

TRANSCRIPT OF GOVERNANCE COMMITTEE MEETINGS HELD ON JANUARY 27, 2022

Alejandro J. Valella, Vice President and Deputy Counsel to the Agencies, stated that he will now open the January 27, 2022 meeting of the Governance Committees of the New York State Housing Finance Agency, the State of New York Mortgage Agency, the Affordable Housing Corporation, the State of New York Municipal Bond Bank Agency and the Tobacco Settlement Financing Corporation and noted that legislation signed by the Governor on January 14, 2022 in response to the continuing impact of COVID-19, extends the exemption to the Open Meetings law that provides that public bodies may meet to take actions without permitting in public in-person access to such meetings and authorizes meetings to be held remotely by conference call, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.

Mr. Valella also stated that the Committee meetings would be held by conference call instead of as a public meeting open for the public to attend in person, and that a call-in number was made public for the public to listen to the proceedings.

Mr. Valella noted that because of these special features a change in voting procedures would be put in place for this meeting and he would be asking each Board member to record their votes individually.

Mr. Valella asked for a motion to call the meeting of the HFA and AHC Governance Committees to order. Chairman Adams made the motions and Mr. Curtis seconded. Mr. Olczak voted aye. Mr. Valella noted the presence of a quorum for HFA and AHC Governance Committees.

Mr. Valella asked for a motion to call the meeting of the SONYMA Governance Committee to order. Mr. Kapell made the motion and Chairman Adams seconded. Commissioner Visnauskas voted aye; Mr. Olczak voted aye; Mr. Valella noted the presence of a quorum for SONYMA.

Mr. Valella asked for a motion to call the meeting of the MBBA and TSFC Governance Committees to order. Chairman Adams made the motion and Ms. Baldwin seconded the motion. Mr. Olczak voted aye. Mr. Valella noted the presence of a quorum for the MBBA and TSFC.

Chairman Adams proceeded to present the first item as **the approval of the transcript of the Governance Committees meetings held on December 9, 2021**. The transcript was deemed approved.

Chairman Adams noted that the next item was:

ITEM 2: Resolutions recommending the review and approval of Mission Statements of the Agencies.

Mr. Valella presented the item.

He stated that every year, pursuant to requirements found in the Public Authorities Law, public authorities were required to review their Mission Statements to ensure that the work of the authorities matched the performance measures in the Mission Statements. The Governance Committees are charged with the responsibility of conducting the review and reporting the results to the respective Boards. He noted that this was last done at the Agencies at their March 2021 meetings, due to an extension of time provided by the Authorities Budget Office as a result of the COVID pandemic. The review is typically done in January in connection with the Agencies' PARIS filings.

Mr. Valella noted that at the March 2021 meetings, the Mission Statements of SONYMA, HFA and AHC had been revised to incorporate changes suggested by staff and by Board members. He stated that the

Board materials included the existing Mission Statements, which staff is not proposing to amend, as well as a document entitled “Performance Measures” which includes a detailed summary of the Agencies’ activities during 2021 and which is intended to provide the information the Boards need in order to evaluate whether the Agencies’ performance match the Mission Statement requirements.

Mr. SanFilippo questioned Mr. Valella on text found in the Board memorandum concerning MBBA’s Mission Statement. He noted that he found it odd that the memorandum contained a sentence stating that the MBBA statute was “unwieldy” and did not permit MBBA to carry out its Mission Statement requirements. He asked for an elaboration.

Mr. Valella noted that over the past few years staff had informed the MBBA Board that the MBBA statute, as currently drafted, includes substantial impediments to MBBA activity. In particular, he noted that the statute requires that bond issues be done on a competitive basis. He stated over the last 20 years anytime MBBA has undertaken a new program, the Legislature has amended the statute to exempt the new program from the competitive sale requirement, as well as other provisions in the statute.

Staff has drafted proposed legislation over the last few years to eliminate that requirement, and others that further hamper the ability of MBBA to issue bonds for municipalities but has not succeeded in having the amendments adopted. This difficulty is highlighted in the board materials, through the use of the reference to the statute being unwieldy, in order to account for the inactivity of MBBA which is in fact not what its Mission Statement envisions. Mr. SanFilippo noted that this apparent inconsistency between the current situation and the mission of MBBA was in fact what he wanted highlighted, and he offered his services as the State Comptroller representative on the MBBA Board to assist staff in getting the needed amendments.

