

**MINUTES
OF THE MEETING OF THE
NEW YORK CITY HOUSING DEVELOPMENT CORPORATION**

April 16, 2012

The meeting of the Members of the New York City Housing Development Corporation (the "Corporation" or "HDC") was held on Monday, April 16, 2012 at the offices of the Corporation, 110 William Street, 10th Floor, New York, New York 10038. The meeting was called to order at 2:02 p.m. by the Chairperson, Mathew M. Wambua, who noted the presence of a quorum. The Members present were Felix Ciampa, David M. Frankel, Mark Page and Denise Notice-Scott. The Members absent were Harry E. Gould, Jr. and Charles G. Moerdler. A list of observers is appended to these minutes.

The Chairperson called for the approval of the minutes of the meeting held on February 15, 2012.

Upon a motion duly made by Ms. Notice-Scott and seconded by Mr. Frankel, the Members unanimously:

RESOLVED, to adopt the minutes of such meeting.

The Chairperson stated that the next item on the agenda would be the report of the Audit Committee. He called upon Felix Ciampa to make this presentation.

Mr. Ciampa stated that the Audit Committee met just prior to this meeting, at which time the Committee Members approved the revised Purchasing Guidelines for the Corporation. He said that under the State's Public Authorities Law, HDC is required to have the Members annually review and approve the Procurement Guidelines for the Corporation and after the approval of the Guidelines they are submitted to the office of the State Comptroller. He said that there were no changes to the current guidelines proposed.

The Chairperson stated that the next item of business would be the President's Report. He called upon Marc Jahr, President of the Corporation, to make this presentation.

Mr. Jahr thanked the Chairperson and bid a good afternoon to the Members and others in attendance. He said that there were a variety of actions the Corporation would seek the Members' approval of today, however he wished to focus on only a couple of them. He said that it was April, and the Corporation had begun to prepare for June closings. He said that the Corporation had engaged in a rigorous process of reducing its pipeline to the set of deals that were most likely to close and which matched up best with HPD's goals and what we can expect to have in terms of volume cap and both HDC and HPD subsidy.

Mr. Jahr stated that the Corporation was awaiting the State legislature and the Governor to enact the "Private activity bond allocation act of 2012." He said that this piece of legislation

allocates the State's volume cap—approximately \$1.9 Billion—to various state agencies, as well as to the City's Industrial Development Agency ("IDA"). He said that in turn the IDA initially allocates a portion of the cap it receives to HDC for the purposes of the June closings, usually between \$180MM-\$200MM. He said that this year the Corporation had requested \$200MM from the IDA. He said that that's usually sufficient to meet HDC's June needs; however this year, given the scale of HDC's pipeline, the Corporation had also requested \$120MM of volume cap from the State. He said that typically, HDC's request for discretionary cap from the State is submitted late in the year for December closings. However, he said, the Corporation had an ample number of deals which should be ready to close in June and along with their developers, we're anxious to push them into construction.

Mr. Jahr stated that the list of projects was comprised of 14 deals, comprised of 3,067 apartments, of which 2,803 are affordable at or below 60% of the median income. He said that in addition to the tax-exempt financing requested for these projects, HDC would provide approximately \$42MM in 1% subordinate debt from its corporate reserves and HPD would provide additional capital funds to finance low interest second and third mortgages totaling approximately \$55.1MM.

Mr. Jahr stated that to put the Corporation's volume cap request in context, from 2005-2011, on average, HDC has received from the IDA and the State \$525MM annually, the City's share has been roughly \$227MM annually—last year we received \$259MM from the IDA; and the State's share has been approximately \$298MM, not including the recent additional allocations for the NYCHA Federalization deal; last year, we received \$362MM from the State, the largest single year allocation since 2006. He said that including the allocation for the NYCHA deal of \$140MM, HDC received \$761MM in volume cap, the highest amount since 2005. He said that this could not have occurred without the support of the Governor and Darryl Townes, Commissioner and CEO of New York State Housing and Community Renewal Agency, as well as the State's Division of Budget and its Director, Robert Megna. He said that HDC appreciates all their support and looks forward to continuing this partnership in 2012.

