

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

April 21, 2009

A meeting of the Members of the New York City Housing Development Corporation (the "Corporation" or "HDC") was held on Tuesday, April 21, 2009, at the offices of the Corporation, 110 William Street, 10th Floor, New York, New York 10038. The meeting was called to order at 4:07 p.m. by the Chairperson, Rafael Cestero, who noted the presence of a quorum. The Members present were Felix Ciampa, Harry E. Gould, Jr., Martha E. Stark and Michael W. Kelly. The Members absent were Mark Page and Charles G. Moerdler. A list of observers is appended to these minutes.

The Chairperson called for the approval of the minutes of the meeting held on December 10, 2008.

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

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

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

Mr. Jahr thanked the Chairperson and stated that much had happened since the Corporation's last meeting in December of 2008. He said that by the time the dust settled—or at least all the legal documents— in calendar year 2008, the Corporation had issued over \$1.3 billion in bonds, including nearly a half a billion dollars in tax-exempt bonds, and financed 45 new construction or preservation projects containing over 8,400 units. He said that compared to 2007, the project count was up 29% and the number of units was 76% higher. He said that the Corporation had also committed over \$210 million in corporate reserves as inexpensive subordinate debt on these projects, helping to ensure their affordability. He said that it was a remarkably successful year—HDC was the number one issuer of housing revenue bonds in the United States—during a remarkably trying time.

Mr. Jahr stated that now we have a new administration in place in Washington, with HPD's former Commissioner and HDC's former Chairperson, Shaun Donovan, serving as the Obama administration's HUD Secretary, and we have a new HPD Commissioner, who he was enormously pleased had assumed his responsibilities as Chairperson of HDC's Board of Directors. He said that Mr. Cestero and he had known each other for many years, and that he and the HDC staff looked forward to working with him and his staff at HPD as the Corporation seeks to fulfill the ambitious goals of Mayor Michael R. Bloomberg's *New Housing Marketplace* Plan within the context of a drastically changed environment.

Mr. Jahr stated that as an aside, during the interregnum between Mr. Donovan's departure and Mr. Cestero's appointment as HPD Commissioner, he also briefly served as HPD's Acting Commissioner. He said it was an honor to assume those responsibilities, and an enormous pleasure to work directly with HPD's staff, which is remarkably competent and professional. He said that while he was down the street from HDC's offices, Richard M. Froehlich, Executive Vice President and General Counsel, and Mathew M. Wambua, Executive Vice President for Real Estate and External Relations, served as co-Acting Presidents. He said that not surprisingly, they did a terrific job in his relative absence, and he wanted to publicly thank them, and all of the HDC staff, for their efforts while he served at HPD.

Mr. Jahr stated that 2008 was a year of almost unprecedented turmoil in the financial markets, one that challenged us at every turn, and that he did not expect that 2009 would be any easier. He said that in fact, in many respects, he anticipates that 2009 would be even more complicated, more challenging than the past year, since the full impact of the financial crisis is now rippling through every dimension of our business, forcefully making its way to the level of project financing. Mr. Jahr stated that in his report today, he'd like to talk with a little greater specificity about the current environment, as well as preview a couple of items on today's agenda.

With respect to the environment, Mr. Jahr stated that during the last half of 2008, the Corporation began to see upward pressure on the cost of credit enhancement and of liquidity. He said that partly, this was and is a function of reduced competition in the marketplace. He said that simply put, a number of formerly active financial institutions are profoundly impaired and unable to mount a robust lending effort. In addition, he said, overall economic conditions have resulted in a dramatic steepening of the yield curve, with exceedingly low short-term rates, but also fixed long term rates at a level that is prohibitively expensive for affordable housing deals. He said that while recently, during the first quarter of 2009, we've seen some slight easing of long term rates -- one might call it a "glimmer of hope"-- the cost of liquidity, as well as credit enhancement has soared, complicating our ability to finance deals. He said that at the same time, it has been more difficult for developers to secure both debt and equity for their deals, as the ranks of active banks and investors has thinned out and the remaining financial institutions have instituted more stringent credit regimes.

Mr. Jahr stated that to provide some perspective on this matter, early in 2008, we were able to close on a liquidity facility priced at 13 basis points; now a comparable facility would cost 140 basis points. He said that as for credit enhancement, in early 2008, banks were charging origination and annual fees in a range between 75 and 125 basis points, as they competed for deals; now there is attenuated competition in the marketplace, and as a general rule banks prepared to entertain financing projects are seeking fees in the range of 150 and 225 basis points, and sometimes higher.

Mr. Jahr stated that similarly, in the world of tax credits, which are indispensable to the financing of the typical HDC project, pricing had continued to deteriorate, as the number of purchasers of tax credits had shrunk and higher yields have become necessary to retain existing investors and attract new ones into the arena. He said that while 2007 pricing, which oftentimes

reached a \$1.00 for a dollar of credits, was a symptom of a fevered market, now pricing had descended below 80 cents on the dollar, in the direction of 70 cents on the dollar, and with the prospect that it could dip even further. He said that in some parts of New York State and the nation, there were no buyers for tax credits. The market has simply collapsed.

