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

October 5, 2021

A meeting of the Members of the New York City Housing Development Corporation (the "Corporation" or "HDC") was held on Tuesday, October 5, 2021 via teleconference. The meeting was called to order at 12:09 p.m. by the Chairperson, Louise Carroll, who noted the presence of a quorum. The Members present were Harry E. Gould, Jr., Jacques Jiha, Kyle Kimball, Denise Notice-Scott and Sherif Soliman. The Member absent was Charles G. Moerdler. 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 June 2, 2021.

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

RESOLVED, to approve the minutes of such meeting.

The Chairperson stated that she wanted to acknowledge that HDC had lost its colleague Richard M. Froelich ("Rich"). She noted it was good to see many at his funeral, and she noted that she was sure many more attended the shiva. She stated that Rich was a connector of ideas and people, and that he was a mentor, a teacher, and a guide for so many who had come up in this industry and through the ranks, including many of our staff at HDC and HPD. She noted that he was truly brilliant at what he did, he taught us so much, and he would be incredibly missed. She noted that we had learned enough to keep this work going and to do this work as well as Rich would expect, and to improve on what he had done. She stated that when she reflected on Rich and all that he achieved, she said she had come to realize that the reason he kept doing it was because he made the work fun. She noted that Rich didn't see a problem as just a problem but rather an opportunity to connect with people and to solve that problem. She said that he often broke bread with people while discussing how to solve the problem. She noted that he made the work incredibly rewarding, enriching and fun for lots of people.

The Chairperson noted that everyone should continue to build the city in the way that Rich would, and to have fun while doing so. She noted that the chief connector was not here to connect us, so it was all on us now to make those connections with ideas and people. She noted that we would miss Rich greatly, and that she hoped we would get a chance to all get together in person to celebrate all he had done.

The Chairperson stated that at this time, she would like to call upon Eric Enderlin, President of the Corporation to give the President's Report.

Mr. Enderlin thanked the Chairperson, the Members and all who were in attendance at the board meeting.

Mr. Enderlin stated that like many present, he hadn't imagined we would be having an HDC Board Meeting without Rich. He noted that Rich's service to HDC for nearly two decades helped build and shape every aspect of this organization - from the programs he helped design and that often were replicated nationally, to the way he brought people together to solve problems and push forward, and to the mentorship he provided to new and old employees alike. Mr. Enderlin noted that a lot of times when he and Rich would talk, despite their roles in HDC, Eric would acknowledge how much of a mentor Rich had been to him, and Rich would say the same back to him. Mr. Enderlin said that Rich would say to him that they were a great match and combination, and that they understood each other. Mr. Enderlin noted that Rich provided mentorship across the board to new and old alike, and that he was always present and willing to do whatever needed to be done to finance more housing and to do it better than ever before.

Mr. Enderlin stated that Rich's sudden passing on September 24th was shocking, and it was devastating to all of us who knew and loved him. He noted that the outpouring of support and mourning across the industry showed how highly Rich was regarded. Mr. Enderlin noted that while he was tired this week emotionally, he was also energized from talking to hundreds of people over the last week, all of which were important and comforting conversations. Mr. Enderlin thanked everyone who had reached out, noting that he had heard from hundreds of colleagues here in New York and throughout the United States as well as Rich's students at Columbia University, where Rich was teaching two classes this semester, who were all profoundly influenced by Rich. Mr. Enderlin stated that Rich would be deeply missed for a very long time to come.

Mr. Enderlin then noted that while he didn't want to put anyone on the spot, he did want to invite Members of the Board to say a few words at this moment if any of them would like to do so.

Mr. Gould noted that he was there at the beginning when Rich arrived, and he had called Eric from London because Rich's passing was such a total shock. Mr. Gould noted that Rich had the rare combination of being a thoroughly decent human being and being someone that Mr. Enderlin could know that if he were to leave the country or have a medical procedure, he could leave the Corporation in Rich's hands and know it would be taken care of 100%. Mr. Gould noted that was a rare combination and that Rich would be sorely missed.

Ms. Notice-Scott added her sincere condolences to all present. She noted that she had known Rich for a lot of years and noted what an institution he was. She said she was certain that the housing industry especially would have to be eternally grateful for the contributions that Rich made to our world. She noted the many conversations she had had with Rich over the years, some of them heated, and that regardless of the conversation, she always walked away with a deeper understanding of the issues. She said that she knew when she walked into the room with Rich it may be a challenge to ger her point across, but that Rich would be challenging her to get across the many layers and the complexities of the work that HDC does. She noted that she always walked back in the room because she was looking forward to the learning that would go on, and that she would truly miss him. Ms. Notice-Scott stated that she knew what a contribution Rich had been to

HDC and reiterated Mr. Gould's point that Rich had been at HDC through the many changes above his head, and that this was a testament to the glue that Rich was. Ms. Notice-Scott noted that she was certain that Rich could rest in peace knowing that all who were present would carry on his work, and always remember what Rich would say when thinking about the complexity of HDC's work and decisions. Ms. Notice-Scott stated then that she ceded to someone else to speak.