Mr. Jahr stated that on today's agenda, as well, the Corporation would be seeking the Members' approval of a 10% top loss guaranty for participation loans originated by the Community Preservation Corporation ("CPC") and funded by Citibank, N.A. He said that these loans would be made in tandem with HPD under a variety of programs, but most notably its Participation Loan Program or "PLP." He said that Mary Hom, Deputy Director of Credit Risk for the Corporation, would present this action for the Members' consideration, but he wanted to make some comments on it as well.

Mr. Jahr stated that for three decades, the PLP program has been a staple of HPD's rehabilitation efforts, and CPC has been HPD's most consistent and steadfast partner in that effort, which is so crucial to the financial and physical well-being of the city's affordable multi-family housing stock out in the neighborhoods. He said that this was a niche business, which to be done successfully requires a sophisticated staff of lenders, fluent in affordable housing finance techniques; experienced in lending for apartment building renovations, sometimes with tenants in place; and competent in underwriting the apartment building owners and developers who draw upon this program for otherwise difficult to obtain capital. He said that drawing upon this capacity, since 1977, CPC has financed the preservation or creation of approximately 27,350 units in coordination with HPD and together with the agency has lent over \$900MM. He added

that in PLP alone since 1998 \$221MM in loans have been originated, of which CPC has lent \$84MM or 38%.

Mr. Jahr stated that although this business, CPC's core business, has remained consistently safe and sound, in recent years, CPC also branched out into other forms of lending as well as began to undertake housing development on its own. He said that these ventures proved to be neither as safe nor as successful as the organization's core business, and the accumulated losses in these areas managed to cripple the organization's ability to continue its core business.

Mr. Jahr stated that the guarantee that HDC is proposing would allow CPC to sustain its core business and its partnership with HPD, which is so crucial to HPD's ability to pursue its preservation efforts. He said that it would leverage \$100MM of private capital for CPC's and HPD's collaborative efforts by allowing Citi to comfortably lend to CPC. He added that because HDC support would be limited to CPC's core business, the risks to the Corporation would be de minimus. He said that the current delinquency rate for CPC/HPD construction participation loans is 1.9% 30 days plus past due, exceptionally low by industry standards, and there have been virtually no defaults in the history of the program.

Mr. Jahr stated that the final item on the agenda he'd like to comment upon were two recommendations to the Members that Ellen Duffy, HDC's Senior Vice President for Debt Issuance, will make: one for an Interest Rate Hedge Advisor; the other for a Pricing Advisor for the Corporation's bond issuances. He said that over the life of the Corporation, HDC has done an effective job managing its floating rate risk exposure; in particular, during the past four years, with strong support from our senior lenders and great leadership from Rich Froehlich and staff, HDC's floating rate debt has been a consistent source of financial strength for the Corporation.

Mr. Jahr stated that if we have taken advantage of the opportunities the exceedingly low interest rate environment has offered us, we've also sought to keep our eye on the horizon, where it is virtually inevitable that rates will eventually rise. He said that as a result, with the Members' consent, the Corporation undertook an RFQ for an Interest Rate Hedge Advisor. He said that selecting an Advisor doesn't presuppose that HDC will pursue one or another hedging strategy; however, it will position HDC to respond in a timely, prudent and informed manner to either current or future opportunities.

Mr. Jahr stated that finally, Ms. Duffy will recommend to the Members a Pricing Advisor who will assist the Corporation in the direct sale of bonds to qualified investors. He said that during the State legislature's session last year, it provided HDC with the authority to sell unrated bonds to certain types of financial institutions. He said that historically, this was a financing technique absent from HDC's tool kit; having it now is to the Corporation's advantage, although they believe they will use it in a limited manner, and with restrictions that will diminish its attractiveness to some potential buyers. He said that when the Corporation does employ it, we want to make certain that we receive the best possible pricing in the marketplace. He said that the Pricing Advisor would help to ensure that that's what we get.

Mr. Jahr stated that that concludes his remarks, and if there were no questions or comments, the Members could move on to the next item on the agenda.

