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

December 2, 2020

The annual meeting of the Members of the New York City Housing Development Corporation (the “Corporation” or “HDC”) was held on Wednesday, December 2, 2020 via teleconference. The meeting was called to order at 2:07 p.m. by the Chairperson, Louise Carroll, who noted the presence of a quorum. The Members present were Harry E. Gould, Jr., Jacques Jiha, Charles G. Moerdler, Denise Notice-Scott, Kyle Kimball and Michael Hyman. A list of observers is appended to these minutes.

The Chairperson stated that the next item on the agenda would be the approval of the minutes of the meeting held on October 29, 2020.

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

RESOLVED, to approve the minutes of such meeting.

The Chairperson stated that the next item of business would be the President’s Report and called upon Eric Enderlin, President of the Corporation, to make this presentation.

Mr. Enderlin thanked the Chairperson and the Members in attendance, and all who were joining the third virtual meeting of the HDC Board. He said that while little time had passed since our last convening, much in the world had changed. He said that we had the election of a new Federal Administration and some new Congressional Representatives. He said that we’ve learned positive news on the development of effective vaccines for COVID-19 that would, in the coming months, bring the pandemic under control. He said that for now, we were still living in challenging times, and there was a belief among leading public health experts that the coming weeks could be some of the most difficult we’ve seen in a while. He said that we’ve been through so much and come so far, we have to continue to stick together and take care of one another, while remaining physically apart.

Mr. Enderlin stated that at HDC, we recognize this is a unique and strange time, but the need for us to fulfill our mission has never been greater, and so we were moving full steam ahead, advancing both the Mayor’s affordable housing plan and NYCHA’s preservation plan. He said that on the asset management side, we continue to be in close contact with our partners to do everything we can to help support them through these uncertain times.

Mr. Enderlin stated that today, the Members would hear reports and be asked to approve several items related to the Open Resolution by Senior Vice President for Development, Ruth Moreira, and Senior Vice President for Debt Issuance and Finance, Ellen Duffy. He said that the Members’ approval today would allow HDC to continue to support the creation and preservation much needed affordable housing across the City.

Mr. Enderlin stated that the Members would also hear and be asked to approve HDC's operating budget for the coming year, a budget that represents both a conservative approach to spending and targeted, strategic investments to ensure we can carry out our growing mission. He said that HDC's Senior Vice President and Treasurer, Cathleen Baumann would make that report. Finally, he said, the Members would hear a property disposition report by HDC's First Executive Vice President and Chief Operating Officer, Richard Froehlich.

Mr. Enderlin stated that before he turns it over for the rest of the agenda, he'd like to acknowledge a few changes to our Board and to our executive leadership team. Mr. Enderlin stated that first, he wanted to extend his congratulations to Commissioner Jiha who earlier this month began his new role as Commissioner of the City's Office of Management and Budget. He said that Mr. Jiha has been an ex-officio Member of HDC's Board for several years now, and we are thrilled that he will continue to serve in his new capacity.

Mr. Enderlin stated that he also wanted to welcome back Michael Hyman, who has been named Acting Commissioner of the Department of Finance. He said that Mr. Hyman had previously served as Acting Commissioner, and consequently had also been an acting ex-officio Member of the HDC Board. He said that we are so pleased to have Mr. Hyman back with us.

And finally, Mr. Enderlin stated, if there were a few moments in the last months that he regrets not being able for all of us to gather in person, this is one, as he shares the news that our Executive Vice President for Real Estate, Anthony Richardson, will be leaving HDC at the end of this year.

Mr. Enderlin stated that he's worked closely with Anthony for the last fourteen years at HPD and at HDC. He said that they worked through the housing-led financial collapse of 2008, through the tremendous challenges of the last four years, and now this most difficult challenge. He said that at HPD, he was the first to tackle TCAP deals, and New Market Tax Credit deals, by which he means that Anthony brings talents that bridge policy and practice, and that move the world forward.

Mr. Enderlin stated that he brings the qualities of extraordinary skill and hard work, combined with modesty and calm, that are so rare these days. He said that countless colleagues and housing fellows, and urban fellows have benefited from his mentoring and leadership.

