The telephonic meeting of the Board of the Dormitory Authority of the State of New York ("DASNY") was called to order at 9:38 a.m. on May 6, 2020.

Alfonso L. Carney, Jr., Esq. – Chair: I want to welcome the Members to the May meeting of the Board of the Dormitory Authority. It's great to have you all on. For the record we need to establish that we have quorum. So Kim, would you let us all know which Members are present?

Kimberly J. Nadeau – Chief Financial Officer: Yes.

Board Members:
Alfonso L. Carney, Esq., Jr., Chair of the Board – Present
Beryl L. Snyder, J.D., Secretary of the Board – Present
Jonathan H. Gardner, Esq., Board Member – Present
Joan M. Sullivan, Board Member – Present
Gerard Romski, Esq., Board Member – Present
Brian Cechnicki, Designated Representative SED, Board Member (*ex officio*) – Present
Adrian Swerczewski, Designated Representative of DOB, Member (*ex officio*) – Present

NOTE: John B. Johnson, Jr., Vice Chair of the Board, also joined after Ms. Nadeau announced the Members in attendance.

Mr. Carney: Thank you very much. As I said, welcome. It's difficult to arrange to conduct the business we need to conduct in a phone call, so I want to thank you all sincerely for making yourselves available to do it. As the State remains on PAUSE, I will leave any COVID-19 comments for the President; those are coming up later. I have several, but I think that Reuben is prepared to tell us where DASNY is in this public health crisis. Just for the record, we will adjourn the DASNY Board meeting and then go into NGHP Holding Corporation and the Atlantic Avenue Healthcare Property Holding Corporation subsidiary Board Meetings. We have a fair amount of business to conduct in those and Mike Cusack will actually lead us through those two discussions. So let me ask Mike to give the required legal notification for a telephonic meeting.

Michael E. Cusack, Esq. – General Counsel: Thank you Mr. Chairman. On March 7, 2020, Governor Cuomo declared a disaster emergency in the State of New York due to the outbreak of the novel coronavirus, or COVID-19. Pursuant to Governor Cuomo's subsequent Executive Order 202.1 dated March 12, 2020, as extended by Executive Order 202.14 dated April 7, 2020, today's regular meeting of the Board of Directors of the Dormitory Authority of the State of New York, or DASNY, is being conducted telephonically. Executive Order 202.1, as extended, provides, in relevant part, that Article 7 of the Public Officers Law, known as the Open Meetings Law, is suspended through May 7, 2020 to the extent necessary to permit any public body to meet and take such actions authorized by the law without permitting in public in-person access to meetings and authorizing such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.

The location of today's Telephonic Meeting of the DASNY Board is designated as the DASNY Headquarters, 515 Broadway, Albany, New York, where I am located. Notice of this meeting has been posted in the standard locations that are publicly accessible. Notice has also been posted prominently on the DASNY.org public website. In accordance with EO 202.1, as extended, and the DASNY Bylaws, an audio recording of the Meeting will be accessible from DASNY's website (www.dasny.org) not later than two business days after the close of the meeting, and today's proceedings will also be transcribed and posted as soon thereafter as is reasonable and practicable under the circumstances. Thank you, Mr. Chair.

Mr. Carney: Thank you Mike. Are there any questions for Mike on the legal notification? Hearing none, the Chief Financial Officer has already established that we have a quorum so we will move to what is really the second Agenda item, which is the review and approval of the Transcript of the meeting of April 8, 2020. You have all had a chance to look at the transcript, are there any questions or proposed revisions? Hearing none, may I have a motion please to approve the Transcript of the April 8, 2020 Meeting?

Gerard Romski, Esq. – Board Member: So moved.

Mr. Carney: Thank you, Gerry.

Joan M. Sullivan – Board Member: Second.

Mr. Carney: Thank you, Joan. The motion has been properly moved and seconded. We will vote to approve the Transcript. All in favor of approving transcript please indicate by saying "aye."

Members: Aye.

Mr. Carney: Are there any opposed? Hearing none, the Transcript is approved unanimously.

We are going to go into an Executive Session. I will have to read the prologue to that, and I will ask you if you will approve our going from an Open Session to a Closed Session.

May I have a motion to go into Executive Session to discuss the financial and credit history of particular corporations, proposed, pending or current litigation, and the employment history of particular persons or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of particular persons?

Beryl L. Snyder, J.D. – Secretary of the Board: So moved.

Mr. Romski: Second.

Mr. Carney: Thank you Beryl, Gerry. All in favor please indicate with "Aye."

Members: Aye.

John B. Johnson, Jr., Vice Chair of the Board, joined the meeting at 9:45 a.m.

Ms. Nadeau: I just wanted to let you know that John Johnson just joined.

John B. Johnson, Jr. – Vice Chair of the Board: Yes, I'm here.

