

**MINUTES OF THE GOVERNANCE COMMITTEE MEETING OF THE
HOUSING TRUST FUND CORPORATION (“HTFC”)
HELD ON DECEMBER 10, 2015 AT 10:30 A.M.**

Locations: 641 Lexington Avenue, New York, NY 10022 and
State Capitol Building, Room 131, Albany, NY 12207
Locations connected by video-conference

MEMBERS PRESENT:

James S. Rubin, Chairman
Marian Zucker representing William C. Thompson, Member

OTHERS PRESENT:

Russell Cirincione
Sean Fitzgerald
Mark Flescher
Bret Garwood
Wanda Graham
Chris Leo
Betsy Mallow
Stacey Mickle
Lisa Pagnozzi
Adam Schuman
Heather Spitzberg
Eu Ting-Zambuto

There was a quorum with two Members present.

Chairman Rubin made a motion to call to order the Governance Committee meeting. The motion was seconded by Ms. Zucker.

The item on the agenda was a resolution adopting the Minority and Women Business Enterprise Program Goal Plan for Fiscal Year 2016-2017. The goal plan update was submitted under separate cover. Ms. Graham stated that the submission was for both the New York State Division of Housing and Community Renewal (“DHCR”) and for HTFC. She discussed the objectives of the goal plan and highlighted that DHCR and HTFC have historically met and exceeded their goals and that they are expected to meet their goals again this year.

Ms. Zucker asked if the independent auditor was subcontracting with an MWBE.

Ms. Pagnozzi responded that it is subcontracting with an MWBE

Ms. Graham added that these services will be removed from the exclusion list moving forward.

Ms. Zucker moved to adopt the resolution; Chairman Rubin seconded the motion, and the following resolution was adopted:

Section 1. The Members hereby adopt the Minority and Women Business Enterprise Program 2016-2017 Goal Plan Update and approve its submission to the Division of Minority and Women's Business Development.

Section 2. The Members hereby authorize the Director Office of Economic Opportunity & Partnership Development or an authorized officer of HTFC to execute any documents which may be necessary and appropriate to effectuate the purposes of this resolution

Section 3. This resolution shall take effect immediately.

There being no unfinished business, Chairman Rubin moved to adjourn the meeting; Ms. Zucker seconded the motion, and the meeting was adjourned at 11:00 a.m.

/Adam Schuman/
Adam Schuman, Secretary