Mr. Enderlin stated that in Buddhism there is a concept of a bodhisattva – a person that steps back a bit at times, so that others may advance. He said that it's basically the old and honorable idea that "if my brother can't go, or if my sister can't go, then I can't go", and Anthony does that. He said that's just a part of who he is, and it's been an honor to work together and to witness that; so, he wished him the best in this next chapter of his work and of his life.

Mr. Enderlin stated that he'd like to hand it off to Ms. Moreira, who would also like to say a few words about Anthony's departure from HDC. Ms. Moreira thanked Mr. Enderlin for giving her a chance to say a few words. She said that she and Mr. Richardson had known each other for more than ten years at this point, and really over the last four years has she gotten a chance to work much more closely and directly with him. She said that she wanted to take the chance to say thank you very much for being a great colleague, a partner, and most of all a friend over the years. She thanked him for the guidance and insight that he's provided. She said that she wanted to thank him for all of his contributions to the Development team, to herself and also to the Corporation. She said that she is going to miss his cool, calm and collected demeaner for sure, but she is genuinely happy and very, very excited on this next adventure. She thanked Mr. Richardson and congratulated him and said that she was going to miss him a lot.

Mr. Enderlin thanked Ms. Moreira and stated that he was happy to say that Mr. Richardson is staying in New York, which is exciting, and shared that he is going to CREA, which as many of you know is a tax credit investor and syndicator. With that, he said, he was turning it back over to the Chairperson for the rest of the agenda.

The Chairperson stated that this is sad news as well as happy news because she knows that Mr. Richardson will be immensely successful in what he does next. She said that we will miss not just his calm demeanor but his humor. She said that he is absolutely amazing at what he does, and he does it with such grace and such good humor and we will miss that. She said that they will continue to be colleagues and that we will see him on deals. She congratulated him and thanked him for all the work that he has done, noting that they started at HPD around the same time and have been colleagues for many, many years and she truly admires him and thanks him for all he's done.

Ms. Notice-Scott congratulated Mr. Richardson and said that they will be out in the world together and she looks forward to seeing him in this new role and wished him all the best.

Mr. Richardson thanked everyone and stated that he really appreciates all of the kind words and sentiments, and certainly he will miss HDC. He said that it really has been such an honor for him to have the opportunity to serve in this capacity and he looks forward to continuing his service in a different kind of a role but working with everyone, just in a different capacity. He said that it has really been great, and he has so many thanks to Mr. Enderlin and the team here and to the board members because all play such a vital role in what we do and certainly to you, Madam Chair. He concluded by saying that he was deeply grateful to everyone.

The Chairperson stated that pursuant to the Public Authorities Accountability Act, and for 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 would be the Report of the Audit Committee and called upon Mr. Gould to make this presentation.

Mr. Gould congratulated Mr. Richardson and wished him all the best in his new endeavor. Mr. Gould stated that the Audit Committee had met prior to this meeting at which time the Members reviewed investment, debt, credit and internal audit reports. He said that the Members also reviewed and approved the FY 2021 Internal Audit Plan. He said that concludes his report.

The Chairperson stated that the next item on the agenda would be the approval of an Authorizing Resolution relating to Multi-Family Housing Revenue Bonds, 2020 Series I, J, K, L, 2021 Series A, and 2021 Series B; Approval of Mortgage Loans; Purchase of Loans; and Amendment, Consolidation, and Re-designation of Certain Bonds for the Remarketing as the

2008-2018 Consolidated Series Bonds, and called upon Ms. Moreira to advise the Members regarding this item.

