

A Video Conference Meeting of the Dormitory Authority of the State of New York (“DASNY”) among DASNY’s Offices in New York City, 28 Liberty Plaza, New York, New York and 515 Broadway, Albany, New York was held on Wednesday, September 6, 2023, with proceedings commencing at 9:45 a.m.

CALL TO ORDER / ROLL CALL

The Meeting was called to order by Lisa Gomez, Board Chair at 9:47 a.m. The following Board Members and Staff were present:

Board Members Present – NYCO

Lisa Gomez, Board Chair
Gerard Romski, Esq. – Vice Chair
Wellington Chen—Board Member

Board Members Present –Via Phone/Zoom

Alfonso L. Carney, Jr. – Board Member

Board Members Present – Albany

Joan M. Sullivan – Board Member
Robert Rodriguez – Board Member (***Arrived during President’s Report; quorum was called and all business conducted after his arrival**)
Christina Coughlin, Designated Representative of the Commissioner of Education, Board Member (*ex officio*)

Board Members Absent

Beryl L. Snyder, Esq., Board Member
Janice McKinnie – Board Member
Ken Evans, Designated Representative of the Commissioner of Health, Board Member (*ex officio*)
Adrian Swierczewski, Designated Representative of the Director of Budget, Board Member (*ex officio*)

Staff Members Present

Reuben R. McDaniel, III, President and Chief Executive Officer, (Via Zoom)
Charlie Williams, Vice President, (Via Phone)
Stephen Curro, Managing Director of Construction
Kimberly Ellis, Chief Financial Officer
Nadine Fontaine, Esq., General Counsel
Portia Lee, Managing Director, Public Finance and Portfolio Monitoring
Sara Potter Richards, Esq., Managing Director, Executive Direction
Matthew Moore, Esq., Deputy General Counsel

Ricardo Salaman, Esq., Deputy General Counsel
Dena Amodio, Associate General Counsel
Dan Brown, Senior Director, External Relations
Matt Bergin, Director, Public Finance
Deborah Fasser, Director, Strategic Communications & Business Development
Jenilee Flinton, Director, Internal Audit
Chad Pirro, Director, Financial Administration
Jeffrey Gordon, Director of Communications
Craig Schreivogl, Director, Portfolio Monitoring
David Ostrander, Assistant Director, Public Finance & Portfolio Monitoring
Alex Sirdine, Senior Financial Analyst
Karen Ehlinger, Manager, Internal Control Analysis
Dave Byam, Senior Systems Specialist
Brittany Stinson, Public Information Officer
Amanda Nazario, Confidential Legal Assistant
Lori Huelle, Executive Assistant

Outside Counsel Present (via Zoom)

Jeffrey Pohl, Esq., Nixon Peabody LLP

PUBLIC SESSION

President's Report

President McDaniel reported that DASNY will be administering a new round of grants for the Nonprofit Infrastructure Capital Investment Program at the request of the Governor's Office. He explained that NICIP is a competitive program for not-for-profit organizations that provide critical services to New Yorkers. He stated that the Request for Proposals is expected to be released in September and will fund investments in capital projects to maintain the quality, efficiency, and accessibility of not-for profit human services organizations. He informed the Members that the first round of NICIP funding was in 2018, and this round will award approximately \$60 million dollars to eligible entities on a rolling application basis. Individual grants will range from \$50,000 to \$500,000 and are expected to be announced in December 2023. The President acknowledged Karen Hunter, Director of Grants Administration, and the entire Grants Administration Unit Team. He informed the Members that the Unit does a wonderful job for our State partners and for the Grantees and as a result, he expects DASNY to have additional opportunities to administer more grant programs in the future.

President McDaniel reported that Vice President Charlie Williams and Sara Richards, Managing Director of Executive Direction, are leading employee engagement activities at DASNY. He stated that there used to be more activities for employees, and the organization will be reviving these efforts. He noted that there was an International Food Festival this summer and a school supply donation drive over the summer which was very successful. The President stated that the employees in the Albany Office will have an ice cream truck visit this afternoon, and there will be treats in the New York City Office for Board Members and Employees after the meeting. He

encouraged the Members to stay and meet some of the employees. President McDaniel noted that future activities include a holiday party and other activities to bring people together.

