

The Atlantic Avenue Healthcare Property Holding Corporation held a Corporate Governance Committee Conference Call / Video Conference Meeting on Tuesday, March 2, 2021 at 5:36 p.m.

John Johnson, Committee Chair: Welcome. I'd like to call the March 2, 2021 meeting of the Atlantic Avenue Holding Corporation Corporate Governance Committee to order and ask that the notice be read for the record. Sara, you are on for that.

Sara Potter Richards, Managing Senior Director, Governance and Administration: Thank you, Mr. Chairman. Since the recording is still on the Notice was read previously, and there are no new participants joining the meeting, I will refer the Members to the DASNY website for the details of the Executive Order that allows us to participate via videoconference. The proceedings will be transcribed and made available as soon as practicable.

Committee Members Present

John B. Johnson, Jr. – Governance Committee Chair
Joan Sullivan, Committee Member
Alfonso L. Carney, Jr. – Committee Member (Board Chair)

Other Board Members Present

Jon Gardner, Board Member
Gerald Ronski, Board Member
Janice McKinnie, Board Member
Tracy Raleigh, Board Member

Staff Members Present

Reuben R. McDaniel, III, President and Chief Executive Officer
Paul G. Koopman, Vice President
Portia Lee, Managing Director, Public Finance and Portfolio Monitoring
Kimberly Ellis, Chief Financial Officer
Caroline V. Griffin, Chief of Staff
Ricardo Salaman, Esq., Deputy General Counsel
Sara Potter Richards, Esq., Managing Senior Director, Governance and Administration
Deborah K. Fasser, Director, Strategic Communications and Business Development
Craig Schreivogl, Director, Portfolio Monitoring
Dena T. Amodio, Esq., Assistant General Counsel
Karen Ehlinger, Manager, Internal Control Analysis
Diane Felitte, Legal Assistant

Chairman Johnson: Alright, the first thing we need to do is to adopt minutes of the March 3, 2020 meeting. Do I have any comments or changes to those minutes? If not, a motion to accept them as distributed?

Joan Sullivan, Committee Member: So moved.

Chairman Johnson: All right, they are approved. We are done with that. Now we will go back to Sara on the Metrics. Sara you're on.

Ms. Richards: Thank you, the purpose of this meeting is to complete the annual Governance Committee review for the Atlantic Avenue Healthcare Property Holding Corporation subsidiary ("Atlantic Avenue"), as required by the Public Authorities Law.

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.

The Governance Committee is required to complete an annual review of the subsidiary's By-Laws, Mission Statement, Performance Measures and Metrics to Quantify Performance Goals and recommend any changes proposed to the full Atlantic Avenue Board for approval. Subject to comments from the Committee or any Board Members present, the staff has reviewed these documents and is not recommending any changes to the By-Laws or the Mission Statement at this time. I will pause here to see if there are comments or questions on those before moving on to the Performance Measures and Metrics Report proposed changes.

Chairman Johnson: Any proposed changes? Hearing none, we will move along.

Ms. Richards: Staff is recommending a change with respect to the Performance Measures and Metrics and an explanatory memo to this effect was included in your Board materials. Craig Schreivogl is with us today, and he will more fully explain those changes. Craig.

Craig Schreivogl, Director, Portfolio Monitoring: Thank you, Sara. Before you for your consideration is a proposed change to the Performance Measures and Metrics submitted annually to the New York State Authorities Budget Office by Atlantic Avenue. Included in the Board materials is a memo detailing the proposed change, along with a copy of the existing and proposed Measures and Metrics. I am here to provide a high level view and answer any questions you may have. While the Mission Statement and the Metrics Measures one through three remain appropriate, it's the fourth Measure that is no longer attainable due to recent changes to the Interfaith lease and we are proposing it be eliminated.

The fourth measure and metric basically speaks to Interfaith rental payments covering Atlantic Avenue's costs associated with the property and helping to offset future State service contract payments. As you will recall from the December Atlantic Avenue Board Meeting, Interfaith and Kingsbrook were to merge into Brookdale at the end of 2020. At the time of the merger, the Interfaith lease was assigned to Brookdale and payments were reduced to a nominal monthly amount in exchange for certain considerations to the State.

With ongoing lease payments now insufficient to cover costs or offset any of the State's future contract payments, we are recommending that this fourth Measure and Metric be eliminated. This concludes my brief remarks and I welcome any questions folks may have on this topic.

Chairman Johnson: I have none. Anyone have any questions?

Mr. Carney: I do not. Thank you very much Craig. Thank you.

Mr. Schreivogl: Sure thing.

Chairman Johnson: All right then. We need to have a motion to approve that and to recommend it to move it to the full Atlantic Avenue Board tomorrow.

Ms. Sullivan: I make a recommendation to approve the changes and to move it to the full Board tomorrow.

Chairman Johnson: And I approve. So that takes care of that. At this point I believe we can adjourn this meeting.

Ms. Richards: I would just note, Mr. Chair, that the full meeting of the subsidiary is not until the beginning of May.

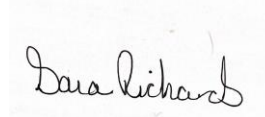
Chairman Johnson: Good. All right, that's one less thing we have to do tomorrow. Very good.

So the motion to adjourn, thank you. Anybody objects they can stay in the meeting and, if not hit the leave button.

Chairman Johnson: Thank you and we will see everyone tomorrow.

The meeting adjourned at 5:43.

Respectfully submitted,

A handwritten signature in cursive script that reads "Sara Richards". The signature is written in black ink on a light-colored background.

Sara Richards
Assistant Secretary