Ms. Moreira noted that a blacklined version of the material showing changes was provided to the Members, and then referred the Members to the memorandum before them entitled "Multi-Family Housing Revenue Bonds, 2020 Series I, J, K, L, 2021 Series A, and 2021 Series B Bonds; Approval of Mortgage Loans; Purchase of Loans; and Amendment, Consolidation, and Re-designation of Certain Bonds for the Remarketing as the 2008-2018 Consolidated Series Bonds" dated November 23. 2020 (the "Open Resolution Memorandum") and the attachments thereto including (i) the Resolution Authorizing Adoption of the Three Hundred Thirteenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2020 Series I-1 and 2020 Series I-2, the Three Hundred Fourteenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2020 Series I-3, the Three Hundred Fifteenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2020 Series J, the Three Hundred Sixteenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2020 Series K, the Three Hundred Seventeenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2020 Series L, the Three Hundred Eighteenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2021 Series A, the Three Hundred Nineteenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2021 Series B, and a Supplemental Resolution Consolidating, Amending and Restating Certain Prior Supplemental Resolutions and Certain Other Matters in Connection Therewith, (the "Authorizing Resolution"); (ii) the Three Hundred Thirteenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2020 Series I-1 and 2020 Series I-2, the Three Hundred Fourteenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2020 Series I-3, the Three Hundred Fifteenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2020 Series J, the Three Hundred Sixteenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2020 Series K, the Three Hundred Seventeenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2020 Series L, the Three Hundred Eighteenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2021 Series A, the Three Hundred Nineteenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2021 Series B, and a Supplemental Resolution Consolidating, Amending and Restating Certain Prior Supplemental Resolutions and Certain Other Matters in Connection Therewith, (each, a "Supplemental Resolution" and collectively, the "Supplemental Resolutions"); (iii) the Preliminary Official Statements, all of which are appended to these minutes and made a part hereof.

Ms. Moreira stated that she was pleased to recommend that the Members approve the issuance of the Corporation's Multi-Family Housing Revenue Bonds, 2020 Series I, J, K and L, and 2021 Series A and B (collectively, the "Bonds") in an amount not expected to exceed $1,046,375,000 plus $646,515,000 relating to certain bonds currently held by the Federal Home Loan Bank of New York.

Ms. Moreira stated that together with the Corporation's unrestricted reserves and available funds in the Open Resolution, the Bonds are expected to finance the construction, acquisition, rehabilitation and/or permanent financing of certain projects, refunding of certain prior bonds and other activities also as described in the Open Resolution Memorandum.

Ms. Moreira stated that the Members were being asked to authorize the use of the Corporation's unrestricted reserves or available funds of the Open Resolution, in an amount not to exceed $21,130,000, to acquire certain mortgage loans from the Corporation's Mini-Open Resolution.

Ms. Moreira stated that in addition, the Members were being asked to approve an amendment to the Supplemental Resolutions relating to the previously mentioned bonds currently held by the Federal Home Loan Bank of New York and a related remarketing or refunding of such bonds, also described in the Open Resolution Memorandum.

Ms. Moreira stated that interest on the 2020 Series I, K and L and 2021 Series A Bonds was expected to be exempt from Federal, state and local income tax, and such Bonds would 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 and the refunding of certain outstanding bonds or obligations of the Corporation. She said that interest on the 2020 Series J, 2021 Series B, and the 2008-2018 Consolidated Series Bonds was not expected to be exempt from Federal income tax but was expected to be exempt from New York state and local income tax. She said that the Authorizing Resolution would authorize the 313th through the 319th Supplemental Resolutions and the 2008-2018 Amendment.

Ms. Moreira stated that it was anticipated that the proceeds of the 2020 Series I and J Bonds together with the Corporation's unrestricted reserves and available funds of the Open Resolution would be used to finance and/or restructure mortgage loans for up to fifteen developments. She said that in the aggregate the developments would create or preserve approximately 5,092 rental homes in Manhattan, the Bronx, Brooklyn and Queens.

Ms. Moreira stated that the Corporation intends to fund all or a portion of the short-term portion of certain senior mortgage loans with its unrestricted reserves. When the borrower makes a mandatory prepayment upon the project's completion, such prepayment would be available for taxable re-lending by the Corporation to other affordable housing projects. She said that any future lending for a development that has not been previously approved by the Members would be presented for approval to the Members before the making of such a loan.

Ms. Moreira stated that a portion of the 2020 Series I proceeds not expected to exceed $6,435,000 was expected to refund a portion of the bonds previously approved by the Members for the Tree of Life Apartments and Van Sinderen Plaza developments; the projects have experienced delays in construction causing costs in excess of what was initially budgeted. She said that to account for the additional construction costs, the Corporation expects to restructure the existing senior loans, which would decrease the mandatory prepayments due at conversion and increase the permanent loan amounts.