EXECUTIVE SESSION

Mr. Carney: Thank you, Kim. The record will reflect that the Members have just left an Executive Session during which no decisions were made other than to return to the Open Session. I will continue with the Agenda. The next item on the Agenda is the Finance Committee Report, Mr. Chairman.

Mr. Romski – Finance Committee Chair: Thank you, Mr. Chair. We met by way of Zoom yesterday afternoon and we adopted the meeting Transcripts from our April meeting. We then addressed two financings for St. John's University and the New York Institute of Technology, which by the way I am a graduate of, and after some discussion and back and forth we recommend that both of those approvals be adopted today. That concludes my report Mr. Chair. Thank you.

Mr. Carney: Thank you, Gerry. Are there any questions for Gerry before we move on? Then the next item on the Agenda is the President's Report, Reuben.

Reuben R. McDaniel, III – Acting President and Chief Executive Officer: Mr. Chairman, thank you very much. Behind Tab 3 you will see my President's Report. I will walk through it fairly expediently. I am going to ask Portia and Steve to also interject during my report to give some updates. Clearly, we continue to be on PAUSE, as the State has extended that through May 15th. We have all seen that the Governor and his staff are working on plans for phasing reopening parts of the State, both geographically and by work function. Construction appears to be one of the first ones back, something we are keenly paying attention to. So, as an organization, we have created a task force that is designed to work on all of the issues that we will face returning to work. We are monitoring and paying close attention to the Governor's office guidelines for protocols around density and screening and all of those items. We are also thinking about what works well for DASNY specifically as it comes to density reduction and keeping our employees safe, so we can be productive but also work safely. The task force is analyzing literally every employee, what equipment they have at home, how effective they have been, what functionality they can do better in the office, considering things like A-day / B-day to reduce density, looking at other protocols around cleaning the buildings, giving the proper protective gear, giving guidance to everyone about movements and meetings and such. So, it's going to be a comprehensive work. We won't release anything until we have full guidance from the Governor's Office, but our intention is to be prepared by the end of next week that as soon as we get the go-ahead to begin phasing back in, that DASNY is fully prepared. And so my team has done a great job of really looking at all different aspects of functionality that we need to think about.

The good news is we have been very productive working from home. We have a lot of people who are still going to field sites that are considered mission critical and essential by the State. We have people doing grant work, we have people processing public finance transactions, so we've got a lot of functionality going forward.

We are going to move forward with our year-end audit and we should be able to get that completed on our customary timeframe. The Finance group has done a great job working with our audit partners KPMG and they're diligently working through that issue. So, I am very pleased in this environment with how well people have worked and work remotely, that has been excellent.

I want to turn it over to Portia to talk a bit about public finance and the public finance updates. Just so you know, her group has been functioning extremely well from home. They've processed a few transactions, they have been working closely with the State and they seem to be doing a great job of communicating remotely and getting a lot of work done. So, Portia can you give an update?

Portia Lee – Managing Director, Public Finance and Portfolio Monitoring: Sure, thank you Reuben. Just a brief market update: Total new issue supply is currently about $121.9 billion dollars year-to-date, which is approximately 10 percent higher than supply levels seen at this time last year. Total supply for this week is expected to be about $6 billion. Top rated municipal bonds were stronger across the curve on Tuesday, yesterday, with the 10-year and 30-year AAA MMD yield each decreasing by four basis points to 1.26 percent and 2.07 percent. US government bonds were weaker on Tuesday with the 10-year and 30-year treasury increasing in yield by two basis points and three basis points respectively, to .66 percent and 1.32 percent. Municipal bond funds reported outflows for the week of April 29th. As you will recall, pre-COVID municipal bond funds had reported 60 weeks of consecutive inflows. The 1, 10 and 30-year MMD have decreased by 21, 4 and 4 basis points, respectively, since the April Board meeting.

Since the last Board meeting, we priced four deals. The market opened up and we got in starting the middle of April with InterAgency Council, OCM BOCES, Rockefeller University and Cornell University. One thing I would note on the Cornell University transaction is that we priced on a Friday, which is very unusual for the market. One other thing that I would note as far as Cornell is concerned is, as you'll recall, we were working on a refunding transaction. We were able to price the transaction in March before the market shut down. We left some of the candidates behind, however, because they didn't produce acceptable savings at the time. We went to market last week with the remaining candidates and had a very successful pricing. Given the fact that the deal got separated into two pieces because of the market, Staff recommended to Reuben that we not charge the additional $15,000 that we typically charge when a deal gets broken up into two pieces. Our fee schedule requires, though, that these types of situations we come back to the Board. So I just wanted to ask whether there were any concerns or comments on that?

Mr. Carney: None here, Portia. Thank you for the explanation.

Ms. Lee: Very good, thank you very much. Then finally, I would just like to make a couple of quick high-level observations about the market. First is that while there is market access particularly for highly rated transactions, the market is still volatile and as a result, participants are assessing the market each day given that day's market condition. The second point is that, generally speaking, spreads have been widening and market participants have been looking at both spreads and absolute rates as bonds price. Thank you, Mr. Chairman.

