

A Video Conference Meeting of the Dormitory Authority of the State of New York (“DASNY”) among DASNY’s Offices in New York City, 28 Liberty Plaza, New York, New York, 515 Broadway, Albany, New York and 6047 Transit Road, Suite 103, Buffalo, New York was held on Wednesday, November 6, 2024 with proceedings commencing at 9:45 a.m.

CALL TO ORDER / ROLL CALL

Ms. Richards called the roll and announced that Vice Chair Ronski will Chair today’s Board Meeting in the absence of Chair Gomez. The Meeting was called to order by Vice Chair Ronski at 9:45 a.m.

Board Members Present – NYCO

Gerard Ronski, Esq. – Vice Chair
Alfonso L. Carney, Jr. – Board Member

Board Members Present – Albany

Joan M. Sullivan – Board Member
Kent Syverud – Board Member (*Via Zoom*)
Christina Coughlin, Designated Representative of the Commissioner of Education, Board Member (*ex officio*)
Ken Evans, Designated Representative of the Commissioner of Health, Board Member (*ex officio*)
Adrian Swierczewski, Designated Representative of the Director of Budget, Board Member (*ex officio*)

Board Members Present – Buffalo

Janice McKinnie – Board Member

Board Members Absent

Lisa Gomez – Chair
Beryl L. Snyder, Esq., Secretary
Wellington Chen – Board Member

Bond Counsel Participants – Via ZOOM

Chris Reitzel, Nixon Peabody LLP.
B. Seth Bryant, Bryant Rabbino LLP.

Senior and Presenting Staff Members

Robert J. Rodriguez, President & CEO
Charlie Williams, Vice President
Kimberly Ellis, Chief Financial Officer

Nadine Fontaine, Esq., General Counsel
Portia Lee, Managing Director, Public Finance & Portfolio Monitoring
Sara Potter Richards, Managing Director, Executive Direction
Ricardo Salaman, Deputy General Counsel
Matthew Moore, Deputy General Counsel
Matthew Bergin, Director, Public Finance
Juan Reyes-Alvarez, Financial Analyst
Jenilee Flinton, Director, Internal Audit
Gregory Maisenbacher, Manager, Internal Control Analysis
Jia Wu, Senior Internal Auditor

Various Staff Members of the Dormitory Authority of the State of New York and Members of the Public also joined via Zoom.

PUBLIC SESSION

Vice Chair Romski welcomed the Members and Staff to the Meeting. He informed the Members that the 2025 Board Meeting Schedule is included with the Board Materials. Mr. Romski stated that the schedule will be included with each Board Book and asked the Members to notify Ms. Richards of any conflicts.

Minutes of the October 9, 2024 Board Meeting

Upon a motion from Ms. McKinnie and a second from Mr. Evans, the minutes of the October 9, 2024 Regular Board Meeting were approved unanimously.

Finance Committee Report

Mr. Romski reported that the Finance Committee met earlier today. He stated that after adopting the minutes from the October 9, 2024 Finance Committee meeting, the Committee Members discussed the PIT/Sales Tax Transaction and the United Health Services Hospital TELP transaction. Mr. Romski further stated that the Finance Committee recommends full board approval for both transactions at today's meeting.

PIT/Sales Tax – Single Approval Financing/Resolution

Mr. Bergin stated that the Board is being asked to authorize the issuance of multiple series of tax-exempt and/or taxable, fixed and/or variable rate bonds, issued at one or more times, in an amount not to exceed \$2.5 billion, under either the Personal Income Tax Revenue Bond Program and/or the Sales Tax Revenue Bond Program.

Mr. Bergin stated that the bond proceeds will be used for both new money and refunding purposes. He further stated that while the proceeds of the bonds may be used for any authorized purpose, the various new money programs and projects expected to be financed by the Bonds were provided to the Finance Committee and are summarized in the staff report. Mr. Bergin informed the Members

that the bond proceeds will also be used to refund certain bonds issued under various State supported debt programs.

Mr. Bergin reported that for the fiscal year ending March 31, 2025, the debt service coverage on all outstanding State Personal Income Tax Revenue bonds is projected to be 8.2 times total debt service and the debt service coverage on all outstanding State Sales Tax Revenue bonds is projected to be 8.0 times total debt service. He stated that the expected ratings of either program are AAA/Aa1/AA+ \AA+.

