This discussion and analysis are intended to serve as an introduction to WTASC's basic financial statements. WTASC's basic financial statements comprise of three components: 1) government-wide financial statements, 2) fund financial statements and 3) notes to the financial statements.

Government-wide financial statements—The *government-wide financial statements* are designed to provide readers with a broad overview of WTASC's finances, in a manner similar to a private-sector business.

The *statement of net position* presents information on all of WTASC's assets, liabilities, and deferred inflows/outflows of resources with the difference reported as *net position*. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of WTASC is improving or deteriorating.

The *statement of activities* presents information showing how the government'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.

The government-wide financial statements can be found on pages 8-9 of this report.

Fund financial statements—A *fund* is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. WTASC, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. Both of WTASC's funds are classified as governmental funds.

Governmental funds—*Governmental funds* are used to account for essentially the same functions reported as *governmental activities* in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on *near-term inflows and outflows of spendable resources*, as well as on *balances of spendable resources*, available at the end of the fiscal year. Such information may be useful in assessing a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for *governmental funds* with similar information presented for *governmental activities* in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between *governmental funds* and *governmental activities*.

WTASC maintains two individual governmental funds, the General Fund and the Debt Service Fund. Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balance for both funds.

The basic governmental fund financial statements can be found on pages 10-13 of this report.

Notes to the financial statements—The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 14-23 of this report.

Other information—In addition to the basic financial statements and accompanying notes, this report also presents required supplementary information concerning WTASC's budgetary comparison for the General Fund. This schedule can be found on page 24 of this report.

Government-wide Overall Financial Analysis

As noted earlier, net position may serve over time as a useful indicator of a government's financial position. In the case of WTASC, liabilities exceeded assets by \$10,108,151 at December 31, 2015, as compared to \$10,265,530 at December 31, 2014. Table 1, shown on the following page, presents the condensed statements of net position for WTASC at December 31, 2015 and December 31, 2014.

Table 1—Condensed statements of net position

	December 31,	
	2015	2014
Current assets	\$ 1,886,462	\$ 1,422,945
Total assets	<u>1,886,462</u>	<u>1,422,945</u>
Current liabilities	28,789	29,469
Noncurrent liabilities	<u>11,965,824</u>	<u>11,659,006</u>
Total liabilities	<u>11,994,613</u>	<u>11,688,475</u>
Net position	<u>\$ (10,108,151)</u>	<u>\$ (10,265,530)</u>

A portion of WTASC's net position, \$628,486, represents resources that are subject to external restrictions on how they may be used. Therefore, the unrestricted deficit totals \$10,736,637 at December 31, 2015.

At December 31, 2015, total WTASC assets were \$1,886,462 compared to \$1,422,945 at December 31, 2014. At December 31, 2015, the largest asset held by WTASC represented amounts due from New York State. At December 31, 2015, the State receivable was larger than the amount reported at December 31, 2014 due to its settlement with Participating Manufacturers, which resulted in increased accrued revenue. The largest asset at December 31, 2014 was cash and cash equivalents. WTASC had no noncurrent assets at December 31, 2015 and December 31, 2014.

Total liabilities at December 31, 2015 were \$11,994,613 compared to \$11,688,475 at December 31, 2014. The largest portion of the liabilities is outstanding debt, net of discount, totaling \$11,965,824 and \$11,659,006 at December 31, 2015 and 2014, respectively.

Governmental Activities—During the current year, net position for governmental activities increased \$157,379 from the prior fiscal year for an ending balance of \$(10,108,151). The statement of activities presents revenues received and expenses paid by WTASC. Presented as Table 2 below, is the condensed statement of activities for the years ended December 31, 2015 and 2014.

Table 2—Condensed statements of activities

	Year Ended December 31,	
	2015	2014
General revenues	\$ 997,607	\$ 727,008
Expenses—governmental activities	<u>840,228</u>	<u>801,789</u>
Change in net position	157,379	(74,781)
Net position—beginning	<u>(10,265,530)</u>	<u>(10,190,749)</u>
Net position—ending	<u>\$ (10,108,151)</u>	<u>\$ (10,265,530)</u>

Total revenues for the years ended December 31, 2015 and 2014 were \$997,607 and \$727,008, respectively. The net increase in revenues of \$270,599 is primarily due to the release of tobacco settlement funds previously trapped in escrow.

During the year ended December 31, 2015, WTASC recognized increased tobacco settlement revenues as a result of the settlement of a New York State settlement agreement. Between 2004 and 2014 tobacco companies withheld a portion of their annual settlement payments to New York, and its sub-political entities, under the master settlement agreement's ("MSA") dispute-resolution procedures. Under the new settlement agreement between New York and the tobacco companies, the previously withheld funds will be released from escrow, and future payments will be made according to a set formula, with no disputed withholdings.

A summary of sources of revenues for the years ended December 31, 2015 and December 31, 2014 is presented below in Table 3.

