MINUTES OF THE 32ND MEETING OF THE
NEW YORK STATE AFFORDABLE HOUSING CORPORATION
AUDIT COMMITTEE
HELD ON DECEMBER 1, 2011 AT 10:08 A.M.
AT ITS OFFICES AT 641 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022

MEMBERS AND DESIGNEES

PRESENT:

Karen A. Phillips	Vice Chairperson
Thomas H. Mattox	Department of Taxation and Finance, Commissioner, Member
Darryl C. Towns	Member
Aida Brewer	Division of Taxation and Finance, representing Thomas H. Mattox, Member
Elaine McCann	Division of the Budget, representing Robert Megna, Member (via video conference)

ABSENT

Royce A. Mulholland	Member

Karen A. Phillips, Vice Chairperson of the New York State Housing Finance Agency ("HFA"), the New York State Affordable Housing Corporation ("AHC), and the State of New York Mortgage Agency ("SONYMA"), attended and chaired the meetings for HFA, AHC and SONYMA in the absence of a Chairman. Alejandro J. Valella, Vice President and Deputy Counsel of the Agencies, acted as Secretary. Secretary Valella noted that Vice Chairperson Phillips would be delayed, and the meetings of the Audit Committees were opened in joint session for the consideration of various matters of shared importance. These minutes reflect only those items being considered by the Members of the New York State Affordable Housing Corporation. A record of items considered by the other Agencies' Audit Committees is contained in the minutes of each Committee respectively.

Mr. Valella noted that Elaine McCann was participating in the meeting video conference from the New York State Division of Budget conference center at the Capital Building, Room 143, in Albany. A public notice was given of the time and locations of both venues.

Kenneth M. Bialo, Vice Chairman of the State of New York Municipal Bond Bank Agency ("MBBA") and the Tobacco Settlement Financing Corporation ("TSFC"); Don Lebowitz, Director SONYMA; Marge Rogatz, Director of SONYMA; Andrew SanFilippo, MBBA and Member of TSFC; David J. Sweet, Director of SONYMA; and Darryl C. Towns,

President and Chief Executive Officer; attended the meeting as guests. Ms. McCann called the meeting to order; Ms. Brewer seconded the motion.

Vice Chairman Bialo chaired the meeting until Vice Chairperson Phillips arrived at 10:18 A.M.

The first item on the agenda was the adoption of the minutes of the 31st New York State Affordable Housing Corporation Audit Committee meeting held on September 15, 2011. Absent comments or corrections from the Members, the minutes were deemed approved.

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The next item on the agenda was a resolution approving the Audit Committee Action Plan for 2012. Mr. Valella introduced Joanne Hounsell, Senior Vice President and Interim Chief Financial Officer. Ms. Hounsell highlighted certain information contained in the materials provided in connection with this item, which materials are incorporated herein by reference, and stated that the proposed 2012 Action Plan being presented for approval was the same as last year's Plan. She stated that the accomplished tasks of 2011 would be presented in the January meeting. She summarized the Committees' plans which include approval of the Agencies' audited financial statements, approval of internal audit work plans and staff functions, quarterly status reports, whistle-blower activities, changes in accounting policies, approval of audit work beyond the scope of the current audit contract and completion of self-evaluation forms.

Mr. SanFilippo asked if there were any changes in the proposed Action Plan from the 2011 Action Plan. Ms. Hounsell stated that there had been no changes, and noted that last year, the Members/Directors had asked that more time be added for participation in continuing education as reflected in the Self Evaluation Results. Mr. Bialo asked what sort of information the Audit Committees needed in order to evaluate internal controls, and how the Agencies satisfied those requirements. Ms. Hounsell stated that those processes would be addressed and reviewed for next year. Mr. SanFilippo asked if the 2012 Action Plan was sufficient for the Agencies to achieve its goals. Ms. Hounsell confirmed that the Action Plan was sufficiently comparable to the best practices recommendations. Mr. Valella commented on the tradition of privately-conducted board meetings with external auditors, and stated that last year, the Authority Budget Office guidelines recommended that those meetings, or Executive Sessions, which discuss topics such as internal finance and audits should be conducted as public meetings. Mr. Bialo noted his objection and rejection of that recommendation as concerns the Agencies, and Mr. Lebowitz concurred.

Ms. McCann moved to adopt the resolution; Ms. Brewer seconded the motion, and the following resolution was adopted unanimously:

A RESOLUTION 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 AUDIT COMMITTEES APPROVING AN

ACTION PLAN FOR THE PERIOD FROM JANUARY 1, 2010 THROUGH DECEMBER 31, 2012

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The next item on the agenda was a resolution reviewing and approving Internal Audit Staff Functions. Mr. Stephen B. Chopey, Vice President of the Internal Audit Group highlighted and summarized certain information contained in the materials provided in connection with this item, which materials are incorporated herein by reference. He stated that each Agency Committee must approve Internal Audit staff functions each year in accordance with their charters. He summarized responsibilities of the Internal Audit group which include development of an internal audit plan to insure that internal and financial controls are in place and that risk is mitigated.