President McDaniel reported that DASNY led a successful internship program this summer and thanked all the DASNY employees who assisted with the interns. He stated that approximately 35 current DASNY employees are former interns. The President further stated that employment offers have been extended to 3 of the 12 summer interns. He informed the Members that the program is a great way to promote DASNY among those beginning their careers, and hopes that the interns publicize their experience to their peers.

In response to a question from Mr. Carney, President McDaniel stated that he and Ms. Lee have spoken about renewing the Diversity Fellowship Program, where interns work at DASNY for 6 months and then with a financial institution for 6 months. He stated that DASNY is working with two financial institutions to develop a program, and is hopeful that recruitment will begin in December for interns to begin in the summer of 2024.

President McDaniel stated that DASNY will close its first sustainability bond transaction September 7. He stated that approximately \$113 million of the bonds being issued on behalf of SUNY will have a sustainability designation supported by a second party opinion and verification. The President explained that sustainability bonds support green and social bond principles and he is pleased that DASNY was able to work with SUNY to accomplish this issuance.

In response to questions from Mr. Ronski and Mr. Carney, the President stated that the outlook is bright for SUNY, as the new Chancellor has new initiatives planned, and there is a robust SUNY Summer program planned for 2024.

President McDaniel concluded his report by stating that several DASNY staff members attended the unveiling of the Ruth Bader Ginsburg engraving on the Great Western Staircase in the State Capitol building including Molly Larkin, Nadine Fontaine, and Sara Richards. He reported that Molly Larkin, Director of Upstate Design and Construction, was formerly employed by the New York State Office of General Services. While at OGS, Ms. Larkin was part of the team who proposed honoring Judge Ginsburg in this way. President McDaniel stated he is very proud of the great work she did in connection with this project, and that he is pleased that she is continuing her career at DASNY, where she is doing an outstanding job.

Mr. Carney expressed that he is very moved by this story and thanked the President for including this item in his report. He expressed surprise that Ruth Bader Ginsburg is one of only 7 women who are engraved on the staircase, and the first person of Jewish descent. Mr. Carney stated that the honor is well deserved. He also thanked Ms. Larkin for her work at OGS and at DASNY and stated that he would love to see pictures from the event.

Secretary Rodriguez arrived at the meeting at this time and a quorum was declared present.

Minutes of the July 26, 2023 Board Meeting

Upon a motion from Mr. Carney and a second from Mr. Romski, the minutes of the July 26, 2023 Regular Board Meeting were approved unanimously.

Finance Committee Report

Mr. Romski informed the Members that the Finance Committee met earlier today and after adopting the minutes from the July 2023 Finance Committee meeting, the Committee Members discussed the AMDA transaction. He stated that after discussion, the Finance Committee recommends adoption of a Resolution to Proceed with the AMDA transaction by the full Board at today's meeting.

American Musical and Dramatic Academy—Resolution to Proceed

President McDaniel asked Alex Sirdine to present the AMDA transaction summary. He noted that the Resolution to Proceed is the first step in the financing, and the Board will be asked to authorize the adoption of documents and the financing at a future meeting.

Mr. Sirdine stated the Board is being asked to adopt a Resolution to Proceed with the issuance of one or more series of tax-exempt and/or taxable, fixed and/or variable rate bonds in an amount not to exceed \$80,000,000 with a maturity not to exceed 30 years on behalf of AMDA, Inc. for its NYS operating entity, The America Musical and Dramatic Arts Academy (AMDA). He noted this is a private placement transaction and the bonds will be issued in dominations of at least \$100,000.

Mr. Sirdine stated that AMDA plans to issue bonds concurrently through two separate issuers: DASNY and the California Municipal Finance Authority. He further stated that the proceeds of the Bonds will be used to refinance AMDA's Series 2015 and Series 2018 Bonds issued by Build NYC, as well as a taxable bank loan issued in 2015. Mr. Sirdine informed the Members that in addition to the refinancings, the bond proceeds are expected to be used to fund various renovation and deferred maintenance projects at its New York location.

In response to a question from Mr. Rodriguez regarding the failure of AMDA to provide audited financial statements in a timely fashion, Mr. Sirdine stated that Preston Hollow, the qualified institutional buyer for the Bonds, is aware of this issue, has discussed it with AMDA, and is willing to move forward with the financing. He noted that there has been full disclosure of this matter.

