

**STATE OF NEW YORK
HOMELESS HOUSING AND ASSISTANCE CORPORATION**

**A RESOLUTION OF THE HOMELESS HOUSING AND ASSISTANCE
CORPORATION ESTABLISHING CERTAIN COMMITTEES**

We, the directors of the Homeless Housing and Assistance Corporation, a public benefit corporation organized and existing under the laws of the State of New York, do here by consent to the adoption of the following resolution of the directors of the Corporation:

WHEREAS, Chapter 215 of the Laws of 1990 created and established the Homeless Housing and Assistance Corporation (hereinafter "HHAC" or "Corporation"), as codified at Section 45-c of the Private Housing Finance Law, pursuant to which the Corporation is authorized to administer the Homeless Housing and Assistance Program (hereinafter "HHAP"); and

WHEREAS, Chapter 766 of the Laws of 2006, known as the Public Authorities Accountability Act (hereinafter "Act"), requires the Corporation to establish the following two committees to be comprised of independent members:

- 1) An Audit Committee, for the purposes of procuring and supervising an independent audit firm to conduct the Corporation's annual audit;
- 2) A Governance Committee, for the purposes of informing the Board of best governance practices and trends, updating the Corporations governance principles, etc.; and

WHEREAS, the HHAC Board of Directors desires to formally establish these committees in order to ensure that the Corporation complies with the Act;

Now, therefore be it

RESOLVED, by the Members of the Corporation, as follows:

Section 1. The Members hereby establish the Audit Committee of the HHAC Board of Directors to conduct activities described in the Act. The Audit Committee shall consist of the Board Chair, President, and other officers and staff of the Corporation designated by the President. The staff of the Corporation cannot represent a majority of the members of either committee. The Board of Directors may appoint Board members and/or independent members of the Board to this committee.

Section 2. The Members hereby establish the Governance Committee of the HHAC Board of Directors to conduct activities described in the Act. The Governance Committee shall consist of the Board Chair, President, and other officers and staff of the Corporation designated by the President.

Section 3. This resolution shall take effect immediately.