

MINUTES OF THE SPECIAL BOARD MEETING
OF THE BOARD OF DIRECTORS
TUESDAY, MARCH 29, 2016
CONFERENCE CALL

Voting Board Members Present:	Bishop Michael Badger Douglas H. Baker Jonathan Dandes Kathleen Grimm, M.D. Sharon L. Hanson	Michael Hoffert Kevin Hogan Anthony Iacono Frank Mesiah Michael A. Seaman
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Voting Board Members Excused:	Ronald Chapin Kevin E. Cichocki, D.C. Darby Fishkin
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Non-Voting Board Representatives Present:	Kevin Pranicoff, M.D. James Lawicki	Thomas Quatroche William Pauly
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I. CALL TO ORDER

There being a quorum present, Board Chair Sharon L. Hanson called the meeting to order at 8:03A.M.

II. ACTION ITEMS

A. Resolution Receiving and Filing the Report of Annual Audit Performed by RSM

Moved by Jonathan Dandes and seconded by Michael Seaman.

Motion Approved with Thomas Malecki abstaining due to a disclosed conflict of interest.

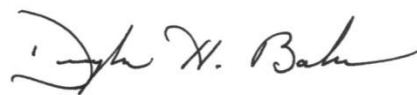
B. Resolution Approving the Corporation's Annual Report

Moved by Anthony Iacono and seconded by Michael Hoffert.

Motion Approved Unanimously.

III. ADJOURNMENT

Moved by Frank Mesiah and seconded by Douglas Baker to adjourn the Board of Directors meeting at 8:08a.m.



Douglas H. Baker
Corporate Secretary

**Resolution Receiving and Filing the
Report of Annual Audit Performed by RSM US LLP**

Approved March 29, 2016

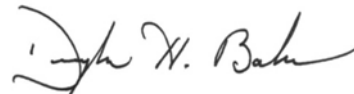
WHEREAS, the Corporation was created under Title 6 of Article 10 of the New York Public Authorities Law as a public benefit corporation; and

WHEREAS, under section 3642 of the Public Authorities Law, the Corporation is obligated to have an annual audit performed by an independent certified public accountant; and

WHEREAS, the Corporation has engaged RSM US LLP to perform an annual audit of the Corporation's books, records, and accounts, among other things, for the period ending December 31, 2015 and the audit report has been reviewed by the Audit & Compliance Committee of the Corporation's Board of Directors and said committee has recommended that the Corporation's annual audit report be received and filed;

NOW, THEREFORE, the Board of Directors resolves as follows:

1. The 2015 Annual Audit performed by RSM US LLP is hereby received and filed and the Corporation's management is directed to distribute the report in accordance with law.
2. This resolution shall take effect immediately.



Douglas H. Baker
Corporation Secretary

Resolution Approving the Corporation's Annual Report

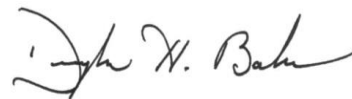
Approved March 29, 2016

WHEREAS, the Corporation is a public benefit corporation obligated under sections 2800 and 3642 of New York Public Authorities Law to prepare, approve and distribute an Annual Report of its operations; and

WHEREAS, the Corporation has prepared a draft of the 2015 Annual Report and distributed said draft to members of the Corporation's Board of Directors for consideration before the meeting called to consider approval;

NOW, THEREFORE, the Board of directors resolves as follows:

1. The 2015 Annual Report prepared by the Corporation is approved in substantially the form and content as presented to the Board of Directors.
2. The Corporation is directed to file and distribute the 2015 Annual Report in the manner called for by law, particularly, New York Public Authorities Law.
3. This resolution shall take effect immediately.



Douglas H. Baker
Corporation Secretary