



NEW YORK CITY
HOUSING DEVELOPMENT
CORPORATION

MEMORANDUM

To: The Chairperson and Members

From: Eric Enderlin *EE*
President

Date: May 29, 2018

Re: Multi-Family Housing Revenue Bonds, 2018 Series C, D and E, 2022 Series A, the Multi-Family Mortgage Revenue Debt Obligation (Far Rockaway Village) and Approval of Mortgage Loans

I am pleased to recommend that the Members approve the issuance of the Corporation's Multi-Family Housing Revenue Bonds, 2018 Series C-1, 2018 Series C-2, 2018 Series D-1, 2018 Series D-2 and 2018 Series E (the "2018 Series C-1 Bonds," "2018 Series C-2 Bonds," "2018 Series D-1 Bonds," "2018 Series D-2 Bonds," and "2018 Series E Bonds," respectively, and collectively, the "2018 Bonds") and 2022 Series A (the "2022 Bonds" and together with the 2018 Bonds, the "Bonds") in an amount not expected to exceed \$838,345,000 to finance the construction, acquisition, rehabilitation and/or permanent financing of certain projects and other activities as described herein.

The Members are being requested to authorize the Corporation to enter into one funding loan agreement with Citibank, N.A. ("Citibank") to receive funds from Citibank which will, in turn, be loaned by the Corporation to one borrower – commonly referred to as the "back-to-back" structure – as a stand-alone financing for the Far Rockaway Village development (the "Funding Loan Obligations") in an amount not expected to exceed \$78,980,000 and to enter into a forward bond purchase agreement with Citibank regarding the sale of the 2022 Bonds.

Interest on the 2018 Series C-1 Bonds and 2018 Series C-2 Bonds (together, the "2018 Series C Bonds"), the 2018 Series E Bonds, the 2022 Bonds and the Funding Loan Obligations is expected to be exempt from Federal, state and local income tax, and such bonds and obligations will qualify as tax-exempt private activity bonds with a combination of an allocation of new private activity bond volume cap, an allocation of "recycled" volume cap in accordance with the Housing and Economic Recovery Act of 2008 ("HERA"), and the refunding of certain outstanding bonds or obligations of the Corporation. Interest on the 2018 Series D-1 Bonds and 2018 Series D-2 Bonds (together, the "2018 Series D Bonds") is not expected to be exempt from Federal income tax, but is expected to be exempt from New York state and local income tax. The anticipated interest rates, maturity dates and other relevant terms of the Bonds and Funding Loan Obligations are described herein.

The Members are being asked to authorize the use of the Corporation's unrestricted reserves or available funds of the Open Resolution, in a combined amount not to exceed \$52,665,000, to finance the rehabilitation and preservation of two (2) developments.

The Members are being asked to authorize the Corporation (i) to originate two taxable senior mortgage loans and fund the related subordinate mortgage loans to finance the construction of two (2) developments and (ii) to provide the permanent financing for the taxable senior mortgage loans.

The Members are further being asked to approve two or more interest rate hedging instruments, in a combined notional amount not expected to exceed \$250,000,000, to manage interest rate risk relating to the variable rate bonds of the Open Resolution, and in anticipation of a refunding of certain Open Resolution tax-exempt bonds on or about February 1, 2019, to protect against potential interest rate increases by effectuating an interest rate lock.

The Authorizing Resolutions will authorize the 265th through 269th Supplemental Resolutions and the Funding Loan Agreement (as defined herein).

Following is a background of the Open Resolution, the financing of certain preservation loans, the origination and financing of certain taxable construction loans, the proposed uses of the Bonds and the Funding Loan Obligations and a description of their structure and security.

Background and Status of the Open Resolution

Under the Open Resolution, the Corporation has issued bonds (a) to finance or acquire mortgage loans for multi-family rental and cooperative housing developments throughout New York City, (b) to refund other bond issues of the Corporation, which had financed other multi-family developments, and (c) to acquire a 100% interest in City-owned mortgages. As of January 31, 2018, there were 920 mortgage loans (770 permanent loans and 150 construction loans) held under the Open Resolution with a total outstanding principal balance of approximately \$5,906,540,214 including \$4,105,182,114 in permanent loans and \$1,801,358,100 in construction loans. These mortgage loans, together with funds in the Bond Proceeds Account and Debt Service Reserve Account, totaled \$7,561,136,510 as of January 31, 2018. There are no material monetary defaults on any of the mortgage loans other than temporary financial difficulties with respect to certain developments which are in the process of being cured. As of January 31, 2018, there were \$6,184,290,000 of Open Resolution bonds outstanding, not including bonds issued under the Federal New Issue Bond Program (NIBP) and bonds issued under the 2017 Pass-Through Resolution. Subsequent to January 31, 2018, the Corporation issued \$232,125,000 principal amount of Open Resolution bonds.

Financing Preservation Loans

The Corporation expects to use the Corporation's unrestricted reserves or available funds of the Open Resolution, in a combined amount not to exceed \$52,665,000, to finance and/or restructure mortgage loans for the rehabilitation and/or preservation of two (2) developments as described in the chart below.

| Development Name (Borough/Units) | Project Type | Loan | Not Expected to Exceed Amount |
|---|--|------------------|--|
| Masaryk Towers* (Manhattan/1,109) | Mitchell-Lama Reinvestment Program*** | Senior Loan | \$44,080,000 |
| | | Subordinate Loan | 620,000 |
| Comunilife Portfolio** (Bronx/242) | Preservation | Senior Loan | 7,965,000 |
| TOTAL SENIOR LOAN AMOUNT: | | | \$52,045,000 |
| TOTAL SUBORDINATE LOAN AMOUNT: | | | \$620,000 |
| TOTAL LOAN AMOUNT: | | | \$52,665,000 |

* This development is not currently in the Corporation's portfolio.

** This development was originally financed by the Corporation in 1997 and 1998 but is not currently in the Corporation's portfolio.

*** Formerly the Mitchell-Lama Restructuring Program.

The portion of the Open Resolution Bonds associated with the Mitchell-Lama Reinvestment Loan is expected to be designated Mitchell-Lama Restructuring Bonds.

For more information on the developments, please see Attachments "1 – 2."

Originating Taxable Construction Loans and Financing Taxable Permanent Loans

It is anticipated that the Corporation will originate certain senior taxable construction mortgage loans, and finance certain subordinate mortgage loans, for the construction of two (2) developments described in the chart below.

| Development Name (Borough/Units) | Project Type | Loan | Not Expected to Exceed Amount |
|---|--------------------------|------------------|--|
| 1618 Fulton (Brooklyn/103) | Mixed-Middle Income (M2) | Senior Loan | \$20,750,000 |
| | | Subordinate Loan | 10,765,000 |
| The Robeson (Manhattan/79) | Mixed-Middle Income (M2) | Senior Loan | 19,615,000 |
| | | Subordinate Loan | 8,260,000 |
| TOTAL SENIOR LOAN AMOUNT: | | | \$40,365,000 |
| TOTAL SUBORDINATE LOAN AMOUNT: | | | \$19,025,000 |
| TOTAL LOAN AMOUNT: | | | \$59,390,000 |

It is anticipated that upon origination the Corporation will sell a 100% participation interest in each of the senior construction loans to a bank. It is also anticipated that upon construction completion and conversion to a permanent loan, the Corporation will re-purchase the respective bank's participation interest in the applicable construction loan with the Corporation's unrestricted reserves and/or with available funds of the Open Resolution, in a combined amount not to exceed \$40,365,000 and pledge each permanent loan to the Open Resolution.

It is anticipated that the Corporation will use its unrestricted reserves or available funds of the Open Resolution, in a combined amount not to exceed \$19,025,000, to finance the subordinate construction loans.

For more information on the projects, please see Attachments “3-4”.