Ms. Moreira stated that the mortgage loan for one of the developments to be financed with the proceeds of the 2020 Series J Bonds, the Mannie Wilson development, was expected to have supplemental security from Fannie Mae with the Corporation taking the top loss not expected to exceed 10% of the outstanding principal balance of, and interest on and collection costs with respect to, the mortgage loan. She said that a Top Loss Agreement would require the Corporation to post collateral with The Bank of New York Mellon as the Trustee in the event the Corporation's issuer credit rating falls below AA-. She said that for more information on the individual projects being presented to the Members for approval, please see Attachments 2-15 of the Open Resolution Memorandum.

Ms. Moreira stated that it was anticipated that the 2020 Series K Bonds would be issued as a convertible option bond or COB to preserve tax-exempt "recycled" volume cap in excess of the amounts currently needed by the Corporation and the New York State Housing Financing Agency. She said that it was anticipated that a portion of the 2020 Series L Bonds would be issued as a tax-exempt COB to preserve private activity volume cap in excess of the amounts currently needed by the Corporation.

Ms. Moreira stated that if issued, the proceeds of the 2020 Series K and L Bonds were expected to provide construction and permanent financing for the new construction or acquisition and rehabilitation of certain developments, all of which are listed on Attachment 16 of the Open Resolution Memorandum and which would all meet the low income set aside required to issue private activity tax-exempt bonds. She said that the mortgage loans for these developments are expected to close in 2021 at which point the 2020 Series K and L Bonds are expected to be refunded or remarketed to match the terms of the applicable mortgage loans. She said that most of the developments listed would not be funded from the 2020 Series K and L Bond proceeds but all would be eligible for such financing.

Ms. Moreira stated that the 2020 Series I Bonds were expected to be issued as tax exempt with some sub-series as recycled or new volume cap, and as fixed rate, in an initial term rate term with convertible options and as variable rate demand bonds. She said that the Corporation expects TD Bank to provide liquidity through a stand-by bond purchase agreement for the 2020 Series I variable rate demand bonds in accordance with the programmatic authority delegated to the Corporation's staff by the Members at the March 29, 2019 Members' meeting.

Ms. Moreira stated that the 2020 Series J Bonds would be issued as taxable, fixed-rate bonds and that the 2020 Series K Bonds and 2020 Series L Bonds were expected to be issued as variable rate obligations initially in the Term Rate Term.

Mr. Moerdler stated that he is required by the Conflicts of Interest Board to disclose that members of his firm, but not he, act on occasion for Citibank, JPMorgan and Wells Fargo, each of which has an interest in one or more of these events. He said that does not require his recusal pursuant to an opinion of the Conflicts of Interest Board.

Mr. Moerdler stated that he had three questions that he would like to put to the President. He said with respect to the Twin Parks project described in Exhibit 7, and the Melrose North project, which is at the Morrisania site, he asked if he was correct in his understanding that these are NYCHA properties on which there would be built these structures. Mr. Enderlin said correct, infill development. He asked what land will be used within the NYCHA property area for both Twin Parks and Melrose North. Mr. Enderlin said that Twin Parks is a parking lot that was not fully utilized but which all of the users of the parking spaces have had their parking replaced so it is an available location that is not displacing any new use or any users at this point. He said that the Morrisania site was actually a trash compactor site and it has been completely rejuvenated with a state of the art compactor facility that is going to be in the bottom of the new building, so it will stay in the same place but it won't displace the use of it at all and that has been fully negotiated and vetted. Mr. Moerdler stated that someone should take a look at the proposed new zoning, that is ZCFR that is proposed by City Planning based on flood plain considerations, just to make sure this is not in it. Mr. Enderlin said that they would make sure.

Mr. Moerdler asked whether there had been consultation (a) in the community involved, with the residents and (b) with the Community Board. Mr. Enderlin said that it is his understanding that there has been full community consultation with both the residents and the Community Board. Ms. Moreira stated that is correct. Mr. Moerdler asked if they had taken any position. Mr. Enderlin said that he believes that they had approved; it was his understanding that there was no contentious community issue and that it had been approved at all levels. The Chairperson stated that the trash compactor site was the bigger source of negotiation that had been fully resolved. Mr. Enderlin said that he spoke with Jonathan Gouveia who runs their development unit yesterday and today and he had confirmed that it is approved.