Table 3—Sources of revenues

	Year Ended December 31,		Increase/(Decrease)	
	2015	2014	Dollars	Percent (%)
Tobacco settlement revenues	\$ 997,566	\$ 726,920	\$ 270,646	37.2
Interest earnings	41	88	(47)	(53.4)
Total revenues	<u>\$ 997,607</u>	<u>\$ 727,008</u>	<u>\$ 270,599</u>	37.2

Total expenses for the years ended December 31, 2015 and 2014 were \$840,228 and \$801,789, respectively. The increase in expenses of \$38,439 is primarily due to increased accreted interest in the current year compared to the prior year, along with heightened operational expenses. Expenses for the years ended December 31, 2015 and 2014 primarily consisted of \$790,684 (94.1 percent) and \$771,207 (96.2 percent), respectively, of interest and fiscal charges, and \$49,544 and \$30,582 respectively, of general government support expenses incurred in connection with the operations of the WTASC.

A summary of operating expenses for the years ended December 31, 2015 and December 31, 2014 is presented below in Table 4.

Table 4—Operating expenses

	Year Ended December 31,		Increase/(Decrease)	
	2015	2014	Dollars	Percent (%)
General government support	\$ 49,544	\$ 30,582	\$ 18,962	62.0
Interest and fiscal charges	790,684	771,207	19,477	2.5
Total operating expenses	<u>\$ 840,228</u>	<u>\$ 801,789</u>	<u>\$ 38,439</u>	4.8

Financial Analysis of Governmental Funds

As noted earlier, WTASC uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental Funds—The focus of WTASC's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing WTASC's financing requirements. In particular, unassigned fund balance may serve as a useful measure of a government's net resources available for discretionary use as they represent the portion of fund balance which has not yet been limited to use for a particular purpose by either an external party, WTASC itself, or a group or individual that has been delegated authority to assign resources for use for particular purposes by WTASC's Board.

At December 31, 2015, WTASC's governmental funds reported combined fund balances of \$798,236, an increase of \$15,953 in comparison with the prior year. Approximately 21.3 percent of this amount, \$169,750, constitutes unassigned fund balance, which is available for spending at WTASC's discretion. The remainder of the fund balance, \$628,486, is restricted for debt service.

The General Fund is the chief operating fund of WTASC. At the end of the current fiscal year, total fund balance of the General Fund was unassigned fund balance in the amount of \$169,750.

The Debt Service Fund, the remaining major governmental fund, had an increase in fund balance during the current year of \$9,209 to bring the year end fund balance to \$628,486. The increase is a result of revenues from tobacco settlement revenues outweighing debt service costs and the transfers to the General Fund to help support operations. Principal and interest in the amount of \$484,546 and general government expenditures of \$10,917 were paid. Additionally, the Debt Service Fund transferred \$45,330 to the General Fund. These expenditures and transfers out were offset by revenues totaling \$550,002.

Debt Administration

Long-Term Debt—At the end of the current fiscal year, WTASC had Tobacco Settlement Bonds outstanding of \$5,295,000 and net Subordinate Turbo CABs outstanding of \$6,670,824. During the year ended December 31, 2015, WTASC made principal payments of \$135,000 on its Tobacco Settlement Bonds and accreted interest of \$439,454 on its Subordinate Turbo CABs.

Request for Information

This financial report is designed to provide a general overview of WTASC's finances for all those with an interest in WTASC's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Wyoming Tobacco Asset Securitization Corporation Treasurer, In care of Wyoming County, 143 North Main Street, Warsaw, New York, 14569.

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BASIC FINANCIAL STATEMENTS

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WYOMING TOBACCO ASSET SECURITIZATION CORPORATION
(A Component Unit of the County of Wyoming, New York)
Statement of Net Position
December 31, 2015

	Primary Government
	Governmental Activities
ASSETS	
Current assets:	
Cash and cash equivalents	\$ 798,236
Due from New York State	1,088,226
Total assets	1,886,462
LIABILITIES	
Current liabilities:	
Accrued interest payable	28,789
Noncurrent liabilities:	
Due within one year—bonds	1,095,000
Due within more than one year—bonds	4,200,000
Subordinate Turbo CABs payable, net	6,670,824
Total liabilities	11,994,613
NET POSITION	
Restricted for debt service	628,486
Unrestricted	(10,736,637)
Total net position	\$ (10,108,151)

The notes to the financial statements are an integral part of this statement.

WYOMING TOBACCO ASSET SECURITIZATION CORPORATION
(A Component Unit of the County of Wyoming, New York)
Statement of Activities
Year Ended December 31, 2015

<u>Functions/Programs</u>	<u>Expenses</u>	<u>Program Revenues</u>	<u>Net (Expenses) and Changes in Net Position</u>
			<u>Primary Governmental Activities</u>
Primary government:			
Governmental activities:			
General government support	\$ 49,544	\$ -	\$ (49,544)
Interest and fiscal charges	<u>790,684</u>	<u>-</u>	<u>(790,684)</u>
Total primary government	<u>\$ 840,228</u>	<u>\$ -</u>	<u>(840,228)</u>
General revenues:			
Tobacco settlement revenues			997,566
Interest earnings			<u>41</u>
Total general revenues			<u>997,607</u>
Change in net position			157,379
Net position—beginning			<u>(10,265,530)</u>
Net position—ending			<u>\$ (10,108,151)</u>

The notes to the financial statements are an integral part of this statement.

