

The NGHP Holding Corporation held a Corporate Governance Committee Video Conference Meeting between DASNY's New York City Office, One Penn Plaza, 52nd Floor, New York, New York, Albany Office, 515 Broadway, Albany, New York and Buffalo Office, 539 Franklin Street, Buffalo, New York at 5:15 p.m. on Tuesday, March 6, 2018.

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
Paul Ellis, Governance Committee Member

Governance Committee Members Present - Albany

Sandra Shapard, Governance Committee Member

Other Board Members Present - NYCO

Alfonso L. Carney, Jr., Chair, Member
Gerard Romski, Esq., Member

Also Present - Dormitory Authority Staff - NYCO:

Gerrard P. Bushell, President
Michael T. Corrigan, Vice President

Also Present - Dormitory Authority Staff - Albany:

Michael E. Cusack, Esq., General Counsel
Caroline Griffin, Chief of Staff
Kimberly Nadeau, Chief Financial Officer
Debra Pulenskey Drescher, Esq., Managing General Counsel

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 7, 2017 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 recommend any proposed changes to the full Board for approval. Mr. Cusack informed the Committee Members that staff is not recommending any changes to the By-Laws or the Mission Statement or Performance Measures and Metrics at this time.

Mr. Cusack stated that the Members were 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.

Ms. Shapard moved that the meet adjourn, Mr. Ellis seconded the motion and the Governance Committee Meeting adjourned at approximately 5:18 p.m.

Respectfully submitted,

Michael E. Cusack
Assistant Secretary to the Board of
the Dormitory Authority