Mr. Valella moved for adoption of the resolution transmitted in connection therewith. Considering the first and second motions previously entered for the HFA, AHC, SONYMA, MBBA and TSFC Committees, Mr. Valella asked all Committee members voting to approve to signify by saying aye. The motions were carried, and the resolution adopted unanimously.

Chairman Adams noted that the next item was **ITEM 3: Resolution recommending the approval of Board Self-Evaluations.**

Mr. Valella presented the item. He noted that this was also a yearly requirement found in the Public Authorities Law, and the Boards had carried out their last self-evaluation in March of 2021. The Governance Committees, as with the Mission Statement review, are charged with the responsibility of assisting the Boards to conduct the review. He noted that the questions on the evaluation form came from the Authorities Budget Office.

He thanked the Board members for their responses, which were tabulated and included in the Board and Committee materials. He stated that this year’s assessment shows a high degree of unanimity among Board members with most Board members who responded “agreeing” or “somewhat agreeing” that the various criteria by which Board performance is judged are satisfied. Two Board members noted that they “Somewhat Disagreed” on whether the Boards set measurable goals for Agency performance; on whether Board members had sufficient time to research topics before them; on whether the Boards identified and work with staff on risk areas; and on whether the meetings facilitate open discussion. Only one question

elicited unanimous “Somewhat Agreed” responses. This was the question about whether Board members set clear and measurable goals. This is a good indicator that the Boards, as a whole, are satisfied with the way their fellow Board members are approaching their tasks as Board members.

Mr. Valella moved for adoption of the resolution transmitted in connection therewith. Considering the first and second motions previously entered for the HFA, AHC, SONYMA, MBBA and TSFC Committees, Mr. Valella asked all Committee members voting to approve to signify by saying aye. The motions were carried, and the resolution adopted unanimously.

Chairman Adams noted that the next five (5) items were consent items:

Item 4: Approval of contracts with Ganfer Shore and of legal services contracts with firms on the Agencies non-bond counsel panel.

Mr. Valella moved for adoption of the resolution transmitted in connection therewith. Considering the first and second motions previously entered for the HFA, AHC, SONYMA Committees, Mr. Valella asked all Committee members voting to approve to signify by saying aye. The motions were carried, and the resolution adopted unanimously.

ITEM 5: Authorization to amend the contract with Caso Management, Inc. for the provision of a Electronic Records Management System.

Mr. Valella moved for adoption of the resolution transmitted in connection therewith. Considering the first and second motions previously entered for the HFA and SONYMA Committees, Mr. Valella asked all Committee members voting to approve to signify by saying aye. The motions were carried, and the resolution adopted unanimously.

ITEM 6: Authorization to enter into a contract for AXI Systems, Inc. for MWBE Goal Setting Software.

Mr. Valella moved for adoption of the resolution transmitted in connection therewith. Considering the first and second motions previously entered for the HFA Committee, Mr. Valella asked all Committee members voting to approve to signify by saying aye. The motions were carried, and the resolution adopted unanimously.

ITEM 7: Extension of contract with TierPoint for disaster recovery services.

Mr. Valella moved for adoption of the resolution transmitted in connection therewith. Considering the first and second motions previously entered for the HFA and SONYMA Committees, Mr. Valella asked all Committee members voting to approve to signify by saying aye. The motions were carried, and the resolution adopted unanimously.

ITEM 8: Resolution recommending the approval of Acquisition/Disposition and Inventory Guidelines and Reports.

Mr. Valella moved for adoption of the resolution transmitted in connection therewith. Considering the first and second motions previously entered for the HFA, MBBA and SONYMA Committees, Mr. Valella

asked all Committee members voting to approve to signify by saying aye. The motions were carried, and the resolution adopted unanimously.

Chairman Adams noted that **the last four (4) items on the Governance Agenda are Information Items:**

- ITEM 9. Annual review of the single source contract with DAC for the provision of dissemination agent services to comply with securities laws.**
- ITEM 10: Annual review of contract with BondLink.**
- ITEM 11: Annual review of the computational analytic services contracts with cfX and Caine Mitter.**
- ITEM 12: Annual review of contract with Dixon Schwabl for advertising services.**

Noting that there was no more business for the Governance Committees, Chairman Adams asked Mr. Valella to adjourn the Governance Committee Meetings.

Mr. Valella stated that, assuming the first and second previously entered for all the Committees, all in favor of adjourning, please signify by saying Aye. The motion was carried. The meetings were adjourned.

Mr. Valella noted that the next Governance Committee meetings are scheduled for Thursday, April 14, 2022 at 9 am.