WYOMING TOBACCO ASSET SECURITIZATION CORPORATION
(A Component Unit of the County of Wyoming, New York)
Balance Sheet—Governmental Funds
December 31, 2015

	General	Debt Service	Total
ASSETS			
Cash and cash equivalents	\$ 169,750	\$ 628,486	\$ 798,236
Total assets	\$ 169,750	\$ 628,486	\$ 798,236
LIABILITIES			
Total liabilities	\$ -	\$ -	\$ -
FUND BALANCES			
Restricted for debt	-	628,486	628,486
Unassigned	169,750	-	169,750
Total fund balances	169,750	628,486	798,236
Total liabilities and fund balances	\$ 169,750	\$ 628,486	\$ 798,236

The notes to the financial statements are an integral part of this statement.

WYOMING TOBACCO ASSET SECURITIZATION CORPORATION
(A Component Unit of the County of Wyoming, New York)
Reconciliation of the Balance Sheet—Governmental Funds
to the Government-wide Statement of Net Position
December 31, 2015

Amounts reported for governmental activities in the statement of net position (page 8) are different because:

Total fund balances—governmental funds (page 10)	\$	798,236
A long-term asset, due from New York State, \$1,088,226, is not available to pay for current period expenditures and, therefore, is not reported in the funds.		1,088,226
Long-term liabilities are not due and payable in the current period and, therefore, are not reported in the funds. The effects of these items are:		
Accrued interest payable	\$ (28,789)	
Due within one year—bonds	(1,095,000)	
Due within more than one year—bonds	(4,200,000)	
Discount on Subordinate Turbo CABs payable	76,160	
Subordinate Turbo CABs payable	<u>(6,746,984)</u>	<u>(11,994,613)</u>
Total net position of governmental activities	\$	<u>(10,108,151)</u>

The notes to the financial statements are an integral part of this statement.

WYOMING TOBACCO ASSET SECURITIZATION CORPORATION
(A Component Unit of the County of Wyoming, New York)
Statement of Revenues, Expenditures, and Changes in Fund Balances—Governmental Funds
Year Ended December 31, 2015

	General	Debt Service	Total
REVENUES			
Tobacco settlement revenue	\$ -	\$ 550,002	\$ 550,002
Interest earnings	41	-	41
Total revenues	41	550,002	550,043
EXPENDITURES			
Current:			
General government support	38,627	10,917	49,544
Debt service:			
Principal	-	135,000	135,000
Interest	-	349,546	349,546
Total expenditures	38,627	495,463	534,090
Excess (deficiency) of revenues over expenditures	(38,586)	54,539	15,953
OTHER FINANCING SOURCES (USES)			
Transfers in	45,330	-	45,330
Transfers out	-	(45,330)	(45,330)
Total other financing sources (uses)	45,330	(45,330)	-
Net change in fund balances	6,744	9,209	15,953
Fund balances—beginning	163,006	619,277	782,283
Fund balances—ending	\$ 169,750	\$ 628,486	\$ 798,236

The notes to the financial statements are an integral part of this statement.

WYOMING TOBACCO ASSET SECURITIZATION CORPORATION
(A Component Unit of the County of Wyoming, New York)
Reconciliation of the Statement of Revenues, Expenditures, and Changes in
Fund Balance—Governmental Funds to the Government-wide Statement of Activities
Year Ended December 31, 2015

Amounts reported for governmental activities in the statement of activities (page 9) are different because:

Net change in fund balances—total governmental funds (page 12)	\$	15,953
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Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds.		447,564
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The issuance of long-term debt provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. Also, governmental funds report the effect of premiums, discounts and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. The net effect of these differences in the treatment of long-term debt and the related items is as follows:

Change in accrued interest payable	\$	680	
Principal repayments on tobacco settlement bonds		135,000	
Amortization of discount		(2,364)	
Accreted interest on subordinate turbo CABs		<u>(439,454)</u>	<u>(306,138)</u>
Change in net position of governmental activities	\$		<u>157,379</u>

The notes to the financial statements are an integral part of this statement.

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WYOMING TOBACCO ASSET SECURITIZATION CORPORATION
(A Component Unit of the County of Wyoming, New York)
Notes to the Financial Statements
Year Ended December 31, 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The basic financial statements of the Wyoming Tobacco Asset Securitization Corporation ("WTASC") have been prepared in conformity with accounting principles generally accepted in the United States of America applied to government units. The Governmental Accounting Standards Board (the "GASB") is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The more significant of WTASC's accounting policies are described below.