Mr. Kimball stated that he had the benefit of knowing Rich across 3 different jobs that he had had over the last twenty years or so- first at Goldman Sachs, then EDC, and now as a board member. He said he always appreciated Rich's insight, humor and warmth. He also said he appreciated his mentorship, first as someone coming up in investment banking for a while, then getting to understand how the city works at EDC, and now as a HDC board member. Mr. Kimball noted that there were many times where he did not really understand what Rich was talking about, but that they could talk about it and usually by the end Mr. Kimball would understand the issue or the complexity of the issue, as Ms. Notice-Scott also noted. Mr. Kimball stated that if he didn't understand an issue by the end of the conversation, he knew he could trust that Rich had already figured it out. Mr. Kimball noted that he appreciated, from an institutional capacity and also from a personal capacity, that it was an incredible quality to have in someone to be able to really trust them to uphold the values of the institution and the industry with the highest integrity. He stated that he admired Rich's leadership both personally and professionally as well as his mentorship, as other Members had mentioned. Mr. Kimball noted that his thoughts were with Rich's family and his partner, his students and the folks at HDC left to pick up the pieces that Rich had left behind, but also noted that he was thankful that Rich had left a very strong institution. Mr. Kimball stated that we often say "may his memory be a blessing," but he would say Rich's memory would most certainly be both a personal and institutional blessing for all of us.

Mr. Enderlin thanked everyone for their comments. Rich would have been truly touched, as a lot of the comments reflected things that he strove to be. Mr. Enderlin noted that Rich knew himself and his complexity. Mr. Enderlin said that he appreciated the Members' talking about the heated conversations with Rich because it was important to acknowledge that rich range of that experience. Mr. Enderlin said the comments were all very comforting to the HDC team.

Mr. Enderlin stated that there was no easy way to transition from remembering Rich to getting back to work, but he really believed the best thing we could do to honor Rich's legacy and his life's work was to keep going, and with that, he said he would transition back to the agenda. Mr. Enderlin said that Rich loved HDC and New York, and he always wanted the best for this agency, HDC's employees, and most importantly, HDC's mission to bring safe and affordable housing to as many New Yorkers as we possibly could.

Mr. Enderlin said that with that, he would turn the Members' attention to today's agenda. He said that the Members would first hear reports from today's meeting of the Governance and Audit Committees.

Mr. Enderlin said that he would then make a presentation and seek the Members' approval for promotions of current Officers and appointments of new Officers of the Corporation. He said that HDC remains strong, and with the Members' approval, the promotions and appointments presented to them today would right-size and modernize HDC's leadership structure so that we could continue on as the strongest Housing Finance Agency in the country. He said, "Rich that line is for you."

Mr. Enderlin said that Ruth Moreira, Senior Vice President for Development, would then seek the Members' approval for the Authorizing Resolution related to multi-family housing bonds and mortgage loans.

Mr. Enderlin stated that the Members would then hear from Molly Anderson, a Project Manager on HDC's Development Team, to seek the Members' approval for two loans within the NYCHA 2.0 PACT program to help rehabilitate and recapitalize homes for thousands of New Yorkers. He said that it was worth noting that these loans would make use of the recently reinstated Federal Financing Bank and Risk-Sharing program out of HUD. He said that Rich and the team, but Rich in particular, worked diligently with others on this call and across the country since the program lapsed in 2018 to push for this important program to be reinstated. He said that he wanted to acknowledge that success here today. He said that it was reinstated and scaled up without cap, and we're actually working across the country to make sure other states become users and adopters. He said that we think it's important to build that coalition and Rich was leading the charge with that as well with a team of us. He said that it was incredibly valuable to the city of New York and incredibly valuable to NYCHA to have the federal financing bank back in place.

Mr. Enderlin stated that lastly, Senior Vice President and Treasurer, Cathleen Baumann, would seek the Members' approval of HDC's Corporate Credit Card policy.

Mr. Enderlin noted that there was a full agenda, and he appreciated all of the Members attending today.

With that, Mr. Enderlin turned it back over to the Chairperson for the rest of today's agenda.

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 Governance Committee and called upon Mr. Gould to make this presentation.

Mr. Gould stated that the Governance Committee met prior to this meeting at which time Senior Staff raises were discussed and approved, as well as officer appointments which President Enderlin would present for the full Board's approval later in this meeting. He said that the actions of the Governance Committee with respect to the senior staff raises must be ratified by the HDC Board.

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

RESOLVED, to ratify the senior staff raises approved by the Governance Committee.

The Chairperson stated that the next item on the agenda would be the Report of the Audit Committee and again called upon Mr. Gould to make this presentation.

Mr. Gould stated that the Audit Committee met prior to this meeting at which time the Corporation's external auditors, Ernst & Young, presented their audit plan for the annual audit of the Corporation's 2021 financial statements. He said that the members also reviewed the 2021 third quarter financials, and other investment, debt, credit and internal audit reports. He said that the Committee also approved HDC's Corporate Credit Card Policy, which would be presented later in this meeting for ratification.

The Chairperson stated that the next item on the agenda would be the Appointment of Officers and Promotion of Officers of the Corporation and called upon Mr. Enderlin to make the presentation.

Mr. Enderlin stated that he was pleased to recommend that the Members approve the appointment of new officers and promotion of current officers of the Corporation. He said that these changes had been contemplated for a while and developed over time and were all the more pressing given the sudden passing of our First Executive Vice President and Chief Operating Officer, Mr. Froehlich. He said that this slate of promotions was to ensure the senior leadership team keeps pace with HDC's growing workload, and that we are able to recognize the hard work and dedication of the team, while maintaining the ability to bring in new talent at all levels.