The Chairperson stated that pursuant to the Public Authorities Accountability Act, and for the purposes of discussing the next items on the agenda, the Corporation would now commence the meeting of HDC's Finance Committee.

The Chairperson stated that the next item on the agenda for the Member's consideration would be the approval of an Authorizing Resolution relating to the issuance of the Corporation's Multi-Family Housing Revenue Bonds, 2012 Series B, C and D Bonds. He called upon Simon Bacchus, Senior Vice President for Development of the Corporation, to advise the Members regarding this transaction.

Mr. Bacchus referred the Members to the memorandum before them entitled "Multi-Family Housing Revenue Bonds, 2012 Series B, C and D" dated April 9, 2012 (the "Open Resolution Memorandum") and the attachments thereto including (i) the Resolution Authorizing Adoption of the One Hundred Sixtieth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2012 Series B, the One Hundred Sixty-First Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2012 Series C and the One Hundred Sixty-Second Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2012 Series D and Certain Other Matters in Connection Therewith (the "Authorizing Resolution"); (ii) the One Hundred Sixtieth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2012 Series B, the One Hundred Sixty-First Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2012 Series C, and the One Hundred Sixty-Second Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2012 Series D (each, a "Supplemental Resolution" and collectively, the "Supplemental Resolutions"); (iii) the Preliminary Official Statement; and (iv) the Bond Purchase Agreements, all of which are appended to these minutes and made a part hereof.

Mr. Bacchus stated that he was pleased to recommend that the Members approve the issuance of the Corporation's Multi-Family Housing Revenue Bonds, 2012 Series B, 2012 Series C and 2012 Series D Bonds (collectively, the "Bonds" or the "2012 Bonds") in an amount not to exceed \$245,000,000.

Mr. Bacchus stated that interest on the 2012 Series B Bonds would not be exempt from Federal income tax, but would be exempt from state and local income tax. He said that interest on the 2012 Series C Bonds and 2012 Series D Bonds was expected to be exempt from Federal, state and local income tax. He said that the 2012 Series C Bonds would be an issuance of "recycled" volume cap. He said that the 2012 Series D Bonds would consist of an allocation of both new private activity bond volume cap and a small portion of "recycled" volume cap.

He said that the 2012 Series B Bonds and 2012 Series D Bonds were each expected to be issued on a fixed rate basis and that the 2012 Series C Bonds were expected to be issued as Convertible Option Bonds ("COB") on a variable term rate basis but would bear interest at a fixed rate for the initial term. He said that the 2012 Series C Bonds would have an initial term ending approximately on February 1, 2013 unless earlier redeemed or called for tender.

Mr. Bacchus stated that the Supplemental Resolutions relating to the 2012 Bonds constitute the 160th through 162nd Supplemental Resolutions to be approved under the Corporation's Open Resolution.

Mr. Bacchus stated that the Members were further being asked to approve the origination of one permanent mortgage loan for an affordable rental project previously financed by the Corporation located in the Bronx named B&L Grand Concourse, from the Corporation's reserves in an amount not to exceed \$10,000,000. He said that it was anticipated that the Corporation would be reimbursed for the making of the loan with bond proceeds as part of a June 2012 Open Resolution issuance. He said that the bond financing of this project would require further authorization by the Members at a later date.

Mr. Bacchus stated that in order to raise funds to meet the Corporation's goals under the Mayor's New Housing Marketplace Plan, the staff recommends that the Members approve the issuance of the 2012 Series B Bonds in an amount not to exceed \$50,000,000 to: 1) refund and/or reimburse the Corporation for amounts used to pay the redemption price of a portion of the Corporation's Multi-Family Housing Revenue Bonds, 2002 Series A and 2002 Series B, issued under the Open Resolution and, 2) acquire approximately \$33,000,000 of loans previously funded by the Corporation with its own corporate funds. He said that the issuance of the 2012 Series B Bonds would allow for replenishment of the Corporation's reserves, which can then be re-lent to new developments in furtherance of the Corporation's commitment to the Mayor's New Housing Marketplace Plan.