Description of Government-Wide Financial Statements

The government-wide financial statements (i.e., statement of net position and the statement of changes in net position) report information on all the nonfiduciary activities of WTASC. All fiduciary activities are reported only in the fund financial statements. *Governmental activities*, which are normally supported by taxes, intergovernmental revenues, and other nonexchange transactions, are reported separately from *business-type activities*, which rely to a significant extent on fees and charges for support. WTASC reports no business-type activities

Reporting Entity

WTASC is a special purpose, bankruptcy remote, local development corporation organized under the Not-for-Profit Corporation Law of the State of New York. WTASC is an instrumentality of, but separate, and apart from the County of Wyoming, New York (the "County"). Although legally separate from the County, WTASC is a component unit of the County. Based on the nature and significance of WTASC's relationship with the County and the criteria set forth in GASB, WTASC is included within the County basic financial statements as a blended component unit.

The sole Member of WTASC is the person who is the Chairman of the Board of Supervisors of the County of Wyoming, New York. The Member is also a member of the Board of Directors of WTASC. The Board of Directors of WTASC has three members, one of which must meet certain requirements of independence, hence, the Independent Director.

The WTASC was incorporated for the purpose of issuing Pass-Through Bonds in order to provide funds to purchase from the County certain of the County's right, title and interest under the Master Settlement Agreement (the "MSA") and the Consent Decree and Final Judgment (the "Decree") as described herein.

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.

During 2000, Wyoming County (the "County") sold its right to receive payments under the MSA to the WTASC for \$6,699,185 for the Series 2000 bonds. These amounts were used to defease bonds held by the County. The County is the sole beneficial interest in WTASC Residual trust (the Trust). The Trust is a Delaware business trust to which WTASC has conveyed to the County a residual interest in all the Tobacco Settlement revenues annually received in excess of those required to pay debt service on Series 2000 Bonds. WTASC's right to receive Tobacco Settlement Revenues is its most significant asset, and is expected to produce cash flow to fund its obligations.

Subsequent to the initial sale of the bonds, the County has the right to receive net proceeds of future bond issuances and the revenues of WTASC that are in excess of WTASC's expenses, debt service and contractual obligations, pursuant to the Indenture. In the current year, there were no payments to the County resulting from these excess revenues.

In accordance with the Bond Indenture and to the extent contained in the Master Settlement Agreement ("MSA") Report, a trapping event is occurring. A Consumption Decline Trapping Event occurs when shipments of cigarettes in or to the 50 United States, the District of Columbia and Puerto Rico as measured under the MSA, are less in any year preceding a deposit date than the amount opposite such year under the "Consumption Decline Trapping Event" definition, which number for the year 2014 is 278,975,486,892. According to the MSA Report, the amount shown as relevant shipments for the year 2014 was less than the shipment amount specified above, and therefore, a Consumption Decline Trapping Event has occurred.

The following *acronyms* that have been used throughout this report:

"Decree"	Consent Decree and Final Judgment
CAB	Capital Appreciation Bond
FDIC	Federal Depository Insurance Corporation
FHLMC	Federal Home Loan Mortgage Corporation
FNMA	Federal National Mortgage Association
GASB	Governmental Accounting Standards Board
MSA	Master Settlement Agreement
NPM	Non-Participating Manufacturers
WTASC	Wyoming Tobacco Asset Securitization Corporation
NYCTT	New York Counties Tobacco Trust
OPMs	Original Participating Manufacturers
TSR	Tobacco Settlement Revenues

Basis of Presentation – Government-Wide Financial Elements

While separate government-wide and fund financial statements are presented, they are interrelated. The governmental activities column incorporates data from governmental funds. Separate financial statements are provided for governmental funds.

Basis of Presentation – Fund Financial Statements

The fund financial statements provide information about WTASC's funds. Separate statements for governmental funds are presented. The emphasis of fund financial statements is on major governmental funds, each displayed in a separate column in the fund financial statements.

WTASC reports the following major governmental funds:

- *General Fund*—The General Fund constitutes the primary operating fund of WTASC and includes all operations not required to be recorded in another fund.
- *Debt Service Fund*—The Debt Service Fund is used to account for the accumulation of resources that are restricted for the payment principal and interest on long-term obligations of governmental funds.

During the course of operations the government has activity between funds for various purposes. Any residual balances outstanding at year end are reported as due from/to other funds and advances to/from other funds. While these balances are reported in fund financial statements, certain eliminations are made in the preparation of the government-wide financial statements. Balances between the funds included in governmental activities are eliminated so that only the net amount is included as internal balances in the governmental activities column.

Further, certain activity occurs during the year involving transfers of resources between funds. In fund financial statements these amounts are reported at gross amounts as transfers in/out. While reported in fund financial statements, certain eliminations are made in the preparation of the government-wide financial statements. Transfers between the funds included in governmental activities are eliminated so that only the net amount is included as transfers in the governmental activities column.