Mr. Chen moved the approval of the following entitled transaction:

A RESOLUTION OF THE DORMITORY AUTHORITY OF THE STATE OF NEW YORK (DASNY) AUTHORIZING STAFF AND BOND COUNSEL TO PROCEED TO TAKE THE NECESSARY ACTION TO PREPARE THE APPROPRIATE DOCUMENTS TO PROVIDE FOR THE FINANCING OF FACILITIES FOR THE AMERICAN MUSICAL AND DRAMATIC ACADEMY.

Mr. Carney seconded the motion and the transaction was unanimously adopted.

Resolution Regarding Mental Health Voluntary Agency Residential Rental Project(s)

Mr. McDaniel introduced Jeffrey Pohl of Nixon Peabody to describe the resolution of initial intent and added that Jeffrey Pohl was the former General Counsel of DASNY many years ago.

Mr. Pohl addressed the members stating, you are being asked to adopt a declaration of official intent. This declaration relates to a loan of approximately \$4 million dollars that will be made to Odyssey House under DASNY's Mental Health Voluntary Agency Program. This loan will enable Odyssey House to complete a housing project and also to avail itself of private funds derived from the sale of federal tax credits.

Mr. Pohl added, because the project involves federal tax credits, the bonds must qualify as tax exempt housing bonds. The Internal Revenue Code requires that the declaration of official intent relating to housing bonds be adopted by the issuer of the bonds. More typically, DASNY's borrowers adopt their own declarations of intent because it is permitted for the types of tax-exempt bonds generally issued by DASNY.

Mr. Pohl concluded his presentation stating the adoption of this declaration will allow Odyssey House to reimburse itself from the proceeds of the bonds for expenses incurred no earlier than 60 days before the adoption of the declaration of official intent. This declaration does not obligate DASNY to issue any bonds. It is expected that loan will be funded from the proceeds of the DASNY's 2023 upcoming ABC PIT Bonds.

Mr. Carney reiterated that we are not then required to issue anything. We are declaring because the IRS requires that we declare at this moment in time, we intend to issue.

Mr. Pohl affirmed adding to make the cost that they spend before the bonds get issued eligible for reimbursement from the bond proceeds, we need to identify bonds that they intend to use to fund those expenditures.

Mr. Ronski added that these were for overages from the original project, right? Percentage wise over the existing construction cost how much was the project over budget?

Mr. Pohl stated he is not currently aware of how much we lent them the first time. This is a follow on to a prior loan and the Internal Revenue Code has certain requirements, so we are lending them this additional money to make sure they qualify for the taxer. I really can't answer your question off the top, but I can get back to you.

Mr. Ronski thanked Mr. Pohl and advised to get back to him when he can.

Chair Gomez added this is standard operating procedure in the Housing arena. And makes their cost eligible.

Mr. Chen moved the adoption of the following entitled resolution:

OFFICIAL INTENT RESOLUTION REGARDING MENTAL HEALTH VOLUNTARY AGENCY RESIDENTIAL RENTAL PROJECT(S)

Mr. Rodriguez seconded the motion and the Resolution was unanimously adopted.

Public Finance Report

Chair Gomez introduced Ms. Lee to present on the standard finance reports.

Ms. Lee thanked Chair Gomez and presented to the members the Standard Finance reports stating since the last Board meeting at the end of July we priced and closed 4 transactions:

The Greater Southern Tier BOCES transaction, the big Sales Tax Deal, New York Presbyterian, and SUNY Dorms which is closing tomorrow.

Ms. Lee added it has been a busy summer, and a good one, and added we expect it to be a busy Fall.

Ms. Lee presented a brief market update adding the total year-to-date long-term new issue supply for 2023 is approximately \$245.7 billion. That's down about 15% from the same time from last year's comparable volume. This week's supplies expected to be in line with recent averages at about \$7 billion.

Ms. Lee stated taxes and bond deals were unchanged on Tuesday, with both the 10-year and 30-year AAA MMD holding steady at 2.94% and 3.88%, respectively.

Ms. Lee added the U.S Government bond yields were higher with the 10-year Treasury yield increasing by nine basis points to 4.27% and the 30-year Treasury yield also increased by 9 basis points to 4.38%.

