

**Minutes  
of the Meeting of the  
New York City Housing Development Corporation**

September 24, 2024

A meeting of the Members of the New York City Housing Development Corporation was held on Tuesday, September 24, 2024, at the office of the Corporation, 120 Broadway, 2<sup>nd</sup> Floor, New York, New York. The meeting was called to order at 11:00 a.m. by the Chairperson Adolfo Carrión Jr., who noted the presence of a quorum. The Members present were Harry E. Gould, Charles G. Moerdler, Jacques Jiha, Preston Niblack, Denise Scott and Mark Norman.

The Chairperson stated that the first item on the agenda would be the approval of the minutes of the meeting held on August 19, 2024.

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

**RESOLVED**, to approve the minutes of such meeting.

The Chairperson stated that the next item on the agenda would be the President's Report and called upon Mr. Enderlin to make his presentation.

Mr. Enderlin thanked and welcomed the Commissioner and Board Members for joining the meeting. He stated that he would like to extend warm birthday wishes to our Board Member, Harry Gould, and thank him for his 48 years of dedicated service to HDC.

Mr. Enderlin stated that today's agenda would start with presentations from HDC's Governance and Audit Committees, after which, he would present for the Members' approval the appointment of two Assistant Secretaries of the Corporation. These appointments would help to strengthen the vital work of HDC's Legal team that was essential to ensuring the successful advancement of HDC's mission.

Mr. Enderlin stated that next, you would hear from Senior Vice President Lauren Connors, who would present for the Members' approval the issuance of bonds and the approval of mortgage loans that would support the financing of various affordable housing and public housing developments throughout the city. This presentation includes a proposal to finance the acquisition and substantial rehabilitation of the Linden Plaza Mitchell-Lama development in Brooklyn. Mr. Enderlin stated that with the Members' approval, this preservation effort would significantly improve living conditions for more than 1,500 households, reflecting the City's commitment to providing crucial repairs and securing affordability for New Yorkers residing in our aging Mitchell-Lama developments.

Mr. Enderlin stated that while today's agenda was brief, the underlying work addresses some of our city's most complex housing challenges. He stated that he wanted to thank the Board,

along with the entire HDC team and our partners, as we continue our work to create a more affordable city where New Yorkers can thrive.

With that, Mr. Enderlin turned it back to the HDC Board Chair, Commissioner Carrion.

The Commissioner 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 of 3% were discussed and approved. He stated that the actions of the Governance Committee with respect to the Senior Staff raises must be ratified by the HDC Board.

The Chairperson asked for a motion to approve the Senior Staff raises that were just approved by the Governance Committee.

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

**RESOLVED**, to approve the Senior Staff raises.

The Chairperson stated that the next item on the agenda would be the Report of the Audit Committee Meeting 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 Members reviewed the 2024 second and third quarter financials, and other investment, debt, credit and internal audit reports. He stated that the Members also approved the second half of the FY 2024 internal audit plan as well as the Audit Committee Charter. Mr. Gould stated that in addition, Ernst & Young presented their audit plan for the upcoming audit of the Corporation's annual financial statements.

The Chairperson stated that the next item on the agenda would be the Appointment of Assistant Secretaries and called upon Susannah Lipsyte, Executive Vice President and General Counsel to make this presentation.

Ms. Lipsyte stated that she was pleased to recommend that the Members approve the appointment of Jennifer Beamish as Assistant Secretary of the Corporation and Ankita Vaid as Assistant Secretary of the Corporation. Ms. Lipsyte stated that Ms. Beamish joined the Corporation in 2017 as an Assistant General Counsel and was promoted to Associate General Counsel in 2020. Ms. Beamish held a Bachelor of Arts in history from McGill University, Canada, and a Master of Science in international history from the London School of Economics and Political Science. Ms. Beamish received a J.D. from Northwestern University School of Law. Ms. Lipsyte stated that Ms. Vaid joined the Corporation in 2022 as an Assistant General Counsel. Ms. Vaid held a Bachelor of Laws from the University of Liverpool, England, and received a J.D. from the University at Buffalo School of Law.