Mr. Moerdler asked if the residents of the existing buildings would have some form of preference in terms of applying for apartments in the new structure. Mr. Enderlin said yes; there is a fairly standard 25% preference for NYCHA residents and that would be applicable in this setting. Mr. Moerdler said that answers his questions and he thanked Mr. Enderlin.

The Chairperson asked if there were any more questions from the Members. Ms. Notice-Scott stated that she will need to recuse because of a conflict related to the 2020 Series J Bonds for Mannie Wilson. Mr. Moerdler said if, and only if, there was still a quorum, he would seek, if it's appropriate, to recuse on Melrose North and Twin Parks, but if his vote is needed for a quorum, he would vote for it. The Chairperson said that she believed that there was still a quorum and Mr. Enderlin confirmed that was correct. Mr. Moerdler said that he was only recusing on those two buildings and that he was fine with the rest. Susannah Lipsyte, Senior Vice President and General Counsel for the Corporation, asked Ms. Notice-Scott if she could give a simple reason for her recusal. Ms. Notice-Scott said that West Harlem Group Assistance, Inc. is the owner of Mannie Wilson and the Director of West Harlem Group Assistance, Inc. is her brother.

The Chairperson stated that Ms. Duffy would proceed with the balance of the presentation and that any questions would be taken after that.

Ms. Duffy stated that the Corporation expects to issue a portion of the 2020 Series I Bonds as variable-rate demand bonds, as described by Ms. Moreira. She said the Members were being asked to approve one or more interest rate hedging instruments, in a combined notional amount not expected to exceed $80,000,000 to manage its interest rate risk.

Ms. Duffy stated that the Corporation was working with its hedge advisor to lock in a favorable financing cost through the facilitation of an interest rate hedging instrument including a forward-starting interest rate swap. She said that the Corporation was expecting to enter into one or more amortizing swaps based on an index likely to be SIFMA or a percentage of SOFR. She said that the Corporation would look to purchase certain cancellation options. She said that the Corporation may restructure the terms on the swap subsequent to the execution date in response to the then market conditions. She said that in addition, as several of the Corporation's existing interest rate hedge agreements are based on the expiring LIBOR index, the Corporation in consultation with its hedge advisor anticipates adhering to industry-wide amendments for transitioning such existing LIBOR-based interest rate hedging instruments to a SOFR-based replacement rate.

Ms. Duffy stated that the Members were being asked to authorize the use of the Corporation's unrestricted reserves or available funds of the Open Resolution, in an amount not to exceed $21,130,000, to acquire certain mortgage loans from the Corporation's Mini-Open Resolution. She said that these funds were expected to be used to redeem certain bonds currently outstanding under the Mini-Open Resolution in the same amount. She said that these acquired Mini-Open Mortgage Loans were expected to be pledged to the Open Resolution. She said that this action would ease the Corporation's management of such loans and simplify the related debt structure.

Ms. Duffy stated it was anticipated that a portion of the proceeds of the 2021 Series A Bonds, in an amount not to exceed $220,620,000 would be used to refund certain Open Resolution and Federal New Issue Bond Program ("NIBP") bonds of the Corporation. She said that in connection with the refunding, all or a portion of the mortgage loans relating to the NIBP Bonds would be released from the applicable NIBP Resolution and would be pledged to the Open Resolution. She said that the purpose of the refunding is to generate interest rate savings in the Open Resolution.

Ms. Duffy stated it was anticipated that an amount not to exceed $50,000,000 of the proceeds of the 2021 Series A Bonds would also be used to finance or to reimburse the Corporation for amounts previously advanced from its unrestricted reserves to finance a portion of certain subordinate loans. She said that the Members were being asked to approve the use of the 2021 Series A Bond proceeds for the financing of, or reimbursement for, the loans described in the Open Resolution Memorandum for which the Members had previously approved the making of the loan. She said that the issuance of the 2021 Series A Bonds for this purpose will allow for replenishment of the Corporation's reserves, which could then be re-lent in furtherance of the Corporation's commitment to the Mayor's Housing New York plan. She added that the 2021 Series A bonds were expected to be issued as fixed rate tax-exempt bonds.

