

The NGHP Holding Corporation held a Governance Committee Video Conference Meeting between DASNY's Albany Office, 515 Broadway, Albany, New York; and New York City Office, One Penn Plaza 52nd Floor, New York, New York at 7:25 p.m. on Tuesday, November 12, 2019.

The Meeting was called to order by Mr. Johnson. Prior to the meeting, Mr. Johnson (as the Vice Chair of the Board and the presiding officer of the Board under the DASNY Bylaws due to the absence of Chair Alfonso L. Carney, Jr.) appointed Board Member Ronski as a Member of the Corporate Governance Committee for purposes of the Meeting. 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., Committee Chair
Gerard Ronski, Committee Member

Governance Committee Members Absent

Paul Ellis, Committee Member

Other Board Members Present - NYCO

Joan Sullivan, Board Member

Other Board Members Present - Albany

Tracy Raleigh, Designated Representative of the Commissioner of Health, Member (ex officio)

DASNY Staff Present - NYCO

Paul G. Koopman, Vice President
Michael E. Cusack, Esq., General Counsel
Portia Lee, Managing Director, Public Finance and Portfolio Monitoring
Kathy Ebert, Director, Internal Audit

DASNY Staff Present - Albany

Kimberly J. Nadeau, Chief Financial Officer
Karen E. Ehlinger, Manager, Internal Control Analysis
Michael L. Johnson, Esq., Assistant General Counsel
Dena T. Amodio, Esq., Assistant General Counsel

PUBLIC SESSION

Chairman Johnson called the meeting to order. The Minutes of the March 5, 2019 NGHP Holding Corporation Governance Committee Meeting were reviewed and approved unanimously.

Performance Metrics

Governance Committee Chair Johnson asked Mr. Cusack to give a brief explanation of the proposed changes.

Mr. Cusack stated that before the Committee for their consideration and recommendation to the full NGHP Board is a proposed revision to Metrics Goal 2, M1 of the NGHP Holding Corporation Mission Statement, Performance Measures and Metrics. He summarized that the proposed revision would change the metric appearing in Goal 2, M1 to a metric calling for receipt of lease payments annually. Mr. Cusack explained that whereas the current metric anticipated quarterly lease payments, federal Medicaid capital reimbursements to NGHP are occurring on an annual basis rather than quarterly. Accordingly, he stated that staff is recommending a conforming change to bring this metric in line with how rental payments are actually occurring.

Mr. Cusack noted that there would be no change to Goal 2, M2, which calls for 95% of lease payments being applied to any required bondholder payments. He further noted that, if adopted, the proposed changes to the Mission Statement, Performance Measures and Metrics would be presented the full NGHP Holding Corporation Board in April 2020.

The Corporate Governance Committee decided unanimously to recommend the proposed revision to the full NGHP Holding Corporation Board.

Mr. Ronski moved to adjourn the Meeting, Mr. Johnson seconded the motion and the Corporate Governance Committee Meeting adjourned at approximately 7:40 p.m.

Respectfully submitted,

Michael E. Cusack
Assistant Secretary