Mr. Jahr stated that taken as a whole, these factors make this the most difficult economic environment the affordable housing community has been confronted with in years. He said that to the extent it persists, it would be an environment that would severely test our ability to close on projects in 2009. However, Mr. Jahr reiterated, there are glimmers of hope. He said that the Corporation was already capitalizing on the federal legislative gains it made last year with the great assistance of Senator Schumer and Congressman Rangel, and the City's own legislative staff. He said that the Housing and Economic Recovery Act of 2008 or "HERA" gave the States and, ultimately, the City, additional volume cap, which the Corporation quickly put to use at the end of the year. In fact, he said, given the crippled nature of the bond market, the Corporation may have been the only issuer of HERA cap in the United States. He said HERA also, finally, authorized the one time recycling of tax-exempt multifamily housing revenue bonds, and provided some relief from the alternative minimum tax.

Mr. Jahr stated that the continuing economic crisis gave us another "bite at the apple" in 2009 with the passage of the American Recovery and Reinvestment Act ("AARA"), commonly known as "the Stimulus Bill." He said that just as importantly, for the first time in nearly a decade, we had an administration prepared to play an important role in the housing markets, and a Secretary of HUD, well known to all of us, who is fluent in the world of affordable housing policy and practice, including bond financing, and is committed to his agency playing an influential, positive role in this world.

Mr. Jahr stated that as we approached the Stimulus Bill, we were optimistic that we could build upon HERA, by getting some tweaks to recycling that would make it simpler to use (in particular, we wanted the window for its use to be extended from 6 months to a year; and for a change in language that would increase the ease of recycling). He said that we also sought to secure increased federal funding for a variety of other housing initiatives, and high on our agenda was a set of measures designed to bolster the value of 4% credits and enhance their and the attractiveness of 9% Low Income Housing Tax Credits to investors -- when Fannie and Freddie, and then Citi, withdrew from the market, purchases of credits shrunk almost in half, from around \$9 billion in 2007 to \$5 billion in 2008, and financing gaps opened up in projects throughout the nation.

Mr. Jahr stated that ultimately, there were a number of important wins in the bill that passed that can't be underestimated, but we didn't get all we had hoped for. He said that recycling remained unaltered; and the measures designed to address the structural issues associated with tax credits: strengthening yield and increasing the certainty of return by accelerating the credit were not enacted. He said that neither was fixing the 4% credit at 4%, a measure that would have boosted the amount of equity in HDC deals. He added that an exchange program, allowing States to exchange a portion of their unused tax credits for cash, was passed, reflecting the collapse of the tax credit market in many States, as was the Tax Credit Assistance Program (or "TCAP.") He said that this would provide New York State with

approximately \$253 million to fill gaps in tax credit deals resulting from the decline in pricing or the inability to syndicate a project. He said that the Corporation hopes that this funding would translate into approximately \$85 million-\$110 million in additional funding to HPD that would allow HDC to fill financing gaps created by the decline in tax credit pricing in New York City. Mr. Jahr stated that none of this could be sniffed at, particularly given the City and State's fiscal problems. He said that nonetheless, the Corporation needs additional federal support, and so its legislative and regulatory agenda would continue to be ambitious. He said that the reforms and funding the Corporation failed to secure this past time around it would seek in future housing and tax bills. Mr. Jahr stated that the Corporation would also continue to urge the Administration and Congress to shepherd Fannie Mae and Freddie Mac back into the affordable housing arena. He said that despite the political undertow and their impaired state, they can and must play a critical role in the housing markets; again, unlike the past, in conversations the Corporation has had with the HUD Secretary and Treasury Department representatives, they've expressed a strong desire to seek ways to strengthen Fannie's and Freddie's important role in the multi-family housing bond market, perhaps by restoring their ability to buy bonds, provide credit enhancement and/or, hopefully, liquidity as well.

Mr. Jahr stated that today the Members would be asked to approve the first use of recycled bonds in the United States. He said that the request reflects HDC's successful legislative efforts in Washington as well as the reason it sought, and would continue to seek, the additional changes and tweaks in the legislation he mentioned earlier. He said that the current law, while enormously beneficial, compels us to undertake these transactions in a needlessly hurried and complicated manner.

Mr. Jahr stated that in the first instance, though, the Corporation would ask the Members to consider approving the use of recycled bonds for the St. Ann's project, a strategically important, 480 unit, mixed-income development located on a 3.1 acre parcel of land in the Melrose section of the South Bronx. He said that since 2003, in the surrounding area, HDC had financed 33 projects containing 3,989 apartments. He said that this project would add to that critical mass of development, and play a pivotal role in completing the build-out of the neighborhood, and the restoration of its real estate market. Mr. Jahr stated that secondly, the Corporation would seek the Members' approval for the use of recycled bonds for the mixed-income Avalon West Chelsea project. He said that combined, these two projects would ensure that the Corporation preserve and use all the cap it has currently recycled within the six month window presently allowed under the law. He said a failure to meet the deadline of May 13 would put HDC at risk of losing the capacity to issue the recycled bonds.

Mr. Jahr stated that it was also worth highlighting the 105 unit Broad Street senior housing development located in Staten Island. He said that the Corporation is always pleased to support the financing of affordable housing on Staten Island, and that the Corporation is equally as pleased when it is able to collaborate with the New York City Housing Authority ("NYCHA") on affordable housing projects, such as this one, whether they're located on Staten Island or in the other four boroughs. Mr. Jahr stated that the Corporation had a robust pipeline with NYCHA, and hoped that this would not be the last deal with them it brings to the Members for consideration in 2009.