Ms. Duffy stated that the Members were being asked to approve an amendment to the Supplemental Resolutions relating to the bonds currently held by the Federal Home Loan Bank of New York and a related remarketing or refunding of such bonds. She said that the Members previously authorized the Corporation's adoption of a series of Consolidated Supplemental Resolutions from 2008 to 2018 for the issuance of fourteen (14) variable rate bonds initially issued as LIBOR-indexed floating-rate bonds and currently held by the FHLBNY in a combined outstanding amount of $646,515,000.

Ms. Duffy stated that LIBOR, the most widely used interest rate benchmark as well as the benchmark rate for the 2008-2018 Bonds, was set to be discontinued on December 31, 2021. She said that the replacement index was expected to be the Secured Overnight Financing Rate, known as SOFR, which was a median of rates that market participants pay to borrow cash on an overnight basis using U.S. Treasury securities as collateral. She said that the Corporation was working with the FHLBNY to amend and consolidate the respective Supplemental Resolutions authorizing the issuance of each of the bond series into the Consolidated Supplemental Resolutions for the remarketing of the Bonds. She said that the Consolidated Bonds were expected to be SOFR-index floating rate bonds with a longer weighted-average life as compared to the original term to better fit the Corporation's funding needs as well as the overall Open Resolution cash flow strength.

Ms. Duffy stated that in connection with the remarketing of the Consolidated Series, the Corporation expects to implement a similar SOFR transition on other LIBOR-indexed bonds that were issued under the Mini-Open Resolution through a refunding of the 2017 Series A-2 Mini-Open Bonds by the 2021 Series B Open Resolution Bonds in an amount not expected to exceed $39,825,000.

Ms. Duffy stated that in the event the proposed SOFR transition for the Consolidated Series via remarketing was not feasible, the proceeds of the 2021 Series B Bonds, in an additional amount not to exceed $646,515,000, would be used to refund the Consolidated Bonds to effectuate the proposed SOFR transition. She said that the FHLBNY was currently reviewing the Corporation's remarketing and refunding proposals.

Ms. Duffy stated that the complete listing of 2008-2018 Bonds could be found in Attachment "1" of the Open Resolution Memorandum. She added that more detail on the developments, as well as the Bond underwriters, Risks, Fees and Credit Ratings associated with the Bonds, were outlined in the Open Resolution Memorandum.

Ms. Lipsyte then described the provisions of the Authorizing Resolution and the actions the Members were being requested to approve.

Upon a motion duly made by Mr. Gould, and seconded by Mr. Kimball, and with Mr. Moerdler recusing with respect to Twin Parks and Melrose North, and Ms. Notice-Scott recusing with respect to Mannie Wilson, the Members of the Finance Committee:

RESOLVED, (A) to approve the Authorizing Resolution that provides for (i) the adoption of Supplemental Resolutions to the Open Resolution providing for the issuance of the Bonds and the adoption of the 2008-2018 Amendment, (ii) the distribution of Preliminary and final Official Statement(s) for the Bonds, (iii) 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; (iv) 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; (v) 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, including the Top Loss Agreement; and (vi) the pledge to the Open Resolution of any mortgage loans of the Corporation; (B) to approve (i) the making of subordinate loans for seven (7) ELLA developments from proceeds of the 2020 Series I Bonds and/or the Corporation's unrestricted reserves in an amount not expected to exceed $193,685,000; (ii) the use of such amount of the Corporation's unrestricted reserves to fund all or a portion of the senior loans for eight (8) ELLA developments, two (2) Mix/Match developments, and one (1)

