

**MINUTES OF THE MEETING OF THE MEMBERS OF THE
HOUSING TRUST FUND CORPORATION (“HTFC”)
GOVERNANCE COMMITTEE
HELD ON NOVEMBER 8, 2018 AT 4:00 P.M.**

Locations: New York State Homes and Community Renewal, 641 Lexington Avenue, 4th Floor
New York, New York
New York State Homes and Community Renewal, 38-40 State Street,
Commissioner’s Conference Room, Albany, New York

Locations connected by video-conference

MEMBERS PRESENT:

RuthAnne Visnauskas, Chairperson
Alex Valella, representing Kenneth Adams, Member

OTHERS PRESENT:

Liz Bieber
Nicole Ferreira
Sean Fitzgerald
Gabriella Green
Leonard Gruenfeld
Hillary Gunther (participation by phone)
Becky Koepnick
Chris Leo
Dina Levy
Linda Manley
Sharon McLelland
Shirley Murillo
Jason Purvis
Barbara Roslyn

There was a quorum with two Members present. Mr. Valella made a motion to call to order the meeting of the Members of HTFC. The motion was seconded by Chairperson Visnauskas.

The first item on the agenda was a resolution authorizing agents for the Governor’s Office of Storm Recovery (“GOSR”). Ms. Gunther recommended for Shin Kim, GOSR’s COO, and Emily Thompson, GOSR’s Deputy Counsel, to be designated as agents of the Corporation to sign for GOSR’s programs. This recommendation was based on the imminent departure of Daniel Greene, Counsel and authorized signatory for GOSR. The Members discussed the logistics of the designation and warrant authority.

Mr. Valella moved to adopt the resolution; Chairperson Visnauskas seconded the motion, and the following resolution, as amended, was adopted:

Section 1. The Members designate Emily Thompson and Shin Kim to be agents of the Corporation for contracts and instruments utilizing CDBG-DR grant funds or other sources of funding related to disaster recovery under GOSR, without further action by the Members.

Section 2. The designations are conditioned upon satisfaction of the following requirements:

- a) All executed contracts and instruments are within the amount permitted by HUD or other relevant agencies;
- b) The signing of all such contracts and instruments be reported to the Members at the next scheduled meeting of the Members following such signing;
- c) No such contract or instrument will be effective unless and until approved by the GOSR's Counsel's Office as to form and by the Treasurer as to financial sufficiency; and
- d) For each such contract, Emily Thompson or Shin Kim shall certify as to compliance with all applicable Federal, State and local laws, rules and regulations, HTFC policies and CDBG-DR policies and guidelines, and otherwise as required in a form of certification approved by GOSR's Counsel's Office.

Section 3. The Members authorize Emily Thompson and/or Shin Kim to designate an aggregate of two agents of the Corporation for the limited purpose of signing and executing warrants to authorize the Treasurer to disburse funds.

Section 4. This resolution shall not limit the authority of Senior Officers, as defined by HTFC's bylaws.

Section 5. The Chair of HTFC may revoke and rescind this resolution upon notice to the Members.

Section 6. This resolution shall be effective immediately.

The next item on the agenda was a resolution designating an agent of the Corporation for public auctions for the Governor's Office of Storm Recovery. Ms. Gunther presented the recommendation that Brooks Kaufman, Assistant General Counsel, be designated as an agent of the Corporation to execute contracts of sale at public auctions to further the administration of the Buyouts & Acquisitions Program. She noted that this would replace a prior designation of Laura Dilimetin, who has departed from the Corporation.

Mr. Valella moved to adopt the resolution; Chairperson Visnauskas seconded the motion, and the following resolution was adopted:

Section 1. The Members hereby authorize Brooks Kaufman to be an agent for the Corporation for the specific purpose of executing contracts of sale at GOSR public auctions in connection with the Buyouts & Acquisitions Program.

Section 2. This resolution shall be effective October 11, 2018.

There being no unfinished business, Chairperson Visnauskas moved to adjourn the meeting; Mr. Valella seconded the motion, and the meeting was adjourned at 4:30 p.m.