Mr. Jahr stated that finally, prior to this Board meeting, the audit committee met and reviewed the Corporation's unaudited financial statements for the first quarter. He said that they showed continued growth in its assets and liabilities, as well as its net income. He said that the numbers were quite solid, and he hoped they provided the Members with the same level of comfort as they provided him. He said that 2008 was a perilous year that, both from a financial and programmatic standpoint, the Corporation managed to successfully navigate, and it could anticipate that 2009 would be no less challenging.

Mr. Jahr stated that apart from the enduring issues associated with the current financial crisis, it was likely that 2009 would be a year of great challenge to New York City's real estate market, during which time the issues of overleveraged rental buildings and overpriced condominiums come to a head; however with the continued hard, smart work of HDC's staff, Commissioner Cestero's leadership at HPD, the work of all the Corporation's other partners in the development community, as well as the Members' guidance, his hope was that despite it all HDC would be as successful in 2009 as it was in 2008.

The Chairperson stated that he wanted to publicly thank Mr. Jahr for his leadership during the transition as acting Commissioner of HPD. He said that Mr. Jahr did a great job, as did both Mr. Froehlich and Mr. Wambua at HDC, and that he appreciated their service.

The Chairperson stated that the next item on the agenda would be the approval of additional co-managers for the Corporation's bond issuances and called upon Mr. Froehlich to advise the Members.

Mr. Froehlich referred the Members to the memorandum before them entitled "Approval of Additional Co-Managers for the Corporation's Bond Issuances" dated April 14, 2009 (the "RFP Memorandum"). He said that as the Members were aware, the Corporation issued a Request for Proposal ("RFP") for managing underwriters in June 2008 and the Members approved a panel in December 2008 with the understanding that the staff committee ("Review Committee") created to review and analyze the written responses to our RFP would continuously review HDC's underwriting group and the markets as the financial environment inevitably adjusted, and firms that did not originally apply or responding firms that were originally rejected. He said that as a result of this ongoing monitoring, the Review Committee came to a consensus that two investment banking firms should be added as co-managers to provide further depth and breadth to future underwritings, and expand the Corporation's business relations. Mr. Froehlich stated that the Corporation would not recommend a change to senior managers without undergoing a new RFP.

Mr. Froehlich stated that in July 2008, M&T Bank contacted the Corporation regarding a potential role as provider of credit enhancement for a future offering. He said that during ensuing discussions, M&T Securities based in Buffalo and Baltimore was broached as a potential co-manager for HDC's stand-alone debt. He said that Janney Montgomery Scott, a regional firm based in Philadelphia, responded to the Corporation's RFP in a timely manner, but the Review Committee decided that their public finance group should not be included as a co-manager. He said that since their initial response, the Municipal Capital Markets team had doubled in size, and includes some well-seasoned professionals that have improved the firm's strength. Mr.

Froehlich stated that it was the recommendation of the Review Committee that the Corporation add M&T Securities and Janney Montgomery Scott to the group of co-managers available to underwrite upcoming stand-alone bond issuances.

Upon a motion duly made by Mr. Kelly, and seconded by Mr. Gould, the Members unanimously:

**RESOLVED**, to adopt the recommendations of the Review Committee pertaining to the addition of M&T Securities and Janney Montgomery Scott to the group of co-managers available to underwrite upcoming stand-alone bond issuances as set forth in the RFP Memorandum.

The Chairperson stated that the next item on the agenda for consideration by the Members would be the approval of an Authorizing Resolution for the Corporation's Multi-Family Mortgage Revenue Bonds (2264 Morris Avenue Development), 2009 Series A. He called upon Ruth Moreira, Project Manager for the Corporation, to advise the Members regarding this item.

Ms. Moreira referred the Members to the memorandum before them entitled "Multi-Family Mortgage Revenue Bonds (2264 Morris Avenue Development) 2009 Series A" dated April 14, 2009 (the "Morris Avenue Memorandum") and the attachments thereto including (i) the Resolution Authorizing Adoption of the Multi-Family Mortgage Revenue Bonds (2264 Morris Avenue Development) Bond Resolution and Certain Other Matters in Connection Therewith (the "Authorizing Resolution"); (ii) the Multi-Family Mortgage Revenue Bonds (2264 Morris Avenue Development) Bond Resolution (the "Bond Resolution"); (iii) the Official Statement; and (iv) the Bond Purchase Agreement, 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 Mortgage Revenue Bonds (2264 Morris Avenue Development), 2009 Series A (the "Bonds") in an amount not to exceed \$14,000,000. She said that interest on the Bonds was anticipated to be exempt from Federal, state and local income tax, and that the Bonds would be subject to the Private Activity Bond Volume Cap.

Ms. Moreira stated that the proceeds of the Bonds would be used by Morris Avenue Marching LLC (the "Mortgagor"), a single purpose New York limited liability company. She said that the manager of the Mortgagor is Manager Morris, LLC, a single purpose New York limited liability company owned by Peter Fine, TDF Morris, LLC (an entity that is wholly-owned by The Doe Fund, Inc.) and Marc Altheim. Ms. Moreira stated that Bank of America would act as the low-income housing tax credit investor. She said that the developer of the Project was Atlantic Development Group, founded in 2000 and an affiliate of Atlantic Development, LLC, which was founded in 1995, the sole members of which are Peter Fine and Marc Altheim. She said that Atlantic Development's primary focus was the development of residential multi-family housing in New York and was one of HDC's most active borrowers. She said that they have financed 39 projects with HDC with approximately 4,700 units. She then noted the presence at the meeting of Marc Altheim, representing the Mortgagor.