Mr. Bacchus stated that the proceeds of the 2012 Series C Bonds, in an amount not to exceed \$150,000,000, were expected to provide first position construction and permanent financing for the new construction or rehabilitation of certain developments, all of which would reserve a minimum of 20% of the units for households earning no more than 50% of the Area Median Income ("AMI"), or 25% of the units for households earning no more than 60% of the AMI. He said that the mortgage loans for these projects were expected to close within calendar year 2012.

Mr. Bacchus stated that the proceeds of the 2012 Series D Bonds, in an amount not expected to exceed \$45,000,000, were expected to be utilized to provide first position permanent financing under LAMP Preservation for the acquisition and rehabilitation of one development, consisting of eight buildings, with a total of 370 units located in the Bronx. He said that all of the units in the LAMP Preservation Development (excluding superintendents' units) were anticipated to be rented to households earning no more than 60% of AMI.

Mr. Bacchus stated that risks and fees associated with the 2012 Bonds were outlined in the Open Resolution Memorandum and that it was expected that the Bonds would be rated AA by Standard & Poor's Ratings Services and Aa2 by Moody's Investors Services, Inc.

Richard M. Froehlich, Chief Operating Officer, Executive Vice President and General Counsel for the Corporation, then described the provisions of the Authorizing Resolution to the Members and the actions the Members were being requested to approve.

Upon a motion duly made by Ms. Notice-Scott, and seconded by Mr. Page, the members of the Finance Committee unanimously:

RESOLVED, to approve (A) the Authorizing Resolution that provides for (i) the adoption of Supplemental Resolutions to the Open Resolution providing for the issuance of the

2012 Bonds; (ii) the distribution of a Preliminary and final Official Statement for the 2012 Bonds; (iii) the execution of bond purchase agreement(s) with the Underwriter(s) of the 2012 Bonds or a direct purchaser of any or all of the 2012 Bonds; (iv) the use of the Corporation's unrestricted reserves to fund costs of issuance, capitalized interest and mortgage reserves for the 2012 Bonds, as may be required; (v) the use of the Corporation's general obligation as a "Cash Equivalent" (under the Open Resolution) to satisfy the Debt Service Reserve Account requirement with respect to the 2012 Bonds; (vi) the undertaking of whatever actions are required to refund the 2002 Series A Bonds and the 2002 Series B Bonds including execution by the President or any Authorized Officer of the Corporation of any and all documents necessary to arrange and complete any related redemptions or tender offers to the current holders of such bonds and (vii) the execution by the President or any Authorized Officer of the Corporation of any and all documents necessary to issue the 2012 Bonds and to make the mortgage loans relating to the 2012 Bonds; and (B) the making of a loan to the B&L Grand Concourse development in an amount not to exceed \$10,000,000 to be funded by using the Corporation's unrestricted reserves and the execution by an Authorized Officer of the Corporation of mortgage related documents and any other document necessary to accomplish such financing.

The Chairperson stated that the next item on the agenda would be the Approval of a Loan Guaranty for mortgage loans originated by the Community Preservation Corporation and funded by Citibank N.A. He called upon Mary Hom, HDC's Deputy Director, Credit Risk, to advise the Members regarding this agenda item.

Ms. Hom referred the Members to the memorandum before them entitled "Limited Guaranty to CPC Funding SPE 1, LLC" dated April 9, 2012 (the "Limited Guaranty Memorandum"), which is appended to these minutes and made a part hereof. She said that she pleased to request the Members' approval for HDC to provide a limited guaranty for affordable housing construction loans issued by a newly formed special purpose entity, CPC Funding SPE 1, LLC. She said that this SPE will be formed by the Community Preservation Corp. ("CPC") as a bankruptcy remote entity and will be funded through a construction loan facility to be established by Citibank up to a maximum amount of \$100 million. She said that all of the loans issued by the SPE will be for the construction, rehabilitation, and refinancing of affordable rental housing properties in New York City underwritten and financed in conjunction with HPD through HPD's various preservation programs. She said that HDC's role as guarantor furthers HPD's activity under the Mayor's Housing Plan and is consistent with HDC's mission to provide access to capital for affordable housing.

