

**MINUTES OF THE GOVERNANCE COMMITTEE AND MEMBERS MEETING OF
THE NEW YORK STATE HOUSING TRUST FUND CORPORATION**

HELD ON THURSDAY, JANUARY 26, 2023, AT 9:00 A.M.

**38-40 STATE STREET
ALBANY, NEW YORK 12207**

**AND
641 LEXINGTON AVENUE
NEW YORK, NEW YORK 10004**

DIRECTORS AND DESIGNEES

PRESENT:

RuthAnne Visnauskas	Commissioner, the New York State Division of Housing and Community Renewal
Bethaida Gonzelez	Member (via video conference)
Sadie McKeown	Member
James McIntyre	Member, representing the Temporary President of the State Senate
Jesse Olczak	New York State Division of the Budget, representing the Acting Director, Member (via video conference)
Chris Curtis	New York State Division of the Taxation and Finance, representing the Commissioner of Taxation and Finance, Member (via video conference)

Ms. Visnauskas noted that Chairman Adams could not attend today's meeting, and, in his absence, she presided over the meeting. Ms. Diana Villarnovo Lopez, Senior Vice President and Counsel to HCR, formally opened the meetings and acted as secretary.

Ms. Lopez noted that Mr. Jesse Olczak, representing the Director of the New York State Division of the Budget, is participating via video conference from the Capitol Building, Room 131, in Albany; that Bethaida Gonzalez is participating via video conference from the Syracuse Regional Office, 620 Erie Boulevard, Suite 312; and Andrew San Filippo, representing the State Comptroller is participating from the Agencies' Buffalo regional Office at Electric Tower, 535 Washington Street, Suite 105.

A public notice was given of the time and location of the venues in accordance with the New York State Open Meetings Law.

Ms. Lopez asked for motions and seconds to call to order the January 26, 2023 meetings of the New York State Housing Trust Fund Corporation (HTFC), New York State Housing Finance Agency (HFA), the New York State Affordable Housing Corporation (AHC), the State of New York Mortgage Agency (SONYMA), the New York State Municipal Bond Bank Agency (MBBA) and the New York State Tobacco Settlement Financing Corporation (TSFC).

Ms. Lopez asked for a motion to call the meeting of the HTFC Board to order, Mr. Olczak motioned to call the HTFC Board to order and Mr. Curtis seconded the motion.

Ms. Lopez asked for a motion to call the meeting of the HTFC Governance Committee to order, Mr. Curtis motioned to call the HTFC Governance Committee to order and Mr. Olczak seconded the motion.

Ms. Lopez noted that these motions and seconds would be used, unless specific items called for a different vote, or unless any Member wished to record his or her vote differently.

Ms. Visnauskas made her President's Report.

The first item on the agenda was the adoption of the minutes of the HTFC Board meetings held on December 15, 2022. There being no objections or corrections from the Members, the minutes were deemed approved.

The next item on the agenda was a resolution authorizing Community Development Block Grant CARES Act awards.

Ms. Loffler presented.

Ms. Loffler stated that the Office of Community Renewal ("OCR") was requesting approval for two amendments for existing CDBG CARES Act awards for the Town of Tonawanda and the Village of Waterloo. These amendments account for cost increases that were identified in the bidding phases for the two projects. OCR is requesting approval for award increases for these two projects totaling \$328,000 in CDBG CARES Act funds.

Ms. Lopez moved for adoption of the resolution transmitted in connection therewith. Considering the first and second previously entered for the HTFC Members, the motion was carried and the following resolution was adopted unanimously:

A RESOLUTION OF THE HOUSING TRUST FUND CORPORATION AUTHORIZING COMMUNITY DEVELOPMENT BLOCK GRANT CARES ACT AWARDS.

The next item on the agenda was a resolution authorizing Community Development Block Grant Economic Development awards.

Ms. Loffler presented.