Mr. Enderlin stated that as you know, in recent years, HDC had grown by every indicator. He said that in addition to the unprecedented commitment to the creation and preservation of affordable housing through Mayor de Blasio's *Housing New York* plan, HDC's mission expanded to include the large-scale preservation of the City's public housing stock through the NYCHA 2.0 Pact Plan. He said that HDC was one of the strongest Housing Finance Agencies in the country, playing a leading role nationally on innovative financing structures, and we have become increasingly sophisticated in how we manage the incredible responsibility that comes with a growing portfolio.

Mr. Enderlin stated that he'd like to emphasize that while this slate represents officers requiring board approval, the efforts to adjust the company are happening across all levels. He said that while this looks like a lot of activity, it's also worth noting that two of these appointments are backfilling long-standing vacancies of the EVP for Development and the SVP for Administration lines, and two additional vacancies would remain for now, the First EVP and COO roles.

He said that with the Members' approval, the changes presented to them today would ensure HDC was on the right path to remain strong, to grow as needed to meet the City's diverse affordable housing finance needs, and to continue its decades-long tradition of excellence.

Mr. Enderlin stated that he would begin with the promotions for which we seek the Members' approval for today. He noted that more information for all candidates had been included in the Members' board packets, so in the interest of time today, his comments would be focused.

Mr. Enderlin said that Cathleen Baumann was recommended for a promotion to Executive Vice President & Treasurer. He said that Ms. Baumann had served as Senior Vice President since 2012 and Treasurer since 2009. He said that not only was Ms. Baumann a great Treasurer with proven technical expertise, but she was also a strong leader to those she supervises directly and for the whole organization.

Mr. Enderlin stated that he recommended the promotion of Ellen K. Duffy to Executive Vice President for Debt Issuance and Finance. He said that Ms. Duffy was appointed Senior Vice President of the Corporation in 2009. He said that Ms. Duffy has astutely led her team through ongoing innovations in how to efficiently finance both the Mayor's Housing Plan and the NYCHA PACT program.

Mr. Enderlin stated that he recommended Teresa Gigliello be promoted to Executive Vice President for Asset Management. He said that Ms. Gigliello was appointed a Senior Vice President of the Corporation in 1998. He said that as the head of HDC's largest department, Ms. Gigliello has overseen the incredible recent growth of the portfolio, and she has done so with a great mind for management and operational expansion.

Mr. Enderlin said that Susannah Lipsyte was being recommended for promotion to Executive Vice President and General Counsel. He said that Ms. Lipsyte was appointed Senior Vice President and General Counsel in 2019. He said that Ms. Lipsyte had helped lead the Legal Department and the entire Corporation through its recent period of growth, all while consistently and thoughtfully protecting HDC's interest in order to advance its mission.

Mr. Enderlin recommended Ruth Moreira for promotion to Executive Vice President for Development. He said that Ms. Moreira was appointed Senior Vice President for Development in 2019. He said that in the latest example of Ms. Moreira stepping up for the Corporation, in the last year, she has instituted a reorganization of the development department, grown her team, and increasingly represented HDC externally.

Mr. Enderlin stated that he recommended Moira Skeados for promotion to Senior Vice President, Deputy General Counsel and Secretary. He said that Ms. Skeados, an attorney and member of the New York State Bar, became Deputy General Counsel and Secretary in 2019. He added that Ms. Skeados was not only an exceptional attorney, but she was also a talented manager of a growing team and a strong champion for the Corporation.

Additionally, Mr. Enderlin said that in an effort to right-size the Corporation's leadership team and to provide additional opportunities for growth and development within HDC, he was recommending the following appointments of three new officers.

Mr. Enderlin recommended Mary John be appointed Senior Vice President and Controller. He said that this well-deserved appointment follows 35 years of experience at HDC. He said that as the Members of the Audit Committee know well, Ms. John possesses the exact kind of experience and presence we need in this role.

Next, Mr. Enderlin recommended Alex Medina for appointment to Senior Vice President for Asset Management. He said that Mr. Medina first joined HDC as an Asset Manager in 2007 and has since held various positions of increasing authority within the Asset Management department. He said that Mr. Medina had been both a steady hand and an innovator as our Asset Management team and our portfolio has grown.

And, finally, I recommend Elizabeth Strojan be appointed Senior Vice President for Administration and External Affairs and Chief of Staff. He said that since 2019, Ms. Strojan has led HDC's Strategic Initiatives, overseeing Communications, Government Affairs, Policy & Analytics, and Human Resources. He said that Ms. Strojan had helped HDC navigate growth and transitions both internally and externally in recent years.

Mr. Enderlin stated he thought that the Members would agree that the people presented to them today for promotions and appointments were impressive and have contributed greatly to HDC's success. He said that with the Members' approval, they would be poised to expand their leadership and help HDC progress into its next chapter. Mr. Enderlin then turned it back to the Chairperson

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

RESOLVED, to approve the following promotions of Officers to appoint Cathleen Baumann as Executive Vice President & Treasurer; Ellen K. Duffy as Executive Vice President for Debt Issuance and Finance; Teresa Gigliello as Executive Vice President for Asset Management; Susannah Lipsyte as Executive Vice President and General Counsel; Ruth Moreira as Executive Vice President for Development; and Moira Skeados as Senior Vice President, Deputy General Counsel and Secretary.

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

RESOLVED, to approve the following appointments of Officers to appoint Mary John as Senior Vice President and Controller; Alex Medina as Senior Vice President for Asset Management; and Elizabeth Strojan as Senior Vice President for Administration and External Affairs and Chief of Staff.