Ms. Hom stated that HDC's guarantee would be equal to a 10% top loss of each CPC SPE loan (and not on the pool as a whole) up to a maximum exposure of \$10 million. She said that for providing the guaranty, HDC would receive an origination fee equal to 10 bps of each loan, and an annual fee equal to 10 bps of the outstanding amount of each loan. She said that the guaranty would be structured as an obligation of HDC to purchase a 10% subordinate participation in the CPC SPE loan. She said that this participation would be subordinate to the repayment of the remaining 90% CPC SPE portion of the loan. She said that HDC would be required to purchase the participation within 180 days of the issuance of a notice of an event of default unless the event of default is cured and accepted within the 180 day period. She said that the HDC guaranty would terminate as to each loan upon conversion of the loan to permanent status. She said that the expected term of the facility would be five years consisting of an

origination period of two years following the issue date of the facility, and a three year maturity date from the date of the last mortgage loan originated by the facility.

As many of you know, Ms. Hom stated, in its 38 years of existence, CPC has been an active partner with HPD in the mission to build and preserve affordable housing in New York City. She said that since 1977, CPC, participating with HPD, has financed the preservation or creation of approximately 27,000 units, together lending close to \$1 billion. She said that over the years, CPC's involvement in a range of HPD programs has been critical to the success of those programs.

Ms. Hom stated that since the onset of the recession, CPC has experienced great difficulty securing funding for its core business. She said that this has largely been due to the dramatic deterioration in asset quality CPC experienced as a result of its expansion into non-core areas of lending. She said that CPC management has made efforts to address this problem by: (i) restructuring and replacing key management; (ii) implementing more stringent underwriting standards; (iii) re-focusing on core affordable lending; and (iv) securing an extension of its existing credit facility from its member institutions. She said that HDC and HPD believe that these steps are in the right direction and will help preserve CPC's role as a vital partner of HPD in its affordable housing mission.

Ms. Hom stated that further details on the history of the CPC/HPD collaboration, as well as all fees and risks, were outlined in the Limited Guaranty Memorandum. She said that if there were no questions, she respectfully requests that the Members approve a limited guaranty up to a maximum amount of \$10 million.

Mr. Frankel stated that he and Mr. Jahr had a long conversation about this last week and what wasn't clear to him before the conversation but became clear to him after was that it's not the credit of CPC that we're looking at but it's the credit of each individual lender, and that's the risk that we run. Mr. Jahr stated that it's been structured so that this entity is bankruptcy remote, and so in the event that CPC were unable to continue its operations and sustain its business, that wouldn't harm the SPE; under the loan documents Citibank would receive an assignment of these mortgages and would administer them and service them going forward until the conversion to permanent. Mr. Froehlich added that Mr. Frankel was correct in that it's the borrowers who are the parties that we're in essence underwriting, and that's where the risk is; it's on each loan. Mr. Frankel agreed and said that they were talking about CPC all along but that's not where the risk lies. The Chairperson stated that obviously this has been a role that HDC has played historically, credit enhancement -- in order to facilitate private lending in a structure that has traditionally been used, be it through the Open Resolution for new construction loans, or through the Open Resolution for preservation loans, or through REMIC for permanent loans -- has been deal specific. He said that this was a structure that would replicate that also. He said it would be deal specific with the capacity to assign mortgages in the event CPC no longer existed. Mr. Frankel asked if Mr. Jahr had an opportunity to check the loan documents to see if some of the questions that he and Mr. Jahr spoke about were answered. Mr. Jahr said that he had not yet looked at the documents, but that he would and apologized. He then asked Melissa Barkan, Deputy General Counsel and Secretary for the Corporation, if she could perhaps talk a little about where these documents stood. Ms. Barkan stated that she confirmed with Citibank's counsel that those concerns would be addressed in the Facility Agreement between CPC and Citibank.

Upon a motion duly made by Ms. Notice-Scott, and seconded by Mr. Ciampa, the Members unanimously:

RESOLVED, to approve the HDC Guaranty to CPC Funding SPE 1, LLC for an exposure not to exceed \$10 million.

The Chairperson stated that the next item on the agenda would be the approval of Interest Rate Hedge Advisor and Pricing Advisor for the Corporation's bond issuances. He called upon Ellen K. Duffy, Senior Vice President for Debt Issuance and Finance for the Corporation, to advise the Members on this item.