Ms. Lee reported that the Municipal bond funds reported inflows for the week ending August 30.

Ms. Lee stated since the last board meeting on July 26, the one-year MMD rate has increased by 23 basis points. Rates are rising, the 10-year MMD has increased by 44 basis points, and the 30-year has increased by 42 basis points. On the Treasury side. The 10-year Treasury yield has increased by 36 basis points, and the 30-year Treasury yield increased by 43 basis points

Ms. Lee concluded her report.

President McDaniel thanked Ms. Lee and stated before you conclude, we did have 4 transactions this summer since we met last. It has been a difficult market and I want to highlight that Matt Bergin, who has a lot of responsibilities with the Public Finance group, is the person who really leads our pricing efforts.

President McDaniel thanked Mr. Bergin for his work and added that the board is in great hands with the work Mr. Bergin has done.

Finance Report

Ms. Ellis addressed the members stating I'll start off with the standing financial report. Personnel expenses are still trending slightly under projection. Our non-personnel expenses are also under projection, due to timing of certain expenses.

Ms. Ellis added we closed on one private debt issuance in July, and we received \$600K in financing fees through July. The percentage of direct hours charged to public client programs is slightly up at 95.8% against a budget amount of 94.6%.

Ms. Ellis focused on the quarterly investment report for the period ending June 30, 2023, stating the overall portfolio decreased by approximately \$400 million primarily due to construction expenditures offset by new bond issuances and receipts for debt services. Due to improvements in short-term treasury rates, the portfolio saw a shift of \$3 billion from agency securities into treasury obligations.

Ms. Ellis presented the year-end audit update stating KPMG completed its audit of 12 individual financial statements, and as expected, they issued a clean opinion on August 31st.

JDE Replacement: Financial Management System Implementation Contract – Resolution

Ms. Ellis stated, presented for your consideration is a resolution to allow DASNY to enter into a contract with HSO Enterprise Solutions, LLC as its implementation partner to plan, design, build, train, and deploy Microsoft Dynamics 365 for Finance & Operations (D365), a cloud-based resource planning system that will replace our current JD Edwards financial management system.

Ms. Ellis added as outlined in my memo, JD Edwards is reaching the end of its practical useful life and with the advances in technology over the past 20+ years, we are looking to streamline our current financial processes. D365 and HSO were selected after undergoing a comprehensive selection process which included issuance of an RFI to solicit information about potential software solutions and once D365 was the selected software, we underwent a two-step, cost-based bid process to solicit responses from prospective implementation partners.

Ms. Ellis concluded through this process 3 firms were pre-qualified to submit a bid based on meeting among other things the requirement of being a Microsoft Gold Certified D365 ERP Partner and had experience with public sector implementations and data migration expertise. HSO Enterprise Solutions, LLC was the apparent low bidder and has satisfied all requirements under the bid. All terms have been negotiated and the underlying contract is included within the confidential tab of your materials.

Ms. Sullivan asked Ms. Ellis if you do a technical evaluation of all 3 before you open the cost.

Ms. Ellis responded no and stated we pre-qualified them. So we went through a pre-qualification process where we actually identified what criteria we were looking for and we were able to look at all of those, and we pre-qualified out of 7 or 8 submissions, we only pre-qualified 3.

President McDaniel addressed Ms. Sullivan stating Chad Pirro, who helped us with our Grant Administration Program is going to be leading the effort for this transition. He has got a great balance of technical expertise and business expertise at DASNY.

President McDaniel added we do work with Kim Ellis' group and IS and others. I think, with this implementation partner and Chad Pirro doing this on a full-time basis gives the best combination of implementation in a pretty complex 2-year process.

Mr. Carney added one comment that the record, ought to reflect that the legal staff has obviously approved this contract for the Board's consideration.

Chair Gomez agreed

Mr. Ronski asked if they have done other work for other Governmental agencies.

Ms. Ellis affirmed and added they have and verified with Mr. Pirro that they were recently awarded the top implementation partner for Microsoft.

Mr. Pirro agreed and added for dynamic finance applications, correct.