Measurement Focus and Basis of Accounting

The accounting and financial reporting treatment is determined by the applicable measurement focus and basis of accounting. Measurement focus indicates the type of resources being measured such as *current financial resources* or *economic resources*. The basis of accounting indicates the timing of transactions or events for recognition in the financial statements.

The government-wide financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows.

Tobacco settlement revenues are exchange transactions, based on the notion that the payments are made to the settling states in exchange for their agreement to release the tobacco companies from present and future litigation. Under the terms of the MSA, the tobacco companies have agreed to make annual payments in perpetuity. The MSA includes a schedule of projected annual base payments, subject to certain adjustments based on future events or circumstances. The most significant factor affecting the annual payments is a *volume adjustment*, which creates a direct relationship between domestic shipments of cigarettes and the annual payments. Based on the MSA, the tobacco companies have no obligation to make settlement payments until cigarettes are shipped.

The event that results in the recognition of an asset and revenue by a settling government is the domestic shipment of cigarettes (sales). Therefore, WTASC recognizes a receivable and revenue for tobacco settlement revenues when that event occurs. Because annual tobacco settlement revenue payments are based on cigarette sales from the preceding calendar year, WTASC estimates accrued tobacco settlement revenues that derive from sales from January 1 to their respective fiscal year ends. Under the modified accrual basis of accounting, revenue should be recognized to the extent that the event occurs and resources become *available*.

The governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be *available* when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, WTASC considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when the payment is due. Issuance of long-term debt and acquisitions under capital leases are reported as other financing sources.

Interest associated with the current fiscal period is considered to be susceptible to accrual and so has been recognized as revenue of the current fiscal period. Entitlements are recorded as revenues when all eligibility requirements are met, including any time requirements, and the amount is received during the period of availability. Expenditure driven grants are recognized as revenue when the qualifying expenditures have been incurred and all other eligibility requirements are met and amount is received during the period of availability. All other revenue items are considered to be measurable and available only when cash is received by WTASC.

Assets, Liabilities, Deferred Outflows/Inflows of Resources, and Net Position/Fund Balance

Cash and Cash Equivalents—WTASC's cash and cash equivalents consist of cash on hand, demand deposits, time deposits and short-term, highly liquid investments with original maturities of three months or less from the date of acquisition. Investments for WTASC are reported at fair value (generally based on quoted market prices). At December 31, 2015, WTASC does not report any investments.

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, 2015, WTASC does not have any deferred outflows of resources.

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, 2015, WTASC does not have any deferred inflows of resources.

Net position flow assumption—Sometimes WTASC 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 government-wide financial statements, a flow assumption must be made about the order in which the resources are

considered to be applied. It is WTASC's policy to consider restricted – net position to have been depleted before unrestricted – net position is applied.

Fund balance flow assumption—Sometimes WTASC 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 WTASC must use funds for emergency expenditures it shall expend funds first from funds classified under GASB as nonspendable (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 WTASC will use unassigned fund balance.

Fund balance policies—Fund balance of governmental funds is reported in various categories based on the nature of any limitations requiring the use of resources for specific purposes. WTASC itself can establish limitations on the use of resources through either a commitment (committed fund balance) or an assignment (assigned fund balance).

The committed fund balance classification includes amounts that can be used only for the specific purposes determined by a formal action of WTASC's highest level of decision-making authority (WTASC Board). The governing board is the highest level of decision-making authority for the government that can, by adoption of an ordinance prior to the end of the fiscal year, commit fund balance. Once adopted, the limitation imposed by the ordinance remains in place until a similar action is taken (the adoption of another ordinance) to remove or revise the limitation.

Amounts in the assigned fund balance classification are intended to be used by the government for specific purposes but do not meet the criteria to be classified as committed. The governing board (WTASC Board) has by resolution authorized the sole Member to assign fund balance. The Board may also assign fund balance as it does when appropriating fund balance to cover a gap between estimated revenue and appropriations in the subsequent year's appropriated budget. Unlike commitments, assignments generally only exist temporarily. In other words, an additional action does not normally have to be taken for the removal of an assignment. Conversely, as discussed above, an additional action is essential to either remove or revise a commitment.

Revenues and Expenses/Expenditures

Program 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. Items not properly included among program revenues are reported instead as *general revenues*.

Tobacco Settlement Revenues—During the fiscal year ended December 31, 2015, WTASC recognized increased tobacco settlement revenues as a result of a New York State settlement agreement. Between 2004 and 2014, tobacco companies withheld a portion of their annual settlement payments to New York, and its sub-political entities, under the MSA's dispute-resolution procedures. Under the new settlement agreement between New York and the tobacco companies, the previously withheld funds will be released from escrow, and future payments will be made according to a set formula, with no disputed withholdings.

Expenditures/Expenses—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 from General Fund revenues. *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.