Ms. Lipsyte stated that just to add, as Mr. Enderlin mentioned in his president's report, these assistant secretary appointments help the Corporation in terms of closings, for incumbency certificates, and just the process of the legal work we do. Ms. Lipsyte stated that we usually have two to three assistant secretaries at any time, and now we currently only have one, so we're doing two at once.

The Chairperson called for a motion to appoint Jennifer Beamish and Ankita Vaid as Assistant Secretaries of the Corporation.

Upon a motion duly made by Mr. Jiha, and seconded by Mr. Norman, the Members unanimously:

**RESOLVED**, to appoint Jennifer Beamish and Ankita Vaid as Assistant Secretaries.

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

The Chairperson stated that the next item on the agenda would be the Approval of an Authorizing Resolution relating to the Multi-Family Housing Revenue Bonds, 2024 Series D and E; and Approval of Mortgage Loans and called upon Lauren Connors, Senior Vice President, Development to make this presentation.

Ms. Connors referred the Members to the memorandum before them entitled "Approval of an Authorizing Resolution relating to the Multi-Family Housing Revenue Bonds, 2024 Series D and E; and Approval of Mortgage Loans" (the "Open Resolution Memorandum") dated September 18, 2024.

Ms. Connors stated she was pleased to recommend that the Members approve the issuance of the Corporation's Multi-Family Housing Revenue Bonds, 2024 Series D and 2024 Series E Bonds in an amount not expected to exceed \$425,890,000. Ms. Connors stated that the Bonds, together with the Corporation's unrestricted reserves and available funds of the Open Resolution, were expected to be used to finance the construction, acquisition, rehabilitation and/or permanent financing of certain projects, and other activities described in the Open Resolution Memorandum.

Ms. Connors stated that interest on the 2024 Series D Bonds was expected to be exempt from Federal and New York State and local income tax and such bond series 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. She said that interest on the 2024 Series E 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. Connors stated that the anticipated interest rates, maturity dates, and other relevant terms of the Bonds were described in the Open Resolution Memorandum. She stated that an Authorizing Resolution would authorize the 364<sup>th</sup> and 365<sup>th</sup> Supplemental Resolutions.

Ms. Connors stated that it was anticipated that all or a portion of the proceeds of the 2024 Series D Bonds together with available monies of the Open Resolution and/or the Corporation's unrestricted reserves, would be used to finance all or a portion of the mortgage loan that will fund the acquisition and rehabilitation of the Linden Plaza development in Brooklyn.

Ms. Connors stated that Linden Plaza was a Mitchell-Lama development that was constructed in 1972. She stated that in 2008, Members approved the issuance of the Multi-Family Rental Housing Revenue Bonds, 2008 Series A with long term permanent credit enhancement from Freddie Mac. The Project had struggled in recent years with deteriorating conditions and tenant arrears, and in 2023 Freddie Mac declared an event of default for the owner's failure to make certain payments. Ms. Connors stated that the Corporation had been working closely with its partners in the City to stabilize the asset. If approved by the Members, the Corporation expects to finance the acquisition and substantial tenant-in-place rehabilitation of its 1,527 units that would address a 20-year capital need.

Ms. Connors stated that it was anticipated that the Linden Plaza financing would initially be funded with available monies of the Open Resolution and/or the Corporation's unrestricted reserves. Ms. Connors stated that the Corporation expects to issue tranches of tax-exempt 2024 Series D Bonds with allocations of "recycled" volume cap as it becomes available to reimburse the Corporation for amounts previously advanced. She stated that Freddie Mac would provide credit enhancement on the new permanent loan under a 90/10 risk share structure.

Ms. Connors stated that it was also anticipated that a portion of the proceeds of the 2024 Series D Bonds would be used to finance or reimburse the Corporation for amounts previously advanced from its unrestricted reserves to finance all or a portion of one subordinate loan for the Coney Island Phase 2 development. Ms. Connors stated that the subordinate loan for Coney Island Phase 2 was previously approved by the Members.