Vice Chairperson Phillips asked if another employee would soon be added to the small staff of the Internal Audit Group. Mr. Chopey stated that there was no plan to do so. Mr. SanFilippo asked if the job titles of Internal Audit Group staff were unique to those who report to Mr. Chopey and if those individuals held management confidential positions. Mr. Chopey stated that the job titles were unique to his staff, and those individuals did not hold management confidential positions. Ms. Hounsell added that those staff positions were within the UAW bargaining unit of the Agencies. Mr. Bialo asked if the small audit group staff underwent occasional rotation in order to maintain best practices and professionalism. Mr. Chopey stated that the small size of the audit staff prohibits individual rotations into other areas, and that it was more economical to continue to train and retain current staff. Mr. SanFilippo asked Mr. Chopey if his salary remained as current, and Mr. Chopey confirmed that it did.

Ms. McCann moved to adopt the resolution; Ms. Brewer seconded the motion, and the following resolution was adopted unanimously:

A RESOLUTION OF THE NEW YORK STATE HOUSING FINANCE AGENCY, STATE OF NEW YORK MORTGAGE AGENCY, NEW YORK STATE AFFORDABLE HOUSING CORPORATION, STATE OF NEW YORK MUNICIPAL BOND BANK AGENCY AND TOBACCO SETTLEMENT FINANCING CORPORATION AUDIT COMMITTEES REVIEWING AND APPROVING INTERNAL AUDIT STAFF FUNCTIONS

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The next item on the agenda was a resolution approving Internal Audit's Information Technology Audit Report. Mr. Chopey highlighted and summarized certain information contained in the materials provided in connection with this item, which materials are incorporated herein by reference. He stated that an examination of operations, internal controls, security and management of the Agencies Information Technology Department ("IT") was conducted as of March 31, 2011. He stated that since the last audit, IT's responsibilities have been reduced to ensure greater operational efficiency, with software application development and programming functions reassigned to Homes & Community Renewal ("HCR") in Albany. He stated that the Agencies operating system was migrated

from Novell Netware to Microsoft, that SONYMA's Accounts Payable system was migrated to the HFA Expenditure Control System, and that the Agencies' email system was consolidated with DHCR's to create one email domain. He stated that the audit examination determined that objectives were generally satisfied, and that current management has reviewed the changes in order to assess any risk factors, and is in agreement with the audit report Recommendations.

Mr. Lebowitz stated that the Agencies are not part of DHCR despite the recent integration, and raised concerns about email confidentiality, separation issues and access to information, from legal and operational standpoints. He asked how the decision was made to consolidate systems and whether any part of the audit looked at the preservation of independence and confidentiality. Mr. Valella noted that the SONYMA and HFA agencies experienced similar consolidation issues in 1994, adding that each Agency has its own legal counsel and it own firewalls. Mr. Lebowitz stressed that the present consolidation involves the integration of an independent state agency/public authority with a state department and the possible implications therefrom. Mr. Mattox asked for clarification of "foilable" information and firewall security. Mr. Bialo stated that complex confidentiality issues exist because there is an executive department, on the one hand, and an independent state agency on the other which issues debt, and that a great deal of money is at stake. Mr. Bialo stated that there was a separateness of these entities, conceptually, and a common email domain/address should be given consideration as to how that would be affected by foil laws, a law suit or a bond scenario. Mr. Lebowitz stated that there was an expectation of privacy, and if that expectation of privacy is diminished by a one consolidated email system, that opens the door to access of information. Mr. Towns stated that the entities were now one organization as created by the legislature and authorized by the Agencies' Boards, and that integration issues will continue to be assessed. Mr. Lebowitz clarified that, although there were efforts to statutorily make some changes and create one entity, it was not one entity in terms of legal status or in ethical obligations. He added that no legislation was ever enacted to create one entity, and there are substantive issues that must be addressed to follow the law.

Mr. Edwin Bonilla, Senior Vice President and IT CIO stated that the email systems are currently well-protected with firewalls, and there is a mutual trust between the Agencies and DHCR. He stated that the post-integration issues of security and privacy are being addressed; that IT is moving forward with a plan to separate the service early next year, and that the Agencies and DHCR will have their own email systems. Mr. Bialo stated that an Mr. Valella should examine the planned process to separate the email system and all the inherent issues. Mr. Bonilla confirmed that consultation with Mr. Valella concerning email protection and privacy was in process. Mr. Valella stated that although the Agencies are co-located and there is an overlap of staff, each Agency is a separate corporate entity, and each has its own Board, its own foil law rights.