Other

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

Adoption of New Accounting Pronouncements—During the year ended December 31, 2015, WTASC implemented GASB Statement No. 68, *Accounting and Financial Reporting for Pensions— an amendment of GASB Statement No. 27*, and No. 71, *Pension Transition for Contributions Made Subsequent to the Measurement Date - an amendment of GASB Statement No. 68*. The primary objective of GASB Statement No. 68 is to improve accounting and financial reporting by state and local governments for pensions. The objective of GASB Statement No. 71 is to address an issue regarding application of the transition provisions of Statement No. 68, *Accounting and Financial Reporting for Pensions*. GASB Statements No. 68 and No. 71 did not have a material impact on the WTASC's financial position or results from operations.

Future Impacts of Accounting Pronouncements—WTASC has not completed the process of evaluating the impact that will result from adopting GASB Statements No. 72, *Fair Value Measurement and Application*; No. 76, *The Hierarchy of Generally Accepted Accounting Principles for State and Local Governments*; No. 77, *Tax Abatement Disclosures*; No. 78, *Pensions Provided through Certain Multiple-Employer Defined Benefit Pension Plans*; and No. 79, *Certain External Investment Pools and Pool Participants*, effective for the year ending December 31, 2016, No. 73, *Accounting and Financial Reporting for Pensions and Related Assets That Are Not Within the Scope of GASB Statement 68, and Amendments to Certain Provisions of GASB Statements 67 and 68*; No. 74, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*; and No. 80, *Blending Requirements for Certain Component Units – an amendment of GASB Statement No. 14*, effective for the year ending December 31, 2017, and No. 75, *Accounting and Financial Reporting for Postemployment Benefit Plans Other Than Pensions*, effective for the year ending December 31, 2018. WTASC is, therefore, unable to disclose the impact that adopting GASB Statement Nos. 72, 73, 74, 75, 76, 77, 78, 79, and 80 will have on its financial position and results of operations.

2. CASH AND CASH EQUIVALENTS

WTASC's investment policies are governed by New York State statutes. All deposits are carried at fair value. Collateral is required for demand deposit accounts, time deposit accounts and certificates of deposit not covered by Federal deposit insurance. WTASC has entered into custodial agreements with the various banks which hold their deposits. These agreements authorize the obligation that may be pledged as collateral. Obligations that may be pledged as collateral are outlined in Chapter 623 of the laws of the State of New York.

Cash and cash equivalents at December 31, 2015, are as follows:

	General Fund	Debt Service Fund	Total
Deposits	\$ 169,750	\$ -	\$ 169,750
Money market funds	-	628,486	628,486
Total	<u>\$ 169,750</u>	<u>\$ 628,486</u>	<u>\$ 798,236</u>

Deposits—All deposits are carried at fair value and are classified by custodial credit risk at December 31, 2015 as follows:

	Bank Balance	Carrying Amount
FDIC Insured	<u>\$ 169,750</u>	<u>\$ 169,750</u>

Cash equivalents—Cash equivalents held by WTASC include money market accounts. These cash equivalents are carried at fair value.

	Carrying Amount
Money market funds	<u>\$ 628,486</u>

Custodial Credit Risk—Deposits—Custodial credit risk is the risk that in the event of a bank failure, WTASC's deposits may not be returned to it. As noted above, by New York State statute all deposits in excess of FDIC insurance coverage must be collateralized. At December 31, 2015, WTASC's deposits were FDIC insured.

Custodial Credit Risk—Cash Equivalents—For cash equivalents, this is the risk that, in the event of the failure of the counterparty, WTASC will not be able to recover the value of its cash equivalents or collateral securities that are in the possession of an outside party. For cash equivalents, this is the risk that in the event of a bank failure, WTASC's cash equivalents may not be returned to it.

3. RECEIVABLES

Due from New York State—Represents amounts owed to WTASC for tobacco settlement revenue earned in 2015. WTASC has accrued \$1,088,226 within governmental activities only, as it is not recognized on the modified accrual basis of accounting.

4. LONG-TERM DEBT

In 2000, WTASC issued \$7,740,000 of Tobacco Settlement Pass-Through Bonds, Series 2000 pursuant to an indenture dated as of December 7, 2000. The net proceeds of Series 2000 Bonds were used to fund an initial debt service fund in the amount of \$617,430, and to purchase from the County all of the County's right, title and interest, under the MSA and the Decree, including the Tobacco Settlement Revenues ("TSR"), in the amount of \$6,699,185.

On November 15, 2005, WTASC issued \$3,524,499 of Tobacco Settlement Pass-Through Bonds-Subordinate Turbo CABS in various series; the proceeds of which were used to pay down a portion of the County's debt. The WTASC's Series 2005 bonds are subordinate to the bonds previously issued and subject to the rights of the holders of all prior bonds and any bonds issued on parity with the prior bonds to refund the prior bonds under the WTASC indenture.