The Chairperson noted that this was a wonderful moment for HDC, a long time in the making and congratulated everyone. Mr. Enderlin thanked the Chairperson for her comments and noted that it's been an emotional week and wanted to note the strong feeling he has for this incredible team, every one of these individuals has been absolutely amazing during his tenure at HDC and absolutely amazing over the course of the last 18 months, which everyone knows how challenging those 18 months have been. He thanked the team and noted that it had always been a deep bench, these are folks who always step up, they didn't always and don't always have the limelight but they do the work, day in and day out, and they do it well with an incredible level of technical expertise and want to thank them for stepping up and stepping into these leadership roles. The Chairperson noted that as a former employee of HDC she knows well what Mr. Enderlin is saying, and she is very proud of the entire team for its support of the entire housing plan and noted there is a long way to go before the end of December, so thank you everybody.

The Chairperson stated that the next item for consideration by the Members would be the approval of an Authorizing Resolution relating to Multi-Family Housing Revenue Bonds, 2021 Series I and J and approval of mortgage loans, and called upon Ruth Moreira, Executive Vice President for Development, to make the presentation.

Ms. Moreira referred to the memorandum before the Members entitled "Multi-Family Housing Revenue Bonds, 2021 Series I and J; and Approval of Mortgage Loans" dated September 28, 2021 (the "Open Resolution Memorandum") and the attachments thereto including (i) the Resolution Authorizing Adoption of the Three Hundred Twenty-Eighth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2021 Series I-1 and 2021 Series I-2 and the Three Hundred Twenty-Ninth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2021 Series J and Certain Other Matters in Connection Therewith, (the "Authorizing Resolution"); (ii) the Three Hundred Twenty-Eighth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2021 Series I-1 and 2021 Series I-2, and the Three Hundred Twenty-Ninth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2021 Series J, (each, a "Supplemental Resolution" and collectively, the "Supplemental Resolutions"); (iii) the Preliminary Official Statements and (iv) the Bond Purchase Agreements, 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, 2021 Series I and J in an amount not expected to exceed $232,115,000.

She stated that together with the Corporation's unrestricted reserves and available funds of the Open Resolution, the bonds were expected to be used to finance the construction, acquisition, rehabilitation and/or permanent financing of certain projects, and other activities as described in the Open Resolution Memorandum.

She stated that additionally, the Members were requested to provide the Corporation with the flexibility to sell the 2021 Series I Bonds in a sealed bid process as a public, competitive sale.

She stated that interest on the 2021 Series I Bonds was expected to be exempt from Federal, New York 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 and an allocation of "recycled" volume cap in accordance with the Housing and Economic Recovery Act of 2008.

She added that interest on the 2021 Series J 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.

Ms. Moreira said that the Members were also requested to approve the financing of 2 construction loans to be funded in part with available funds in the Open Resolution and/or the Corporation's unrestricted reserves for the PACT Williamsburg Houses and PACT Boulevard

Houses, Belmont Sutter Area and Fiorentino Plaza developments, as further described in Attachments 1 and 2 of the Open Resolution Memorandum.

She noted that more detail regarding these developments was being presented to the Members today by Molly Anderson, Senior Project Manager in Development, and in the memoranda entitled "Approval of a Co-Lending Construction Loan and Permanent Loan for Williamsburg Houses" and "Approval of a Co-Lending Construction Loan and Permanent Loan for Boulevard-BSA FP".

Ms. Moreira stated that an Authorizing Resolution would authorize the 328th and the 329th Supplemental Resolutions.

She said that if the Corporation elects to sell the 2021 Series I Bonds using a sealed bid process as a public competitive sale, the Corporation expects to engage Caine Mitter and Associates as financial advisor to provide guidance and would initiate the Sale by placing electronically or in trade publications one or more notices of sale to announce the expected date and time of the sale, the amount and type of Bonds being issued, the structure of the deal, bidding specifications and procedures. She noted that the 2021 Series I Bonds would be awarded to the bidder complying with the terms in the Notice of Sale and offering to purchase the 2021 Series I Bonds at the lowest true interest cost to the Corporation. She added that the Corporation would reserve the right in its discretion to reject any or all bids.

Ms. Moreira stated that it was anticipated that a portion of the proceeds of the 2021 Series I Bonds, together with the Corporation's unrestricted reserves, would be used to finance all or a portion of the mortgage loans for 1 development, the River Crest Phase B development, consisting of 250 rental homes in the Bronx.

She said that due to the limited availability of new private activity bond volume cap, this development was expected to receive a portion of required financing proceeds through the issuance of 2021 Series I Bonds in 2021 and the balance of required financing proceeds in 2022. For more information on the River Crest Phase B development, Ms. Moreira directed the Members to see Attachment "3" of the Open Resolution Memorandum.

She stated that it was anticipated that the remaining portion of the proceeds of the 2021 Series I Bonds would be used to finance or to reimburse the Corporation for amounts previously advanced from its unrestricted reserves to finance a portion of three subordinate loans for three developments described in Attachment "4" of the Open Resolution Memorandum. She noted that the 2021 Series I Bond proceeds would enable the financing of, or reimbursement for, a portion of the subordinate loans described in Attachment 4 which the Members had previously approved. She added that the issuance of the 2021 Series I Bonds for this purpose would allow for the replenishment of the Corporation's reserves, which could then be re-lent to new developments in furtherance of the Corporation's commitment to the Mayor's Housing New York plan.