Preservation development; and (iii) 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; (C) to approve the making of certain loans for (i) the substantial rehabilitation of one (1) Mitchell-Lama Repair Loan Program development and the preservation of one (1) Preservation development, one (1) LAMP/Section 8 development, and one (1) New HOP development, in an amount not to exceed $61,520,000, from proceeds of the 2020 Series J Bonds and/or available funds of the Open Resolution or its unrestricted reserves; and the (ii) execution by an Authorized Officer of the Corporation of mortgage-related documents and any other documents necessary to accomplish the financing; (D) to approve (i) the origination of the Co-Senior Construction Participation Loan in an amount not to exceed $46,024,000 for the Bronx Point development; (ii) a participation agreement with the financing institution acquiring a 100% participation interest in the loan; (iii) the subsequent re-purchase from the construction financing institution of the 100% participation interest in such loan by the Borrower; and (iv) the execution by an Authorized Officer of the Corporation of mortgage related documents and any other documents necessary to accomplish such financings; (E) to approve the use of the Corporation’s general obligation pledge in an amount not to exceed 10% of the outstanding principal amount of, and interest on and collection costs with respect to, the mortgage loan for Mannie Wilson Towers under the Top Loss Agreement; (F) to approve (i) the execution of one or more interest rate hedging instruments in a combined notional amount not expected to exceed $80,000,000 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, and (ii) the Corporation’s adherence to industry-wide amendments for transitioning its existing LIBOR-based interest rate hedging instruments to a Secured-Overnight Financing-Rate-based LIBOR replacement rate; and (G) to authorize the use of the Corporation’s unrestricted reserves or available funds of the Open Resolution in an amount not to exceed $21,130,000 to acquire certain mortgage loans currently pledged to the Corporation’s Mini-Open Resolution.

The Chairperson stated that the next item of business would be the Presentation and Approval of the Fiscal Year 2021 Operating Budget and called upon Ms. Baumann to make this presentation.

Ms. Baumann referred the Members to the memorandum before them entitled “Proposed FY 2021 Operating Budget” dated November 23, 2020 (the “FY 2021 Budget Memorandum”) which is appended to these minutes and made a part hereof and stated that she was pleased to present the Corporation’s proposed Fiscal Year 2021 operating budget for the Members’ approval.

Ms. Baumann stated that the Corporation ended FY 2020 with an excess of revenues over expenses, on a cash basis, of $96.65 Million, a decrease of $22.1 Million over the budgeted amount of $118.75 Million. She said that the decrease was due to a reduction in the surplus that was taken out of the Open Resolution in an abundance of caution at the beginning of the coronavirus pandemic. She said that senior management of the Corporation thought it was prudent to leave all surplus revenues in the Resolution as staff gauged how the ensuing crisis would affect loan payments. She said that as a result, the semi-annual withdrawal in May 2020 was not taken.

Ms. Baumann stated that Fiscal Year 2021 revenues are budgeted to be $143.67 Million, a $9.5 million decrease from the FY 2020 adopted budget and a $13 million increase from the FY 2020 actual budget. She said that the budget to budget decrease is largely attributable to a decrease in investment income as the staff expects interest rates to remain quite low. She said that the increase in the FY 2021 budget compared to the FY 2020 actual budget is attributable to the resumption of withdrawing the surplus revenues from the Open Resolution.

Ms. Baumann stated that Fiscal Year 2021 expenses are budgeted to be $34.71 Million. She said this is a $300,000 or 0.87% increase from the FY 2020 adopted budget. She said that the de minimis increase from the FY 2020 budgeted amount revolves around certain budget lines decreasing or increasing from last year. She said that the budget lines that are projected to decrease are due to the coronavirus pandemic and its effect on the staff, conferences and group training events, and travel and transportation. She said that offsetting these decreases to the expense budget were two minimal increases to the consulting and insurance budget lines.

Ms. Baumann stated that despite the global pandemic and as a result, the economic downturn, the Corporation remains cautiously optimistic about its 2021 financial outlook. She said that the Corporation's mortgage portfolio has performed well, and loan repayments have returned to pre-pandemic levels, and the projected FY 2021 development pipeline is robust.

Ms. Baumann stated that the Corporation has throughout its history had strong financial performances even during turbulent times. She said that it has come out strong despite long stretches of low interest rate environments, the fiscal crisis in 2008/2009, and federal uncertainties throughout its history. She said that although the Corporation cannot predict the extent or duration of the pandemic or its effect on the local or global economy, there is still cautioned optimism of a continued solid financial performance for the Corporation.

Ms. Baumann stated that senior management will continue to monitor the loan portfolio, track any delinquencies, and review the possible impacts of forbearances on its financial condition, operations and cash flow, and take action if necessary, to mitigate any deficiencies. She said that this budget reflects a conservative expectation of future income, balanced against the growing needs of the Corporation in supporting both the Mayor's Housing New York 2.0 Plan (the "Plan") and the NYCHA PACT Program, all while operating under a global pandemic. She said that the notes in Schedule A to the FY 2021 Budget Memorandum contained in your packages provide more details for each revenue and expense line item.