The payment of the Series 2000 and 2005 Bonds is dependent on the receipt of TSRs. The amount of TSRs actually collected is dependent on many factors including cigarette consumption and the continued operations of the OPMs. Such bonds are secured by and payable solely from TSRs and investment earnings pledged under the Bond Indenture and amounts established and held in accordance with the Bond Indenture.

In the event sufficient funds are not available to meet Planned Payment Maturities, Rated Maturity dates will be used.

Changes in bonds payable for the Tobacco Settlement Bonds, Series 2000 for the year ended December 31, 2015 are as follows:

Description	Year of Maturity	Yield	Beginning Balance 1/1/2015	Additions	Deletions	Ending Balance 12/31/2015	Amount Due Within One Year
Tobacco Settlement Bonds:							
Series 2000	2042	various	<u>\$ 5,430,000</u>	<u>\$ -</u>	<u>\$ 135,000</u>	<u>\$ 5,295,000</u>	<u>\$ 1,095,000</u>

WTASC debt service requirements based upon planned principal payments for Tobacco Settlement Bonds, Series 2000 are currently estimated as follows:

Year ended December 31,	Principal	Interest	Total
2016	\$ 1,095,000	\$ 310,335	\$ 1,405,335
2017	345,000	264,074	609,074
2018	445,000	238,649	683,649
2019	465,000	209,414	674,414
2020	500,000	178,226	678,226
2021 and beyond	<u>2,445,000</u>	<u>357,914</u>	<u>2,802,914</u>
Total	<u>\$ 5,295,000</u>	<u>\$ 1,558,612</u>	<u>\$ 6,853,612</u>

Of the total planned principal payment of \$1,095,000 for the year ended December 31, 2016, \$85,000 represents required amortization bonds, while \$1,010,000 represents flexible amortization term bonds.

Subordinate Turbo CABs—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. Future interest accretion has been recorded as bond discount and amortized as the current interest accretes. 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, 2015 is presented below:

	Interest Rate	Original Principal	Beginning Balance 1/1/2015	Annual Net Interest Accretion	Deletions	Ending Balance 12/31/2015
Subordinate Turbo CABs	6.00% - 7.85%	\$ 3,524,499	\$ 6,307,530	\$ 439,454	\$ -	\$ 6,746,984
Less:						
Bond discount		99,804	78,524	-	2,364	76,160
Net Subordinate Turbo CABs		<u>\$ 3,424,695</u>	<u>\$ 6,229,006</u>	<u>\$ 439,454</u>	<u>\$ (2,364)</u>	<u>\$ 6,670,824</u>

The discount received upon issuance of the Series 2005 (TASC V) bonds is amortized over the life of the refunding bonds on a straight-line basis. Subordinate Turbo CABs payable are reported net of related discount.

Redemption of the Subordinate Turbo CABs as outlined in the original official statement totaled \$17,458,995 and is scheduled to be paid from 2015 through 2039, while early payment is allowed. During the year ended December 31, 2015, WTASC did not make any redemption payments. Any debt service amounts not paid in accordance with the Turbo Redemption Payments schedule will be due and payable on the following maturity dates:

Series 2005 S1	June 1, 2038
Series 2005 S2	June 1, 2050
Series 2005 S3	June 1, 2055
Series 2005 4B	June 1, 2060

5. NET POSITION AND FUND BALANCE

The government-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 WTASC. At December 31, 2015, the balance of this restriction was \$1,716,712.
- **Unrestricted Component of Net Position**—This component represents net position of WTASC 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, 2015, WTASC reported \$628,486 of fund balance restricted for debt service that must be used toward the future repayment of bonded debt.

As of December 31, 2015, WTASC reported no nonspendable, committed, or assigned fund balances.

6. 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 WTASC 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.