Ms. Moreira stated that the Bonds would be used for the purpose of paying a portion of the costs of acquiring and constructing a mixed-income multi-family rental housing development (the "Project") to be located in the Bronx and to be developed under the Corporation's Low-Income Affordable Marketplace Program ("LAMP"). Ms. Moreira stated that the Project would consist of an 11-story newly constructed building containing a total of 87 dwelling units (plus one superintendent's unit). She said that the building would include a ground floor community room and there would be 22 on-site parking spaces available for the residents' use. She said that all units would be reserved for households earning no more than 60% of New York City Area Median Income ("AMI") pursuant to requirements of the Federal Low Income Housing Tax Credit program.

Ms. Moreira stated that in addition to providing the bond financing to fund the first mortgage, the Corporation anticipated making a second mortgage loan (the "Subordinate Loan") from the Corporation's unrestricted reserves in an estimated amount of \$5,000,000, and that the second mortgage would be made in accordance with LAMP Program guidelines. She said that the Project would also receive subordinate financing from HPD and expects to benefit from tax credit equity generated by the sale of Low Income Housing Tax Credits. She noted that the Project and its principals are described further in the Morris Avenue Memorandum.

Ms. Moreira stated that the Bonds would be secured by an irrevocable direct pay letter of credit to be issued by Bank of America during construction; Bank of America is currently rated double A3 (Aa3) by Moody's Investors Service. She added that at the end of the construction and lease-up period, it is anticipated that the letter of credit provided by Bank of America would be replaced with a Direct-Pay Credit Enhancement Instrument to be provided by Freddie Mac which would provide credit enhancement for the Bonds. Ms. Moreira stated that Freddie Mac was currently rated triple A (Aaa) by Moody's Investors Service. She said that the Corporation believes that the financing was structured to effectively insulate the Corporation from credit, market and real estate risks.

Ms. Moreira stated that the Bonds would initially be issued as seven-day variable-rate obligations. She said that the interest rate on the Bonds would be reset weekly by Morgan Stanley, the remarketing agent. Ms. Moreira stated that similar to other multi-modal transactions undertaken by the Corporation, the Bond Resolution and other agreements to be entered into in connection with the financing provide that the Bonds may be subject to alternate methods of determining interest rates thereon from time to time and to conversion to an interest rate fixed to maturity, all at the option of the Mortgagor with the approval of the credit enhancer and the Corporation pursuant to the terms of the Bond Resolution. Ms. Moreira stated that the Bonds would be subject to an absolute maximum interest rate of 15%, in accordance with the provisions of the Bond Resolution. She said that the Mortgagor would enter into a forward swap transaction at construction loan closing which would fix a permanent rate for 15 years commencing after construction completion. She said that the use of a swap as a hedge on the variable rate mitigates the risk of rising variable rates in the future. Ms. Moreira stated that following the expiration of the swap agreement, Freddie Mac may either require the Mortgagor to enter into a new swap or purchase an interest rate cap for the remaining period. She stated that it was expected that the Bonds would be rated double A3 (Aa3) by Moody's Investors Service, and noted that all risks and fees were outlined in the Morris Avenue Memorandum.

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

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

**RESOLVED**, to approve (A) the Authorizing Resolution which provides for (i) the adoption of the Bond Resolution for the Bonds, (ii) the execution of the Bond Purchase Agreement regarding the sale of the Bonds, (iii) the distribution of the Official Statement in connection with the financing, and (iv) the execution of mortgage related documents and any other documents necessary to accomplish the issuance of the Bonds and the financing of the loan; (B) the making of the Subordinate Loan for the Project, to be funded by using the Corporation's unrestricted reserves and the execution by an Authorized Officer of the Corporation of mortgage-related documents and any other documents necessary to accomplish the subordinate financing; and (C) the making of the Fifth Priority Loan to be funded by HPD's Capital Funds and the execution by an Authorized Officer of the Corporation of mortgage related documents and any other documents necessary to accomplish the Fifth Priority Loan financing as set forth in the Morris Avenue Memorandum.

The Chairperson stated that the Members would next consider the approval of an Authorizing Resolution for the Corporation's Multi-Family Rental Housing Revenue Bonds (St. Ann's Terrace ABH), 2009 Series A and Multi-Family Rental Housing Revenue Bonds ((St. Ann's Terrace CDE), 2009 Series A. He called upon Elizabeth Oakley, Project Manager for the Corporation, to advise the Members regarding this item.

Ms. Oakley referred the Members to the memorandum before them entitled "Multi-Family Rental Housing Revenue Bonds (St. Ann's Terrace ABH), 2009 Series A; Multi-Family Rental Housing Revenue Bonds (St. Ann's Terrace CDE), 2009 Series A" dated April 21, 2009 (the "St. Ann's Memorandum") and the attachments thereto including (i) the Resolution Authorizing Adoption of the Multi-Family Rental Housing Revenue Bonds (St. Ann's Terrace ABH) Bond Resolution and Certain Other Matters in Connection Therewith and the Resolution Authorizing Adoption of the Multi-Family Rental Housing Revenue Bonds (St. Ann's Terrace CDE) Bond Resolution and Certain Other Matters in Connection Therewith (each, an "Authorizing Resolution", and together, the "Authorizing Resolutions"); (ii) the Multi-Family Rental Housing Revenue Bonds (St. Ann's Terrace ABH) Bond Resolution and the Multi-Family Rental Housing Revenue Bonds (St. Ann's Terrace CDE) Bond Resolution (each, a "Bond Resolution" and together, the "Bond Resolutions"); (iii) the Official Statement; and (iv) the Bond Purchase Agreements, all of which are appended to these minutes and made a part hereof .