Ms. Loffler stated that HCR makes CDBG funds available on an open round basis to support economic development activities. These grants are awarded to units of local government that then provide grant assistance to businesses that commit to the creation of jobs for low- and moderate-income individuals. This month, OCR is requesting approval to award just over \$2.2 million in CDBG funding to support six business. This \$2.2 million investment is expected to leverage over \$10 million in private investment and support the creation of 150 jobs. OCR is requesting board approval to award CDBG funds and enter into grant agreements with the Town of Lenox, Town of Seneca Falls, City of Fulton, City of Hornell, Village of Fredonia, and the Village of Medina.

Ms. Lopez moved for adoption of the resolution transmitted in connection therewith. Considering the first and second previously entered for the HTFC Members, Ms. Lopez asked all HTFC members voting to approve to signify by saying aye. The motion was carried, and the following resolution was adopted:

A RESOLUTION OF THE HOUSING TRUST FUND CORPORATION AUTHORIZING COMMUNITY DEVELOPMENT BLOCK GRANT ECONOMIC DEVELOPMENT AWARDS.

Mr. Valella then noted that HTFC board member Sadie McKeown needed to leave the meeting. Ms. McKeown's votes for the remaining HTFC items were recorded so they could be used for quorum purposes. Ms. McKeown confirmed that she was voting in the affirmative for the remaining HTFC items.

The next item on the agenda was a resolution authorizing Downtown Revitalization Initiative awards.

Ms. Loffler presented.

Ms. Loffler began by stating that the Department of State serves as the lead agency for Downtown Revitalization Initiative ("DRI") activities statewide, but awarded projects are assigned to participating state agencies with appropriate expertise and related project portfolios. HCR, for example, administers downtown grant programs, grants to rehab non-profit facilities, and other awards for affordable housing development. Awards for Round 5 of the DRI were announced throughout the fall and over \$36 million in awards will be allocated to HCR. Ms. Loffler explained that \$22 million in awards related to affordable housing developments will be advanced to the board later as other HCR funding is secured. This month, OCR is requesting board approval to enter into grant agreements for 23 projects totaling just over \$14.2 million.

Ms. Lopez moved for adoption of the resolution transmitted in connection therewith. Considering the first and second previously entered for the HTFC Members, Ms. Lopez asked all HTFC members voting to approve to signify by saying aye. The motion was carried, and the following resolution was adopted:

A RESOLUTION OF THE HOUSING TRUST FUND CORPORATION AUTHORIZING DOWNTOWN REVITALIZATION INITIATIVE AWARDS.

The next item on the agenda was a resolution authorizing Plus One Accessory Dwelling Unit program awards.

Ms. Wieder presented.

Ms. Wieder began by introducing herself as the Chief of Staff for Homeownership and Community Development. She then stated that she was seeking authorization from the Board to enter into thirteen contracts for the new Plus One Accessory Dwelling Unit (“ADU”) program. Ms. Wieder stated that in last year’s state budget, the legislature allocated \$85 million towards the creation or preservation of accessory dwelling units. HTFC put out a request for proposals for the first phase of this funding. Applicants were local units of government partnered with nonprofit housing developers who applied to administer the program. Ms. Wieder requested board approval of approximately \$23.5 million for thirteen grantees to create or preserve nearly 300 units of housing.

Mr. McIntyre asked Ms. Wieder if she thought the program was scalable. Commissioner Visnaukas responded yes and that these first grants were going to get the program moving. Mr. McIntyre responded that it was great to see these first demonstration projects showcase success. Ms. Wieder stated that she believed a lot of towns are looking into how they can make their zoning process easier since they are in favor of building and allowing ADUs and how they can help developers and homeowners avoid a variance process. Mr. McIntyre responded that it is also good to see the communities that are working towards this because some were traditionally “NIMBY” communities. Ms. Wieder agreed and stated that there is good participation in Long Island and Westchester and that both small towns and larger cities are participating.

Ms. Lopez moved for adoption of the resolution transmitted in connection therewith. Considering the first and second previously entered for the HTFC Members, Ms. Lopez asked all HTFC members voting to approve to signify by saying aye. The motion was carried, and the following resolution was adopted:

A RESOLUTION OF THE HOUSING TRUST FUND CORPORATION AUTHORIZING PLUS ONE ACCESSORY DWELLING UNIT PROGRAM AWARDS.