Mr. Reitzel further described the transaction and presented the financing documents. He stated that before the Members for consideration is the adoption of two Supplemental Resolutions: one under the Personal Income Tax Revenue Bond Program and the other pursuant to the State Sales Tax Revenue Bond Program. He explained that each Supplemental Resolution authorizes, individually and together, the issuance of up to \$2.5B of Authorized Bonds; in no event will more than \$2.5B of Authorized Bonds be issued under the Supplemental Resolutions. Mr. Reitzel further explained that the Board is being asked to authorize the issuance of bonds under both the General Purpose PIT Bond Resolution adopted in 2009 and the Sales Tax Bond Resolution adopted in 2013 in order to provide maximum flexibility. He further stated that the Bonds will be issued for both new money and refunding purposes.

Mr. Reitzel informed the Members that each Supplemental Resolution permits Authorized Bonds to be issued on a taxable and/or tax-exempt basis, in one or more series or subseries, at one more or times, and to be sold on a negotiated or competitive basis. He stated that each Supplemental Resolution provides for an authorized officer of DASNY to execute and deliver supplements to the related Financing Agreement to reflect any additional issuance under that program, and each Supplemental Resolution delegates to various officers of DASNY the power to make certain the determinations and to do all things necessary or convenient in connection with the sale and issuance of the Authorized Bonds.

Mr. Bryant stated that Article 5-C of the State Finance Law authorizes DASNY and certain other authorized issuers to issue PIT Bonds for any Authorized Purpose. He further stated that all PIT Bonds issued under the General Purpose PIT Bond Resolution are special obligations of DASNY and secured by payments to be received by DASNY under the PIT Financing Agreement with the Division of Budget. Mr. Bryant informed the Members that the PIT Financing Agreement obligates the State to pay debt service on outstanding obligations from amounts available in the Revenue Bond Tax Fund established by State Finance Law, subject to appropriation. He explained that the Revenue Bond Tax Fund receives statutorily allocated portions of the State's personal income tax receipts, the Employer Compensation Expense Program receipts and the pass-through entity tax receipts.

With respect to the Sales Tax Program, Mr. Bryant reported that Article 5-F of the New York State Finance Law authorizes DASNY and certain other authorized issuers to issue Sales Tax Bonds for any of the purposes for which State-supported debt may or has been issued. He added that all Sales Tax Bonds issued under the Sales Tax Bond Resolution are special obligations of DASNY secured by payments to be received by DASNY under the Sales Tax Financing Agreement with the Division of Budget. Mr. Bryant stated that the Sales Tax Financing Agreement obligates the State to pay debt service on outstanding obligations from amounts available in the Sales Tax Revenue Bond Tax Fund established by State Finance Law, subject to appropriation. He further noted that

The Sales Tax Revenue Bond Tax Fund receives a statutorily allocated percentage of the revenues collected from the State's sales and compensating use taxes.

Mr. Carney moved the adoption of the following entitled Resolutions:

SUPPLEMENTAL RESOLUTION 2024-3 AUTHORIZING STATE PERSONAL INCOME TAX REVENUE BONDS (GENERAL PURPOSE)

SUPPLEMENTAL RESOLUTION 2024-3 AUTHORIZING STATE SALES TAX REVENUE BONDS

Ms. Sullivan seconded the motion and the Resolutions were unanimously approved.

United Health Services Hospitals, Inc. – TELP/Resolution

Mr. Reyes-Alvarez stated that the Members are being asked to authorize a TELP transaction for United Health Services Hospitals, Inc. in an amount not to exceed \$7,595,000. He further stated that The Hospital plans to finance various IT and medical equipment, as detailed in the equipment list provided to the Board and as approved by the Finance Committee.

Mr. Carney moved the adoption of the following entitled Resolution:

A RESOLUTION OF THE DORMITORY AUTHORITY OF THE STATE OF NEW YORK (DASNY) AUTHORIZING STAFF AND BOND COUNSEL TO TAKE THE NECESSARY ACTIONS TO PREPARE, AND DASNY TO EXECUTE, ONE OR MORE MASTER LEASE AND SUBLEASE AGREEMENTS AND ANY OTHER APPROPRIATE DOCUMENTS TO MAKE EQUIPMENT AVAILABLE TO UNITED HEALTH SERVICES HOSPITALS, INC. UNDER THE TAX-EXEMPT LEASING PROGRAM

Ms. McKinnie seconded the motion and the Resolution was unanimously approved.¹

Audit Committee Report

Audit Committee Chair Joan Sullivan informed the Members that the Audit Committee met earlier today. She stated that Jenilee Flinton, Director of Internal Audit, summarized the current Audit Plan and presented proposed changes to the Committee Members on the Internal Audit Department Charter and the Audit Committee Charter. Ms. Sullivan reported that the Members went into Executive Session and after the Executive Session, the Audit Committee unanimously recommends full Board approval of the Resolutions before them at this time.

