

TRANSCRIPT OF GOVERNANCE COMMITTEE MEETINGS HELD ON JUNE 9, 2022

Alejandro J. Valella, Vice President and Deputy Counsel to the Agencies, stated that he will now open the June 9, 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 the Governor has by Executive Order extended 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. Ballan 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 April 14, 2022**. The transcript was deemed approved.

Chairman Adams noted that the next five (5) items were consent items and that there would be no discussion of these items unless Committee members so requested.

Chairman Adams then moved to **Item 2 on the agenda: Approval of contracts for financial services relating to arbitrage rebate calculations**.

Mr. Valella moved for adoption of the resolution transmitted in connection therewith. Considering the first and second motions previously entered for the HFA, 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 moved to **Item 3 on the agenda: Approval of a cyber insurance policy and increase to the budget**.

Chairman Adams noted that materials in connection with this item had been sent to the Committee members by separate cover.

Mr. Valella moved for adoption of the resolution transmitted in connection therewith. Considering the first and second motions previously entered for the HFA, AHC, 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 moved to **ITEM 4 on the agenda: Approval of an amendment to the contract with CQ Roll,**

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 motion was carried, and the resolution adopted unanimously.

Chairman Adams then moved to **ITEM 5 on the agenda: Approval of information technology (“IT”) services contractual agreements.**

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.

Chairman Adams then moved to **ITEM 6 on the agenda: Approval of the SONYMA Express® contract with Conduent Mortgage Services, Inc.**

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

Chairman Adams noted that **the last two (2) items on the Governance Agenda are Information Items:**

ITEM 7. Annual Review of the actuarial services contract with Financial Integrity Resource Management LLC.

ITEM 8: Review of professional temporary staff consultant services contracts.

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, September 8, 2022 at 8:30 am.