Ms. Moreira stated that it was anticipated that a portion of the proceeds of the 2021 Series J Bonds, together with the Corporation's unrestricted reserves and/or the available funds in the Open Resolution, would be used to finance all or a portion of the mortgage loans for 7 developments. She added that in the aggregate, the developments would preserve approximately

1,315 rental homes in Brooklyn and the Bronx, and six of the seven developments had been previously approved by the Members.

She stated that the proceeds of the loan for one of the developments, the Prospect Park South Portfolio development, would be used to fund the purchase of a 10% participation interest in an existing bridge loan originated by Merchants Bank of Indiana (or Merchants) pursuant to a Participation Agreement between the Corporation and Merchants Bank to fund costs related to acquisition and to facilitate the long-term preservation of the project. She noted that the terms of the Prospect Park South Portfolio Bridge Loan would remain unchanged after the Corporation's purchase of the 10% participation interest. She added that prior to maturity of the Bridge Loan, the Corporation would seek the Members' approval of a new permanent senior loan, in an amount to be determined, that would be used to satisfy the Prospect Park South Portfolio Bridge Loan.

For more information on the Prospect Park South Portfolio development, Ms. Moreira directed the Members to see Attachment 5 of the Open Resolution Memorandum.

She stated that it was also anticipated that a portion of the proceeds of the 2021 Series J Bonds, in an amount not expected to exceed $35,000,000, would be used for future lending. She noted that any future lending for a development that had not been previously approved by the Members would be presented for approval to the Members prior to the making of such loan.

Ms. Moreira stated that the 2021 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. She added that the 2021 Series J Bonds would be issued as taxable, fixed-rate bonds.

She noted that more detail on the developments as well as bond underwriters, risks, fees and credit ratings associated with the bonds were outlined in the Open Resolution Memorandum.

Ms. Moreira asked if there were any questions. She then stated that if there were no questions, Susannah Lipsyte, Executive Vice President and General Counsel for the Corporation, would provide the Authorizing Resolutions.

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

The Chairperson asked if there were any other questions from the Members of the Board before calling for a motion to approve.

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

RESOLVED, (A) to approve an authorizing resolution that provides for (i) the adoption of Supplemental Resolutions to the Open Resolution, (ii) the issuance of the Bonds, (iii) the sale of any or all of the Bonds through a Competitive Sale, (iv) the distribution of one or more Notices of Sale in connection with the Competitive Sale, and (v) other activities listed therein and in the Open Resolution Memorandum; (B) to approve (i) the making of a subordinate loan for the new construction of one (1) ELLA development from proceeds of the 2021 Series I Bonds and/or the

Corporation's unrestricted reserves in an amount not expected to exceed $17,875,000, and (ii) the use of such amount of the Corporation's unrestricted reserves to fund all or a portion of the short-term portion of the senior loan for the new construction of one (1) ELLA development; (C) to approve (i) the making of certain loans for six (6) Preservation developments in an amount not expected to exceed $103,420,000 from proceeds of the 2021 Series J Bonds and/or available funds of the Open Resolution or its unrestricted reserves, and (ii) the purchase of a 10% participation interest in the existing Bridge Loan for the Prospect Park South Portfolio development, in an amount not expected to exceed $7,435,000, from proceeds of the 2021 Series J Bonds and/or available funds of the Open Resolution or its unrestricted reserves; (D) to approve (i) the origination of two (2) construction loans for the PACT Williamsburg Houses and PACT Boulevard Houses, Belmont Sutter Area, Fiorentino Plaza developments, in a combined amount not expected to exceed $799,023,500, (ii) the sale of approximately two thirds of each construction loan to JPMorgan Chase Bank through a participation agreement, and (iii) the funding of the Corporation's retained share of the construction loans, in a combined amount not to expected to exceed $266,341,167, with available funds in the Open Resolution and/or the Corporation's unrestricted reserves; and (E) for all of the authorizations requested above, to approve the execution by an Authorized Officer of the Corporation of mortgage-related documents and any other documents necessary to accomplish such financings.

The Chairperson stated that the next item of business would be approval of a co-lending construction loan and a permanent loan for PACT Boulevard-BSA-FP Houses and called upon Ms. Anderson to make the presentation.

Ms. Anderson stated that she was pleased to recommend that the Members approve the origination of and participation in a construction loan funded by the Corporation and JP Morgan Chase N.A., in a total amount not to exceed $437,079,500 and the origination and sale of a permanent loan not to exceed $368,005,000 for the PACT Boulevard-BSA-FP project. She said that the Corporation's retained share of the construction loan, in an amount not to exceed $145,693,166 was expected to be funded with available funds in the Corporation's Open Resolution and/or the Corporation's unrestricted reserves.

Ms. Anderson stated that at conversion, the Permanent Loan would be sold to the Federal Financing Bank, "FFB" program and was expected to be insured via the Corporation's FHA Risk Share Program; it was expected that the Corporation would assume 50% of the default risk through this program.

Ms. Anderson said that the Project was part of the Permanent Affordability Commitment Together, or PACT strategy outlined in the 2018 NYCHA 2.0 strategic plan which describes how the city would reinvest and reposition public housing through Section 8 conversions.

She said that subject to HUD approval, the proceeds of the PACT Boulevard-BSA-FP Construction Loan would be used for the acquisition and rehabilitation of a 1673 -unit multifamily rental housing development known as the Boulevard Houses, Belmont Sutter Area, and Fiorentino Plaza, consisting of twenty-nine buildings located at three NYCHA owned properties in the East New York neighborhood of Brooklyn.

