

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 5:30 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 NGHP Holding Corporation Governance Committee as well. The Minutes of the November 12, 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 NGHP Holding Corporation subsidiary (“NGHP” or the “Subsidiary”) as required by the Public Authorities Law. He noted that at the time of formation of the Subsidiary, the NGHP Board passed a Resolution dated March 30, 2011 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. He reminded the Members that at the November 12, 2019 NGHP Governance Committee Meeting the Committee Members approved amendments to the Metrics that will be presented to the NGHP full Board at it April 8, 2020 Annual Board meeting. He noted that these Metrics are included in the package before the Committee today.

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

Mr. Rosmki moved that the meeting adjourn, the Board Chair seconded the motion and the Governance Committee Meeting adjourned at approximately 5:35 p.m.

Respectfully submitted,



Ricardo Salaman  
Assistant Secretary