Mr. Carney: Thank you Portia. Are there any questions for Portia? Hearing none, is Steve there?

Stephen D. Curro – Managing Director, Construction: I am. I will do a just a quick overview of what's been happening in the Construction Division. Everyone's well aware of Executive Order 202.6 that came out in mid-March and ESD went on to further clarify the Executive Order. They defined essential construction back in mid-March as mostly road and highway projects, healthcare projects, school projects and projects that had some health or safety slant to them. So this had the Construction Division turning to our customer agencies and asking for clarification on their projects as to what they would define as essential. And what came out of that initially back in mid-March was that CUNY pretty much suspended all of their construction. SUNY suspended construction as well. For our Mental Hygiene customers, OMH, OPWDD, OASAS and HHAP were all able to continue per the Executive Order with their projects. That said, OPWDD suspended construction. On the outliers, NYCHA and GOSR really didn't have a large impact with regard to the Executive Order. Nor did Parks, DEC or DOH.

On top of the Executive Order we had four other announcements come through. The first had to do with SUNY and their ability to infuse cash into our projects due to the fact that the bond sale that was to occur earlier this year did not. They came back to DASNY and advised that we are not to enter into new design or construction contracts. This was earlier in March, they were performing an analysis to determine if there was excess cash on hand to support new commitments. This impacted some of our 2020 summer projects. It impacted all of our 2021 design and construction projects and any new capital projects.

The next issue to hit was out of New York City, when the Department of Buildings provided guidance on top of Executive Order 202. They came up with their definition for essential projects. As such, most DASNY projects in New York City were suspended on a short-term basis. That included CUNY, NYCHA and GOSR.

Mr. Carney: So, Steve, as between the Governor's Executive Order and the City's, essentially, Executive Order, the Mayor's order takes precedence over the Governors decision. Is that what I heard you say? Is that the way that this works?

Mr. Curro: The way it worked out, was that the City's Executive Order – actually, it wasn't an Executive Order, it was just guidance – that guidance was a bit stricter than what EO 202 on the State side allowed. So, it impacted CUNY, NYCHA and GOSR in the short-term. In addition, DOB (Department of Buildings) required that a Certificate of Authorization be put in place for each project that was deemed essential. DOB, on top of that, visited project sites to ensure that the projects were essential, they required that projects be registered with DOB and DOB would make a call on whether those registered projects were essential or not. So, the City DOB took it much further than the State.

Mr. Carney: Got it.

Mr. Romski: But your architect could self-certify a safety issue to complete.

Mr. Curro: The design consultants were the ones who were registering these projects with DOB. DOB ultimately made the final call on whether or not the projects were essential per their guidance. That was our experience.

On top of that, New York City OMB put a suspension on all City-funded projects based on the financial situation in New York City. This impacted all of our CUNY community college projects. So, all community college projects were suspended under the OMB guidance.

And lastly, last week Budget Bulletin B-1223 disallowed all New York State contracting agencies and authorities from entering into new contracts or commitments until further guidance is received. So there were really five events layered on top of each other that impacted the DASNY construction portfolio and it has been really quite a roller coaster of whether projects were essential or weren't essential, or whether they were at one time and then that flipped from either essential to non-essential or the other way around.

So, what I will give you now, just briefly, is where we stand with each of the customer agencies. On CUNY side, all the senior colleges are allowing work to progress with the exception of a campus that is not able to support construction for whatever reason. So, I am going to say a very large percentage of our CUNY senior college projects are advancing at this time. They have resumed and we are staffing them and our contractors are staffing them as well. There is no community college work progressing under the CUNY system with the exception of a few health and safety projects that need to continue. And there are no new contracts or commitments in the CUNY program that we are entering into per Budget Bulletin B-1223.

On the SUNY side, the six capital renovation projects that were suspended in mid-March have resumed. We have 13 of 27 summer projects without contracts right now that are delayed due to Budget Bulletin B-1223, as well as any new capital work that is supposed to start for next year.

On the OMH, OPWWD, OASAS and HHAP portfolios, all of those portfolios are deemed essential. OPWDD has now allowed us to come back and begin some exterior construction activity at their project sites. This portfolio falls under Budget Bulletin B-1223 as well, in that for any of the mental hygiene programs we cannot enter into new contracts.

And lastly the outliers Parks, DEC and DOH, all that work under DASNY's portfolio is continuing. Again, no new contracts under Budget Bulletin B-1223.

Mr. Carney: Are there questions? I'm sorry, Steve – are you done?

Mr. Curro: I have a couple of other quick things.

Mr. Carney: I'm sorry, I didn't mean to interrupt you. I just wasn't sure.

Mr. Curro: As far as DASNY staff goes, we have over 300 staffers in the Construction Division. We are certainly staying in touch with each other the best we can. Project personnel are working from both active project sites and working from home. Our back office personnel are all working from home.