Ms. Anderson stated that the three developments that comprise PACT Boulevard-BSA-FP would all convert to Section 8 operating subsidy through a variety of conversion methods including the Rental Assistance Demonstration program, Section 18 of the Housing Act of 1937, and 2 CFR Part 200.

Ms. Anderson said that the combined project would be supported by one or more long term project-based Section 8 Housing Assistance Payment ("HAP") Contracts, which were expected to be extended for a 20-year term at closing. She said as a requirement of the HAP contracts, units in the project would be reserved for households earning no more than 50% of area median income. She said that the overwhelming majority of existing residents meet this income restriction; nonetheless all residents would have the right to remain in their homes after the subsidy conversion.

Ms. Anderson stated that in 2019, NYCHA issued a request for proposals for a co-developer partner for the project and selected a partnership between Hudson Companies, Property Resource Corporation, and Duvernay and Brooks. She said that the borrower and mortgagor for the Project would be Boulevard Together Owner LLC which is comprised of NYCHA and affiliates of the Hudson Companies, Property Resource Corporation, and Duvernay and Brooks. She said that NYCHA would continue to hold fee title to the Project and would transfer beneficial ownership to the Borrower through a 99-year ground lease and nominee agreement, which would be executed at or prior to Construction Loan Closing. She said that upon conversion, property management would transition to Lisa Management and PRC Management Company, per an agreement between the two entities acceptable to the Corporation and NYCHA.

Ms. Anderson stated that the general contractor of the rehabilitation work would be Broadway Builders and the Melcara Corporation.

Ms. Anderson stated that the proposed rehabilitation was extensive and was expected to bring significant quality of life improvements to residents, promote energy efficiency, and enhance the development's physical appearance. She added that the construction term was anticipated to be 36 months.

She said that the construction period financing would be originated by the Corporation and funded by the Corporation and JP Morgan Chase in an amount not to exceed $437,079,500 at a variable interest rate set as a spread to LIBOR. She said that during the construction period, JP Morgan Chase, N.A. was expected to purchase approximately two-thirds of the Construction Loan. She said that Chase's interest in the Construction Loan would be funded pursuant to a participation agreement between the Corporation and Chase.

Ms. Anderson stated that a subsidiary of Chase would be the Historic Tax Credit ("HTC") Equity investor and was expected to invest a total of $133 million in exchange for Federal and State Historic Tax Credits. She said that the transaction would be structured to include an HTC pass-through master lease between the Borrower and the Master Tenant. She said that this structure was described in greater detail in the PACT Boulevard-BSA-FP memorandum.

Ms. Anderson stated that the Corporation would enter into a Subordination, Non-Disturbance and Attornment Agreement with regard to the HTC Master Lease that preserves certain enforcement rights but prevents actions that would cause a recapture of the HTCs during the 5-year compliance period that begins on the date the project is placed in service. She said that in addition, the Corporation expects to engage a special servicer who would facilitate preserving the HTCs while also protecting the Corporation's interests in certain default scenarios.

Ms. Anderson stated that at conversion, the Construction Loan would be repaid with the proceeds of the Permanent Loan in an amount not to exceed $368,005,000. She said that the Permanent Loan was expected to have a 40-year term, a 40-year amortization, and an interest rate of 4.50%. She said that the Permanent Loan would be structured as a senior loan secured by the leasehold mortgage and would be sold to the FFB.

Ms. Anderson said that to protect against interest rate volatility associated with the Forward FFB Execution during the construction period, the Corporation had determined that a combination of its existing hedging portfolio and the spread built into the anticipated rate of the Permanent Loan would provide enough protection from interest rate movements for this forward commitment. She noted that the risks and fees associated with the project were described in greater detail in the PACT Boulevard-BSA-FP Memorandum. She added that during the Open Resolution financing presentation, the Members approved the making and funding of the Construction Loan.

Ms. Anderson stated that the Members were now requested to approve i) the making of a Permanent Loan in an aggregate amount not to exceed $368,005,000, which may be initially financed with the Corporation's unrestricted reserves, for the permanent financing of the Project, and ii) the execution by an Authorized Officer of the Corporation of mortgage related documents and any other documents necessary to accomplish the financing.

Ms. Anderson said that she would be happy to answer any questions.

Mr. Gould asked what would happen when you borrow at LIBOR and at end of year now it's SOFR. Ms. Anderson noted that the Chase documents have a provision that would allow for transfer to SOFR when LIBOR does expire. Mr. Enderlin noted that Ms. Duffy had been working hard to keep that process as simple and streamlined as humanly possible, so there has been attention paid on that detail, and thanked Mr. Gould for the question.

The Chairperson asked if there were any other questions before calling for a motion to approve.

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

RESOLVED, to approve the co-lending construction loan and a permanent loan for PACT Boulevard-BSA-FP Houses and the other actions by the Members described in the PACT Boulevard-BSA-FP Memorandum.

The Chairperson stated that the next item of business would be approval of a co-lending construction loan and a permanent loan for PACT Williamsburg Houses and again called on Ms. Anderson to advise the Members regarding this item.

Ms. Anderson stated that she was pleased to recommend that the Members approve the origination of and participation in a construction loan funded by the Corporation and JP Morgan Chase N.A., in a total amount not to exceed $361,944,000 and the origination and sale of a permanent loan not to exceed $374,770,000 for the PACT Williamsburg Houses project. She said that the Corporation's retained share of the construction loan, in an amount not to exceed $120,648,000 was expected to be funded with available funds in the Corporation's Open Resolution and/or the Corporation's unrestricted reserves.