Mr. Carney moved the adoption of the following entitled Resolution:

RESOLUTION OF THE MEMBERS OF THE BOARD OF THE DORMITORY AUTHORITY OF THE STATE OF NEW YORK ("DASNY") AUTHORIZING THE EXECUTION OF A CONTRACT WITH HSO ENTERPRISE SOLUTIONS, LLC

Ms. Sullivan seconded the motion and the Resolution was unanimously adopted.

Construction Projects Report

Mr. Curro addressed the members stating on the construction side we just added 13 new projects to our portfolio during the past month. There were 10 CUNY projects, one OMH and 2 SUNY projects. Their total value was \$157.6 million. We completed 4 projects, 3 for CUNY and one for SUNY. Their value was approximately \$30 million.

Mr. Curro added from an expenditure's standpoint, for the period ending July 2022 we expended \$163 million, for the period ending July 2023 \$247 million. So there was a bump of about \$84 million year-over-year in construction expenditures.

Mr. Curro stated I won't go into the cover projects at all. It is from OMH, and it is the Hutchings Psych Center Dental Clinic, which is located out in Syracuse, New York. A \$700,000 project. Pathfinder was the architect and JDS Construction was the engineer, finished up in June of this year.

Mr. Curro continued with the programs, starting with SUNY, the FIT a \$200 million-dollar new build down in Manhattan. We just received another schedule update. It hasn't changed from the prior month still set for February of 2024. Of course this is well beyond the September 2023 completion date that we had planned on, we are working with the contractor, the contractor surety, and trying to ensure that the project does land now in early 2024.

Mr. Curro stated the New Paltz Awosting Hall, \$40 million-dollar upgrade. I was just there at the beginning of August. We are still set to complete in September of 2023 this month looking forward to spring 2024 occupancy.

Mr. Curro advised UAlbany's \$40 million-dollar Colonial Quad is on track for completion in August of 2024, continuing to progress construction on both the low-rise dorms and the new fitness center spanning between the dorms. And lastly, Mackenzie Hall out in Alfred, we finished phase III B and the students occupied that this fall. Phase III C, work continues on that, anticipated completion in time for student occupancy for the spring 2024 semester.

Mr. Curro stated as Ruben alluded to earlier the summer Projects campaign is completed. All the summer projects that were planned to complete and occupy for this fall were done on time.

Mr. Curro continued mentioning CUNY, they are working to reschedule a meeting with CUNY's facility staff with regard to some suggestions as he made to improve process efficiencies.

Mr. Curro noted the Lehman School of Nursing the \$100-million-dollar project is completing this month. Spring of 2024 occupancy was planned.

Mr. Curro advised the members there are very robust portfolios at Queen's College, Hunter College, York College, College of Staten Island, New York City College of Technology, and City College amongst others.

Mr. Curro reiterated that 10 New CUNY projects came into our portfolio this month. We continue to work with CUNY facility staff on the advancement of program and project efficiencies and work internally on some suggestions CUNY made to us for areas of improvement.

Mr. Curro updated OCM stating 14 buildouts are underway. Several others are either in the design phase or waiting in the wings for either local municipality approval or fund approval to advance projects. The CD staff continues to support program along with the DASNY term consultants.

Mr. Curro reported that the DOH Life Sciences Lab. the \$1.7 billion dollar project is now in the final business terms negotiation phase with our design build team. We are pretty much wrapping up this week. We'll have something in front of OSC shortly for consideration and approval for the first piece of that contract which will be for the design phase and any early **LET?** packages for the design build team.

Mr. Curro updated on OMH and OPWDD that long backlogs of projects are underway for OMH; Mid-Hudson Forensic PC, Capital District PC, Rochester PC, Central NY and Mohawk Valley PC all continue with a heavy workload. Our parking garage up at Capital District Psych Center 500 spaces design build project has begun design, and on the OPWDD side, there is a heavy workload at Sunmount DDSO and a few other DDSO's that were working on.

Mr. Curro stated on the administrative side of the equation, we continue to recruit for over 40 openings in the construction division. We are working on a couple of PLAs. There's one for Rochester that is being finalized now, that will come to the board either next month or the month after, and we have begun discussions with the New York City BCTC for our blanket PLA in New York City. That expires in December of 2023. I have been assured that we will have another PLA in place before that one expires.

Mr. Curro concluded his report stating we have closed out 50 projects out of about 250 that are open. So we are making some progress there. Over 700 projects now in the new PMWeb project management application. And we started a new initiative with regard to onboarding construction division staff that will enhance their experience with orientation, training, and mentoring. We hope to have something in place for that by the end of 2023.

