

RESOLUTION OF THE MEMBERS OF THE BOARD OF THE DORMITORY AUTHORITY
OF THE STATE OF NEW YORK (DASNY) AMENDING THE GOVERNANCE
COMMITTEE CHARTER

WHEREAS, on January 26, 2006, the Members of the Board of DASNY approved the Governance Committee Charter and on February 25, 2009 and June 23, 2010, the Board amended the Governance Committee Charter; and

WHEREAS, the Governance Committee of DASNY has, in accordance with the provisions of the Governance Committee Charter, undertaken its annual review and assessed the adequacy of the Governance Committee Charter; and

WHEREAS, the Governance Committee is recommending that certain administrative changes be made to the Governance Committee Charter.

NOW, THEREFORE, BE IT RESOLVED by the Members of the Board of DASNY that:

1. The Governance Committee Charter is hereby amended and approved in the form annexed hereto.
2. This Resolution shall take effect immediately.