Mr. Ronski stated that all Members present were in attendance at the Audit Committee meeting and were fully engaged in that meeting. He then moved the adoption of the following entitled Resolution:

¹ At this point, approximately 10:02 a.m., Vice Chair Ronski announced that the Board Meeting would pause in order for the Audit Committee to consider certain matters to come before the full Board. The Audit Committee met and the full Board Meeting resumed at approximately 11:00 a.m.

RESOLUTION OF THE MEMBERS OF THE BOARD OF THE DORMITORY AUTHORITY OF THE STATE OF NEW YORK (DASNY) AMENDING THE AUDIT COMMITTEE CHARTER

Ms. McKinnie seconded the motion and the Resolution was unanimously approved.

Mr. Carney moved the adoption of the following entitled Resolution:

RESOLUTION OF THE MEMBERS OF THE BOARD OF THE DORMITORY AUTHORITY OF THE STATE OF NEW YORK (DASNY) AMENDING THE INTERNAL AUDIT DEPARTMENT CHARTER

Ms. McKinnie seconded the motion and the Resolution were unanimously approved.

Audit Committee Chair Sullivan reported that Kim Ellis, Chief Financial Officer, requested Audit Committee approval of a proposed contract with KPMG to provide Audit Services for DASNY for a three-year period, with the potential of two 1-year extensions. She noted that all Board Members present were in attendance at the Audit Committee Meeting.

Mr. Carney moved the adoption of the following entitled Resolution:

A RESOLUTION OF THE DORMITORY AUTHORITY OF THE STATE OF NEW YORK (“DASNY”) APPROVING THE RETENTION OF INDEPENDENT AUDITORS IN CONNECTION WITH THE ANNUAL AUDIT AND RELATED ACCOUNTING SERVICES

Mr. Ronski seconded the motion and the Resolution was unanimously approved.

Report of the President

President Rodriguez delivered the President’s report. He recognized and thanked the Internal Audit staff for the work that they do all year to assist DASNY meet its objectives.

President Rodriguez stated that DASNY has issued over \$8 billion of bonds to date this year, excluding the issuances approved during today’s meeting. He informed the Members that DASNY has worked with various private clients over the past few months and has successfully priced and closed a number of deals. The President stated that the transactions include a \$500 million financing for the White Plains Hospital Obligated Group for a new patient tower; \$125 million to finance capital improvements at Montefiore Nyack, Montefiore Mount Vernon, and Montefiore New Rochelle Hospital; a \$121 million refunding for NYU Langone, a \$763 million new money/refunding and \$351 million forward delivery refunding transaction for Northwell; and a \$150 million new money financing for Columbia University. President Rodriguez thanked Ms. Lee and her Team for their hard work this year.

Mr. Ronski observed that the Board’s willingness to meet in August helped DASNY’s clients get in the market before rates increased, resulting in financial savings.

President Rodriguez reported that he met with some of DASNY's clients and grantees over the past month, including Medgar Evers College and Lehman College, where he was able to tour Lehman's new School of Nursing. He thanked the Project Management teams at both Medgar Evers College and Lehman College for working with these clients and helping them to achieve their vision. The President Rodriguez stated that he also visited the Hebrew Educational Society of Brooklyn, which received a grant to improve their swimming facilities. He informed the Members that the Society operates a community center and food pantry for the local community. The President stated that the grant funds are making a difference in the community and in people's lives.

President Rodriguez informed the Members that he recently visited the Regional Food Bank of Northeastern New York. He stated that DASNY has administered grants for the Food Bank and that DASNY employees have also volunteered at the facility in the past. He stated that the organization provides food for a 23-county region and distributed almost 40 million meals throughout that area in the past year. The President stated that he is proud that DASNY was able to help the Food Bank expand to achieve its mission and increase its services. He thanked the Grants Administration Unit for their work with the Food Bank, the Hebrew Educational Society, and the many other grantees that DASNY works with each year.