Ms. Connors stated that it was also anticipated that a portion of the proceeds of the 2024 Series D Bonds, together with available monies of the Open Resolution and/or the Corporation's unrestricted reserves would be used to finance or reimburse the Corporation for amounts previously advanced from its unrestricted reserves to finance all or a portion of the SUN Loans for four NYCHA developments: PACT Sack Wern, PACT West Brighton, PACT Boston Secor, Boston Road Plaza, and Middletown Plaza, and PACT Frederick Samuel Apartments.

Ms. Connors stated that the PACT Developments either have received or are expected to receive financing from the proceeds of tax-exempt and/or taxable bonds to be issued under the Housing Impact Bond Resolution, as approved by the Members at previous meetings held in 2024.

Ms. Connors stated that it was anticipated that a portion of the proceeds of the 2024 Series E Bonds was expected to be deposited in the Bond Proceeds Account and used for future lending. She stated that such future lending that has not been previously approved by the Members would be presented for approval to the Members before the making of such loan.

Ms. Connors stated that it was anticipated that an additional portion of the proceeds of the 2024 Series E Bonds would be transferred to the Corporation, and in connection therewith, nine

permanent mortgage loans previously pledged to the Corporation's Multi-Family Secured Mortgage Revenues Bonds Bond Resolution will be pledged to the Open Resolution (the "Mini Open Resolution"), was originally adopted by the Members of the Corporation in 2005. Ms. Connors stated that the Corporation expects to retire the remaining Mini Open Resolution Bonds and terminate the Mini Open Resolution using excess revenues and reserves held thereunder. She stated that the proceeds released to the Corporation would allow for replenishment of the Corporation's reserves, which can then be re-lent to new developments in furtherance of the Corporation's commitment to the Mayor's housing plan. Ms. Connors stated that for more information on these developments, please see Attachments 1 – 7 in the Open Resolution Memorandum.

Ms. Connors stated that the Members were being asked to authorize the issuance of the Bonds pursuant to multi-modal Supplemental Resolutions. She stated that accordingly, all or a portion of the Bonds may be converted to other interest rate modes provided for in the Supplemental Resolutions such as a fixed rate or variable rate.

Ms. Connors stated that it was anticipated that all or a portion of the 2024 Series D Bonds would initially be issued as tax-exempt, fixed-rate bonds to finance the SUN Loans for the PACT Developments and 2024 Series D mortgage loans.

Ms. Connors stated that it was anticipated that all or a portion of the 2024 Series E Bonds would initially be issued as variable rate, SOFR-index bonds expected to be purchased by the Federal Home Loan Bank of New York.

Ms. Connors stated that if market conditions change, and staff determines that it is not cost-effective to issue all or a portion of the 2024 Series E Bonds as variable rate, SOFR-index bonds, the Corporation may choose to issue all or a portion of the 2024 Series E Bonds as variable rate demand bonds.

Ms. Connors stated that in order to manage the interest rate risk associated with the variable rate portion of the Bonds, the Corporation was working with Mohanty Gargiulo LLC, its hedge advisor, and expects to enter into one or more interest rate hedging instruments. She stated that more detail on the developments and the bond underwriters, risks, fees and credit ratings associated with the bonds were outlined in the Open Resolution Memorandum.

Mr. Moerdler asked what steps had been taken to minimize and supervise the disturbance to the Linden Plaza tenants during the rehabilitation work. The Chairperson said that the process was a very prescribed and rigorous and there is a relocation plan in terms of moving people around during work. Mr. Moerdler asked to what extent, if any, did HDC know, that there had been active tenant participation in both the formulation and execution of those plans. Ruth Moreira described the approved relocation plans that both our partners at HPD and HDC review. The Chairperson stated that there are a series of meetings with the tenant association where this process is explained to them. The Chairperson stated that the tenant association can ask questions and it is an ongoing process. Mr. Enderlin stated that this rehabilitation work is some of the most complicated at every level. Mr. Enderlin noted that it was the borrower team is Camber, the same team that was doing the work at the PACT Edenwald Project. The Chairperson stated that the confidence had been

rebuilt with this new player, Camber and we're going to watch it like a hawk. Ms. Scott asked if the tenant plan takes into account the special needs of senior tenants would have in the relocation which maybe different than much younger families. The Chairperson stated that HPD had published new design guidelines for preservation that required consideration of the needs of our older adults as they were now referred to.

