

The Atlantic Avenue Healthcare Property 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, and Albany Office, 515 Broadway, Albany, New York at 5:35 p.m. on Tuesday, March 3, 2020.

The Meeting was called to order by the Chair of the Committee. The Board Chair designated Gerard Romski as a temporary Governance Committee Member for purposes of today's 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., Governance Committee Chair
Alfonso L. Carney, Jr., Chair, Governance Committee Member
Gerard Romski, Governance Committee Member

Other Board Members Present - Albany

Joan Sullivan, Board Member
Tracy Raleigh, Board Member

Also Present - Dormitory Authority Staff - NYCO:

Reuben R. McDaniel, III, Acting Executive Director
Paul G. Koopman, Vice President
Michael E. Cusack, Esq., General Counsel
Portia Lee, Managing Director, Public Finance and Portfolio Management
Ricardo Salaman, Esq., Managing General Counsel
Dena T. Amodio, Esq., Assistant General Counsel

Also Present - Dormitory Authority Staff - Albany:

Kimberly Nadeau, Chief Financial Officer
Caroline V. Griffin, Chief of Staff
Deborah K. Fasser, Director of Strategic Communications and Business Development

PUBLIC SESSION

The Committee Chair reminded the Members that all the Members of DASNY's Governance Committee are Members of the Atlantic Avenue Holding Corporation Governance Committee as well. The Minutes of the March 5, 2019 Governance Committee Meeting were reviewed and approved.

Committee Chair Johnson then asked Mr. Cusack to provide an overview of Staff's

recommendations on the agenda items before the Committee.

Annual Review of Certain Corporate Documents and Policies

Mr. Cusack stated that the purpose of this meeting was to complete the annual Governance Committee review for the Atlantic Avenue Healthcare Property Holding Corporation subsidiary (“Atlantic Avenue” or the “Subsidiary”) as required by the Public Authorities Law. He noted that at the time of formation of the Subsidiary, the Atlantic Avenue Board passed a Resolution dated December 13, 2013 adopting all policies, procedures and guidelines of DASNY as its own. He further noted that the Governance Committee is nonetheless required to complete an annual review of the Subsidiary’s By-Laws and Mission Statement, Performance Measures and Metrics to Quantify Performance Goals, and recommend any proposed changes to the full Board for approval.

Mr. Cusack informed the Committee Members that, subject to comments from the Committee or any Board Members present, Staff has reviewed these documents and is not recommending any changes to By-Laws or the Mission Statement, Performance Measures and Metrics at this time.

After discussion, the Committee unanimously concurred with Staff’s recommendation, and Mr. Johnson stated that this will be communicated to the full Atlantic Avenue Healthcare Property Holding Corporation Board at the April 8, 2020 meeting.

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

Respectfully submitted,



Ricardo Salaman
Assistant Secretary