Proposed Uses for the 2018 Series C Bond Proceeds

It is anticipated that the proceeds of the 2018 Series C Bonds, in an amount not expected to exceed \$683,015,000, together with the Corporation’s unrestricted reserves, will be used to finance mortgage loans for fourteen (14) developments as described in the chart below.

| Development Name (Borough/Number of units) | Project Type | Loan* | Expected Not to Exceed Amount |
|--|---------------------|------------------|--|
| 112 East Clarke (Bronx/122) | ELLA/Section 8 | Senior Loan | \$41,425,000 |
| | | Subordinate Loan | 7,385,000 |
| Northeastern Towers Annex (Queens/159) | ELLA/Section 8 | Senior Loan | 57,530,000 |
| | | Subordinate Loan | 9,620,000 |
| PRC Tiffany (Bronx/161) | Mix and Match | Senior Loan | 21,170,000 |
| | | Subordinate Loan | 13,285,000 |
| Ebenezer Plaza 1A (Brooklyn/197) | ELLA | Senior Loan | 54,170,000 |
| | | Subordinate Loan | 14,090,000 |
| West 127 th Street Residence (Manhattan/117) | ELLA | Senior Loan | 43,870,000 |
| | | Subordinate Loan | 7,585,000 |
| WSFSSH at 108 th Street (Manhattan/200) | ELLA | Senior Loan | 49,505,000 |
| | | Subordinate Loan | 13,200,000 |
| 14-14 Central Avenue (Queens/142) | ELLA | Senior Loan | 33,940,000 |
| | | Subordinate Loan | 10,155,000 |
| Coney Island – Phase I** (Brooklyn/446) | ELLA | Senior Loan | 92,515,000 |
| | | Subordinate Loan | 16,500,000 |
| Archer Green** (Queens/387) | Mix and Match | Senior Loan | 91,445,000 |
| | | Subordinate Loan | 39,640,000 |
| Moshulu Grand (Bronx/152) | Mix and Match | Senior Loan | 24,485,000 |
| | | Subordinate Loan | 12,540,000 |
| Linden Terrace Building 1 | Mix and Match | Senior Loan | 38,000,000 |

| | | | |
|--|---------------|------------------|------------|
| (Brooklyn/235) | | Subordinate Loan | 16,500,000 |
| Second Farms (Bronx/319) | ELLA | Senior Loan | 60,725,000 |
| | | Subordinate Loan | 16,500,000 |
| The Watson (Bronx/326) | ELLA | Senior Loan | 48,430,000 |
| | | Subordinate Loan | 16,500,000 |
| Far Rockaway Village*** (Queens/457) | Mix and Match | Subordinate Loan | 16,500,000 |
| TOTAL SENIOR LOAN AMOUNT: \$657,210,000 TOTAL SUBORDINATE LOAN AMOUNT: \$210,000,000 TOTAL LOAN AMOUNT: \$867,210,000 | | | |

* It is anticipated that a combination of the senior and subordinate loans will receive financing from the 2018 Series C Bonds and/or the Corporation's unrestricted reserves.

** Each of these developments may be financed in conjunction with a bank loan as further described below under this section.

*** This development will be financed in conjunction with a Funding Loan Agreement and the 2022 Bonds as further described below under the section "Funding Loan Agreement and the 2022 Bonds."

Nine (9) ELLA developments and five (5) Mix and Match developments are expected to receive subordinate financing from the 2018 Series C Bonds and/or Corporation's unrestricted reserves. The aggregate amount of such subordinate financing is not expected to exceed \$210,000,000. Thirteen subordinate loans are expected to have an interest rate equal to the Applicable Federal Rate as recently published by the Internal Revenue Service ("AFR"), with set lower monthly payments, to be advanced during construction and to remain in the projects as permanent loans. One subordinate loan is expected to have an interest rate of 1%, will be advanced during construction and will remain in the project as a permanent loan.

The Corporation intends to fund the short-term portion of each senior mortgage loan primarily with its unrestricted reserves. When borrower prepayments from tax credit equity are received upon project completion, such prepayments will be available for re-lending by the Corporation to other affordable housing projects. Any future lending from such prepayments will be presented to the Members for approval, with the exception of the permanent financing of the 1618 Fulton and the Robeson developments described above and presented in this memorandum.

Due to the limited availability of new private activity bond volume cap, certain of the projects have a bifurcated structure that enables those projects to satisfy Federal low-income housing tax credit requirements with a smaller allocation of new private activity bond volume cap from the Corporation. These projects will also receive allocations of recycled bonds. The Consolidated Appropriations Act, 2018, also known as the Omnibus Spending Bill, made changes to the Federal low-income housing tax credit requirements, known as income averaging, that could potentially change the allocation of volume cap in the future by allowing certain units to be made available to households earning above 60% of Area Median Income ("AMI"), which is currently \$62,580 for a family of four, provided there are sufficient units made available to households earning below 60% of AMI. None of the projects being financed with the 2018 Bonds will incorporate income averaging.

In addition to the residential financing described in the chart above, the Coney Island – Phase I development is expected to include a multi-use intake and office facility for the New York City Human Resources Administration (“HRA”), which will be financed with a subordinate mortgage loan in an amount not to exceed \$26,400,000 originated by the Corporation and funded by a bank pursuant to a participation agreement with the Corporation_[JTB1].

In addition to the residential financing described in the chart above, the Archer Green development is expected to include commercial space that will be financed with a subordinate mortgage loan in an amount not to exceed \$12,000,000 either to be originated by the Corporation and funded by a bank pursuant to a participation agreement with the Corporation_[JTB2] or to be funded by the Corporation during construction with its unrestricted reserves to be repaid within an expected five-year term.

For more information on the individual projects, please see Attachments “5-18”.

Proposed Uses for the 2018 Series D Bond Proceeds

It is anticipated the proceeds of the 2018 Series D Bonds, in an amount not to exceed \$100,000,000, will be used to redeem certain bonds, including certain indexed variable rate and fixed rate bonds outstanding under the Open Resolution, to re-leverage the underlying assets that are currently held under the Open Resolution and lock in funding at the current low interest rates. The issuance of the 2018 Series D Bonds will 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 *Housing New York* plan.

Proposed Uses for the 2018 Series E Bond Proceeds

It is anticipated the proceeds of the 2018 Series E Bonds, in an amount not to exceed \$25,425,000, will be used to refund the Corporation’s Multi-Family Housing Revenue Bonds, 2008 Series M. The refunding will generate interest rate savings in the Open Resolution for the Corporation.

Funding Loan Agreement and the 2022 Bonds

The Corporation expects to (a) enter into a loan agreement with Citibank to finance the construction of a development to be named Far Rockaway Village, as described below, (“Funding Loan Agreement”) and issue one or more Multi-Family Housing Revenue Debt Obligations in an amount not expected to exceed \$78,980,000 (“Funding Loan Obligations”), (b) enter into a forward bond purchase agreement with Citibank regarding the sale of the 2022 Bonds and (c) issue the 2022 Bonds, after completion of the project or conversion of the loan, in an amount not to exceed \$29,905,000, to refund a portion of the Funding Loan Obligations for the permanent phase financing of Far Rockaway Village.

Proposed Uses for the Funding Loan Obligations and 2022 Bonds

It is anticipated that the proceeds of the Funding Loan will be used to finance the construction phase mortgage loan and the 2022 Bonds will be used to finance the permanent phase mortgage

loan for one development as described in the chart below:

| Expected Financing Source | Development Name (Borough/Number of units) | Project Type | Expected Not to Exceed Amount |
|----------------------------------|---|---------------------|--------------------------------------|
| Funding Loan / 2022 Bonds | Far Rockaway Village* (Queens/457) | Mix and Match | \$78,980,000 |

* This development will be financed in conjunction with a subordinate loan as described in the previous section "Proposed Uses for the 2018 Series C Bond Proceeds."

For more information on the project, please see Attachment "18".

Security for the Funding Loan Obligations

During the construction phase, the Funding Loan Obligations will be secured solely by the related mortgage loan and shall provide that if the related borrower fails to pay any amount due and owing under the loan or otherwise required by the Funding Loan Agreement, then upon notice and after an opportunity to cure any defaults, Citibank shall have (i) the option to fund such amount or (ii) the obligation to purchase the notes and mortgages relating to the mortgage loan from the Corporation, resulting in the cancellation of the Funding Loan Agreement and Funding Loan Obligations. If Citibank fails to pay the purchase price, the applicable note and mortgages will be assigned to Citibank and the Funding Loan Obligations and Funding Loan Agreement will be cancelled.

After the project converts to permanent financing and pursuant to the forward bond purchase agreement, the Corporation will issue the 2022 Bonds and refund the Funding Loan Obligations. To manage the timing of the Corporation's Open Resolution bond issuances, upon permanent conversion of the project, there will be an interim period of time before the 2022 Bonds are issued during which Citibank's obligations under the Funding Loan Agreement to purchase the mortgage will become inoperative but the Corporation will continue to be obligated to pass-through a portion of the borrower's payment to Citibank.

Interest Rate Hedge for Open Resolution Variable Rate Portfolio and Anticipated Refunding of Certain Open Resolution Bonds in February 2019

In anticipation of an increase in the short-term index rates, including the 3-month LIBOR index that is used for most of the Corporation's variable rate bonds outstanding under the Open Resolution, the Corporation is working with its Hedge Advisor, Mohanty Gargiulo LLC, to determine the appropriate hedging amount and the efficient hedging instrument, including an interest rate swap or an interest rate cap, to manage the interest rate risk associated with its variable rate portfolio and further protect itself against interest rate volatility.

