

**MINUTES OF THE MEETING OF THE MEMBERS OF THE
GOVERNANCE COMMITTEE OF THE
HOUSING TRUST FUND CORPORATION (“HTFC”)
HELD ON SEPTEMBER 6, 2018 AT 3:00 P.M.**

Locations: New York State Homes and Community Renewal, 641 Lexington Avenue, 5th 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
Holly Leicht, Member

OTHERS PRESENT:

Dan Buyer *connected by phone conference
Mark Colon
Sean Fitzgerald
Hillary Gunther
Chris Leo
Betsy Mallow *connected by phone conference
Linda Manley
Stacey Mickle
Diana Nebiolo *connected by phone conference
Lisa Pagnozzi
Karen Phillips
Jason Purvis
Heather Spitzberg
Melina Stratos
Eu Ting-Zambuto
Rachel Wieder

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

The first item on the agenda was a resolution approving an amendment to the bylaws. Ms. Manley introduced the proposed amendments which included deletions of obsolete positions, the addition of the position of Chief Strategy Officer of Portfolio Preservation; updates to the provisions for signature authority which will streamline designations and make authority consistent by giving each program officer signature authority over their own program office; and

updates to the procedures to require a resolution approved in writing to be ratified by board action at the next open meeting to maintain its effectiveness.

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

Section 1. The Members hereby adopt the amended bylaws.

Section 2. This resolution shall take effect immediately

The next item on the agenda was a resolution appointing the Chief Strategy Officer of Portfolio Preservation. Chairperson Visnauskas presented the recommendation for Becky Koepnick to be appointed as Chief Strategy Officer of Portfolio Preservation.

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

Section 1. Rebecca (Becky) Koepnick is hereby appointed to hold the office of Chief Strategy Officer of Portfolio Preservation for a term consistent with the By-Laws of HTFC.

Section 2. This resolution shall be effective immediately.

There being no unfinished business, Ms. Leicht moved to adjourn the meeting; Mr. Valella seconded the motion, and the meeting was adjourned at 3:30 p.m.