

The NGHP Holding Corporation held a Corporate Governance Committee Video Conference Meeting between DASNY's New York City Office, One Penn Plaza, 52<sup>nd</sup> Floor, New York, New York, and Albany Office, 515 Broadway, Albany, New York at 5:35 p.m. on Tuesday, March 5, 2019.

The Meeting was called to order by the Chair of the Committee. Roll call was taken and a quorum was present. Those Governance Committee Members present and absent were as follows:

Governance Committee Members Present - NYCO

John B. Johnson, Jr., Governance Committee Chair  
Alfonso L. Carney, Jr., Chair, Governance Committee Member  
Paul Ellis, Governance Committee Member

Other Board Members Present - Albany

Tracy Raleigh, Board Member

Other Board Members Present - NYCO

Gerard Romski, Esq., Board Member

Also Present - Dormitory Authority Staff - NYCO:

Michael T. Corrigan, Vice President  
Michael E. Cusack, Esq., General Counsel  
Sara Richards, Esq., Associate General Counsel  
Larry N. Volk, Senior Director, Portfolio Management

Also Present - Dormitory Authority Staff - Albany:

Kimberly Nadeau, Chief Financial Officer

**PUBLIC SESSION**

The Board Chair reminded the Members that all the Members of DASNY's Governance Committee are Members of the NGHP Holding Corporation Governance Committee as well. The Minutes of the March 6, 2018 Governance Committee Meeting were reviewed and approved.

**Annual Review of Certain Corporate Documents and Policies**

Mr. Cusack directed the Committee Members' attention to the Mission Statement, Performance Measures and Metrics, and the Corporation's By-Laws. He reminded the Committee Members that the Governance Committee is required to review these documents annually and to

March 5, 2019

recommend any proposed changes to the full Board for approval. Mr. Cusack informed the Committee Members that staff has reviewed these documents and is not recommending any changes to the Mission Statement, Performance Measures and Metrics, or the By-Laws at this time.

Mr. Cusack stated that the Members are being asked to review only these items as the subsidiary had previously adopted other operational policies and procedures of DASNY to apply to the subsidiary. Mr. Johnson stated that this review satisfies the Committee's responsibility and the outcome will be communicated to the full NGHP Board at the April 2019 meeting.

The Board Chair moved that the meeting adjourn, Mr. Ellis seconded the motion and the Governance Committee Meeting adjourned at approximately 5:40 p.m.

Respectfully submitted,

Michael E. Cusack  
Assistant Secretary