On the safety, PPE side: as we've gone from mid- March to today, we have provided a number of suspension and resume work directives to our consultants and our contractors, and our legal team has helped to author COVID-19 guidance for job site behavior with regard to health and safety that we have handed out to all of our contractors and consultants. At the same time, we're providing our DASNY staff with the required PPE. Everything from masks, gloves and hand sanitizer to the typical PPE, such as hard hats, safety glasses and vests. At the same time, we are not holding or conducting large meetings on site. Very limited pre-bid walkthroughs are being conducted, practicing heavy social distancing on site, and there are some staff limitations as to whether or not we enter an active construction site building.

Just quickly on the medical surge front, DASNY was involved with three stand-ups down in New York City. Senior Project Manager Vadim Raskin represented New York State Department of Health at the Javits Center COVID-19 stand-up. That assignment has been completed.

Our Senior Project Manager Rob Thelian represented New York State and the Governor's Office at the Old Westbury stand-up. That assignment was completed this past Friday.

The South Beach Psychiatric Center, which I have talked to the Board about on numerous occasions, received a certificate of occupancy and was immediately converted from an OMH psychiatric hospital to a COVID-19 hospital managed by Staten Island University Hospital / Northwell. DASNY is managing the facilities, operation and maintenance team there, and will continue to do so until South Beach is turned back over to OMH.

Lastly, we have pricing in for the FIT project. Bids for both bid package one and two were well within budget. We continue to actively bid projects pre-Budget Bulletin B-1223, though we are not awarding any new contracts at this time. That concludes my report.

Mr. Romski: Steve, I want to congratulate you and your team. I personally saw the Old Westbury site go up and it was a 24/7 operation. Although I guess the hospital beds are not needed and I hope in the future they won't be needed, if they are needed they are certainly there. It was really a rather amazing performance. You did the infrastructure, you basically built an entire site out in a matter of a little over two weeks. It was remarkable to me. I am not exactly sure who from our team was on it, but certainly give them my congratulations.

Mr. Curro: That was our Senior Project Manager, Rob Thelian. He was there for about a month. They built four very large tent structures with all the systems required – HVAC, fire, life safety. There were over a thousand beds put in. The campus was reworked site-wise and they also renovated the gymnasium, so it was quite an undertaking.

Mr. Romski: It was amazing the infrastructure work that was done – all of the utilities and all of the sanitary and the storm and everything. That stuff usually takes a year and you guys did it in two weeks. It was rather remarkable.

Mr. Carney: Thank you Gerry.

Mr. McDaniel: I think that's a good place to make this commentary about the staff. Steve's staff, a lot of them have been on the front lines, they have done a great job, and they've also helped out outside of our normal course both with the Javits Center and other places, so that's been great.

We also have had anywhere from 20 to 60 staff members at different times volunteering to help the Department of Labor. As you've been reading, the unemployment office has been overwhelmed. They reached out for volunteers and we made outgoing phone calls and helped reduce that backlog significantly. So, our employees have really stepped up for the State as well.

I also have two other things to go through in my report. One is, with much regret, we have decided that we are going to suspend for this year the Public Finance Diversity Fellowship Program. You all recall we typically have two fellows spend six months with us and six months with an investment bank. We had selected the investment banks and had begun the process. But as we analyzed the bulletins from up the hill on hiring freezes, we talked internally with Public Finance staff about the experience that a fellow might get and we talked to our two investment banking partners, we came to a mutual decision that for all parties involved it would be best to suspend the program for this year and pick it up next year. Both JP Morgan and UBS, the two partners, have agreed to come back on board next year and our Public Finance team is certainly committed to doing this, but unfortunately we've had to suspend the program.

Mr. Carney: Before you move on to what may be your last point maybe you or Portia could tell us a little about how COVID-19 has affected our most recent fellows. They did six months with us, and now they're doing the other half of the year with their respective banks. How is that going, do we know? It would be great to get that into the record.

Mr. McDaniel: Portia do you want to comment on that?

Ms. Lee: Sure. So, the two fellows Maria and Alex were placed with Jeffries and Siebert, respectively, and I think had a successful entry into the investment banks. Clearly, COVID-19 and work from home put a twist into their experience. From what we understand, in terms of keeping in touch with them, they're doing okay and all seems to be to be working out pretty well at this point, but we'll continue to keep in touch with them and report back.

Mr. Carney: Portia, thanks very much. I'm sorry Reuben, I cut you off.

Mr. McDaniel: No, that's fine. I do think it's worth noting that for one of our fellows working at Jeffries, they did extend her time into their summer internship program so that she would hopefully get a full experience. It was a nice outreach on their part to do that. So, we've been very pleased with our partners, they've been very good about making sure that we have the best experience possible, and even in this difficult time they have done a great job with that. It's really appreciated.