Ms. Duffy referred the Members to the memorandum before them entitled "Appointment of Interest Rate Hedge Advisor and Pricing Advisor" dated April 9, 2012 (the "Interest Rate Hedge Advisor and Pricing Advisor Memorandum") and the attachments thereto, all of which are appended to these minutes and made a part hereof. She said that the Corporation had issued a Request for Qualifications to select an Interest Rate Hedge Advisor and a Pricing Advisor for directly placed bond issues, pursuant to the terms detailed in the memo of November 21, 2011 and discussed in the Member's meeting of November 30, 2011. She said that the need to select advisory firms reflects trends in the current market where interest rates are ultimately expected to rise, as well as an increased number of investors with an interest in purchasing bonds directly from the Corporation at favorable pricing. She said that the Corporation issued the RFQ in December and established a Review Committee which analyzed the written responses and selected the firms to be invited for an interview. She said that the Committee then evaluated the oral presentations of those firms selected to be interviewed and, after such review, came to a recommendation for advisory services. She said that the Interest Rate Hedge Advisor and Pricing Advisor Memorandum describes the RFQ process, HDC's selection criteria, and presents the findings and recommendations of the Committee.

Ms. Duffy stated that the Corporation's Request for Qualifications for Advisory Services was distributed to nine firms, comprised of the leading municipal hedge advisory and public finance advisory firms in housing finance, including minority and women-owned firms. She said that the RFQ was publicly advertised in *The Bond Buyer*, and the Corporation received seven written responses by the deadline of January 11, 2012. She said that of these responses, seven firms sought a role as Interest Rate Hedge Advisor and six firms sought a role as Pricing Advisor.

Ms. Duffy stated that all of the firms offered excellent written proposals and oral presentations. She said that in making recommendations for selection to the Members, the Committee considered the Corporation's likely financing needs over the next several years and concluded that there are two distinct categories of financing for which the Corporation would need the services of an Interest Rate Hedge Advisor and a Pricing Advisor: (1) the development, risk analysis and recommendation of optimal interest rate hedge strategies and structures for the Corporation's existing and future variable rate debt and (2) the pricing of bonds that are directly placed with financial institutions. She said that in making recommendations for these two categories, the Committee considered the firms' strengths and abilities, as presented in their written proposals and interviews.

Ms. Duffy stated that for Interest Rate Hedge Advisor, the Committee recommends Mohanty Gargiulo LLC ("Mohanty Gargiulo"). She said that Mohanty Gargiulo was established in 2008 with a mission to deliver derivatives and structured products advice to public, not-for-profit and corporate entities. She said that their technical expertise, client focus, and New York City commitment are key factors for the Committee's decision in selecting Mohanty Gargiulo as Interest Rate Hedge Advisor. She said that Mohanty Gargiulo currently is the advisor for several New York issuers including the City of New York relating to its general obligation bonds and bonds issued for the Transitional Finance Authority. Ms. Duffy stated that the firm is committed to the City of New York and maintains all of its operations in the City. She said that Mohanty Gargiulo is a certified Minority and Women-Owned Business Enterprise by the City and State of New York. She said that the firm has the knowledge and the analytical tools in place to provide the Corporation with comprehensive advisory services and required reporting.

Ms. Duffy stated that the Committee also recommends Caine Mitter and Associates Inc. ("Caine Mitter") as Pricing Advisor. She said that Caine Mitter has been a leader in providing financial advisory services relating to multifamily and single family housing finance programs since 1978. She said that given its broad range of experience with housing programs and the bond markets, and analytical capabilities, Caine Mitter has demonstrated that the firm would be responsive to the needs of the Corporation. Ms. Duffy stated that Caine Mitter was a full service financial advisor to state and local housing agencies, bringing a unique range of expertise and providing them with knowledge of all elements of the capital markets that are involved in affordable housing finance. She said that Caine Mitter demonstrates an extensive understanding of the issues that affect housing agencies and that they are strongly qualified to be the Pricing Advisor to the Corporation. Ms. Duffy stated that Caine Mitter was currently designated to provide services to thirteen state housing finance agencies, four local housing finance agencies and one state debt management division.