Mr. Jiha asked the if this was the first time the Corporation was depositing bond proceeds in the bond proceeds account. Susannah Lipsyte, Executive Vice and General Counsel for the Corporation stated no, that those were taxable bonds and the Corporation was able to issue taxable bonds and hold them in the bond proceeds account until the Corporation is ready to use them and we will bring those loans to the board, as we have done that before. Ellen Duffy, Executive Vice President for Capital Markets stated that the structure helps manage liquidity needs of some of the preservation pipeline with uncertain closing schedules.

Mr. Moerdler stated that he wanted to turn to attachment three and four, involving New York City Housing Authority. He asked who held the SUN mortgages that were referenced in the footnote. Ms. Moreira stated that HDC did. Mr. Moerdler then asked if HDC would still be the most senior in terms of issues if or should there be a foreclosure. Mr. Enderlin replied yes that the SUN Loan financing was a senior mortgage. Mr. Moerdler asked about the statement in the memorandum "the SUN Loan default can only occur on a failure to pay the amount due under the sun note for each year." Mr. Enderlin stated that he did not know what that the schedule was on a year-by-year basis was but he could get him that information if necessary. Mr. Enderlin stated that the SUN Loans were sized to mimic the taxes that would be paid if there was no pilot in place. He stated that it is basically a first position loan that was using an equivalent amount of cash flow that would have paid those taxes. Mr. Moerdler asked if there had been defaults or issues at all in the past and Mr. Enderlin described certain challenges at the projects but said no defaults or issues with the SUN loans.

Mr. Moerdler asked to what extent did HDC, and hopefully HPD, inspect the PACT properties. Mr. Enderlin stated that at HDC there is a regular set of inspections that happen, and HDC is actively involved in the asset management and growing the asset management team. Mr. Moerdler stated that the last question was to what extent did the Corporation receive and analyze violations or inspection reports emanating from the Department of Buildings, Mr. Enderlin stated that we have a team in asset management including data governance and analytics folks who can do this. Mr. Moerdler suggested that HDC require a copy of them be furnished to HDC directly. Mr. Moerdler stated that the elevators were particularly a concern. Mr. Enderlin and Mr. Moerdler discussed the Corporation's asset management standards and a new reporting program that the Corporation is calling GOALS. Mr. Moerdler went on to state that some years ago, this body approved a loan of \$418 million dollars to NYCHA for work to be done on Marble Hill and other facilities. He said stated that as a former Buildings Commissioner he inspected the place together with people who know what they're doing and had concerns about the scope of work that was performed. Based on this experience Mr. Moerdler said that he thinks it is worthwhile for the Corporation to take a look with these properties. The Chairperson thanked Mr. Moerdler and said the point was well taken.

Mr. Niblack asked about the scope of work at the PACT Sack Wern and PACT West Brighton. He stated that there was a high price per unit altogether for the renovation work. Brian Cheigh, SVP Public Housing & Lending Strategies for the Corporation stated that the renovation work for PACT Sack Wern did involve some general common area and in apartment upgrades for the next 20 years identified in the Comprehensive Needs Assessments that NYCHA had done for every development. He stated that it addresses those as well as grounds upgrades for which represents some amenities as well as some energy efficiency upgrades. Mr. Cheigh stated all projects have to meet the HUD required Comprehensive Needs Assessment. Mr. Niblack asked if there were unit level renovation as well. Mr. Cheigh stated that it includes unit level renovations, and it also includes compliance with ADA requirements for accessibility. Mr. Cheigh stated He said that it could range for everything from electrical, plumbing upgrades to bathroom fixtures, and finishes, as well as the accessibility requirements, and the common areas generally with major building systems common area finishes, security across the building.