Finally, I just wanted to highlight that over the past three to four weeks there have been several different stimulus bills that have been passed, and more on the table. There have been several actions taken by the Federal Reserve, and more on the table – all designed to help with the COVID financial situation. As a healthcare and higher ed issuer, I thought it was worth noting that the healthcare funding that has come through has begun to trickle down to our institutions and that has certainly helped plug some holes financially for them. We also have seen several of our higher education institutions get money from the Education Stabilization Fund.
In the two transactions you'll see today, both of those institutions have received commitments for that funding and they should be getting that shortly. That has helped, from a credit perspective, our analysis of the various institutions and we certainly expect more to come.

On the Federal Reserve side, the Municipal Liquidity Facility program is developing. We expect that the State as well as several other local insurers will get some short-term relief from that program, and we're all waiting to see if Congress comes back with a fourth round of stimulus that is more directed towards the State and/or if they allow states to free up some of the money they've received for COVID-related expenses to also cover some revenue shortfalls, which would also benefit the State.

So, there are a lot of moving parts. I think listening to both Portia and Steve, you can tell over the past 45 days that markets have changed, directives have changed, and our staff has been very flexible and accommodating during this period of time and will continue to do so. We continue to move forward, staff is doing very well working from home and I just can't say enough about people's ability to step-up. Certainly, each group has had its own challenges, but all of them have stepped up and I'm just very pleased with the work that the whole staff has done during this period of time. With that, Mr. Chairman, I conclude my report.

Mr. Carney: Mr. President, thank you very much. I think we are all pleased to hear how our staff has responded to the needs in the various areas in which they work. On the financing side it's clear that we've got some extraordinary transactions out there that need to ultimately be completed. On the construction side, I am impressed every time I hear you, Steve, talk about the things that your staff can and will do. The reach of the construction group, it expands for me every time I hear you give a report, and this one was full of great information. Congratulations on leading a group that knows how to pitch in and get the work done; I appreciate hearing it.

For the next agenda item we're going move back to the President, he's going to introduce the two proposed financings for the Members' consideration today.

Mr. McDaniel: Thank you, Mr. Chairman. Behind Tab 4 we have the St. John's University Single Approval Transaction Summary and the Staff Report. Presenting will be Steve Kosier from the DASNY staff, Virginia Wong, Esq. of Nixon Peabody, LLP and Vivian Drohan, Esq. of Drohan Lee, LLP, co-bond counsel.

Stephen J. Kosier – Senior Financial Analyst: Thank you. One housekeeping item: a Single Approval Transaction Summary and Staff Report went to the Members as part of our regular mailing and, subsequently, a blacklined Revised Single Approval Transaction Summary and Staff Report went to the Members as part of a second mailing. The only substantive changes were in Attachment I, Sources and Uses, and the corresponding edits under the financing details section of the Staff Report. I will describe the purpose of the revisions in my presentation, after describing the plan of finance.

Today, the Board is being asked to adopt the necessary documents for multiple series of fixed and/or variable rate tax-exempt and taxable bonds with an aggregate not-to-exceed amount of $325,000,000 on behalf of St. John's University. The University has been a DASNY client for 50 years and has always met its obligations to DASNY on time and in full.

The proposed bond issue is a proactive response to the effects of the COVID-19 virus by the University to mitigate risk with respect to its debt profile and to provide Management with additional tools to align its expenses with its revenues, if necessary. Management views the base case financing to be the fix-out of all, or a portion of, the University's variable rate Series 2008B-1 and Series 2008B-2 bonds and unwinding of the swap associated with the Series 2008B-1 bonds. Refunding the variable rate bonds with fixed rate bonds will provide a more conservative overall debt mix in a relatively low interest rate environment and eliminate interest rate, downgrade, and renewal risks.

Potentially layered on top of this fix-out, the University, with input from its financial advisor, will determine how much, if any, bonds it would like to issue to fund up to $30 million in new money projects. The new money projects the University may be financing are the types of projects that it would typically fund out of operations. These may include items such as HVAC, elevator, and other infrastructure projects, renovations to existing facilities, the purchase and installation of fire safety equipment and technology upgrades. Management may still decide to fund these projects out of operations over time, however, the University wants the flexibility to finance the projects if Management believes the interest rates are beneficial and financing better aligns its expenses with its revenues. The University may elect to fund approximately two years of capitalized interest in connection with the new money projects.

The potential third prong to the financing is to refund all or a portion of the University's fixed-rate Series 2012B, Series 2013A, and Series 2015A bonds. Again, this will be a function of interest rates and what Management feels is appropriate at the time of pricing.