Ms. Duffy stated that compensation for the Interest Rate Hedge Advisor and Pricing Advisor would be on a per deal basis and be part of the cost of the interest rate hedge transaction or be paid from the costs of issuance of the bonds.

Ms. Duffy stated that if there are no questions, she respectfully requests that the Members approve the recommendations of the Committee pertaining to the selection of an Interest Rate Hedge Advisor for the Corporation's current and future variable rate debt, and a Pricing Advisor for the issuance of bonds that are directly placed with investors.

Mr. Frankel asked if any of these firms had any people who had recently worked for the City. Representatives of the recommended firms who were present at the meeting, particularly Seema Mohanty of Mohanty Gargiulo and Tom Caine and Ansel Caine of Caine Mitter, all responded no. Mr. Jahr added that there were one or two firms that came in for oral presentations that did, but that would not disqualify them from participating.

Upon a motion duly made by Mr. Ciampa, and seconded by Mr. Frankel, the Members unanimously:

RESOLVED, to approve the recommendations of the Committee pertaining to the selection of an Interest Rate Hedge Advisor for the Corporation's current and future variable rate debt, and Pricing Advisor for the issuance of bonds that are directly placed with investors.

The Chairperson stated that the next item on the agenda for consideration by the Members would be the approval of three Declaration of Intent Resolutions. He called upon Mr. Bacchus to advise the Members regarding these Resolutions.

Mr. Bacchus first noted that a third Declaration of Intent Resolution had been added to the agenda which was not included in the original board package previously sent to the Members. Mr. Bacchus then reminded the Members that declaration of intent resolutions were solely for tax code purposes, allowing any expenditures incurred by a project's developer within 60 days prior of the date of the passage of the declaration of intent resolution to be eligible for tax-exempt bond financing. He said that before HDC were to actually finance these projects, the specifics of the transactions would be presented to the Members for review and approval.

Mr. Bacchus then referred the Members to the memorandum before them entitled "Resolution of Declaration of Intent, Plaza Borinquen, 465-469 East 137th Street, 405-423 East 137th Street, and 473-491 East 138th Street, Bronx, NY, Block 2282/Lots 45, 75 and 40" dated April 9, 2012 and the Declaration of Intent Resolution attached thereto, which is appended to these minutes and made a part hereof. Mr. Bacchus stated that the proposed project would consist of the acquisition and rehabilitation of 88 units of low income rental housing utilizing approximately \$10 million in tax-exempt bonds and would be located in the Mott Haven section of the Bronx. He said that the proposed project was to be developed by a single purpose entity to be created by an affiliate of the NHP Foundation.

Upon a motion duly made by Mr. Frankel, and seconded by Mr. Page, the Members unanimously:

RESOLVED, to approve the Declaration of Intent Resolution for Plaza Borinquen, 465-469 East 137th Street, 405-423 East 137th Street, and 473-491 East 138th Street, Bronx, New York, Block 2282/Lots 45, 75 and 40.

Mr. Bacchus then referred the Members to the memorandum before them entitled "Resolution of Declaration of Intent, LMLD Citywide Preservation Portfolio, various locations in Bronx, Brooklyn, and Manhattan, NY" (the "LMLD Memorandum") dated April 9, 2012 and the Declaration of Intent Resolution attached thereto, which is appended to these minutes and made a part hereof. Mr. Bacchus stated that the proposed project would consist of the acquisition and rehabilitation of 662 units of low income rental housing utilizing approximately \$45 million in tax exempt bonds located in various neighborhoods of Manhattan, Brooklyn and the Bronx, the locations more specifically set forth in Exhibit A to the LMLD Memorandum. He said that the proposed project was to be developed by a single purpose entity to be created by the principals of L&M Development Partners.

Upon a motion duly made by Mr. Page, and seconded by Mr. Ciampa, the Members unanimously:

RESOLVED, to approve the Declaration of Intent Resolution for LMLD Citywide Preservation Portfolio, various locations in the Bronx, Brooklyn, and Manhattan, New York, as more specifically set forth in the LMLD Memorandum.