Additionally, the Corporation expects to issue approximately \$261,195,000 in tax-exempt bonds on or around February 1, 2019, which issuance will be brought to the Members for approval prior to that time, to refund certain Open Resolution bonds that will become optionally callable on May 1, 2019. Given that it is currently anticipated that there will be two to three additional rate hikes from the Federal Reserve, the Corporation is working with its Hedge Advisor to lock in the favorable current financing cost and maximize the refunding savings through the facilitation of an

interest rate hedging instrument including a forward-starting interest rate swap or a rate lock that could be applied to existing Open Resolution variable rate bonds if staff determined to do so based on market conditions at the time or in the event the refunding bonds are not issued.

The Members are being asked to approve two or more interest rate hedging instruments, in a combined notional amount not expected to exceed \$250,000,000 and at a cost not expected to exceed \$5,000,000 to be funded with its unrestricted reserves, to manage its interest rate risk relating to the outstanding index rate Open Resolution bonds, and to preserve a level of savings for certain refunding bonds anticipated to be issued on or about February 1, 2019. If the Corporation chooses to enter into one or more 3-month LIBOR-indexed interest rate swaps effective February 1, 2019 for a weighted average life of approximately 16 years and a 12-year cancellation option, the swap rate is anticipated to be set at an approximate rate of 3.52%. If the Corporation chooses to enter into a 3-month LIBOR-indexed interest rate cap for a notional amount of \$50,000,000 with a weighted average life of approximately 16 years and a strike rate of 3.57%, the cost is anticipated to be approximately \$3,600,000. These rates or costs are based on the current market rates as of May 23, 2018 and are subject to change.

Structure of the Bonds and the Funding Loan Obligations

The Bonds are expected to be issued in the modes described below, however, the Authorizing Resolution relating to the Bonds will provide that a senior officer of the Corporation may determine to combine supplemental resolutions or issue the Bonds in multiple issuances pursuant to the same resolution as long as the total amount of Bonds issued does not exceed \$838,345,000. The Funding Loan Obligations are expected to be issued in an amount not to exceed \$78,980,000, as described below, however, in the event the Corporation determines it is no longer prudent or feasible to finance the project with this structure, the Corporation is asking the Members for the flexibility to finance this amount with Bonds. The Corporation expects to issue the 2018 Series C Bonds, the 2018 Series D Bonds and the Funding Loan Obligations this June. The 2018 Series E bonds are expected to be sold in July, 2018 and issued on or about August 3, 2018 to comply with the 90-day current refunding rules of the tax-exempt Private Activity Bonds. The Corporation expects to designate the 2018 Bonds and the 2022 Bonds, if issued, as Sustainable Neighborhood Bonds.

A. 2018 Series C-1 Bonds

It is anticipated that the 2018 Series C-1 Bonds, in an amount not expected to exceed \$492,440,000 will be issued as tax-exempt bonds in an initial Fixed Rate Term with convertible options as further described below, to finance all or a portion of certain senior and/or subordinate 2018 Series C mortgage loans.

It is anticipated that the 2018 Series C-1 Bonds will have an approximate final maturity of May 1, 2058 and may be converted to other interest rate modes such as an Index Rate, a Term Rate, or into another Fixed Rate prior to maturity, to effectuate economic savings via a remarketing.

The Members are asked to authorize a not-to-exceed true interest cost of 15% for the 2018 Series C-1 Bonds and a not-to-exceed interest rate of 15% for the maturities that may be converted to other interest rate modes; however, it is expected that the 2018 Series C-1 Bonds will have a true interest cost that does not exceed 5.0 % during the initial Fixed Rate Term.

B. 2018 Series C-2 Bonds

It is anticipated that the 2018 Series C-2 Bonds, in an amount not expected to exceed \$190,575,000, will be issued as tax-exempt bonds in an initial Fixed-Rate Term with convertible options as further described below, to finance a portion of the short-term senior 2018 Series C mortgage loans.

It is anticipated that the 2018 Series C-2 Bonds will have an approximate final maturity of May 1, 2058 and may be converted to other interest rate modes such as an Index Rate, a Term Rate, or into another Fixed Rate prior to maturity, to effectuate economic savings via a remarketing. The Members are asked to authorize a not-to-exceed interest rate of 15% for the 2018 Series C-2 Bonds; however, it is expected that the 2018 Series C-2 Bonds will have a true interest cost that does not exceed 3 % during the initial Fixed Rate Term, which is expected to be approximately four (4) years.

C. 2018 Series D Bonds

The 2018 Series D Bonds are expected to be issued on a fixed rate, taxable basis in an amount not to exceed \$100,000,000. The Members are asked to authorize a not-to-exceed true interest cost of 15% for the 2018 Series D-1 Bonds; however, it is expected that the 2018 Series D-1 Bonds will have a true interest cost that does not exceed 5.0%. The 2018 Series D-1 Bonds are expected to have an approximate final maturity of November 1, 2039.

The Members are asked to authorize a not-to-exceed true interest cost of 15% for the 2018 Series D-2 Bonds; however, it is expected that the 2018 Series D-2 Bonds will have a true interest cost that does not exceed 4.0%. The 2018 Series D-2 Bonds are expected to have an approximate final maturity of November 1, 2025.

D. 2018 Series E Bonds

It is anticipated that the 2018 Series E Bonds, in an amount not expected to exceed \$25,425,000, will be issued as tax-exempt bonds in an initial Fixed Rate Term with convertible options as further described below.

The Members are asked to authorize a not-to-exceed true interest cost of 15% for the 2018 Series E Bonds and a not-to-exceed interest rate of 15% for the maturities that may be converted to other interest rate modes; however, it is expected that the 2018 Series E Bonds will have a true interest cost that does not exceed 5.0% during the initial Fixed Rate Term.

It is anticipated that the 2018 Series E Bonds will have an approximate final maturity of November 1, 2038. It is anticipated that the 2018 Series E Bonds may be converted to other interest rate modes such as an Index Rate, a Term Rate, or into another Fixed Rate prior to maturity, to effectuate economic savings via a remarketing.

E. Funding Loan Obligations and 2022 Bonds

The Funding Loan Obligations will be issued as stand-alone obligations of the Corporation during the construction period of the development.

It is anticipated that the Funding Loan Obligations for the Far Rockaway Village development, in an amount not expected to exceed \$78,980,000 will be issued as one or multiple fixed rate tax-exempt obligations. The Members are asked to authorize a not-to-exceed true interest cost of 10% for fixed rate obligations; however, it is expected that the Funding Loan Obligations will have a true interest cost that does not exceed 5%. The Funding Loan Obligations will have an approximate final maturity of November 1, 2057, but are expected to be refunded with the 2022 Bonds in 2022.

It is anticipated that the 2022 Bonds, in an amount not expected to exceed \$29,905,000, will be issued as tax-exempt bonds in 2022, at fixed rates or in an initial Fixed Rate mode with convertible options as further described below, after conversion of the project. The Members are asked to authorize a not-to-exceed true interest cost of 15% for the fixed rate 2022 Bonds and a not-to-exceed interest rate of 15% for the maturities that may be converted to other interest rate modes; however, it is expected that the 2022 Bonds will have a true interest cost that does not exceed 5% during the initial Fixed Rate period and an approximate final maturity of November 1, 2057. It is also anticipated that the 2022 Bonds may be converted to other interest rate modes such as an Index Rate, a Term Rate, or into another Fixed Rate prior to maturity, to effectuate economic savings via a remarketing. The Corporation expects to enter into a forward bond purchase agreement with Citibank this June pursuant to which Citibank will agree to purchase the 2022 Bonds.

Security for Bonds

The Bonds will be issued on a parity basis with all outstanding previous series of bonds issued under the Open Resolution from July 1993 to date. As a result, the Bonds will be secured on a parity basis with all the collateral currently held under the Open Resolution. As of January 31, 2018, that collateral consisted of the following:

| TYPE OF COLLATERAL | # OF LOANS | AMOUNT | % OF TOTAL |
|---|------------|---------------|------------|
| FHA Insured Mortgage Loans | 18 | \$93,913,314 | 1.24% |
| Fannie Mae/Freddie Mac Insured Mortgage Loans | 36 | 688,880,504 | 9.11% |
| GNMA Insured Mortgages | 2 | 19,053,774 | 0.25% |
| SONYMA Insured Mortgages | 52 | 550,976,093 | 7.29% |
| REMIC Partially Insured Mortgages | 188 | 1,093,141,584 | 14.46% |
| LOC Insured Mortgages | 11 | 55,984,966 | 0.74% |
| Uninsured Permanent Mortgages | 312 | 1,474,178,903 | 19.50% |
| Uninsured 2014 Series B Mortgages | 151 | 129,052,976 | 1.71% |
| Partially Funded Construction Loans Secured by LOC | 85 | 1,268,413,047 | 16.78% |
| Partially Funded Construction Loans Not Secured by LOC | 65 | 532,945,052 | 7.05% |
| Sub-Total | 920 | 5,906,540,214 | 78.12% |
| Undisbursed Funds in Bond Proceeds Account ^[1] | | 1,531,265,568 | 20.25% |
| Debt Service Reserve Account ^[2] | | 123,330,727 | 1.63% |
| Total* | 920 | 7,561,136,510 | 100.00% |

* May not add due to rounding

Risks and Risk Mitigation

Taxable Construction Loans

The primary risk to the Corporation related to the 1618 Fulton and The Robeson senior mortgage loans after completion of the construction phase and upon the Corporation's purchase of each bank's interest in the respective senior mortgage loans is the repayment risk from the borrowers. The risk of default is partially mitigated by the Corporation's use of mortgage insurance policies provided by the New York City Residential Mortgage Insurance Corporation ("REMIC").