Ms. Anderson said that at conversion, the Permanent Loan would be sold to the FFB program and was expected to be insured via the Corporation's FHA Risk Share Program; it is expected that the Corporation would assume 50% of the default risk through this program. She said that the Project was part of the Permanent Affordability Commitment Together, or PACT strategy.

Ms. Anderson stated that subject to HUD approval, the proceeds of the Construction Loan would be used for the acquisition and rehabilitation of a 1621-unit multifamily rental housing development known as the Williamsburg Houses, consisting of twenty buildings located at one NYCHA owned property in the East Williamsburg neighborhood of Brooklyn.

Ms. Anderson stated that the Williamsburg Houses would convert to Section 8 operating subsidy through a variety of conversion methods including the Rental Assistance Demonstration program and Section 18 of the Housing Act of 1937.

She said that the combined project would be supported by one or more long term project-based Section 8 Housing Assistance Payment Contracts, which were expected to be extended for an additional 20-year term at closing. She said that as a requirement of the HAP contracts, units in the project would be reserved for households earning no more than 50% of area median income. She said that the overwhelming majority of existing residents meet this income restriction; nonetheless all residents would have the right to remain in their homes after the subsidy conversion.

Ms. Anderson stated that in 2019, NYCHA issued a request for proposals for a co-developer partner for the project and selected a partnership between MDG Design & Construction and Wavecrest Management LLC. She said that the borrower and mortgagor for the Project would be Williamsburg PACT LLC which is comprised of NYCHA and affiliates of MDG and Wavecrest. She said that NYCHA would continue to hold fee title to the Project and would transfer beneficial ownership to the Borrower through a 99-year ground lease and nominee agreement, which would be executed at or prior to Construction Loan Closing. She said that upon conversion, property management would transition to Wavecrest Management, per an agreement acceptable to the Corporation and NYCHA.

Ms. Anderson stated that the general contractor of the rehabilitation work would be MDG Design & Construction. She said that the proposed rehabilitation was extensive and was expected to bring significant quality of life improvements to residents, promote energy efficiency, and enhance the development's physical appearance. She added that due to the extensive scope of work, residents would temporarily relocate to onsite hospitality units for up to eight weeks. The construction term was anticipated to be 42 months.

Ms. Anderson stated that the construction period financing would be originated by the Corporation and funded by the Corporation and JP Morgan Chase in an amount not to exceed $361,944,000 at a variable interest rate set as a spread to LIBOR. She said that during the construction period, JP Morgan Chase, N.A. was expected to purchase approximately two-thirds of the Construction Loan. She said that Chase's interest in the construction loan would be funded pursuant to a participation agreement between the Corporation and Chase.

Ms. Anderson stated that a subsidiary of Chase would be the Historic Tax Credit Equity investor and was expected to invest a total of $134 million in exchange for Federal and State Historic Tax Credits. She said similar to the PACT Boulevard-BSA-FP project, the transaction would be structured to include an HTC pass-through master lease between the Borrower and the Master Tenant. She said that this structure was described in greater detail in the PACT Williamsburg Houses Memorandum.

She said that the Corporation would enter into a Subordination, Non-Disturbance and Attornment Agreement. She said that in addition, the Corporation expects to engage a special servicer who would facilitate preserving the HTCs while also protecting the Corporation's interests in certain default scenarios. She said that at conversion, the Construction Loan would be repaid with the proceeds of the Permanent Loan in an amount not to exceed $374,770,000. She said that the Permanent Loan was expected to have a 40-year term, a 40-year amortization, and an interest rate of 4.50%. She said that the Permanent Loan would be structured as a senior loan secured by the leasehold mortgage and would be sold to the FFB.

Ms. Anderson stated that to protect against interest rate volatility associated with the Forward FFB Execution during the construction period, the Corporation had determined that a combination of its existing hedging portfolio and the spread built into the anticipated rate of the Permanent Loan would provide enough protection from interest rate movements for this forward commitment.

Ms. Anderson said that the risks and fees associated with the project were described in greater detail in the PACT Williamsburg Houses Memorandum. She noted that during the Open Resolution financing presentation, the Members approved the making and funding of the Construction Loan.

Ms. Anderson stated that the Members were now requested to approve i) the making of a Permanent Loan in an aggregate amount not to exceed $374,770,000, which may be initially financed with the Corporation's unrestricted reserves until purchase of the Loan by the FFB, for the permanent financing of the Project, and ii) the execution by an Authorized Officer of the Corporation of mortgage related documents and any other documents necessary to accomplish the financing.

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

RESOLVED, to approve Co-Lending Construction Loan and a Permanent Loan for PACT Williamsburg Houses and the other actions by the Members described in the PACT Williamsburg Houses Memorandum.

The Chairperson stated that the next item of business would be ratification of Corporate Credit Card Policy and called on Ms. Baumann to make the presentation.

Ms. Baumann stated that the Corporation was seeking the Members' ratification of the Audit Committee's approval of the adoption of a corporate credit card policy. She said that the main purpose of the policy was to eliminate the financial burden on HDC staff who currently use their personal credit cards during HDC business related travel.

Ms. Baumann stated that as described in the attached Corporate Credit Card Policy (Attachment A) in their packet, significant controls would be in place to ensure the proper use of the corporate credit card.

She said that the Corporation's Corporate Credit Card Policy was presented and approved by the Audit Committee just before this meeting. She noted that with the just approved officer promotions and appointments, the new titles would be reflected in the Policy. She said if any changes to the Corporate Credit Card Policy were deemed necessary in the future, HDC staff would bring those changes to the HDC Audit Committee.