The University may extend the final maturity of certain refunding bonds, which if applicable, would be subject to tax review. Each of these uses of funds are presented in the Revised Attachment I. However, the decisions on what will ultimately be included in this financing will be determined by Management based on where rates are and what is prudent at the time. In the original Attachment I, we excluded the refunding escrow deposits for the Series 2012B, Series 2013A, and Series 2015A bonds because they are not anticipated to be included in the current market. However, we decided to include these additional refunding candidates in the revised Attachment I, to ensure there was a nexus between the potential uses of funds and our not-to-exceed amount, in the event that the University decides to include them.

The University's current bond ratings are A3 by Moody's and A- by S&P. As was the case with the University's most recent issuance in 2017, the Loan Agreement for the proposed bonds is expected to be a general unsecured obligation. Security pledged by the University under Loan Agreements for bonds issued prior to 2017 will remain in place until those bonds are no longer outstanding.

A few points of additional information regarding the operations and finances of the University: the University is dependent on student-related charges, with 73% of 2019 revenues coming from net tuition and fees. Enrollment has been relatively steady and has averaged 17,387 FTEs over the past five years. Operating profits have averaged nearly $28 million a year over this time period. The University's net asset base increased from $725 million in 2016 to $922 million in 2019. This change is primarily from an increase in investments and a decrease in long-term debt over the past five years.

Like all institutions, the COVID-19 virus will have an impact on the University's finances. The University has responded to the crisis to ensure the safety, health, and well-being of its students, other members of the University community, and the surrounding communities. Among the many measures taken, on March 10th the University voluntarily suspended face-to-face instruction at all locations and the University is taking the necessary expense control measures to help mitigate revenue declines. The recently passed CARES Act will also provide some budgetary relief. The allocation to the University totals $12.2 million, including $6.1 million for students and $6.1 million for the University. The University has received the student portion. The University has not yet drawn on the University portion, however they are eligible to do so. Management has always budgeted very well to manage its expenses in relation to its revenues and the proposed financing provides additional elasticity in these unprecedented circumstances.

I will now turn it over to Virginia and Vivian to discuss the bond documents.

Mr. Carney: Virginia and Vivian, welcome. Thank you for being on the phone.

Virginia Wong, Esq. – Nixon Peabody, LLP: Good morning everyone. Thank you very much. Before you for consideration is the adoption of three Series Resolutions to implement a series of financings for St. John's University. Each Series Resolution authorizes the issuance of up to $325 million of Bonds under the Authority's existing General Resolution adopted for St. John's. While each Series Resolution authorizes up to $325 million, they each also provide that the principal amount of Bonds that may be issued under all of them cannot exceed $325 million in the aggregate. The Series Resolutions do not limit the discretion of the Authority's officers to determine to issue the Bonds in other configurations than are currently contemplated.

The University will enter into an Agreement to Provide Continuing Disclosure to facilitate the Underwriter's securities law obligations. The General Resolution provides for the issuance from time to time of multiple Series of Bonds, each Series separately secured from each other except as otherwise provided in the applicable Series Resolution. The Bonds are "special obligations" of the Authority payable solely out of the Revenues, which consist of the payments made by the University under the applicable Loan Agreement. Payment of the Bonds is secured by the pledge and assignment made by the General Resolution of the Revenues and the moneys and investments held in the funds and accounts established by the General Resolution and the applicable Series Resolution.

Vivian Drohan, Esq. – Drohan Lee, LLP: The Authority and the University will execute a Loan Agreement in connection with each issuance of the 2020 Bonds. Each Loan Agreement will require the University to make timely payment of debt service on the 2020 Bonds. This transaction will be the first to use the new form of DASNY Loan Agreement. Consistent with the Guidelines, the Loan Agreement will contain the appropriate standard document provisions and may include additional security provisions based on market conditions and practices. The University's obligation to make payments under the Loan Agreement will be a general obligation and is expected to be unsecured.

The Authority will execute an Assignment of Loan Agreement at the time of the issuance of any authorized Bonds. Pursuant to the Assignment, the Authority will assign all its rights under the Loan Agreement to the Trustee, other than certain Unassigned Rights. Unassigned Rights generally include: the Authority's right to indemnification; to receive administrative fees and other amounts payable to the Authority; and to require the University to comply it with its obligations to maintain the tax-exempt status of any Bonds issued on a tax-exempt basis.

In order to authorize the issuance of the Bonds and the execution of the Loan Agreement and Assignment Agreement, you are requested to adopt the three Series Resolutions that are before you. We are happy to answer any questions you may have. Thank you very much.

Mr. Carney: Thank you, Vivian and Virginia. Are there questions for Steve, Vivian and Virginia? Hearing none, may I have a motion please to approve the proposed transaction?

Beryl L. Snyder, J.D. – Secretary of the Board: So moved.

Mr. Carney: Alright, thank you very much.

Mr. Johnson: I'll second it.

Mr. Carney: Thank you John. The motion has been properly moved. All in favor please indicate with "Aye."

Members: Aye.

Mr. Carney: Are there any opposed? Hearing no opposition, the motion passes unanimously.