The primary risk to the Corporation related to the 1618 Fulton and The Robeson subordinate mortgage loans is repayment risk from the borrowers. This risk is mitigated through conservative underwriting incorporating low loan-to-value and substantial debt service coverage and income to expense ratios.

^[1] Undisbursed Funds in Bond Proceeds Accounts are monies held by the Trustee for construction financing of projects under the Open Resolution.

^[2] Includes a payment obligation of \$4,845,000 of the Corporation which constitutes a general obligation.

Preservation Mortgage Loans

The primary risk to the Corporation related to the Masaryk Towers rehabilitation loans during the construction period is the borrower's potential inability to complete the rehabilitation. The Corporation's staff believes this risk is mitigated through a comprehensive structure dictating the types of projects to be financed without a letter of credit, strict underwriting and the ongoing monitoring of the development during the rehabilitation period. The development includes occupied buildings with limited scopes of work. The related project budget includes complete capitalized interest reserves and construction retainage. The Corporation's staff will review scopes of work and bids and the general contractor is required to have a letter of credit or a payment and performance bond. The Corporation's Asset Management staff will assume construction monitoring and servicing responsibilities.

The primary risk associated with the loans for Masaryk Towers and Comunilife Portfolio during the permanent financing period is repayment risk from the borrowers. The risk of default on the preservation loans is partially mitigated by the Corporation's use of mortgage insurance policies provided by REMIC or the State of New York Mortgage Agency ("SONYMA"). Risk is also mitigated through conservative underwriting incorporating low loan-to-value and substantial debt service coverage and income to expense ratios.

2018 Series C Bonds

The primary risk to the Corporation related to the 2018 Series C Bond proceeds financing senior mortgage loans during the period the development is under construction is the potential failure of the commercial bank to honor its obligation to pay the Corporation under the construction letter of credit (an "LOC") in the event of a default by a borrower. The ratings of banks are monitored by the Corporation's Credit Risk department and the Corporation's documents require replacement of an LOC or a confirmatory letter of credit if the bank's ratings fall below a long-term rating of A from Standard & Poor's Ratings Services ("S&P") and a long-term and short-term rating of A2/P-1 from Moody's Investors Service ("Moody's").

All senior mortgage loans to be financed with the 2018 Series C Bond proceeds during the permanent financing period will be secured by a mortgage insurance policy provided by REMIC, SONYMA or through the FHA Risk-Sharing Program ("FHA Risk-Share").

The primary risk to the Corporation related to the 2018 Series C Bonds financing subordinate mortgage loans is repayment risk from the borrowers. This risk is mitigated through conservative underwriting incorporating low loan-to-value and substantial debt service coverage and income to expense ratios.

2018 Series D Bonds

The primary risk to the Corporation related to the 2018 Series D Bonds is repayment risk from the borrowers. This risk is mitigated through conservative underwriting incorporating low loan-to-value and substantial debt service coverage and income to expense ratios. These assets are seasoned mortgage loans originally originated pursuant to HDC's conservative underwriting and

have a consistent payment history.

2018 Series E Bonds

The primary risk to the Corporation related to the 2018 Series E Bonds is repayment risk from the borrowers. This risk is mitigated through conservative underwriting incorporating low loan-to-value and substantial debt service coverage and income to expense ratios. These assets are very seasoned mortgage loans and have a consistent payment history. In addition, all of these loans are insured by REMIC or SONYMA.

The Funding Loan Obligations and the 2022 Bonds

The primary risk to the Corporation related to the Funding Loan Obligations during the construction phase of the Far Rockaway Village development is the potential failure of Citibank to honor its obligation to purchase the mortgage loan from the Corporation pursuant to the Funding Loan Agreement in the event of a default by the borrower. However, Corporation staff believes that this risk is mitigated by the terms of the Funding Loan Agreement, which provides for an automatic assignment of the applicable notes and mortgages to Citibank and the cancellation of the Funding Loan Agreement and the Funding Loan Obligations if Citibank fails to honor its obligation. Citibank is currently rated A/A-1 by Standard & Poor's and A1/P-1 by Moody's Investors Service.

The Far Rockaway Village senior mortgage loan will be insured by REMIC during the permanent phase. The primary risk to the Corporation relating to the Funding Loan Obligations during the period after the Far Rockaway Village development has converted to permanent and before the 2022 Bonds are issued is that upon a failure to pay by the borrower, HDC will be obligated to make payments to Citibank under the Funding Loan Obligations or file a mortgage insurance claim. However, the Corporation staff believes that this risk is mitigated because the loan will have stabilized and converted to permanent financing and the interim period during which this limited risk exists will be no longer than four (4) months.

Deposits and Fees

With respect to the Preservation Loans, it is expected that the Corporation will charge the borrower for the Comunilife development a commitment fee of .75% and a cost of issuance of 1.5%. With respect to the Mitchell-Lama development for Masaryk Towers, which will be financed with the available funds of the Open Resolution, the Corporation is expected to waive its up-front commitment fee and subsidize a portion of costs of issuance, including the fees of the underwriter, bond counsel, rating agencies and the trustee plus any additional funds that are required to compensate the Corporation for its management of the Bonds or to reimburse the Corporation for certain costs incurred during the rehabilitation of the project.

With respect to the developments financed with taxable construction loans, it is expected that the Corporation will charge the borrowers for both developments an upfront commitment fee equal to 1.00% of the mortgage loan amount, which includes the fee for the Corporation's commitment to purchase the respective bank's interest in each senior construction loan. In addition, the borrowers

will pay a pro-rata share of costs of issuance, including the fees of the underwriter, bond counsel, rating agencies and the trustee plus any additional funds that are required to compensate the Corporation for its management of the Bonds upon the permanent financing.

With respect to developments financed with the 2018 Series C Bonds, it is expected that the Corporation will charge the borrowers for all developments an up-front commitment fee equal to 0.75% of the mortgage loan amount (except for the PRC Tiffany, Archer Green, Moshulu Grand and Linden Terrace Building 1 developments). It is expected that the Corporation will charge the borrowers for the PRC Tiffany, Archer Green, Moshulu Grand and Linden Terrace Building 1 developments an up-front commitment fee equal to 1.00% of the mortgage loan amount. In addition, the borrowers will pay an amount equal to their pro-rata share of costs of issuance, including the fees of the underwriter, bond counsel, rating agencies and the trustee plus any additional funds that are required to compensate the Corporation for its management of the Bonds or to reimburse the Corporation for certain costs incurred during the construction of the project.

With respect to developments financed with Funding Loan Obligations, the Corporation will charge the borrower an up-front commitment fee equal to 1.00% of the mortgage loan amount. In addition, the Corporation will receive an annual administrative and servicing fee that is expected to equal approximately 1.70% of the Funding Loan Obligations during the construction period. The administrative and servicing fee for the development includes spread differential that would otherwise have been earned by the Corporation had the development been financed with Open Resolution bonds during construction. In addition, the borrower will pay costs of issuance, including the fees of the underwriter, bond counsel, rating agencies and the trustee plus any additional funds that are required to compensate HDC for its management of the 2022 Bonds or to reimburse the Corporation for certain costs incurred during the construction of the project.

As with other Open Resolution transactions completed by the Corporation, the Corporation will also charge each borrower an annual servicing fee of at least 0.20% on the outstanding principal balance of each first permanent mortgage loan or other applicable fees.

Ratings

The Bonds are expected to be rated AA+ by S&P and Aa2 by Moody's.

The Funding Loan Obligations are expected to be unrated.