President Rodriguez thanked the Board Members and Staff for participating in the Board Retreat on October 9. He stated that the Members and Staff enjoyed getting to know each other better and participating in training activities. The President noted that while no DASNY business was conducted at the Retreat, it was a wonderful opportunity for fellowship and learning. Mr. Ronski thanked President Rodriguez and his team for organizing the Retreat. He stated that it was an informative and enjoyable day.

President Rodriguez reported that DASNY continues to host Employee Engagement events. He stated that two events were held in observance of Hispanic Heritage Month. The President reported that Coach Roberto Vives, who works at the University of Albany and also coaches the Puerto Rican Olympic track team, came to a lunch and learn to speak about his inspirational life journey, as well as DASNY's role in supporting the University of Albany. At the suggestion of a DASNY employee and breast cancer survivor, we recognized Breast Cancer Awareness Month on October 18th with a "Pink Out" day. He reported that many employees wore pink, and that the support was appreciated by those impacted by the disease. President Rodriguez stated that DASNY will continue to host employee engagement activities as a way to continue to build rapport among management and employees in order to be sure that the organization is responsive to their needs and is helping to make DASNY a desirable place to work.

President Rodriguez directed the Members' attention to the monthly SEQR and Grants Reports included in the Board materials. He then asked Ms. Fontaine to describe the Project Labor Agreement for the New York State Life Sciences Public Health Laboratory Project that is before the Members for approval.

Project Labor Agreement - Resolution

Ms. Fontaine stated that the Members are being asked to adopt a Resolution authorizing the execution of a new Memorandum of Understanding between DASNY and The Greater Capital Region Building and Construction Trades Council, AFLCIO. She informed the Members that DASNY's client agency, the New York State Department of Health, has asked DASNY to undertake the design and construction of a New Life Sciences Public Health Laboratory. Ms. Fontaine stated that the delivery method for this project will be progressive design build, and the project bidding documents will require compliance with the provisions of the PLA.

Ms. Fontaine informed the Members that DASNY has complied with the provisions of the Policy Regarding Utilization and Negotiation of Project Labor Agreements adopted by this Board several years ago, including undertaking a PLA Impact Analysis that was conducted to confirm that the contract of this size would result in the lowest reasonable cost because of the size, complexity, and duration of the project. She stated that Staff is therefore recommending that the Board adopt the Resolution authorizing the use of a PLA with respect to the DOH Life Sciences Public Health Laboratory Project.

Mr. Carney moved the adoption of the following entitled Resolution:

A RESOLUTION OF THE DORMITORY AUTHORITY OF THE STATE OF NEW YORK (DASNY) AUTHORIZING DASNY TO INCLUDE COMPLIANCE WITH A PROJECT LABOR AGREEMENT AS A REQUIREMENT IN THE PROJECT BIDDING DOCUMENTS IN CONNECTION WITH THE NEW YORK STATE LIFE SCIENCES PUBLIC HEALTH LABORATORY PROJECT

Mr. Ronski seconded the motion and the Resolution was unanimously approved.

Public Finance Report

Ms. Lee delivered the Public Finance Report. Ms. Lee thanked the Board for holding a Special Board Meeting in August, as the timing enabled both the White Plains Hospital and Montefiore transactions to get into the market together prior to the election, which was important to the clients. She noted that both deals were very well received in the market, and that rates rose considerably the week following the pricing.

Ms. Lee directed the Members' attention to the Single Approval Pipeline Report. She informed the Members that two Single Approval transactions are expected to come before the Board in December: Barnard College and St. Ann's School, which is a private placement. Ms. Lee noted that the St. Ann's transaction is eligible for Single Approval based upon amendments to the revised Board Financing Authorization policy that was adopted last month.

Ms. Lee provided a brief market update. She reported that total year-to-date new issuance volume for 2024 is approximately \$441.7 billion, up approximately 37.8% from last year's comparable volume. Ms. Lee further reported that October's volume of \$56.6 billion was the highest monthly total this year as issuers looked to price transactions prior to the election. She stated that elevated municipal bond supply continued through last week, with \$13.7 billion in primary issuance absorbed by investors amid some volatility in the market. Ms. Lee further stated that this week,

primary issuance is anticipated to drop considerably to less than \$1 billion as most issuers look to avoid the week of the election and the FOMC rate decision.