Ms. Oakley stated that she was pleased to recommend that the Members approve the issuance of the Corporation's Multi-Family Rental Housing Revenue Bonds (St. Ann's Terrace ABH), 2009 Series A in an amount not to exceed \$27,000,000 and the Corporation's Multi-Family Rental Housing Revenue Bonds (St. Ann's Terrace CDE), 2009 Series A in an amount not to exceed \$52,000,000 (together, the "Bonds"). She said that interest on the Bonds was anticipated to be exempt from Federal, state and local income tax, and that the Bonds for St.



Ann's Terrace CDE would be subject to the Private Activity Bond Volume Cap. She said that the Bonds for St. Ann's Terrace ABH were expected to be funded through recycled tax-exempt bond prepayments that were issued into a Convertible Option Bond ("COB") on November 13th, 2008. She said that in the event that the project is not prepared to close within 6-months of the COB issuance, as mandated by the Housing and Economic Recovery Act, the Corporation would make an unsecured loan for St. Ann's ABH, to be funded at a later date. She said that a portion of the November 13th COB funds, not to exceed \$27,000,000, would be issued into a new short-term COB, with the expectation that the Corporation would fund loans to ABH by the end of June 2009.

Ms. Oakley stated that the proceeds of the Bonds would be used by St. Ann's ABH Owner LLC and St. Ann's CDE Owner LLC, both New York limited liability companies with a beneficial interest in the properties, as well as Partnership St. Ann's Affordable Housing Development Fund Corporation Inc., the fee owner. She said that the managing members of both LLC's are limited liability companies owned by Neil Weisman, Jacob Rad, Francesca Madruga, Amnon Shalhov and Chava Lobel. She said that affiliates of Hudson Housing Capital would act as the low-income housing tax credit investor for CDE.

Ms. Oakley stated that St. Ann's Terrace ABH and CDE was a joint venture between Jackson Development Group and Joy Construction Corporation, and noted the presence at the meeting of Neil Weismann, Amnon Shalhov and Eli Weiss representing the Borrower. Ms. Oakley stated that Jackson Development Group was a New York based development company that specializes in residential construction. She said that Jackson had been the lead developer in ten projects previously approved with HDC financing and most recently closed on New Lots Plaza, an 87-unit LAMP project in December 2008. Ms. Oakley stated that Amnon Shalhov and Chava Lobel were the principles of Joy Construction Corporation, established in 1995. She said that Joy had served as general contractor for several projects financed by the Corporation including Decatur II, Louis Nine and Jennings Hall.

Ms. Oakley stated that the Bonds would be used for the purpose of paying a portion of the costs of acquiring and constructing two multi-family rental projects to be located in the Bronx with CDE to be developed under the Corporation's Low-Income Affordable Marketplace Program ("LAMP") and ABH to be developed under the Corporation's New Housing Opportunities Program ("New HOP"). She said that for ABH, one hundred twenty-two units (75% of the project) were to be rented to households earning not more than 100% of the New York City Area Median Income ("AMI") with rents set at 80% AMI, and forty-two units (25% of the project) to be rented to households earning not more than 60% of New York City AMI. Ms. Oakley stated that two superintendents units would not bear rent. She added that for CDE, all of the units (including the superintendent's units) were to be rented to households earning not more than 60% of AMI pursuant to requirements of the Federal Low Income Housing Tax Credit Program. Ms. Oakley stated that three (3) of the units were to be rented to households earning not more than 50% of AMI pursuant to requirements of the Federal HOME program. She said that the combined projects were also expected to contain approximately 50,000 square feet of commercial space and approximately 176 underground accessory parking spaces.

Ms. Oakley stated that in addition to providing the bond financing to fund the first mortgage, the Corporation anticipated making a second mortgage loan from the Corporation's unrestricted reserves in an estimated amount of \$14,110,000 for ABH and \$17,270,000 for CDE. She said that the second mortgage for ABH was being made in accordance with New HOP program guidelines, for an amount of \$85,000 per unit for the 164 low and middle income units and 2 superintendent's units in the project. Ms. Oakley said that the second mortgage for CDE was being made in accordance with LAMP program guidelines for an amount of \$55,000 per unit for all 314 low income units in the project. She said that the Corporation also anticipated making a third loan to St. Ann's CDE in the amount of \$3,140,000 to be funded either from the City and State established 421-a fund, or by unrestricted corporate reserves if 421-a funds are unavailable at the time of conversion to permanent financing. She said that both projects would also receive subordinate financing from HPD, and CDE expects to benefit from tax credit equity generated by the sale of Low Income Housing Tax Credits. Ms. Oakley stated that the project and its principals were described further in the St. Ann's Memorandum.

Ms. Oakley stated that the Bonds would be secured by a direct-pay credit facility to be provided by the Federal Home Loan Mortgage Corporation ("Freddie Mac"). She said that Freddie Mac would provide credit enhancement for the term of the Bonds, but during construction the Bonds would be secured by a stand-by letter of credit to be issued by JPMorgan Chase. She said that Freddie Mac was currently rated AAA and JPMorgan Chase was currently rated AA- by Standard & Poor's Ratings Services. She said that as a result, the Corporation believed that the financing was structured to effectively insulate the Corporation from credit, market and real estate risks. She said that during the construction and rent-up periods, Freddie Mac may draw on the JPMorgan Chase letter of credit to reimburse itself for payments it makes on the Bonds if the mortgagor fails to reimburse Freddie Mac. However, Ms. Oakley said, if the project is successfully built and rented as contemplated, and reaches certain financial targets, Freddie Mac would release the JPMorgan Chase letter of credit.

