

**MINUTES OF THE
37TH MEETING OF THE
STATE OF NEW YORK MORTGAGE AGENCY
GOVERNANCE COMMITTEE
HELD ON TUESDAY, APRIL 8, 2014 AT 9:03 A.M.
AT ITS OFFICES AT
641 LEXINGTON AVENUE
NEW YORK, NY 10022**

DIRECTORS AND DESIGNEES

PRESENT:

Naomi Bayer	Director (via telephone)
Marge Rogatz	Director (via videoconference)
Elaine McCann	New York State Division of the Budget, representing Robert Megna, Member (via videoconference)

Mr. C. Jason Kim, Senior Vice President and Counsel to the Agencies, acted as Secretary. He noted that the New York State Housing Finance Agency ("HFA") and the New York State Affordable Housing Corporation ("AHC") Governance Committee Chairman, Mr. Steven J. Weiss, is attending the meeting from the Agencies' Buffalo Regional Office at Electric Tower, 535 Washington Street, Suite 105; he also noted that Ms. Elaine McCann and Ms. Linda Baldwin are attending the meeting via videoconference from the New York State Division of Budget conference center at the Capitol Building, Room 131, in Albany; and that Ms. Marge Rogatz is attending via videoconference from the office of Expedia at 325 Duffy Avenue, Hicksville, NY; additionally. A public notice was given of the time and location of the venues in accordance with the New York State Open Meetings Law.

Mr. Kim asked for motions and seconds to call the Governance Committee meetings to order of the New York State Housing Finance Agency (HFA) and the New York State Affordable Housing Corporation (AHC); the State of New York Mortgage Agency (SONYMA); the State of New York Municipal Bond Bank Agency ("MBBA") and the Tobacco Settlement Financing Corporation ("TSFC"). Mr. Weiss moved to call the HFA and AHC meetings to order; Commissioner Towns seconded the motion. Ms. McCann moved to call the SONYMA meeting to order; Ms. Rogatz seconded the motion. Mr. Bialo moved to call the MBBA and TSFC meeting to order; Ms. McCann seconded the motion.

Mr. Kim reported that Don Lebowitz was the SONYMA Governance Committee Chair. Currently, the Committee has no Chair, pending the naming of a replacement for Mr. Lebowitz.

The meetings of the Governance Committees of the affiliated agencies were opened in joint session for the consideration of various matters of shared importance. These minutes reflect only those items being considered by the Directors of the State of New York Mortgage Agency (SONYA). A record of items considered by the Governance Committees of the other affiliated agencies is contained in the minutes of each Committee respectively. Mr. Kim stated that for purposes of convenience and to make sure the meetings of the respective agencies go smoothly, items shared by one or more of the Agencies will be presented by HFA/AHC Committee Chairman Weiss.

The first item on the agenda was the adoption of the minutes of the 36th SONYMA Governance Committee meeting held on January 28, 2014. Absent comments or corrections from the Directors, the minutes were deemed approved.

The next item on the agenda was a resolution recommending the approval of the Eighth Annual Evaluation by the Governance Committees. This was a consent item and it was noted that there would be no discussion on this unless the Directors so desire.

It was noted that information in connection with this item was contained in the materials provided to the Members, which materials are incorporated herein by reference. Mr. Kim summarized the item for the Directors. He noted that the Governance Committee Charters provides for an annual self-review by the Governance Committee members. As part of that process, a questionnaire and evaluation form was circulated to the members and feedback was received in a number of different categories. He reported that the results of the self-evaluation indicated that the Committee members were satisfied with the operations of the Committees as well as with the Charters and the Guidelines. He referred Committee members to the spreadsheet results and highlighted the fact that certain Committee members expressed the views that there was room for additional involvement or improvement.

More specifically, Mr. Kim referred to Question 18 which relates to the role of the Committees in matters of compensation, involving management confidential and senior officers, noting that there was some feedback that indicated that there wasn't complete agreement on this item. Mr. Kim said that another item related to Question 6 which concerns the Committee's involvement in discussing and participating in the development and adoption of a Committee Action Plan. He said that this is something the Committees have in the past taken a more active role and going forward staff will elicit Committee comments prior to formulating action plans.

Mr. Kim said that questions 3 and 14 each raised the issue of participation by the Committee in continuing education and their involvement in overseeing governance practices at the Agencies. On this note, he announced the planning of an education and

training session that will be held later this year, in July, for all Board Members which will serve to provide the type of continuing education, particularly as to governance matters, that the Committee members appear to want. Mr. Kim said there will be a separate training on the Dodd-Frank Act (a financial reform law).

Ms. Naomi Bayer noted that there currently exist forums for Board training that Board members can use on their own time. She mentioned the Authority Budget Office as an example, and noted that it offers generic training (required by the PAL and designed specifically for Board members) which is listed on their website. Ms. Bayer commented that it is a very worthwhile training session and that other variations of that training are offered online and take approximately four (4) hours to complete.

Considering the first and second motions previously entered, the motions were carried and the following resolution was adopted unanimously:

**A RESOLUTION OF THE GOVERNANCE COMMITTEE OF THE
NEW YORK STATE HOUSING FINANCE AGENCY, NEW YORK
STATE AFFORDABLE HOUSING CORPORATION, STATE OF
NEW YORK MORTGAGE AGENCY, STATE OF NEW YORK
MUNICIPAL BOND BANK AGENCY, AND TOBACCO
SETTLEMENT FINANCING CORPORATION CONCERNING
SELF-EVALUATION**

The next item on the agenda was a resolution recommending the approval of expenditures for Information Technology contracts with Applications Oriented Designs, Inc., Housing and Development Software, LLC, Real Page Inc., X and Corp., and review of IT related expenditures paid with purchase orders. This was a consent item and it was noted that there would be no discussion unless the Members so desire.

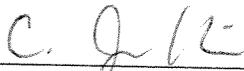
It was noted that information in connection with this item was contained in the materials provided to the Directors, which materials are incorporated herein by reference. Again, there was no discussion on these items.

Considering the first and second motions previously entered, the motions were carried and the following resolution was adopted unanimously:

**A RESOLUTION OF THE GOVERNANCE COMMITTEE OF THE
STATE OF NEW YORK MORTGAGE AGENCY REVIEWING AND
APPROVING THE CONTINUED RETENTION OF INFORMATION
TECHNOLOGY CONTRACTS WITH APPLICATION ORIENTED
DESIGNS, INC.**

There being no unfinished business Commissioner Towns moved to adjourn; Ms. McCann seconded the motion and the meeting was adjourned 9:15 a.m.

Mr. Kim announced that the next Governance Committee meeting would be held on Tuesday, June 10, 2014 at 9:00 a.m.



C. Jason Kim, Secretary