Ms. McCann requested that the Division of the Budget be sent a follow-up report concerning IT's Audit, Management's responses thereto and any actions taken.

Mr. SanFilippo asked if there had been any payroll abuses as a result of current timesheet review practices. Mr. Chopey confirmed that there were none.

Ms. McCann moved to adopt the resolution; Ms. Brewer seconded the motion, and the following resolution was adopted unanimously:

A RESOLUTION OF THE NEW YORK STATE HOUSING FINANCE AGENCY, STATE OF NEW YORK MORTGAGE AGENCY, NEW YORK STATE AFFORDABLE HOUSING CORPORATION, STATE OF NEW YORK MUNICIPAL BOND BANK AGENCY AND TOBACCO SETTLEMENT FINANCING CORPORATION AUDIT COMMITTEES REVIEWING AND APPROVING INTERNAL AUDIT'S INFORMATION TECHNOLOGY AUDIT REPORT

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The next item on the agenda was a resolution recommending approval to revisions to the Whistleblower Policy and Procedures. Ms. Michele L. Weinstat, Vice President, Labor Counsel and Ethics Officer of the Agencies, highlighted and summarized certain information contained in the materials provided in connection with this item, which materials are incorporated herein by reference. She stated that the Public Authorities Reform Act of 2009 created a Whistleblower access and assistance program which is administered by the New York State Authorities Budget Office ("ABO"), and the Agencies have recently reviewed and revised its guidelines following a recent ABO model guidelines publication. She stated that certain policy changes provide that an employee should report information internally to an appropriate Agency representative, or the ABO if applicable, rather than the state Inspector General' Office. She stated that revised policy language also provides that there will be no retaliation against or interference with a reporting individual by any other employees, and that appropriate Agency representatives will review reported information and decide whether or not the report was made in "good faith".

Mr. Bialo asked how often whistleblower incidents would be reported to the Audit Committees. Mr. Mattox suggested that, to the extent an Audit Committee is involved, quarterly reporting would be standard operating procedure. Mr. Mattox stated that it might be simpler to have one internal Agency representative and an external ombudsman who is linked to the Audit Committee to make reports to, rather than a number of people. Ms. Brewer commented on the need to maintain confidentiality in order to protect both the reporting employee and a person who may be wrongly accused. Mr. Bialo asked who would investigate an employee's complaint. Ms. Weinstat stated that complaints would be handled on a case-by-case basis, and there would be discussion with the Audit Committee as to how to handle any pending investigation. Ms. McCann asked how the ABO became an entity to report to, and suggested that the policy language should be revised to clarify that a choice was available for reporting whistleblower information to, rather than having to report to several places. Ms. Weinstat stated that the ABO had asked that a toll-free telephone number be provided in the event an employee wished to go that route.

Ms. Brewer asked who the Ethics Officer was for DHCR and whether its whistleblower policy was similar. Mr. Gary Connor introduced himself as the General Counsel and Ethics Officer for DHCR and the Housing Trust Fund ("HTR"). He stated that HTR's whistleblower policy would be similar after their next board meeting, and that

currently, HTR complaints go to him. He stated that in certain situations, it is mandatory to report to the Inspector General; however, there are no clear statewide reporting specifics.

Vice Chairperson Phillips suggested that a conference call be arranged for further discussion. This item was deferred until the next Audit Committees' meetings.

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The next item on the agenda was a resolution approving Internal Audit's Housing Portfolio Management Audit Report. Mr. Chopey stated that this was a clean audit with no items to discuss nor responses from management, and suggested that presentation of this item be waived and accepted by the Committee. Chairperson Phillips asked if there were any questions from Committee, and there were none.

Ms. McCann moved to adopt the resolution; Ms. Brewer seconded the motion, and the following resolution was adopted unanimously:

A RESOLUTION OF THE AUDIT COMMITTEE OF THE NEW YORK STATE HOUSING FINANCE AGENCY REVIEWING AND APPROVING INTERNAL AUDIT'S HOUSING PORTFOLIO MANAGEMENT AUDIT REPORT.

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The next item on the agenda, for information only, was the follow-up of New York State Comptroller's Report 2011-F-13-Affordable Housing Corporation. Mr. Chopey highlighted and summarized certain information contained in the materials provided in connection with this item, which materials are incorporated herein by reference. He stated that five recommendations of the Comptroller's audit report, Homebuyer Selection and Approval (Report 2008-S-100), were fully implemented, and one was partially implemented.

There being no unfinished business, Ms. McCann moved to adjourn; Ms. Brewer seconded the motion, and the meeting was adjourned at 11:28 A.M.

Secretary