The following Resolutions were therefore adopted:

DORMITORY AUTHORITY OF THE STATE OF NEW YORK SERIES 2020A RESOLUTION AUTHORIZING UP TO $325,000,000 ST. JOHN'S UNIVERSITY REVENUE BONDS

DORMITORY AUTHORITY OF THE STATE OF NEW YORK SERIES 2020B RESOLUTION AUTHORIZING UP TO $325,000,000 ST. JOHN'S UNIVERSITY REVENUE BONDS

DORMITORY AUTHORITY OF THE STATE OF NEW YORK SERIES 2020C RESOLUTION AUTHORIZING UP TO $325,000,000 ST. JOHN'S UNIVERSITY REVENUE BONDS]

Mr. Carney: Steve, Vivian and Virginia, thank you all very much. Mr. President.

Mr. McDaniel: Thank you Mr. Chairman. Behind Tab 5 we have the New York Institute of Technology Transaction Summary and Staff Report. Dave Ostrander will be presenting this transaction.

David P. Ostrander – Assistant Director, Public Finance and Portfolio Monitoring: Thank you Reuben. Good morning everyone. The Board is being asked to adopt a Resolution to Proceed for one or more series of tax-exempt and/or taxable, fixed and/or variable rate bonds in an amount not to exceed $30 million on behalf of New York Institute of Technology.

Proceeds from the Series 2020 Bonds are expected to be used to refund all or a portion of the Institute's taxable Series 2016A Bonds. The proposed transaction will allow the Institute to take advantage of the current low interest rate environment and restructure the 2016A Bonds to generate approximately $15 million in cash flow savings over the next three fiscal years by deferring principal payments. NYIT is not expecting debt service savings on a net present value basis. By forgoing three years of principal payments, NYIT plans to increase its reserves to improve its financial liquidity in the near term. The final maturity of the bonds to be refunded is expected to be extended by six years to July 1, 2030. Debt service on the Series 2016A bonds to be refunded is approximately $5.6 million annually through 2024, while debt service on the proposed Bonds is expected to be approximately $2.2 million annually through 2030.

NYIT currently has a rating of "Baa2" from Moody's with a "Stable" outlook. The Series 2020 Bonds will include security as determined by existing market conditions for similar credits rated in the BBB category. At this time, it is anticipated that the Series 2020 Loan Agreement will be secured by a pledge of revenues and a mortgage on certain property of the Institute.

NYIT enrolls a diverse undergraduate and graduate student population across a number of locations, including two main campuses in New York – one in Old Westbury and one in Manhattan – and a number of international sites. The Institute has a history of positive operations, posting operating surpluses in each of the last five years. Operating margins have averaged $10.5 million annually since fiscal year 2015. NYIT is dependent on student tuition revenue. Between fiscal years 2015 and 2019, net tuition and fee revenue has averaged nearly 86% of NYIT's operating revenue. When looking at the balance sheet over the past five years, NYIT has built up cash reserves while also reducing long-term debt. Cash and investments grew by $43.6 million, or 41.6%, over five years, reaching $148.4 million at fiscal year-end 2019. Over that same period, the Institute's long-term debt decreased by over $44 million, from $74.8 million at fiscal year-end 2014 down to $30.5 million at fiscal year-end 2019. This decrease in long-term debt, along with the increase in cash in investments, has positively impacted both capital and liquidity ratios.

Along with other higher education institutions, the COVID-19 pandemic will have an impact on NYIT's enrollment and finances. On March 23rd, the Institute moved to distance learning for its spring semester courses. While it is uncertain what the fall semester will look like, Management is making adjustments to its operating budget to provide more flexibility for actual fall enrollments. NYIT was allocated approximately $4.3 million through the recently passed CARES Act, including $2.1 million for students and $2.1 million for the Institute. The aid for students has been received.

In summary, NYIT has historically taken a proactive approach in building cash reserves and reducing long-term debt. By freeing up an additional $15 million in cash flow over the next three years, the proposed transaction is expected to assist NYIT in further improving its liquidity position in the near term. Back to you, Mr. Chairman.

Mr. Carney: David, thank you. Are there comments or questions for David? Hearing none, may I have a motion please to approve the transaction?

Mr. Romski: I'll make that motion.

Ms. Snyder: I'll second the motion.

Mr. Carney: That was you Gerry, all right, thank you. And Beryl, thank you for the second. All in favor please indicate with "Aye."

Members: Aye.

Mr. Carney: Are there any opposed? There being no opposition the motion carries unanimously.

The following resolution was therefore adopted:

A RESOLUTION OF THE DORMITORY AUTHORITY OF THE STATE OF NEW YORK (DASNY) AUTHORIZING STAFF AND BOND COUNSEL TO PROCEED TO TAKE THE NECESSARY ACTION TO PREPARE THE APPROPRIATE DOCUMENTS TO PROVIDE FOR THE FINANCING OF FACILITIES FOR NEW YORK INSTITUTE OF TECHNOLOGY

Mr. Carney: David, thank you very much. The next Agenda item, I believe, is the Audit Committee Report, Mr. Chairman.