Mr. Moerdler asked if any of the structural work involved roofs, gutters and elevators. Mr. Cheigh stated that it would include all those aspects if identified in the Comprehensive Needs Assessment. He stated that as part of the PACT program, every 15 years all the projects have a new Comprehensive Needs Assessment inspection to identify if a roof, boiler or any other component is at the end of its useful life. The project has to reserve for and implement the work as part of the PACT transaction. Mr. Cheigh stated that if the work is not addressed now, it is intended to be reserved for and funded for capital repairs at a future plan.

There being no further questions, Susannah Lipsyte, Executive Vice President, and General Counsel then described the provisions of the Authorizing Resolution and the actions the Members were being asked to approve.

The Chairperson asked for a motion to approve the Authorizing Resolution relating to the Multi-Family Housing Revenue Bonds, 2024 Series D and E; and Approval of Mortgage Loans

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

**RESOLVED**, to approve (A) an authorizing resolution that provides for (i) the adoption of Supplemental Resolutions to the Open Resolution, (ii) the issuance of the Bonds, (iii) the pledge to the Open Resolution of any mortgage loans or assets of the Corporation, (iv) the terms of any liquidity facility and other activities listed therein and, in the Open Resolution Memorandum; (B) (i) the making of certain mortgage loans for the Linden Plaza development in an amount not to exceed \$207,295,000, from proceeds of the 2024 Series D Bonds, and/or available funds of the Open Resolution or the Corporation's unrestricted reserves; and (ii) the execution by the an Authorized Officer of the Corporation of any and all documents necessary to carry out such financings; (C) (i) the financing of four (4) SUN Loans for the PACT Developments in an amount not expected to exceed \$129,205,000 from the proceeds of the 2024 Series D Bonds and/or available funds of the Open Resolution or the Corporation's unrestricted reserves; and (ii) the execution by an Authorized Officer of the Corporation of any and all documents necessary to carry out such financings; and (D) to approve the execution of one or more interest rate hedging instruments in a combined notional amount not expected to exceed \$77,390,000 and the execution by an Authorized Officer of the Corporation of any and all documents necessary to enter into said

hedging instruments.

Ms. Scott asked if the City is developing a program specifically for Mitchell Lamas given their complexity. The Chairperson said that he was so glad she asked, and stated that the City share is 94 developments, 47,000 units and that the state mirrors that with just about the same size portfolio. The Chairperson that they are all facing arrears, high costs, insurances out of control, many of them can't meet their obligations. The Chairperson stated that many options are being discussed with the leadership of the City and anticipates going public with these conversations soon.

Mr. Moerdler asked the Chairperson how far back the first flags were raised on those areas, regarding Mitchel Lamas. The Chairperson said that he was not entirely sure but he thought the pandemic was a real hit to all of them and that it was also a real hit to all rental real estate in New York City. Mr. Moerdler asked to what extent does the City receive information needed to raise flags and does the City have the talent necessary to analyze the flags.

The Commissioner stated that he wants to do a special session on this off the record. He stated that one of the most unpopular things that the commissioner of HPD has to do is to sign a Commissioner's rent order or rent increase order. The Commissioner stated that many of developments do not keep up or keep pace with the costs of running the development and in some cases, there have been no rent increases or maintenance increases for 8 to 10 years like the rest of the market. The Commissioner stated that there was a structural side to this that we are addressing that will be part of the proposal. Mr. Moerdler asked about early signs and the Commissioner stated that we look forward to discussing this a little further.

The Chairperson stated that at this time, he 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. Moerdler, and seconded by Mr. Gould, the Members unanimously:

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

Mr. Gould stated that Ann Kaplan had passed away, in the early days of HDC and Mr. Gould assumed she was representing Goldman Sachs, as opposed to being a board member, but she attended every board meeting. Mr. Gould stated that she was a big fan of HDC and one of the first four female partners at Goldman Sachs and ended up running the municipal department, so it might be appropriate to just acknowledge her support. Mr. Moerdler suggested that we dedicate this meeting in memory of Ann Kaplan. The Chairperson said that in the memory of Ann Kaplan, with immense gratitude for her dedication and support of HDC and the work of admission of this organization.