Ms. Oakley stated that the Bonds would initially be issued as seven-day variable-rate obligations. She said that the interest rate on the Bonds would be reset weekly by JP Morgan Securities Inc. for St. Ann's ABH and by Merrill Lynch & Co for St. Ann's CDE, the respective remarketing agents. Ms. Oakley stated that the Bonds would be subject to an absolute maximum interest rate of 15%, in accordance with the provisions of the Bond Resolution.

Ms. Oakley stated that the mortgagor expects to enter into a spot-starting swap transaction at construction loan closing which would fix a permanent rate commencing at construction closing for 12.5 years for ABH and for 17.5 years for CDE. She said that the use of a swap as a hedge on the variable rate mitigates the risk of rising variable rates in the future. She said that following the expiration of the swap agreement, Freddie Mac may either require the mortgagor to enter into a new swap or purchase an interest rate hedge or cap for the remaining period.

Ms. Oakley stated that all risks and fees are outlined in the St. Ann's Memorandum. She said that it was expected that the Bonds would be rated AAA by S&P.

Mr. Froehlich then described the provisions of the Authorizing Resolutions to the Members and the actions the Members were being requested to approve.

Upon a motion duly made by Mr. Gould, and seconded by Mr. Kelly, the Members unanimously:

**RESOLVED**, to approve (A) the Authorizing Resolutions which provide for (i) the adoption of the Bond Resolutions, (ii) the execution of the Bond Purchase Agreements regarding the sale of the Bonds, (iii) the distribution of the Official Statement in connection with the financings, and (iv) the execution of mortgage loan related documents and any other documents necessary to accomplish the issuance of the Bonds and the financing of each of the loans; (B) the making of the subordinate loans to be funded by using the Corporation's unrestricted reserves, in an amount not expected to exceed \$17,270,000 for St. Ann's CDE and \$14,110,000 for St. Ann's ABH, and the execution by an Authorized Officer of the Corporation of mortgage related documents and any other documents necessary to accomplish each subordinate financing; and (C) the making of a subordinate loan in the amount of \$3,140,000 to be funded either from the City and State established 421-a fund, or by unrestricted corporate reserves if 421-a funds are unavailable at the time of conversion to permanent financing.

The Chairperson stated that the next item on the agenda would be the approval of Authorizing Resolutions relating to the issuance of the Corporation's Multi-Family Housing Revenue Bonds, 2009 Series A, B-1, B-2 and C, amendment of the Supplemental Resolution relating to the Corporation's Multi-Family Housing Revenue Bonds, 2008 Series I, and the refunding of a portion of the Corporation's tax exempt fixed rate bonds issued under its Multi-Family Housing Revenue Bonds General Resolution between 2004 and 2008. He called upon Joan Tally, Senior Vice President of Development for the Corporation, to advise the Members regarding this item.

Ms. Tally referred the Members to the memorandum before them entitled "Multi-Family Housing Revenue Bonds, 2009 Series A, B-1 and B-2, Multi-Family Housing Revenue Bonds, 2008 Series I Remarketing and Refunding Applicable Fixed Rate Tax Exempt Bonds Issued between 2004 and 2008" dated April 14, 2009 (the "Open Resolution Memorandum") and the attachments thereto including (i) the Resolution Authorizing Adoption of the One Hundred Eighth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2009 Series A and the One Hundred Ninth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2009 Series B and Certain Other Matters in Connection Therewith, the Resolution Authorizing Adoption of the One Hundred Tenth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2009 Series C and Certain Other Matters in Connection Therewith, and the Resolution Authorizing Adoption of the Amendment to the One Hundred Third Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2008 Series I and Certain Other Matters in Connection Therewith (each, an "Authorizing Resolution", and collectively, the "Authorizing Resolutions"); (ii) the One Hundredth Eighth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2009 Series A, the One Hundred Ninth Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2009 Series B, the One Hundred Tenth Supplemental Resolution Authorizing the Issuance of

Multi-Family Housing Revenue Bonds, 2009 C, and the Amendment to the One Hundred Third Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2008 Series I (each, a "Supplemental Resolution" and collectively, the "Supplemental Resolutions"); (iii) the Preliminary Official Statement; and (iv) the Bond Purchase Agreement, all of which are appended to these minutes and made a part hereof, and noted that the Open Resolution Memorandum had been revised since originally distributed to the Members and that the revised version was presently before them, together with a marked copy showing the changes.

Ms. Tally stated that she was pleased to recommend that the Members approve the issuance of the Corporation's Multi-Family Housing Revenue Bonds, 2009 Series A, 2009 Series B-1, 2009 Series B-2 and 2009 Series C (collectively, the "2009 Bonds"). She said that interest on the 2009 Bonds was expected to be exempt from Federal, state and local income tax. Ms. Tally said that in addition, the Members were requested to approve the remarketing of the 2008 Series I Bonds, which were the Corporation's first issuance of recycled tax exempt bonds. She stated that the Supplemental Resolutions relating to the 2009 Bonds constitute the 108th through 111th Supplemental Resolutions approved under the Corporation's Open Resolution.