Mr. Moerdler stated that he had a statement, not a question. He said that with all due deference to the City's new and excellent budget director he would simply comment that it is his view that we have failed to adequately compensate senior management based on the excellence of their performance and the work that they have done both to provide housing for the people of the City of New York, and at the same time to do so on an efficient and economic basis. He said that they deserve greater recognition than they have received, and he wanted to make that very clear from someone who acts for labor unions. The Chairperson thanked Mr. Moerdler and said that she was sure that all of the staff appreciates that and she was sure that he would be speaking with the budget director later on. Mr. Jiha stated that the budget director approves.

Upon a motion duly made by Mr. Jiha, and seconded by Mr. Moerdler, the Members of the Finance Committee unanimously:

RESOLVED, to approve the Fiscal Year 2021 Operating Budget.

The Chairperson stated that the next item of business would be the Presentation of the Property Disposition Report and called upon Mr. Froehlich to advise the Members regarding this item.

Mr. Froehlich referred the Members to the memorandum before them entitled "Annual Report on Property Disposal Guidelines" dated November 23, 2020 (the "Property Disposal Guidelines Memorandum") and the Property Disposal Guidelines and Report for Fiscal Year ending October 31, 2020 attached thereto, all of which are appended to these minutes and made a part hereof.

Mr. Froehlich stated that he was pleased to recommend that the Members approve the Property Disposition Guidelines attached to the Property Disposal Guidelines Memorandum. He said that pursuant to the Public Authorities Accountability Act of 2005, each public authority is required to adopt comprehensive guidelines in connection with the disposition of property owned by each authority and re-approve such guidelines on an annual basis. He said that the guidelines have not changed since originally approved by the Members in Fiscal Year 2008. Also, he said, the Corporation does not currently own any real property, nor did it dispose of any in the prior year as noted in the annual property disposition report in the Members' packages.

Upon a motion duly made by Mr. Moerdler, and seconded by Mr. Gould, the Members of the Finance Committee unanimously:

RESOLVED, to approve the Property Disposition Guidelines.

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

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

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

At 2:47 p.m., there being no further business, upon a motion duly made by Mr. Moerdler, and seconded by Ms. Notice-Scott, the meeting was adjourned.

Respectfully submitted,

Diane J. Pugacz

Diane J. Pugacz
Assistant Secretary

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

December 2, 2020

ATTENDANCE LIST

Kevin Murphy	Hawkins Delafield & Wood LLP
R. Gregory Henniger	Hawkins Delafield & Wood LLP
Eric Enderlin	New York City Housing Development Corporation
Richard M. Froehlich	“ ”
Anthony R. Richardson	“ ”
Teresa Gigliello	“ ”
Cathleen Baumann	“ ”
Susannah Lipsyte	“ ”
Moira Skeados	“ ”
Diane J. Pugacz	“ ”
Ellen Duffy	“ ”
Elizabeth Strojan	“ ”
Yaffa Oldak	“ ”
Ruth Moreira	“ ”
Paul Cackler	“ ”
Madhavi Kulkarni	“ ”
Mary Hom	“ ”
Hannah Blitzer	“ ”
Julie Gonzalez	“ ”
Mary John	“ ”
Gene Yee	“ ”
Daniel Connelly	“ ”
Horace Greene	“ ”
Justin Mathew	“ ”
Leroi Jiles	“ ”
Lois Bricken-McCloskey	“ ”
Lisa Wertheimer	“ ”
Michael Rose	“ ”
Mary Bruch	“ ”
Merin Urban	“ ”
Molly Anderson	“ ”
Norman Garcia	“ ”
Stephanie Mavronicolas	“ ”
Claudine Brown	“ ”
Christina Clarke	“ ”
Alex Medina	“ ”
Alison Glaser	“ ”
David Mischiu	“ ”

Farhana Hassan Choudhury	“	”
Ilana Moyer	“	”
James Tafuro	“	”
Tinru Lin	“	”