Underwriters

It is anticipated that the Bonds will be underwritten or directly placed by one or more of the following:

J. P. Morgan Securities LLC (*Expected Bookrunning Senior Manager for 2018 Series C*)
Bank of America Merrill Lynch (*Expected Bookrunning Senior Manager for 2018 Series D*)
RBC Capital Markets, LLC (*Expected Bookrunning Senior Manager for 2018 Series E*)
Morgan Stanley & Co. LLC (*Expected Co-Senior Manager for 2018 Series C*)
Samuel A. Ramirez & Co., Inc. (*Expected Co-Senior Manager for 2018 Series C*)

Academy Securities Inc. *(Expected Co-Senior Manager for 2018 Series D)*
Jefferies LLC *(Expected Co-Senior Manager for 2018 Series D)*
George K. Baum & Company *(Expected Co-Senior Manager for 2017 Series E)*

Barclays Capital Inc.
Citigroup Global Markets Inc.
Loop Capital Markets, LLC
Raymond James & Associates, Inc.
Roosevelt & Cross Incorporated
Stern Brothers & Co.
TD Securities
UBS Securities
Wells Fargo Securities

| *Selling Group for 2018 Series C and 2018 Series D Bonds*

Rice Financial Products Company
Rockfleet Financial Services, Inc.
Robert W. Baird & Co. Incorporated
Stifel, Nicolas & Company, Incorporated

2022 Bonds Underwriter/Direct Purchaser

Citigroup Global Markets Inc.

Underwriters' Counsel

Orrick, Herrington & Sutcliffe LLP

Bond Trustee and Tender Agent

Bank of New York Mellon

Funding Loan Obligation Trustee

TBD

Pricing Advisor for Funding Loan Obligation

Caine Mitter & Associates Inc.

Bond Counsel

Hawkins Delafield & Wood LLP

Action by the Members

The Members are requested to approve an authorizing resolution that provides for (a) the adoption of Supplemental Resolutions to the Open Resolution providing for the issuance of the Bonds, (b) the distribution of preliminary and final Official Statement(s) for the Bonds, (c) the execution of bond purchase agreement(s) with the Underwriter(s) of the Bonds or a direct purchaser of any or all of the Bonds, including a forward bond purchase agreement with respect to the 2022 Bonds, (d) the use of the Corporation's unrestricted reserves to fund costs of issuance for the Bonds and to fund all or a portion of the debt service reserve account requirement in connection with any or all of the series of Bonds, as may be required, and (e) the execution by the President or any authorized officer of the Corporation of any and all documents necessary to issue the Bonds and to make the mortgage loans relating to the Bonds.

The Members are requested to approve an authorizing resolution which provides for (a) the execution of the Far Rockaway Village Funding Loan Agreement and (b) the execution of mortgage-related documents and any other documents necessary to accomplish the issuance of the Far Rockaway Village Funding Loan Obligations and the financing of the related loan.

The Members are requested to approve the making of subordinate loans for five (5) Mix and Match developments and nine (9) ELLA developments from proceeds of the 2018 Series C Bonds and/or the Corporation's unrestricted reserves in an amount not expected to exceed \$210,000,000, the use of such amount of the Corporation's unrestricted reserves to fund a portion of the senior loans for these fourteen developments, and the execution by an Authorized Officer of the Corporation of mortgage-related documents and any other documents necessary to accomplish the senior and subordinate financing.

The Members are requested to approve the making of certain preservation loans for two (2) developments, in an amount not to exceed \$52,665,000, from available funds of the Open Resolution or its unrestricted reserves, and the execution by an Authorized Officer of the Corporation of mortgage-related documents and any other documents necessary to accomplish the financing.

The Members are requested to approve the origination of two (2) taxable construction loans in a combined amount not to exceed \$40,365,000, the subsequent purchase by the Corporation of Merchants Bank of Indiana's 100% participation interest in such loan for the 1618 Fulton development and of TD Bank's 100% participation interest in such loan for The Robeson development from its unrestricted reserves or the available funds of the Open Resolution, and the execution by an authorized Officer of the Corporation of mortgage related documents and any other documents necessary to accomplish such financings. The Members are also requested to approve the making of subordinate loans in a combined amount not to exceed \$19,025,000 for these two (2) developments from its unrestricted reserves or the available funds of the Open Resolution.

The Members are being requested to approve the origination of a loan in an amount not to exceed \$26,400,000 to finance a portion of the Coney Island – Phase 1 development, and a participation agreement with the financing bank which will acquire a 100% participation interest in the loan. The Members are being requested to approve the origination of one loan in an amount not to

exceed \$12,000,000 to finance a portion of the commercial space for the Archer Green development and either a participation agreement with the financing bank which will acquire a 100% participation interest in the loan or the Corporation's funding of such loan for a term of five years.

The Members are requested to approve the execution of two or more interest rate hedging instruments in a combined notional amount not expected to exceed \$250,000,000 and/or use its unrestricted reserve for an amount not expected to exceed \$5,000,000, and the execution by the President or any Authorized Officer of the Corporation of any and all documents necessary to enter into said hedging instruments.

Attachment "1"

**Masaryk Towers
New York, New York**

Project Location: 61 Columbia Street
New York, New York 10002

HDC Program: Mitchell-Lama Reinvestment Program

Project Description: The project is a 1,109 unit (inclusive of two superintendent units) Mitchell-Lama Cooperative in Manhattan. All of the units are governed by Mitchell-Lama income restrictions for Co-ops; incoming residents must have household incomes at or below 125% AMI.

Total Cooperative Units: 1,107 (plus 2 superintendent units)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------------|---------------------|
| Studio | 43 |
| 1 bedroom | 200 |
| 2 bedroom | 499 |
| 2 bedroom with terrace | 158 |
| <u>3 bedroom</u> | <u>209</u> |
| Total Units* | 1,109 |

* Total Units are inclusive of two superintendent units

Expected HDC Construction Financing Amount: \$40,070,000

Expected HDC Permanent Financing Amount: \$40,070,000

Expected HDC Second Mortgage: \$560,000

Expected Total Development Cost: \$108,055,361

Owner: Masaryk Towers Corporation

Developer: Masaryk Towers Board: Bernice McCallum (President), Laura Pagan (Vice President), Raquel Keating (Treasurer), Ted Reich (Secretary), William Ramirez, Christian Ablang, Rosie De Los Santos, Carolyn English, Michelle Zheng, Carlos Afante, Margarita Perez, Christine Walford, Celina Martinez, Yvonne Talton, Arelis Harper

Investor Limited Partner: N/A

Credit Enhancer: SONYMA (expected at Permanent)

Attachment "2"

**Comunilife Portfolio
Bronx, New York**

Project Location: 2130 Crotona Avenue
950 Jennings Street
2111 Hughes Avenue

HDC Program: Preservation

Project Description: The project consists of the preservation of three elevator buildings containing 242 residential units, laundry rooms and administrative offices. 100% of the units will be affordable to households earning no more than 60% AMI.

Total Rental Units: 242 (including 3 superintendent's units)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|--------------------|---------------------|
| Studios | 121 |
| <u>Two bedroom</u> | <u>121</u> |
| Total Units* | 242 |

* Total Units are inclusive of three superintendent units.

Expected HDC Permanent Financing Amount: \$7,240,000

Total Development Cost: \$7,240,000

Owner: Crotona Avenue Associates, LP, Hughes Avenue Associates, LP and Jennings Street Associates, LP which are 100% controlled by Comunilife Inc.
Principals: Rosa M. Gil, DSW Founder, President and CEO

Developer: Comunilife Inc
Principals: Rosa M. Gil, DSW Founder, President and CEO

Investor Limited Partner: N/A

Credit Enhancer: REMIC 20% (Permanent)

Attachment "3"

**1618 Fulton
Brooklyn, New York**

Project Location: 1618 Fulton Street

HDC Program: Mixed-Middle Income (M2)

Project Description: The project will consist of the new construction of one 11-story building containing 103 residential rental units in the Bedford Stuyvesant section of Brooklyn. At least 20% of the units will be affordable to households earning at or below 50% AMI, a minimum of 30% of the units are affordable to households earning between 80% AMI and 100% AMI, and a maximum of 50% of the units are affordable to households earning between 100% AMI and 165% AMI.

Total Rental Units: 102 (plus 1 superintendent unit)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 26 |
| 1 bedroom | 46 |
| <u>2 bedroom</u> | <u>31</u> |
| Total Units* | 103 |

*Total Units are inclusive of one superintendent unit

Expected HDC Permanent Financing Amount: \$18,920,000

Expected HDC Second Mortgage: \$9,705,000

Expected Total Development Cost: \$46,864,929

Owner: 16 Fulton Partners LLC (beneficial owner), whose managing members are a joint venture between BFC Fulton Street LLC, whose principals are Donald Cappocia, Brandon Baron, Joseph Ferrara, and Winthrop Wharton; and SMJ Development LLC Corporation whose principal is Juan Barahona; and FAC Fulton Street Housing Development Fund Corporation (fee owner), whose officer is Michelle de la Uz.