Ms. Tally stated that the 2009 Series A Bonds, in an amount not to exceed \$20,000,000, would consist of a new issuance not to exceed \$13,500,000 subject to the Private Activity Volume Cap and a recycled bond issuance not to exceed \$6,500,000. She said that the 2009 Series A Bonds were expected to be issued on a fixed-rate basis at an annual interest rate not expected to exceed 6.00%, with a final maturity of November 1, 2019. Ms. Tally stated that the proceeds of the 2009 Series A Bonds would be used to provide first and second position construction and permanent financing under the Corporation's Low-Income Affordable Marketplace Program ("LAMP") for the new construction of a 105-unit development located in Staten Island. She added that all of the units were anticipated to be rented to senior citizens earning no more than 60% of the Area Median Income which is currently \$46,080 for a family of four. Ms. Tally stated that the LAMP project would also receive subordinate financing in the approximate amount of \$5,775,000. She said that the Subordinate Loan would bear an interest rate of 1% and would be funded initially in part from the proceeds of the Series A Bonds and then replaced by funds from the Corporation's unrestricted reserves. She said that the funds would be advanced during construction and remain in the project as a permanent loan.

Ms. Tally stated that the 2009 Series B-1 and 2009 Series B-2 Bonds would constitute the Corporation's second issuance of "recycled" bonds in accordance with H.R. 3221, the Housing and Economic Recovery Act of 2008 ("HERA"). She said that this legislation allowed for the refunding of tax-exempt multi-family housing bonds for the purpose of financing another project without having to use new private activity bond volume cap. Ms. Tally stated that in order to utilize the recycling authorization in HERA, the Corporation must issue refunding bonds prior to the redemption of bonds from pre-payment proceeds. She said that the Corporation had been pooling pre-payment proceeds from approximately 13 projects in an amount expected to be approximately \$58,000,000. Ms. Tally stated that the Series B Bonds would be issued as Convertible Option Bonds (or "COB") and would be issued as variable rate obligations but would bear a fixed rate for the initial term not expected to exceed 2.00%. She said that the 2009 Series B-1 and B-2 Bonds would have an initial term maturing August 1, 2009 and November 1,

2009, respectively, unless earlier redeemed or called for tender. Ms. Tally stated that the proceeds of the Series B Bonds were expected to provide first position construction and permanent financing for the new construction of eligible developments which must reserve a minimum of 20% of the units for low-income tenants. She said that the potential projects that may be funded from the proceeds of the 2009 Series B Bonds were listed in the Open Resolution Memorandum. She said that one or more of these projects were expected to close in the second half of 2009. She added that the Members were being asked to authorize the financing of any developments listed therein, provided that the aggregate amount of all sub-series of the Series B Bonds does not exceed \$58,000,000. She said that the specifics of the projects eventually financed from 2009 Series B Bonds would be brought to the Members for review and approval at the time the financing is ready.

Ms. Tally stated that the 2009 Series C Bonds, in amount not to exceed \$350,000,000, would be issued to effectuate the refunding of all, or a portion of, the tax exempt fixed rate bonds issued between 2004 and 2008 under the Corporation's Open Resolution (the "Prior Bonds"). She said that the Prior Bonds were originally issued such that interest on the bonds was subject to the Federal Alternative Minimum Tax (or "AMT"). She said that pursuant to the provisions of the American Recovery and Reinvestment Act of 2009, which passed in February, AMT bonds may be refunded into non-AMT bonds, which bear lower interest rates. Ms. Tally stated that the Corporation anticipated refunding the outstanding bonds in the 14 series listed in the Open Resolution Memorandum. She said it was anticipated that the 2009 Series C Bonds would be issued at a fixed rate not to exceed 7.00%, with an approximate final maturity of November 1, 2049.

Ms. Tally stated that the Members were also being asked to approve an amendment to the Supplemental Resolution for the 2008 Series I Bonds, which were issued on November 13, 2008 in the amount of \$119,270,000, and noted that the 2008 Series I Bonds were the Corporation's first issuance of tax exempt recycled bonds. She said that the legislation governing the recycling of tax exempt multi-family bonds allows six months from the time prepayments have occurred to the time a new loan is made; accordingly, proceeds of the 2008 Series I Bonds must be lent to a new project by May 13, 2009. Ms. Tally stated that the Corporation proposed remarketing the 2008 Series I Bonds in two separate tranches as convertible option bonds ("COB"), the proceeds of which would be used to make up to two separate unsecured loans by May 13, 2009.

Ms. Tally stated that the first tranche was not expected to exceed \$27,000,000 and would be utilized to make an unsecured loan to the developer of the St. Ann's Terrace ABH project which was just presented to the Members today. She said that the bonds would be remarketed for an initial term of three months at a rate not expected to exceed 2%. She said that while the Corporation anticipated that the stand-alone St. Ann's Terrace ABH financing would close prior to May 13, 2009, this remarketing may be required if this closing does not occur by that date.