The next item on the agenda was a resolution authorizing the creation of the Bipartisan Infrastructure Law Weatherization Program.

Ms. Pearce presented.

Ms. Pearce began by introducing herself as the Vice President of Sustainability and advised the Members that she was seeking authorization for DHCR to transfer up to \$23.5 million of Bipartisan Infrastructure Law (“BIL”) federal funding to create the BIL Stimulus WAP program which will leverage the Weatherization Assistance Program and align with the goals of the CLCPA. She continued that they are seeking authorization to hire up to eight employees to help administer the BIL Weatherization program.

Mr. McIntyre asked Ms. Pearce which organizations HTFC is working with on this program. Ms. Pearce responded that HTFC works with fifty subgrantees that deploy the weatherization services and that a full list of the subgrantees can be found on the Weatherization Program website. Mr. McIntyre followed up and asked if NYSERDA was working with HTFC. Ms. Pearce responded that NYSERDA runs a similar program called “Empower,” but HTFC does not partner directly with them for program delivery for the Weatherization Assistance Program.

Ms. Lopez moved for adoption of the resolution transmitted in connection therewith. Considering the first and second previously entered for the HTFC Members, Ms. Lopez asked all HTFC members voting to approve to signify by saying aye. The motion was carried, and the following resolution adopted:

A RESOLUTION OF THE HOUSING TRUST FUND CORPORATION AUTHORIZING THE CREATION OF THE BIPARTISAN INFRASTRUCTURE LAW WEATHERIZATION PROGRAM.

The seventh item on the agenda was a resolution authorizing amendments to the Procurement and Contract Guidelines.

Ms. Visnuskas noted that this item had been discussed at the HFA and Governance Committee meetings held immediately prior to the Board meeting.

Ms. Pagnozzi presented this item.

Ms. Pagnozzi began by stating that the Procurement and Contract Guidelines contain an option to waive a full competitive process for contracts with MWBEs and small businesses in amounts at or below \$200,000. Staff are now proposing substantive amendments to the Guidelines intended to improve the process and align HTFC’s MWBE and SDVOB procedures with State law. Ms. Pagnozzi then described the proposed amendments: to add “Service-Disabled Veteran-Owned Business” (SDVOBs) to the defined terms in the Guidelines; to add SDVOBs to the listing of organizations waived from the full competitive process in accordance with the

statutory monetary threshold limit; and increase the monetary threshold limit to the waiver of a full competitive process for MWBEs, SDVOBs, and small businesses from \$200,000 to \$500,000. Ms. Pagnozzi added that these changes mirror the statutory regulations.

Professor Ford asked Ms. Pagnozzi about the acronym “SDVOBs.” Ms. Pagnozzi responded that it is an abbreviation for Service-Disabled Veteran-Owned Businesses and stated that HTFC has 6% goals for SDVOBs and 30% goals for MWBEs. Professor Ford asked who is included in the “MWBE” definition and Mr. Valella responded that there is a list of who is included in the definition of MWBEs. Ms. Pagnozzi responded that this may be taken into consideration in the scoring and she could further discuss the definition with her colleagues, and that the amendments she was presenting pertained to a solicitation that is limited to MWBEs, SDVOBs, and small businesses.

Professor Ford noted that he had asked about this at his first meeting as well, and discussed who is included in the MWBE definition and how the details of who is being represented within the category of MWBEs is parsed out. Ms. Mallow responded that the Agencies had looked at this in November and could look at this further with Ms. Torres who could also review this with Professor Ford. Ms. Mallow stated that the Agencies have that sub level of detail, but that the goals are tracked in the aggregate. Professor Ford responded that it has been thirty to forty years since MWBE programs were initiated and we are still trying determine how to define MWBE and make sure it fairly reflects the goal of addressing disparities within institutions, governments, and other things.

Ms. Pagnozzi then suggested having a collaborative conversation with ESD because they are the entity that certifies MWBEs and the Agencies’ goals are based on certified MWBEs and SDVOBs.