Jonathan H. Gardner, Esq. – Audit Committee Chair: Thank you. I can report that the Audit Committee met yesterday. It was a relatively brief meeting. We had two items on our Agenda. One was a proposal to approve an amendment to our Investment Guidelines. This would amend our restrictions on concentrations of investments. We thought this amendment was appropriate because we have clients that are largely choosing the financial institutions offering trustee services that we are working with and the number of institutions available has decreased. The Audit Committee voted unanimously to approve this amendment and to recommend it for approval by the entire Board. If you want, I can also cover the next item as well and then we can have a vote.

Mr. Carney: Let's call for a vote now, is that okay? Are there any questions for Jon or Kim Nadeau regarding the proposed amendment to the Investment Guidelines? Hearing none, may I have a motion please to approve the proposed amendment?

Ms. Snyder: So moved.

Mr. Johnson: Second.

Mr. Carney: Thank you Beryl, and John Johnson, thank you very much. All in favor please indicate with "Aye."

Members: Aye.

Mr. Carney: Are there any opposed to the resolution? Hearing none the motion carries unanimously.

The following Resolution was therefore adopted:

A RESOLUTION OF THE MEMBERS OF THE BOARD OF THE DORMITORY AUTHORITY OF THE STATE OF NEW YORK (DASNY) AMENDING THE DASNY INVESTMENT POLICY AND GUIDELINES

Mr. Carney: Please go ahead Jon.

Mr. Gardner: The other item is an amendment to the Internal Audit Charter. This is not a substantive amendment; it is largely to update some defined terms and make typographical changes. The Committee voted unanimously to recommend it for approval by the Board.

Mr. Carney: If Kathy Ebert is on the phone, thank you very much for your work on this. Are there any questions for Jon or Kathy? Hearing none may I have a motion please to approve the proposed amendment?

Ms. Sullivan: So moved.

Mr. Carney: Thank you Joan, is there a second?

Mr. Johnson: Second.

Mr. Carney: John Johnson, thank you very much for the second. All in favor please indicate with "Aye."

Members: Aye.

Mr. Carney: Is there any opposition? Hearing none, the Resolution is approved unanimously.

The following Resolution was therefore adopted:

A RESOLUTION OF THE MEMBERS OF THE BOARD OF THE DORMITORY AUTHORITY OF THE STATE OF NEW YORK (DASNY) AMENDING THE INTERNAL AUDIT DEPARTMENT CHARTER

Mr. Carney: We are now at what is called the Additional Items section. Portia is going to present the Healthcare Facilities Transformation Program Resolution – a resolution for approval by the Board.

Ms. Lee: Thank you Mr. Chairman. The Board is being asked to approve the submission of Statewide II, Part 3 Projects to PACB for its consideration. The Board has approved in the past the submission of many other Department of Health capital grant projects to PACB including HEAL, the Capital Restructuring Financing Program (CRFP) and other healthcare transformation programs. It should be noted that DASNY has not participated in the review of these DOH projects, but is providing assistance with SEQR. Mr. Chairman.

Mr. Carney: Thank you very much, Portia. Are there any questions for Portia? You have seen Exhibit A – are there any questions about Exhibit A specifically? Hearing none then, may I have a motion please to approve the Resolution?

Mr. Gardner: So moved.

Mr. Carney: Thank you Jon Gardner.

Ms. Snyder: I will second.

Mr. Carney: Thank you Beryl. All in favor please indicate with “Aye.”

Members: Aye.

Mr. Carney: Is there any opposition? Hearing none, the motion carries unanimously.

A RESOLUTION OF THE MEMBERS OF THE DORMITORY AUTHORITY OF THE STATE OF NEW YORK (DASNY) APPROVING THE SUBMISSION OF STATEWIDE II, PART3 PROJECTS TO THE PUBLIC AUTHORITIES CONTROL BOARD

Mr. Carney: Thank you Portia. Is there any other business to come before the Board? Kimberly Nadeau, do you have anything for the Board?

Ms. Nadeau: I do not. Thank you.

Mr. Carney: Kimberly, thank you very much for the hard work, you obviously are very good at producing this meeting and we are very grateful. Is there any other business to come before the Board?

Mr. Romski: I just have one comment, thank you to Diane also because she has to tolerate me going back and forth on the phone numbers and everything else.

Mr. Carney: Gerry, Thank you. If there is no further business to come before the Board then may I have a motion to adjourn?

Ms. Sullivan: So moved.

Mr. Romski: Second.

Mr. Carney: Thank you Joan and thank you Gerry. Any opposition? Hearing none the meeting is adjourned. Thank you everyone, stay safe.

The meeting was adjourned at 11:25 a.m.

Respectfully submitted,

Michael E. Cusack
Assistant Secretary