Ms. Lee informed the Members that investor demand remains strong with municipal bond funds reporting inflows last week, marking the 18th consecutive week of positive fund flows. She stated that tax-exempt bond yields were unchanged across the curve on Tuesday with the 10-year and 30-year AAA MMD holding steady at 2.97% and 3.83%, respectively. Ms. Lee further stated that U.S. government bond yields were lower, with the 10-year Treasury yield decreasing by 5 basis points to 4.26% and the 30-year Treasury yield decreasing by 6 basis points to 4.44%. She informed the Members that since the October 9 Board meeting, the one-year MMD rate has increased by 13 basis points, the 10-year MMD has increased by 25 basis points, and the 30-year MMD has increased by 18 basis points. Ms. Lee stated that during that same period, the 10-year Treasury yield increased by 22 basis points and the 30-year Treasury yield increased by 12 basis points.

Ms. Lee reported that the Catholic Health System of Western New York was upgraded by Moody's to B3 from Caa1, and the outlook for the organization was revised to positive from stable. She stated that Moody's cited liquidity growth, recently approved FEMA grants, and improved operating performance to support the upgrade.

Financial Report

Ms. Ellis presented the Financial Report. She stated that personnel expenses continue to be ahead of projections, primarily due to increased salaries due to performance advances and longevity awards for Management/Confidential employees; hiring efforts; and increased health insurance due to higher participation rates. Ms. Ellis further stated that non-personnel expenses are slightly under projection by approximately \$200,000, primarily related to the timing of computer services and equipment expenses. Ms. Ellis informed the Members that there were no private debt issuances in September. She reported that year to date financing fees remain at \$500,000 through September, and the percentage of direct hours charged to public client programs is down from August at 95.6% against a budget of 94.7% for the year.

Construction Report

President Rodriguez presented the Construction Report on behalf of Mr. Curro. The President stated that several projects were added to the DASNY portfolio this month, including field improvements for CUNY's College of Staten Island; a \$6 million childcare center renovation project at York College; a \$9 million roof and air handler upgrade project for OMH's Rockland Psychiatric Center; and a \$9 million storage facility for the New York State Cultural Education Center. DASNY completed three projects for CUNY and OMH totaling approximately \$16 million: the Razran Hall Roofing Reconstruction project at Queens College; and the replacement of roofs and masonry at the Brooklyn Children's Psychiatric Center and the St. Lawrence Psychiatric Center, respectively.

The President reported that year to date construction expenditures are approximately \$437 million, compared to approximately \$357 million for the same time period in 2023.

President Rodriguez directed the Members' attention to the picture on the front of the monthly report and stated that it depicts the SUNY Albany Residence Hall and wellness and recreation facility renovation project. He stated that Vice President Williams attended the ribbon cutting for the facility and that he has also visited. The President informed the Members that the project is a world class recreation facility and renovation of two low-rise residence halls. He thanked the DASNY team for their work and stated that the project is a testament to the DASNY's longstanding relationship with UAlbany.

The President stated that pre-construction work on the Wadsworth Health Lab continues. He reported that the 30% design schematics are currently under review and that the SEQRA process is nearly complete. President Rodriguez noted that the PLA for the project has been executed. He informed the Members that the team is engaged in conversations regarding MWBE goals and is committed to meeting those objectives.

He informed the Members that work on the FIT project continues, and DASNY has requested an inspection date from FDNY for the end of November in an effort to meet the target substantial completion date. The President stated that DASNY continues to meet with CUNY on a regular basis.

EXECUTIVE SESSION

Mr. Carney moved that the Members go into executive session to discuss the financial and credit history of a particular corporation, matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal, or removal of a particular person or corporation and proposed, pending or current litigation.

Mr. Evans seconded the motion and the Members went into Executive Session.

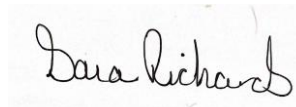
PUBLIC SESSION

Vice Chair Romski noted that while in Executive Session, no decisions were made other than that to return to the Public Session.

Vice Chair Romski announced that the next Board Meeting will be held on December 4, 2024.

Mr. Carney moved that the meeting adjourn. Upon a second by Mr. Romski, the meeting was adjourned at approximately 11:47 a.m.

Respectfully Submitted,



Sara Richards
Assistant Secretary