Developer: Joint Venture between BFC Partners and SMJ Partners whose principal is Juan Barahona (see above for ownership structure).

Investor Limited Partner: N/A

Credit Enhancer: Construction Loan from Merchant's Bank of Indiana (Richmac)
REMIC (Permanent)

Attachment "4"

**The Robeson
Manhattan, New York**

Project Location: 407 Lenox Avenue

HDC Program: Mixed- Middle Income (M2)

Project Description: The project will consist of the new construction of one 10-story building containing 79 residential rental units in Central Harlem in Manhattan. At least 20% of the units will be affordable to households earning at or below 50% AMI, a minimum of 30% of the units are affordable to households earning at or below 80% AMI, and a maximum of 50% of the units are affordable to households earning at or below 130% AMI.

Total Rental Units: 78 (plus 1 superintendent unit)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 16 |
| 1 bedroom | 25 |
| 2 bedroom | 32 |
| <u>3 bedroom</u> | <u>6</u> |
| Total Units* | 79 |

*Total Units are inclusive of one superintendent unit

Expected HDC Permanent Financing Amount: \$18,395,000

Expected HDC Subordinate Mortgage: \$7,505,000

Expected Total Development Cost: \$45,374,300

Owner: 407 Lenox Avenue LLC (beneficial owner), whose principals are Harrison Rayford and Kenneth Morrison and 407 Lenox Housing Development Fund Corporation IV (fee owner), whose board members are Harrison Rayford, Kenneth Morrison and Pamela Morrison.

Developer: Lemor Development Group LLC, whose principals are Kenneth Morrison and Harrison Rayford.

Investor Limited Partner: N/A

Credit Enhancer: Construction Loan provided by TD Bank, N.A. (Construction)
REMIC (Permanent)

Attachment "5"

**112 East Clarke
Bronx, New York**

Project Location: 112 East Clarke Place

HDC Program: ELLA/ Section 8

Project Description: The project will consist of the new construction of one 14-story building containing 122 residential rental units in the Concourse Village section of the Bronx. At least 70% of the units will be affordable to households earning at or below 60% AMI and will include additional tiers of deeper affordability.

Total Rental Units: 121 (plus 1 superintendent unit)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 98 |
| 1 bedroom | 23 |
| <u>2 bedroom</u> | <u>1</u> |
| Total Units* | 122 |

*Total Units are inclusive of one superintendent unit

Expected HDC Construction Financing Amount: \$37,150,000

Expected HDC Permanent Financing Amount: \$16,880,000

Expected HDC Subordinate Mortgage: \$6,710,000

Expected Total Development Cost: \$58,822,284

Owner: Clarke Place Corporation (beneficial owner), whose officers are Tere Pettitt, Paul H Torres, and Julia Oliver and the 112 East Clarke Place Housing Development Fund Company (fee owner), whose sole member is Volunteers of America – Greater New York, whose officers are the same as for Clarke Place Corporation.

Developer: Volunteers of America – Greater New York (see above for ownership structure) and Robert Sanborn Development LLC, whose sole member is Robert Sanborn.

Syndicator and/or Investor: Hudson Housing Capital, LLC (Syndicator), HSBC (Investor)

Credit Enhancer: Standby letter of credit provided by JP Morgan Chase, N.A. (Construction)
FHA Risk Share (Permanent)

Attachment "6"

**Northeastern Towers Annex
Queens, New York**

Project Location: 131-10 Guy R. Brewer Boulevard

HDC Program: ELLA/ Section 8

Project Description: The project will consist of the new construction of one 10-story building containing 159 residential rental units in the Jamaica section of Queens. In addition, there will be approximately 4,000 square feet of community facility space. At least 70% of the units will be affordable to households earning at or below 60% AMI and will include additional tiers of deeper affordability.

Total Rental Units: 158 (plus 1 superintendent units)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 58 |
| 1 bedroom | 100 |
| <u>2 bedroom</u> | <u>1</u> |
| Total Units* | 159 |

*Total Units are inclusive of one superintendent unit

Expected HDC Construction Financing Amount: \$50,450,000

Expected HDC Permanent Financing Amount: \$22,650,000

Expected HDC Second Mortgage: \$8,745,000

Expected Total Development Cost: \$90,342,360

Owner: Northeastern Towers Annex L.P. (beneficial owner) whose General Partner is Northeastern Towers Annex GP LLC; Northeastern Towers Annex GP LLC owners are MGBB13110 LLC and Northeastern Towers Annex Manager LLC. The sole member of MGBB13110 LLC is Mega Development, whose principals are Hercules Argyriou, Hercules Hanjis, and George Poulon; the members of Northeastern Towers Annex Manager LLC are FAC Northeastern Towers Member LLC, whose sole member is Fifth Avenue Committee, Inc. whose officers are Michelle de la Uz and Roy Nielsen; and NEC Northeastern Towers Member LLC, whose sole member is Northeastern Conference House Annex Housing Development Fund Corporation (also the fee owner) whose principals are Edson Bovell, Oswald Euell, and Daniel Honore.

Developer: Fifth Avenue Committee, Inc., Mega Development, and Northeastern Conference Corporation of Seventh Day Adventists (see above for ownership structure).

Investor Limited Partner: Wells Fargo Bank, N.A. (Investor)

Credit Enhancer: Standby letter of credit provided by Wells Fargo Bank, N.A. (Construction)
FHA Risk Share (Permanent)

Attachment "7"

**PRC Tiffany
Bronx, New York**

Project Location: 960 Tiffany Street

HDC Program: Mix and Match

Project Description: The project will consist of the new construction of one 8-story building containing 161 residential rental units in the Longwood section of the Bronx. Approximately 50% of the units will be affordable to households earning at or below 50% AMI and approximately 50% of the units will be affordable to households earning at or below 100% AMI.

Total Rental Units: 160 (plus 1 superintendent unit)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 11 |
| 1 bedroom | 83 |
| 2 bedroom | 42 |
| <u>3 bedroom</u> | <u>25</u> |
| Total Units* | 161 |

*Total Units are inclusive of one superintendent unit

Expected HDC Construction Financing Amount: \$18,120,000

Expected HDC Permanent Financing Amount: \$8,190,000

Expected HDC Second Mortgage: \$12,075,000

Expected Total Development Cost: \$58,822,284

Owner: PRC Tiffany Street Managing Member LLC (beneficial owner), whose members are Property Resources Corporation, whose principals are Frank Linde, John Chatzky, and David Gartenlaub; F&J Development Associates, whose principals are Frank Linde and John Chatzky; and CPG Tiffany LLC, whose principals are Rick Gropper, Andrew Moelis, and Ron Moelis; and Tiffany Housing Development Fund Company, Inc. (fee owner), whose sole member is Settlement Housing Fund whose officers are Alexa Sewell, Lee Warshavsky and Garraud Etienne.

Developer: Property Resources Corporation and Camber Property Group LLC (see above for ownership structure).

Investor Limited Partner: Regions Affordable Housing (Syndicator), JP Morgan Chase, N.A. (Investor)

Credit Enhancer: Standby letter of credit provided by JP Morgan Chase, N.A. (Construction)
REMIC (Permanent)

Attachment "8"

**Ebenezer Plaza 1A
Brooklyn, New York**

Project Location: 96 New Lots Avenue

HDC Program: ELLA

Project Description: The project will consist of the new construction of one 11-story building containing 197 residential rental units and approximately 34,254 square feet community facility space in the Brownsville section of Brooklyn. All of the units will be affordable to households earning at or below 60% AMI and will include additional tiers of deeper affordability.

Total Rental Units: 196 (plus 1 superintendent unit)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 19 |
| 1 bedroom | 122 |
| 2 bedroom | 36 |
| <u>3 bedroom</u> | <u>20</u> |
| Total Units* | 197 |

*Total Units are inclusive of one superintendent unit

Expected HDC Construction Financing Amount: \$46,900,000

Expected HDC Permanent Financing Amount: \$8,150,000

Expected HDC Second Mortgage: \$12,805,000

Expected Total Development Cost: \$104,567,656

Owner: Ebenezer Plaza Owner LLC (beneficial owner) whose managing member is PKA Ebenezer LLC whose principals are Mario Procida, Perri Procida, Summer Alhamash and Ericka Keller-Wala; and HP Ebenezer Housing Development Fund Company, Inc. (fee owner) whose sole member is the NYC Partnership Housing Development Fund Company, whose officers are Daniel Martin, Shelia Martin, Daniel Cohen, Marie Iammatteo, and Abigail Patterson

Developer: The Procida Development Group, LLC whose principals are Mario Procida and Perri Procida.