Professor Ford responded that you can have a large MWBE number but that it does not necessarily reflect the need to address the disparities that the program is put into place to address.

Ms. Lopez moved for adoption of the Governance Committee resolution transmitted in connection therewith. Considering the first and second previously entered for the HTFC Governance Committee Members, Ms. Lopez asked all HTFC Governance Committee members voting to approve to signify by saying aye. The motion was carried, and the following resolution adopted:

A RESOLUTION OF THE HOUSING TRUST FUND CORPORATION GOVERNANCE COMMITTEE AUTHORIZING AMENDMENTS TO THE PROCUREMENT AND CONTRACT GUIDELINES.

Ms. Lopez next moved for adoption of the resolution transmitted in connection therewith. Considering the first and second previously entered for the HTFC Members, Ms. Lopez asked all HTFC members voting to approve to signify by saying aye. The motion was carried, and the following resolution adopted:

A RESOLUTION OF THE HOUSING TRUST FUND CORPORATION AUTHORIZING AMENDMENTS TO THE PROCUREMENT AND CONTRACT GUIDELINES.

The eighth item on the agenda was a resolution adopting a salary range for Housing Trust Fund Corporation Senior Officers.

Ms. Lopez presented.

Ms. Lopez stated that when the Governance Committee was created they adopted a Charter that set forth the Committee's duties and responsibilities, one of which is to review on an annual basis compensation and benefits for "Senior Officers" as they are defined in the HTFC By-Laws. Senior Officers include the Commissioner who serves as the Chief Executive of the Corporation, an Executive Deputy Commissioner/Chief Operating Officer, the General Counsel, a Chief of Staff, the President of the Office of Finance and Development, the President of the Office of Single Family and Community Development, and the Chief Strategy Officer for Portfolio Preservation. Ms. Lopez continued that any other officers as may be designated by the Members as Senior Officers qualify as Senior Officers of the Corporation. Staff is requesting the adoption of a resolution setting the salary range for Senior Officers of the Corporation. Ms. Lopez stated that the minimum Senior Officer salary is currently \$166,464 and the maximum salary is \$250,000 although this higher amount limit is not reflective of the actual maximum Senior Officer's salary which is substantially lower.

Ms. Lopez moved for adoption of the Governance Committee resolution transmitted in connection therewith. Considering the first and second previously entered for the HTFC Governance Committee Members, Ms. Lopez asked all HTFC Governance Committee members voting to approve to signify by saying aye. The motion was carried, and the following resolution adopted:

A RESOLUTION OF THE HOUSING TRUST FUND CORPORATION GOVERNANCE COMMITTEE APPROVING A SALARY RANGE FOR HOUSING TRUST FUND CORPORATION SENIOR OFFICERS.

Ms. Lopez next moved for adoption of the resolution transmitted in connection therewith. Considering the first and second previously entered for the HTFC Members, Ms. Lopez asked all HTFC members voting to approve to signify by saying aye. The motion was carried, and the following resolution adopted:

A RESOLUTION OF THE HOUSING TRUST FUND CORPORATION APPROVING A SALARY RANGE FOR HOUSING TRUST FUND CORPORATION SENIOR OFFICERS.

Commissioner Visnauskas noted that the next items on the agenda are informational

items, and that there would be no discussion on these items unless the Members so requested.

ITEM 9. Review of SEQRA Concur Actions

ITEM 10. Review of SEQRA Type II Actions

ITEM 11. Review of Amendments to the Project Descriptions for Public Housing Modernization Program Awards for the Greenburgh Housing Authority and the Village of Nyack Housing Authority

ITEM 12. Review of Current Agency Procurements/Contracts in the Lobbying Restricted Period

There being no unfinished business, Ms. Lopez asked for a motion to adjourn the HTFC Board, Governance Committee, and Audit Committee meetings. Considering the first and second motions previously entered, the motions were carried, and the meetings were adjourned.

Ms. Lopez informed the Members that the next HTFC Board meeting is scheduled for Thursday, February 16, 2023, at 9:00 a.m.

Diana Villarnovo Lopez, Secretary