Ms. Baumann stated that if there weren't any questions, then the Members were being asked to ratify the Audit Committee's approval of the adoption of HDC's Corporate Credit Card policy.

Mr. Gould noted that he was sure the DOI policy was ample enough, but asked whether HDC should run the policy by E&Y and have them take a look before rather than after?

Ms. Baumann said sure, it was part of the packet from the Audit Committee and she didn't hear anything back from Lou Roberts or the team at E&Y, but she would circle back with them.

Mr. Enderlin that HDC would do an extra check. He noted that the policy was really designed so people don't have to go out of pocket, particularly younger staff who were traveling and would sometimes be out of pocket. He said as indicated in the Memorandum, this wasn't a card that was going to be walking around with folks, it's just access to the number so people could bill travel and related expenses to it, but we'll definitely check with E&Y. He also said that there would be no physical credit card given to employees and there would be controls in place on how it was used as outlined in the memo.

Ms. Baumann noted that in 2019, there were 5-6 personal reimbursements per month for travel which averaged out to about $6,500 per month, so in 2019 about $80,000.

The Chairperson asked Mr. Gould if they should go ahead with the motion, to which he said yes.

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

RESOLVED, to ratify the Audit Committee's approval of the Corporate Credit Card Policy.

The Chair noted that this was something that was long overdue for HDC. She said that it was discussed when she was General Counsel. She said that it relieves an undue burden on staff when they are trying to do the Corporation's work, so well done to Mr. Enderlin and the HDC team.

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.

The Chairperson asked if there was any other business that Members were like to discuss.

At 1:02 p.m., there being no further business, upon a motion duly made by Ms. Notice-Scott, and seconded by Mr. Soliman, the meeting was adjourned.

Respectfully submitted,

Moira Skeados

Moira Skeados
Secretary

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

October 5, 2021

ATTENDANCE LIST

Kevin Murphy	Hawkins Delafield & Wood LLP
R. Gregory Henniger	Hawkins Delafield & Wood LLP
Eric Enderlin	New York City Housing Development Corporation
Susannah Lipsyte	“ ”
Ellen Duffy	“ ”
Cathleen Baumann	“ ”
Terry Gigliello	“ ”
Ruth Moreira	“ ”
Mary Hom	“ ”
Hannah Blitzer	“ ”
Elizabeth Strojan	“ ”
Moira Skeados	“ ”
Madhavi Kulkarni	“ ”
Leroi Jiles	“ ”
Katherine Smith	“ ”
Farhana Choudhury	“ ”
Molly Anderson	“ ”
Michael Rose	“ ”
Horace Greene	“ ”
Joseph Macaluso	“ ”
Jessica Facciponti	“ ”
Cheuk Yu	“ ”
Marion Amore	“ ”
Merin Urban	“ ”
Mary Bruch	“ ”
Alex Medina	“ ”
Mary John	“ ”
Violine Roberty	“ ”
Patrick Ogoke	“ ”
Carol Micalizzi	“ ”
James Tafuro	“ ”
Lisa Geary	“ ”
Tinru Lin	“ ”
Gene Yee	“ ”
Daniel Connelly	“ ”
Sean Capperis	“ ”
Nick Draeger	“ ”

Christina Clarke	“	”
Lisa Wertheimer	“	”
Alison Glaser	“	”
Brian Wong	“	”
Justin Mathew	“	”
Michael McKee	“	”
Stephanie Mavronicolas	“	”
Adam King	“	”
Claudine Brown	“	”
Trisha Ostergaard	“	”
Luu Uyen	“	”
Neil Saranga	“	”
Keri Springett	“	”
Ilana Moyer	“	”
Jennifer Beamish	“	”
Alex Kleppin	“	”
Lois Bricken McCloskey	“	”
Lydia Aponte	“	”
Justine Martin	“	”
Denis Belic	“	”
Jae Lee	“	”
Tania Dorado	“	”
Ping Choi	“	”
Jamaine Gooding	“	”
John Gearrity	“	”
Susan O’Neill	“	”
Jessica Valentino	“	”
Yaffa Oldak	“	”
Josephine Logozzo	“	”
Julie Gonzalez	“	”
Anthony Hascheff	“	”
Terren Wing	“	”
Ana Meza	“	”

Amy Boyle	City Hall
Eric Johnson	New York City Department of Investigation
Eric Tyszka	“ ”
Kathryn Johnson	The Mayor’s Office of Management and Budget
Jeremy Welsh-Loveman	“ ”

Robin Lee	New York City Department of Finance
Marissa Schaffer	New York City Housing Authority
Eileen Heitzler	Orrick
Jeffrey Philp	“ ”
Sara Ketchum	Academy Securities
Damian Busch	Barclays
Albert Luong	“ ”
Vikram Shah	“ ”
Samphas Chhea	Jefferies
Annie Lee	JP Morgan
Alex Vlamis	Morgan Stanley
Gregory Borys	“ ”
Grace Chionuma	“ ”
Geoff Proulx	“ ”
Steve Splawinski	“ ”
Joan Tally	
Joseph Tait	Raymond James
Cathy Bell	Stern Brothers
John Germain	UBS
Tim Sullivan	“ ”
Peter Cannava	Wells Fargo
Ansel Caine	Caine Mitter

Danielle Hurlburt	Ernst & Young
Erin Montgomery	“ ”
Louis Roberts	“ ”
John Carter	Siebert Williams