Mr. Bacchus then referred the Members to the memorandum before them entitled "Resolution of Declaration of Intent, 2239-41, 2323, 2333 Creston Avenue, Bronx, New York, Block 3171/Lot 37, Block 3172/25. Block 3172/28 and the Declaration of Intent Resolution attached thereto, which is appended to these minutes and made a part hereof. Mr. Bacchus stated that the proposed project would consist of the acquisition and rehabilitation of 88 units of low income rental housing utilizing approximately \$12 million in tax-exempt bonds located in the Bronx. He said that the proposed project was to be developed by a single purpose entity to be created by the principals of Workforce Housing Advisor.

Upon a motion duly made by Mr. Ciampa, and seconded by Ms. Notice-Scott, the Members unanimously:

RESOLVED, to approve the Declaration of Intent Resolution for 2239-41, 2323, 2333 Creston Avenue, Bronx, New York, Block 3171/Lot 37, Block 3172/Lot 25. Block 3172/Lot 28.

The Chairperson stated that at this time he would like to close the meeting of the Finance Committee and call for a motion of HDC's Board to ratify those items just approved by the Finance Committee.

Upon a motion duly made by Mr. Page, and seconded by Mr. Frankel, the Members unanimously:

RESOLVED, to ratify and adopt each of the preceding approvals of the Finance Committee.

At 2:30 p.m., there being no further business, upon a motion duly made by Mr. Page, and seconded by Mr. Ciampa, the meeting was adjourned.

Respectfully submitted,

Diane J. Pugacz
Assistant Secretary

**MINUTES
OF THE MEETING OF THE
NEW YORK CITY HOUSING DEVELOPMENT CORPORATION**

April 16, 2012

ATTENDANCE LIST

R. Gregory Henniger	Hawkins Delafield & Wood LLP
Jeffrey Philp	“ ”
Tom Caine	Caine Mitter & Associates Inc.
Ansel Caine	“ ”
Margaret Guarino	BOA Merrill Lynch
Robin Ginsburg	Raymond James/Morgan Keegan
Michael Koessel	Citibank,,N.A.
Matt Tesseyman	“ ”
James McIntyre	Morgan Stanley
Geoff Proulx	“ ”
Greg Fertel	M.R. Beal
Sadie McKeown	Community Preservation Corp.
Tom McGrath	“ ”
Jennifer Steinberg	Office of Management & Budget
Annie Lee	JPMorgan
Kent Hiteshew	“ ”
Eric Enderlin	HPD
Matt Tague	Orrick, Herrington & Sutcliffe LLP
Eileen Heitzler	“ ”
Marvin Markus	Goldman, Sachs & Co.
Seema Mohanty	Mohanty Gargiulo LLC
Michael Baumrin	RBC Capital Markets
Sean Cullen	“ ”
Marc Jahr	New York City Housing Development Corporation
Richard M. Froehlich	“ ”
Joan Tally	“ ”
Simon A. Bacchus	“ ”
Diane J. Pugacz	“ ”
Melissa Barkan	“ ”
Ted Piekarski	“ ”
Ellen K. Duffy	“ ”
Jonah M. Lee	“ ”
Pellegrino Mariconda	“ ”
Claudine Brown	“ ”
Kristen Smith	“ ”
Moira Skeados	“ ”
Terry Gigliello	“ ”

Eileen M. O'Reilly	“	”
Mary Hom	“	”
David Knapke	“	”
Bharat Shah	“	”
Cathy Baumann	“	”
Urmah Naeris	“	”
Mary John	“	”
Cheuk Yu	“	”
Shirley Jarvis	“	”
Kerry Yip	“	”
Marcus Randolph	“	”
Jerry Mascuch	“	”
Liz Oakley	“	”
Catherine Townsend	“	”
Hammad Graham	“	”
Stephen Pantalone	“	”
Sherin Bennett	“	”
Yvonne Glenn	“	”
Cathy Foody	“	”
Mei Ping Wang	“	”
Jackie Lau	“	”
Jaclyn Moynahan	“	”
Zenaida Bhuiyan	“	”
Mary McConnell	“	”