

A RESOLUTION OF THE NGHP HOLDING CORPORATION ELECTING ADDITIONAL OFFICERS OF THE CORPORATION AND RATIFYING ITS RESOLUTION OF MARCH 30, 2011 ADOPTING CERTAIN POLICIES OF THE DORMITORY AUTHORITY

WHEREAS, pursuant to the By-Laws of NGHP Holding Corporation (the “Corporation”), the Chair, Vice Chair, Secretary and Treasurer shall be the persons serving in those respective positions for the Dormitory Authority of the State of New York, and the Board of the Corporation may elect Assistant Treasurers and Assistant Secretaries; and

WHEREAS, on March 30, 2011, the Corporation adopted the “Resolution of the NGHP Holding Corporation Adopting Certain Policies of the Dormitory Authority,” attached hereto (the “Policy Resolution”), and the Board desires to reaffirm and ratify the Policy Resolution.

NOW, THEREFORE, BE IT RESOLVED that:

1. The following shall hold their respective office until the next Annual Meeting of the NGHP Holding Corporation or until his or her successor is elected:

Hsueh-hui Lai	Assistant Treasurer
Stanley J. Reed	Assistant Treasurer
Michael E. Cusack	Assistant Secretary
Kay M. Edwards	Assistant Secretary
Frances P. Brooks	Assistant Secretary
Ricardo Salaman	Assistant Secretary
Dena T. Amodio	Assistant Secretary

2. The Policy Resolution is hereby reaffirmed and ratified.
3. This Resolution shall take effect immediately.

RESOLUTION OF THE NGHP HOLDING CORPORATION ADOPTING CERTAIN
POLICIES OF THE DORMITORY AUTHORITY

WHEREAS, the NGHP Holding Corporation (the “Corporation”), a subsidiary of the Dormitory Authority of the State of New York (the “Dormitory Authority” or “Authority”), was established on March 17, 2011 in the form of a public benefit corporation, by executing and filing with the Secretary of State a certificate of incorporation which identified the Authority as the entity organizing such subsidiary and set forth the name of such subsidiary public benefit corporation, its duration, the location of its principal office and its corporate purposes; and

WHEREAS, it is necessary to adopt and implement certain policies, procedures, and guidelines for the efficient organization and operation of the Corporation; and

WHEREAS, the Dormitory Authority previously has adopted detailed and effective policies, procedures and guidelines for that purpose, many of which are suitable and appropriate for the Corporation;

NOW, THEREFORE, BE IT RESOLVED by the Members of the NGHP Holding Corporation as follows:

1. The Corporation hereby adopts as its own and shall comply with all policies, procedures and guidelines of the Authority that are required by statute to be adopted by the Corporation, including but not limited to policies, procedures and guidelines related to governance principles, procurement, disposition of real property, ethics, committee charters, and SEQRA, and all other policies, procedures and guidelines applicable to the operations of the Corporation. All references in such policies, procedures and guidelines shall be deemed to refer to the Corporation to the extent applicable to the lawful purposes of the Corporation.
2. Any reports required by statute or such policies, procedures, or guidelines may be included as part of any such report prepared by the Dormitory Authority.
3. This resolution shall take effect immediately.