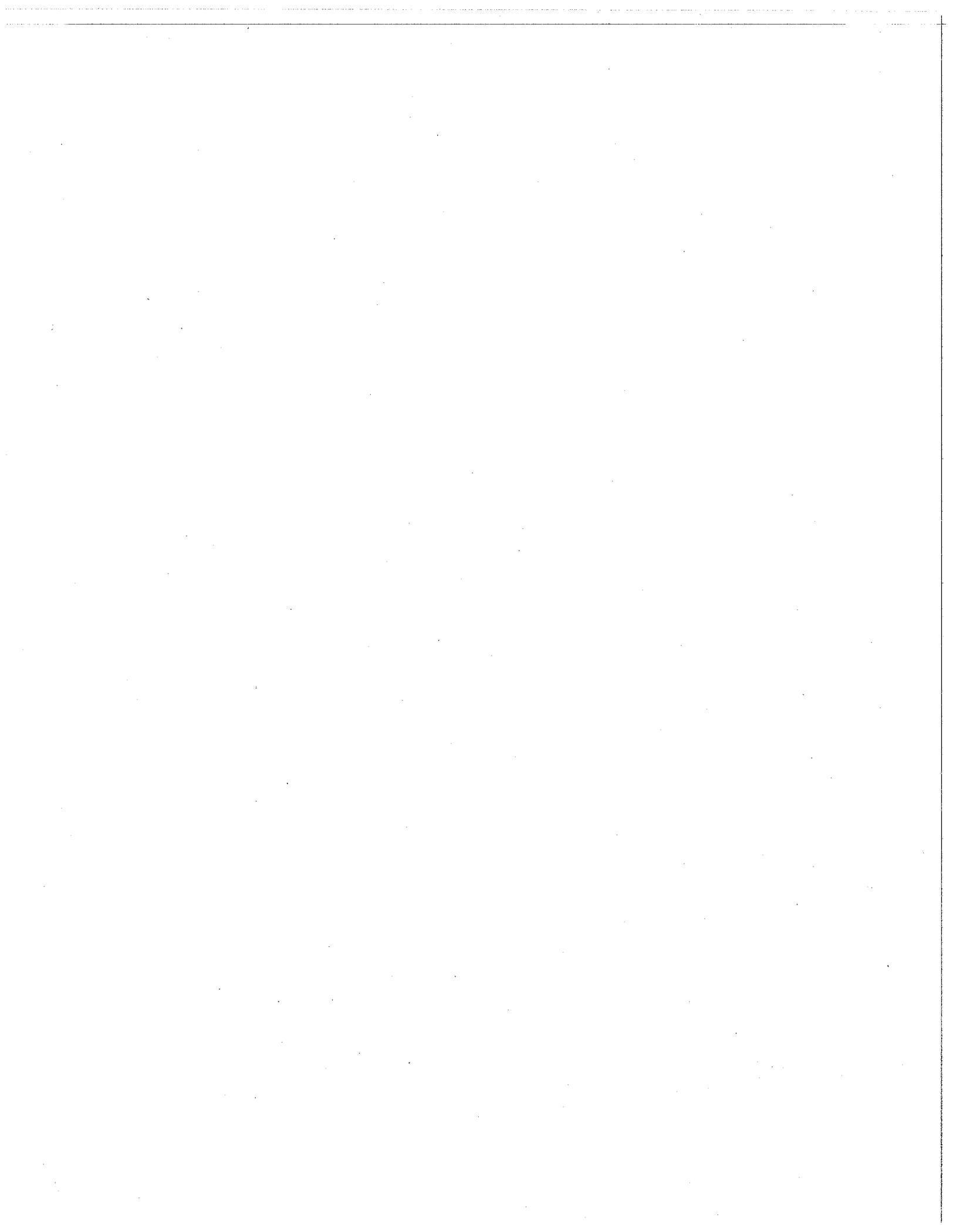
Additionally, the OPM's are also exposed to liability from various lawsuits including individual lawsuits, class action lawsuits and health care cost recovery litigation. Ultimately, the outcome of these and any other pending or future lawsuits is uncertain. One or more adverse judgment could result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

7. SUBSEQUENT EVENTS

Management has evaluated subsequent events through March 25, 2016, which is the date the financial statements are available for issuance, and have determined there are no subsequent events that require disclosure under generally accepted accounting principles.

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REQUIRED SUPPLEMENTARY INFORMATION



WYOMING TOBACCO ASSET SECURITIZATION CORPORATION
(A Component Unit of the County of Wyoming, New York)
Budgetary Comparison Schedule—General Fund
For the Year Ended December 31, 2015

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual</u>	<u>Variance with Final Budget</u>
REVENUES				
Interest	\$ -	\$ -	\$ 41	\$ 41
Total revenues	<u>-</u>	<u>-</u>	<u>41</u>	<u>41</u>
EXPENDITURES				
General government support	<u>45,300</u>	<u>45,300</u>	<u>38,627</u>	<u>6,673</u>
Total expenditures	<u>45,300</u>	<u>45,300</u>	<u>38,627</u>	<u>6,673</u>
Excess (deficiency) of revenues over expenditures	<u>(45,300)</u>	<u>(45,300)</u>	<u>(38,586)</u>	<u>6,714</u>
OTHER FINANCING SOURCES				
Transfers in	<u>45,300</u>	<u>45,300</u>	<u>45,330</u>	<u>30</u>
Total other financing sources	<u>45,300</u>	<u>45,300</u>	<u>45,330</u>	<u>30</u>
Net change in fund balances	-	-	6,744	6,744
Fund balances—beginning	<u>163,006</u>	<u>163,006</u>	<u>163,006</u>	<u>-</u>
Fund balances—ending	<u>\$ 163,006</u>	<u>\$ 163,006</u>	<u>\$ 169,750</u>	<u>\$ 6,744</u>



Certified Public Accountants

**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
Wyoming 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 each major fund of Wyoming Tobacco Asset Securitization Corporation ("WTASC") as of and for the year ended December 31, 2015, and the related notes to the financial statements, which collectively comprise WTASC's basic financial statements, and have issued our report thereon dated March 25, 2016.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered 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 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 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 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 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.

Dunbar & Malachuk LLP

March 25, 2016