Mr. Rodriguez mentioned he saw in the notes about bills and projects. How big is that portfolio of projects that are pending with them, it says, \$32 million at least, to be determined. I'm not sure how much more is behind that.

Mr. Curro stated that we do some work for NYCHA but that's really that's just an approval of funds that are going out the door.

DASNYs not in contracts, but we are engaged with them very regularly. They're sending us invoices for work that was performed. We review those invoices and approve them for payment.

Mr. Ronski inquired as to how the "???" Lab project is going.

Mr. Curro stated I just finished up my last hopefully negotiation session with Gilbane Turner HOK last Friday. We have got business terms pretty much in place. We are passing it over to Nadine Fontaine to cleanup those business terms and put them in contract language that we can all live with. We will end up sending that package up to OSC. Hopefully they will approve it in short order, and we'll be off and running with this very large project.

General Counsel's Report

Ms. Fontaine stated our materials are pertaining to Project Sunlight, the initiative created pursuant to the Public Integrity Reform Act of 2011 aim to increase government transparency and accountability by providing the public with an opportunity to see who is interacting with government decision makers.

Ms. Fontaine added that DASNY board members as well as certain DASNY employees are required to receive Project Sunlight Training annually and are also required to report on certain specifically designated meetings. Those meetings are usually in person meetings, video chats,

conferences, or appearances. Telephone conversations, and or written communication, such as letters, faxes, forms, or emails are not required to be reported.

Ms. Fontaine stated for this training, I provided the materials for the board members to review. We are not conducting the training at this point. I would like everybody to review the materials that are attached behind my report, and upon completion of your review, notify Amanda Nazario that you have completed your review so that we can record an acknowledgement that you have conducted and completed your review for this year.

Mr. Carney thanked Ms. Fontaine and notified Ms. Nazario that he has completed his review.

Ms. Fontaine requested Mr. Carney to send an email confirming that to Ms. Nazario, then we will be able to have that for our records.

Ms. Fontaine stated that our current Project Sunlight officer was previously Matt More. Now that Mr. Moore has changed his role, our new Project Sunlight officer is now Monica Norris. Ms. Norris conducts the Ethics training. We thought that would be a natural transition, and then Amanda Nazario will be recording and taking information regarding any meetings that you might have that you'd like to report for inclusion on our database and the State's Public database that's maintained by the Office of General Services.

Ms. Fontaine concluded her remarks stating there is a Project Sunlight database that has a documentation of all meetings that have occurred. So the public is aware of those meetings.

Chair Gomez asked the members to try to have that completed by the next meeting.

Mr. Carney stated it is interesting that emails and telephone conversations are excluded.

Ms. Fontaine explained it is really about content. For DASNY's purposes, there are 4-5 categories of meetings that they want to have additional detail on. They are procurements, regulatory matters, rulemaking, those matters are of significant importance. And the thought is that during meetings, visual meetings, that is when there's more dialogue that occurs, and they want to have a record of that. Emails can be obtained through other means, such as FOIL or other methods.

Ms. Fontaine added that a face to face, video conference meeting with an individual that you know, of a matter that carries the level of importance that needs to be recorded.

EXECUTIVE SESSION

Mr. Ronski moved that the Members to go into executive session to discuss the financial and credit history of a particular corporation, matters leading to the appointment, employment, promotion, demotion and the discipline, suspension, dismissal, or removal of a particular person or corporation, and proposed, pending or current litigation.

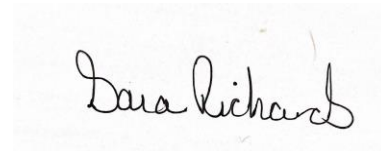
Mr. Chen seconded the motion and the Members went into Executive Session.

PUBLIC SESSION

While in Executive Session, no decisions were made other than that to return to Public Session.

Mr. Chen moved that the meeting adjourn. Upon a second by Mr. Rodriguez, the meeting was adjourned at 10:35 a.m.

Respectfully Submitted,

A rectangular box containing a handwritten signature in black ink. The signature is written in a cursive style and reads "Sara Richards".

Sara Richards
Assistant Secretary