

A RESOLUTION OF THE MEMBERS OF THE NGHP HOLDING CORPORATION (A SUBSIDIARY OF THE DORMITORY AUTHORITY OF THE STATE OF NEW YORK) APPROVING THE AMENDMENT OF SECTION 3.7 OF THE DASNY BY-LAWS TO AUTHORIZE BOARD MEETINGS TO BE HELD BY VIDEOCONFERENCE AND SETTING FORTH EXTRAORDINARY CIRCUMSTANCES WHEREBY A MEMBER MAY PARTICIPATE FROM A PRIVATE LOCATION NOT OPEN TO THE PUBLIC

WHEREAS, the NGHP Holding Corporation Board adopted its current By-Laws on March 30, 2011;

WHEREAS, the Governance Committee reviewed NGHP Holding Corporation's current By-Laws at its meeting held on April 13, 2016 and determined that certain changes should be made thereto;

WHEREAS, Section 103-a of the Open Meetings Law, as enacted by Part WW of Chapter 56 of the Laws of 2022 (the "OML"), permits public bodies such as the Dormitory Authority of the State of New York ("DASNY") to use videoconferencing to conduct its meetings so long as certain requirements are met; and

WHEREAS, the OML requires a public body to provide an opportunity for the public to attend, listen and observe meetings in at least one physical location at which a Member participates; and

WHEREAS, the OML authorizes meetings by videoconference so long as a minimum number of members are present to fulfill the public body's quorum requirement in the same physical location or locations where the public can attend; and

WHEREAS, the OML requires members to be physically present at any such meeting at a location that is open to the public unless such member is unable to be physically present at any such meeting location due to extraordinary circumstances; and

WHEREAS, the OML authorizes public bodies to set forth the extraordinary circumstances whereby Members may participate in a meeting remotely from locations that are not open to the public ("private locations"), so long as there is a quorum of members gathered at a physical location or locations open to the public; and

WHEREAS, DASNY has determined that Members shall be allowed to participate remotely from private locations not open to the public only in the extraordinary events of 1) disability; 2) illness; 3) caregiving responsibilities; 4) religious observance; 5) adverse weather and/or travel conditions; 6) where the Member is more than 3 hours away from the nearest location that shall be open to public attendance due to personal or business travel; 7) a Federal, State, or local election at which the Member is eligible to vote; or 8) other significant or unexpected factors or events which, in the discretion of the Chair, precludes the Member's physical attendance at such meeting; and

WHEREAS, the OML provides that Members attending by videoconference must, except during executive session, be heard, seen and identified while the meeting is being conducted, including but not limited to any motions, proposals, resolutions, and any other matter formally discussed or voted upon; and

WHEREAS, the OML provides that the open portion of each meeting conducted using videoconferencing shall be recorded, posted to the public body's webpage within five business days, and transcribed upon request; and

WHEREAS, the OML provides that when videoconferencing is used to conduct a meeting, the public body shall provide the opportunity for members of the public to attend the meeting via videoconference; and

WHEREAS, the OML provides that a public body must adopt a resolution in order to authorize videoconferencing from a private location as provided therein; and

WHEREAS, the By-Laws as they are proposed to be amended are attached to this Resolution;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. DASNY Board and Committee meetings may be held by videoconference from one or more locations open to the public, and Members may participate in the meetings from any physical location at which members of the public may also attend, and
2. Members shall be physically present at DASNY Board meetings at a location that is open to the public unless such Member is unable to be physically present at any such meeting location due to extraordinary circumstances as described herein, so long as a minimum number of members are present to fulfill the public body's quorum requirement in the same physical location or locations where the public can attend, subject to the conditions set forth herein; and
3. DASNY hereby determines that in the event of extraordinary circumstances, as described above, a Member may attend meetings by videoconference from a private location to the extent authorized by the OML and subject to the conditions specified therein; and
4. In accordance with applicable law, DASNY will provide notice on its public website as to the provisions governing Member and public attendance consistent with this section.
5. The By-Laws are hereby amended and adopted in the form attached to this Resolution.
6. This Resolution shall take effect immediately.