At 11:45 a.m., there being no further business, upon a motion duly made by Mr. Moerdler, and seconded by Mr. Gould the meeting was adjourned.

Respectfully submitted,



Moira Skeados  
Secretary

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

September 24, 2024

**ATTENDANCE LIST**

Eric Enderlin	NYC Housing Development Corporation
Lauren Connors	NYC Housing Development Corporation
Ellen Duffy	NYC Housing Development Corporation
Tinru Lin	NYC Housing Development Corporation
Ruth Moreira	NYC Housing Development Corporation
Moira Skeados	NYC Housing Development Corporation
Susannah Lipsyte	NYC Housing Development Corporation
Luke Schray	NYC Housing Development Corporation
Madhavi Kulkarni	NYC Housing Development Corporation
Paul Cackler	NYC Housing Development Corporation
Austin Chin	NYC Housing Development Corporation
Carol Micalizzi	NYC Housing Development Corporation
Melissa Barkan	NYC Housing Development Corporation
Paul Cackler	NYC Housing Development Corporation
Lisa Geary	NYC Housing Development Corporation
Trisha Ostergaard	NYC Housing Development Corporation
John Gearrity	NYC Housing Development Corporation
Claudine Brown	NYC Housing Development Corporation
Jennifer Beamish	NYC Housing Development Corporation
Adam King	NYC Housing Development Corporation
Mohammad Islam	NYC Housing Development Corporation
Lisa Wertheimer	NYC Housing Development Corporation
Mary Bruch	NYC Housing Development Corporation
Alison Glaser	NYC Housing Development Corporation
Arjun Subakeesan	NYC Housing Development Corporation
Daniel Quiroz	NYC Housing Development Corporation
Marion Amore	NYC Housing Development Corporation
Angus Page	NYC Housing Development Corporation
Susan Tso	NYC Housing Development Corporation
Violine Roberty	NYC Housing Development Corporation
Zi Lin Liang	NYC Housing Development Corporation
Chanin French	NYC Housing Development Corporation
Christopher Landi	NYC Housing Development Corporation
Cullen MacDowell	NYC Housing Development Corporation
David Sakara	NYC Housing Development Corporation
John Gearrity	NYC Housing Development Corporation
Susan O'Neill	NYC Housing Development Corporation

Merin Urban	NYC Housing Development Corporation
Justine Martin	NYC Housing Development Corporation
Yaffa Oldak	NYC Housing Development Corporation
Whitley Plummer	NYC Housing Development Corporation
Tom Bethany	NYC Housing Development Corporation
Lydia Aponte	NYC Housing Development Corporation
Erica Copeland	NYC Housing Development Corporation
Fabiana Meacham	NYC Housing Development Corporation
Kimberly Huang	NYC Housing Development Corporation
Marlene Salomon	NYC Housing Development Corporation
Mary Hom	NYC Housing Development Corporation
Naomi Rabalino	NYC Housing Development Corporation
Nicole Forero	NYC Housing Development Corporation
Robert O'Brian	NYC Housing Development Corporation
Rowan Abass	NYC Housing Development Corporation
Sean Capperis	NYC Housing Development Corporation
Sharon Skolnik	NYC Housing Development Corporation
Sophia Klein	NYC Housing Development Corporation
Ankita Vaid	NYC Housing Development Corporation
John Germain	TD Securities
Susan Jun	Raymond James
Joseph Tait	Raymond James
Andrew Pfeifer	Stifel
Barry Gottfried	Stifel
Kevin Murphy	Hawkins Delafield & Wood LLP
Greg Henniger	Hawkins Delafield & Wood LLP
Anyo Fairweather	RBC
McDaniel Jeantus	RBC
Ben Killer	Wells Fargo
Carlos Montoya	Ramirez
Jeff Philp	Orrick
Eileen Heitzler	Orrick
Geoff Proulx	Morgan Stanley
Gloria Boyd	J.P. Morgan
Brent Chandaria	J.P. Morgan
Nick Fluehr	Wells Fargo
Sam Rees	Caine Mitter
Peter Weiss	Loop Capital
Maddy Kornhauser	OMB