Investor Limited Partner: Bank of America, N.A. (Investor)

Credit Enhancer: Standby letter of credit provided by Bank of America, N.A. (Construction)
REMIC (Permanent)

Attachment "9"

**West 127th Street Residence
Manhattan, New York**

Project Location: 302-314 West 127th Street

HDC Program: ELLA

Project Description: The project will consist of the new construction of one 12-story building containing 117 residential rental units in the Central Harlem section of Manhattan. All units will be affordable to households earning at or below 60% AMI.

Total Rental Units: 116

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 57 |
| 1 bedroom | 24 |
| 2 bedroom | 31 |
| <u>3 bedroom</u> | <u>5</u> |
| Total Units* | 117 |

*Total Units are inclusive of one superintendent unit

Expected HDC Construction Financing Amount: \$37,800,000

Expected HDC Permanent Financing Amount: \$10,910,000

Expected HDC Second Mortgage: \$6,895,000

Expected Total Development Cost: \$77,842,052

Owner: West 127th Street L.L.C. (beneficial owner), whose managing member is CUCS West 127th Street MM Inc. whose officers are Anthony Hannigan, Julie Sandorf, and Douglas James and CUCS Housing Development Fund Corporation IV (fee owner), whose officers are also Anthony Hannigan, Julie Sandorf, and Douglas James.

Developer: The Center for Urban Community Services, Inc., whose officers are Anthony Hannigan, Joe DeGenova, Julie Lorenzo, Douglas James, and Jeff Halfpenny.

Investor Limited Partner: Raymond James Tax Credit Funds, Inc. (Syndicator), Multi-Investor Fund (Investor)

Credit Enhancer: Standby letter of credit provided by JP Morgan Chase, N.A. (Construction)
FHA Risk Share (Permanent)

Attachment "10"

**WSFSSH at 108th Street
Manhattan, New York**

Project Location: 141-159 West 108th Street

HDC Program: ELLA

Project Description: The project will consist of the new construction of one 11-story building containing 200 residential rental units in the Manhattan Valley section of Manhattan. All of the units will be affordable to households earning at or below 60% AMI.

Total Rental Units: 199 (plus 1 superintendent unit)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 119 |
| 1 bedroom | 53 |
| 2 bedroom | 20 |
| 3 bedroom | 8 |
| Total Units* | 200 |

*Total Units are inclusive of one superintendent unit

Expected HDC Construction Financing Amount: \$43,845,000

Expected HDC Permanent Financing Amount: \$15,560,000

Expected HDC Second Mortgage: \$11,935,000

Expected Total Development Cost: \$96,020,728

Owner: West 108th Street L.P. (beneficial owner), whose members are West 108th Street Housing Company, Inc. whose principals are Paul Freitag, Laura Tavormina Nanda Win, and Stephanie Green; and West 108th Street Housing Development Fund Company, Inc. (fee owner), whose principals are Sheldon Fine, Paul Freitag, Laura Tavormina.

Developer: West Side Federation for Senior and Supportive Housing, Inc. (WSFSSH) whose officers are Paul Freitag, Laura Tavormina Nanda Win, and Stephanie Green.

Investor Limited Partner: National Equity Fund, Inc. (Syndicator), Multi-Investor Fund (Investor)

Credit Enhancer: Standby letter of credit provided by JP Morgan Chase, N.A. (Construction)
SONYMA (Permanent)

Attachment "11"

**14-14 Central Avenue
Queens, New York**

Project Location: 14-14 Central Avenue

HDC Program: ELLA

Project Description: The project will consist of the new construction of one 8-story building containing 142 residential rental units in the Far Rockaway section of the Queens. 100% of the units will be affordable to households earning at or below 60% AMI and will include additional tiers of deeper affordability.

Total Rental Units: 141 (plus 1 superintendent unit)

| <u>Apartment Distribution:</u> | <u>Unit Size</u> | <u>No. of Units</u> |
|--------------------------------|------------------|---------------------|
| | Studio | 27 |
| | 1 bedroom | 61 |
| | 2 bedroom | 39 |
| | <u>3 bedroom</u> | <u>15</u> |
| | Total Units* | 142 |

*Total Units are inclusive of one superintendent unit

Expected HDC Construction Financing Amount: \$30,550,000

Expected HDC Permanent Financing Amount: \$10,140,000

Expected HDC Second Mortgage: \$9,230,000

Expected Total Development Cost: \$70,834,803

Owner: 1414 Central Avenue Owner Realty LLC (beneficial owner) whose principal is Kiumarz Geula and 1414 Central Avenue Housing Development Fund Corporation (fee owner) whose members are Marjan Rokhsar, David Shani, and Marleen Beeston.

Developer: Kiumarz Geula

Investor Limited Partner: Raymond James Tax Credit Funds, Inc. (Syndicator), Multi-Investor Fund (Investor)

Credit Enhancer: Standby letter of credit provided by Citibank (Construction)
REMIC (Permanent)

Attachment "12"

**Coney Island – Phase I
Brooklyn, New York**

Project Location: 2926 West 19th Street

HDC Program: ELLA

Project Description: The project will consist of the new construction of two 16-story buildings containing 446 residential rental units, approximately 65,744 square feet of office space, 17,902 square feet of commercial space and 33,512 square feet of parking in Coney Island in Brooklyn. At least 80% of the units will be affordable to households earning at or below 60% AMI and will include additional tiers of deeper affordability.

Total Rental Units: 445 (plus 1 superintendent unit)

| <u>Apartment Distribution:</u> | <u>Unit Size</u> | <u>No. of Units</u> |
|--------------------------------|------------------|---------------------|
| | Studio | 110 |
| | 1 bedroom | 178 |
| | 2 bedroom | 122 |
| | 3 bedroom | 36 |
| | Total Units* | 446 |

*Total Units are inclusive of one superintendent unit

Expected HDC Construction Financing Amount: \$83,150,000

Expected HDC Permanent Financing Amount: \$31,740,000

Expected HDC Second Mortgage: \$15,000,000

Expected Total Development Cost: \$251,460,263

Owner: Coney Island Associates Phase 1 LLC (beneficial owner), whose members are L+M Development Partners, whose principals are Ron Moelis and Sandy Lowentheil, BFC Partners LLC, whose principals are Donald Cappocia, Brandon Baron, Joseph Ferrara, and Winthrop Wharton and Taconic Investment Partners, whose principals are Charles Bendit, Paul Pariser and Martin Rabinowitz; and Coney Island Associates Phase 1 HDFC (fee owner), whose sole member is the Settlement Housing Fund whose officers are Alexa Sewell, Lee Warshavsky and Garraud Etienne.

Developer: L+M Development Partners, BFC Partners LLC and Taconic Investment Partners (see above for ownership structure)

Investor Limited Partner: Wells Fargo Bank, N.A. (Investor)

Credit Enhancer: Standby letter of credit provided by Wells Fargo Bank, N.A. (Construction)
REMIC (Permanent)

Attachment "13"

**Archer Green Apartments
Queens, New York**

Project Location: 92-23 168th Street

HDC Program: Mix and Match

Project Description: The project will consist of the new construction of 387 residential rental units within two towers joined by a non-residential base, located in the Jamaica neighborhood of Queens. At least 55% of the units will be affordable to low income households earning at or below 60% AMI and will include additional tiers of deeper affordability. The remaining units will be affordable to moderate income households at various tiers earning at or below 130% of AMI.

Total Rental Units: 386 (plus 1 superintendent unit)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 38 |
| 1 bedroom | 160 |
| 2 bedroom | 165 |
| <u>3 bedroom</u> | <u>24</u> |
| Total Units* | 387 |

*Total Units are inclusive of one superintendent unit

Expected HDC Construction Financing Amount: \$81,650,000

Expected HDC Permanent Financing Amount: \$46,840,000

Expected HDC Second Mortgage: \$36,000,000

Expected Total Development Cost: \$207,000,000

Owner: Archer Green MI Associates, LLC (beneficial owner), whose members are Omni New York LLC and Mill Plain Properties LLC, both of whose sole member is Omni Holding Company LLC, whose principals/members are Maurice Vaughn, Eugene Schneur, Robert Bennett, and Trident Omni Holdings LLC; and Archer Green Apartments Housing Development Fund Company, Inc. (fee owner), whose directors are Maurice Vaughn, Eugene Schneur, and Robert Bennett.

Developer: Omni New York, LLC and Mill Plain Properties, LLC, both of whose sole member is Omni Holding Company LLC, whose principals/members are Maurice Vaughn, Eugene Schneur, Robert Bennett, and Trident Omni Holdings LLC.

