

A Conference Call / Video Conference Meeting of the Governance Committee of the NGHP Holding Corporation (“NGHP”) (a subsidiary of the Dormitory Authority of the State of New York) was held on March 2, 2021 with proceedings commencing at 5:32 p.m.

**Sara Potter Richards, Managing Senior Director, Governance and Administration:** The next item is the NGHP Holding Corporation Governance Meeting. We are recording. I will read the roll after I read this short legal announcement.

As a result of the ongoing public health emergency related to COVID-19, Executive Order 202.1, as extended, authorizes public boards to meet remotely and take authorized actions without permitting public in-person access to meetings. The public must have the ability to view or listen to the proceedings and the meetings must be recorded and transcribed. An audio and video recording of today’s meeting will be accessible from DASNY’s website within two days, and today’s proceedings will be transcribed and posted as soon as practicable under the circumstances. For additional information regarding the emergency declaration or the Executive Order, please see the DASNY Website.

Unless there are any questions, I will read the roll.

On today’s call, we have the following Committee Members:

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

Other Board Members present are:

Jon Gardner, Board Member  
Janice McKinnie, Board Member  
Gerry Romski, Board Member  
Tracy Raleigh, Board Member

We also have the following Staff Members:

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

I believe that is everyone, with that Mr. Chair, I will turn it over to you.

**John Johnson, Committee Chair:** The first order of business will be to adopt minutes of our March 3, 2020 meeting which I point out was in person. And so, with that, Joan are you okay with those meeting minutes?

**Joan Sullivan, Committee Member:** I am okay.

**Chairman Johnson:** Okay, so we'll move on. I am going to turn it back to Sara who will walk us through the rest of the items. Sara.

**Ms. Richards:** Very good, thank you. The purpose of this meeting is to complete the annual Governance Committee review for the NGHP Holding Corporation subsidiary ("NGHP") as is required by the Public Authorities Law. At the time of the 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.

As with the DASNY's Corporate Governance Committee, the NGHP Governance Committee is required to complete an annual review of the subsidiary's By-Laws and Mission Statement, Performance Measures and Metrics to Quantify Performance Goals and to recommend any proposed changes to the full NGHP Board for approval.

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

**Chairman Johnson:** Do I hear any other suggestions about changes to these metrics? Hearing none we are just going to adopt those and we don't have to do anything further since the Board doesn't have to approve those.

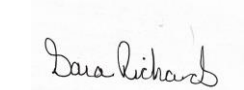
I will now move to we adjourn this committee meeting. Joan?

**Ms. Sullivan:** I move to adjourn it.

**Chairman Johnson:** Alright, we are adjourned.

The Governance Committee Meeting adjourned at 5:36 p.m.

Respectfully submitted,



Sara Richards  
Assistant Secretary