Investor Limited Partner: Red Stone Equity Partners (Syndicator), Bank of New York (Investor)

Credit Enhancer: Standby letter(s) of credit provided by Bank of New York (Construction)
FHA Risk Share (Permanent)

Attachment "14"

**Mosholu Grand
Bronx, New York**

Project Location: 150 Van Cortlandt Avenue East

HDC Program: Mix and Match

Project Description: The project will consist of the new construction of 152 residential rental units located in the Bedford Park neighborhood of the Bronx. At least 50% of the units will be affordable to low income households earning at or below 60% AMI and will include additional tiers of deeper affordability. The remaining units will be affordable to moderate income households at various tiers earning at or below 110% of AMI. The project will include a ground floor community facility and parking.

Total Rental Units: 151 (plus 1 superintendent unit)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 12 |
| 1 bedroom | 70 |
| 2 bedroom | 44 |
| <u>3 bedroom</u> | <u>26</u> |
| Total Units* | 152 |

*Total Units are inclusive of one superintendent unit

Expected HDC Construction Financing Amount: \$21,500,000

Expected HDC Permanent Financing Amount: \$16,375,000

Expected HDC Second Mortgage: \$11,400,000

Expected Total Development Cost: \$72,000,000

Owner: Mosholu Grand LLC (co-beneficial owner) and Mosholu Grand LIHTC, LLC (co-beneficial owner), both of whose sole member is Stagg Group, LLC, whose principal is Mark Stagg; and HP Mosholu Grand Housing Development Fund Company, Inc. (fee owner), whose sole member is the NYC Partnership Housing Development Fund Company, Inc., whose directors are Daniel Martin, Shelia Martin, and Daniel Marks Cohen.

Developer: Stagg Group, LLC, whose principal is Mark Stagg.

Investor Limited Partner: Richman Housing Resources LLC (Syndicator), Signature Bank (Investor)

Credit Enhancer: Standby letter of credit provided by JP Morgan Chase, N.A. (Construction)
REMIC (Permanent)

Attachment "15"

**Linden Terrace Building 1
Brooklyn, New York**

Project Location: 2846-2868 Linden Boulevard

HDC Program: Mix and Match

Project Description: The project will consist of the new construction of one 12-story building containing 235 residential rental units in the East New York section of Brooklyn. At least 60% of the units will be affordable to households earning at or below 60% AMI and will include additional tiers of deeper affordability.

Total Rental Units: 234 (plus 1 superintendent unit)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 38 |
| 1 bedroom | 99 |
| 2 bedroom | 76 |
| 3 bedroom | 22 |
| Total Units* | 235 |

*Total Units are inclusive of one superintendent unit

Expected HDC Construction Financing Amount: \$34,205,000

Expected HDC Permanent Financing Amount: \$22,860,000

Expected HDC Second Mortgage: \$15,000,000

Expected Total Development Cost: \$105,336,376

Owner: Linden Terrace I Mid LLC and Linden Terrace I LLC (beneficial owners), whose managing member is Linden Terrace Partners LLC, whose members are a joint venture between Linden Terrace Properties I LLC (managing member, principals Jacob Rad and Daniel Rad) and CSE Levine Member LLC, whose members are Peter Levine, Jonathan Levine, David Levine, Marilyn Weintraub and the Ellen C. Herscowitz Revocable Trust; and HP Linden Boulevard HDFC (fee owner), whose sole member is the NYC Partnership Housing Development Fund Company, whose officers are Daniel Martin, Shelia Martin, Daniel Cohen, Marie Iammatteo, and Abigail Patterson

Developer: Linden Terrace I Developer LLC or an affiliate thereof, whose principals are Daniel Rad, Jacob Rad, Jonathan Levine and David Levine.

Investor Limited Partner: Bank of America (Investor)

Credit Enhancer: Standby letter of credit provided by Bank of America (Construction)
REMIC (Permanent)

Attachment "16"

**Second Farms
Bronx, New York**

Project Location: 1932 Bryant Avenue

HDC Program: ELLA

Project Description: The project will consist of the new construction of a building containing 319 residential rental units in the West Farms section of the Bronx. In addition, there will be approximately 9,000 square feet of community facility space and 12,000 square feet of commercial space. At least 70% of the units will be affordable to households earning at or below 60% AMI and will include additional tiers of deeper affordability.

Total Rental Units: 318 (plus 1 superintendent unit)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 51 |
| 1 bedroom | 128 |
| 2 bedroom | 89 |
| <u>3 bedroom</u> | <u>50</u> |
| Total Units* | 319 |

*Total Units are inclusive of one superintendent unit

Expected HDC Construction Financing Amount: \$50,450,000

Expected HDC Permanent Financing Amount: \$24,265,000

Expected HDC Second Mortgage: \$15,000,000

Expected Total Development Cost: \$156,761,696

Owner: Second Farms Apartments LLC (beneficial owner), whose managing members are ANYCH.SFARMS, whose principals are Eric Cruz and John Matcovich; and Boston Bryant Housing Development Fund Company, Inc. (fee owner), whose officers are Monsignor Kevin Sullivan, George Horton, and John Matcovich.

Developer: New York Institute of Human Development, Inc. (IHD), whose officers are Monsignor Kevin Sullivan and George Horton.

Investor Limited Partner: Richman Housing Resources LLC (Syndicator), Multi-Investor Fund (Investor)

Credit Enhancer: Standby letter of credit provided by JP Morgan Chase, N.A. (Construction)
REMIC (Permanent)

Attachment "17"

**The Watson
Bronx, New York**

Project Location: 1755 Watson Avenue

HDC Program: ELLA

Project Description: The project will consist of the new construction of three buildings containing 326 residential rental units in the Soundview section of the Bronx. At least 60% of the units will be affordable to households earning at or below 60% AMI.

Total Rental Units: 324 (plus 2 superintendent units)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 83 |
| 1 bedroom | 136 |
| 2 bedroom | 84 |
| <u>3 bedroom</u> | <u>23</u> |
| Total Units* | 326 |

*Total Units are inclusive of two superintendent units

Expected HDC Construction Financing Amount: \$42,500,000

Expected HDC Permanent Financing Amount: \$20,795,000

Expected HDC Second Mortgage: \$15,000,000

Expected Total Development Cost: \$133,137,304

Owner: 1755 Watson Avenue LLC (beneficial owner), whose principals are Guido Subotovsky, Noemi Senderowicz, Amnon Shalhov, Chava Lobel, Eli Weiss, Peter Boboris; and BPDC Housing Development Fund Corporation (fee owner), whose director is Clarence E.S. Jones.

Developer: Joint Venture between Azimuth Development Group LLC, whose principals are Guido Subotovsky and Noemi Senderowicz; Joy Construction, whose principals are Amnon Shalhov, Chava Lobel, and Eli Weiss; and the The Bronx Pentecostal Deliverance Center, Inc., whose principal is Clarence E.S. Jones.

Syndicator and/or Investor: Hudson Housing Capital, LLC (Syndicator), (Investor)

Investor Limited Partner: Citibank- Investor

Credit Enhancer: Standby letter of credit provided by Citibank (Construction)
REMIC (Permanent)

Attachment "18"

**Far Rockaway Village
Queens, New York**

Project Location: 1720 & 1725 Village Lane

HDC Program: Mix and Match

Project Description: The project will consist of the new construction of two 12-story buildings containing 457 residential rental units in Far Rockaway in Queens. At least 70% of the units will be affordable to households earning at or below 60% AMI and will include additional tiers of deeper affordability.

Total Rental Units: 455 (plus 2 superintendent units)

Apartment Distribution:

| <u>Unit Size</u> | <u>No. of Units</u> |
|------------------|---------------------|
| Studio | 47 |
| 1 bedroom | 136 |
| 2 bedroom | 208 |
| <u>3 bedroom</u> | <u>66</u> |
| Total Units* | 457 |

*Total Units are inclusive of two superintendent units

Expected HDC Construction Financing Amount: \$71,800,000

Expected HDC Permanent Financing Amount: \$27,185,000

Expected HDC Second Mortgage: \$15,000,000

Expected Total Development Cost: \$279,190,332

Owner: Rockaway Village Housing Development Fund Corporation (Fee Owner and Borrower) whose sole member is Phipps Houses whose officers are Adam Weinstein, Brian Bricker, Robert James Pigott, Jr., Matthew Kelly and Michael Wadman.

Developer: Phipps Houses (see above for ownership structure)

Investor Limited Partner: Richman Housing Resources LLC (Syndicator)

Credit Enhancer: Standby letter of credit provided by Citibank, N.A. (Construction)
REMIC (Permanent)