Ms. Tally stated that the balance of the 2008 Series I Bonds, in an amount not expected to exceed \$119,270,000 would be utilized to make an unsecured loan to the borrowing entity for the Avalon West Chelsea project. She stated that the bonds would be remarketed for an initial term of 1 year with a 6 month call at a rate not expected to exceed 2%. Ms. Tally stated that the Avalon West Chelsea was a mixed-use, mixed-income project in the pre-development stage to be

developed by Avalon Bay Communities. She said that it would consist of approximately 400 rental units, at least 20% of which would be set aside for low-income households, at a site that the developer had assembled on Eleventh Avenue between West 28th and West 29th Streets. Ms. Tally stated that the remarketing of the Series I Bonds, in conjunction with the unsecured loan, would provide the Corporation with a qualified use for a substantial amount of recycled bonds and enable Avalon Bay to secure the recycled tax exempt bond proceeds for the project. Ms. Tally stated that the final details of the project and its financing would be presented to the Members for review when construction financing is in place.

Ms. Tally stated that as a condition to making these unsecured loans, the Corporation would enter into loan commitments with the respective borrowing entities. She said that these commitments would detail the additional conditions needed to fund the construction loan as well as HDC's commitment to provide the additional volume cap (both recycled and private activity bonds needed to qualify for tax credits) to finance the developments. She said that the Corporation would also execute loan agreements and regulatory agreements with the borrowers at the time of entering into the loans. Ms. Tally stated that the 2008 Series I Bonds would be cash collateralized in full at all times. She added that 2008 Series I Bond proceeds may be advanced to fund the loans but must be replaced by either funds from the Corporation or from the borrowers.

Ms. Tally stated that the 2009 Bonds were expected to be issued in the modes just described; however the Supplemental Resolutions relating to each series of 2009 Bonds will provide that a senior officer of the Corporation may determine that the 2009 Bonds be issued in one of a number of modes (including Convertible Option Bond, variable rate demand obligations ("VRDO"), fixed rate and term rate). Furthermore, she said, a senior officer of the Corporation may determine to issue the 2009 Bonds in multiple issuances pursuant to the same Supplemental Resolutions. Ms. Tally stated that the 2009 Bonds were expected to be rated AA by S & P and Aa2 by Moody's, and that the risks and fees associated with the 2009 Bonds were outlined in the Open Resolution Memorandum.

Mr. Froehlich then described the provisions of the Authorizing Resolutions to the Members and the actions the Members were being requested to approve.

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

**RESOLVED**, to approve (A) the Authorizing Resolutions that provide for (i) the adoption of Supplemental Resolutions to the Open Resolution providing for the issuance of the 2009 Bonds; (ii) the approval of an amendment to the 2008 Series I Supplemental Resolution; (iii) the distribution of a Preliminary and final Official Statement for the 2009 Bonds; (iv) the execution of bond purchase agreement(s) with the Underwriter(s) of the 2009 Bonds or a direct purchaser of any or all of the 2009 Bonds; (v) the use of the Corporation's unrestricted reserves to fund capitalized interest and mortgage reserves for the 2009 Bonds, as may be required; (vi) the use of the Corporation's general obligation as a "Cash Equivalent" (under the Open Resolution) to satisfy the Debt Service Reserve Account requirement with respect to the 2009 Bonds; (vii) the undertaking of whatever actions may be required to refund the Prior Bonds,

including the execution by the President or any Authorized Officer of the Corporation of any and all documents necessary to arrange and complete any related tender offers to the current holders of such bonds; and (viii) the execution by the President or any Authorized Officer of the Corporation of any and all documents necessary to issue the 2009 Bonds and to make the mortgage loans relating to the 2009 Bonds; and (B) the making of a Subordinate Loan for the development to be financed with the proceeds of the 2009 Series A Bonds in an amount not expected to exceed \$5,775,000 to be funded by using the Corporation's unrestricted reserves, and the execution by an Authorized Officer of the Corporation of mortgage related documents and any other documents necessary to accomplish such subordinate financing.

The Chairperson stated that the next item of business would be the approval for funding to the New York City Housing Assistance Corporation for Ruppert/Yorkville TAC Contract. He called upon Mr. Froehlich to advise the Members regarding this agenda item.

Mr. Froehlich referred the Members to the memorandum before them entitled "Approval for funding to the New York City Housing Assistance Corporation for Ruppert/Yorkville TAC Contract" dated April 14, 2009 and the attachment thereto (the "Ruppert/Yorkville Memorandum"), which is appended to these minutes and made a part hereof. Mr. Froehlich stated that on July 29, 2003, the Corporation's subsidiary, the New York City Housing Assistance Corporation ("HAC"), approved the funding of a rental subsidy program for eligible Ruppert/Yorkville Towers residents in response to a request from the City to fund the City's obligation in a settlement of a lawsuit relating to Ruppert/Yorkville's exit from the Mitchell Lama program. He said that a portion of the initial City Subsidy Program funding came from HAC reserves, and was supplemented with annual interest payments on loans made by HAC. He said that the Members previously authorized the transfer of \$4.5 million from the Corporation's unrestricted reserves to HAC to cover shortfalls. He said that those amounts have been repaid from the application of HAC loan prepayments. Mr. Froehlich stated that HAC was able to self-fund the City Subsidy Program through now but is expected to have a shortfall in June 2009.

Mr. Froehlich stated that based upon analysis by the Corporation's staff, it was estimated that the City Subsidy Program currently costs approximately \$3 million per year. He said that in order to continue the program, the Corporation recommends that the Members authorize the transfer of an amount up to \$5 million of its unrestricted reserves to HAC. He said that the Corporation funds combined with HAC loan receipts and earnings on HAC funds should be sufficient to continue the program through the end of 2010. He said that HAC was obligated to repay the Corporation for all funds advanced by HDC, without interest, at such time as funds become available to HAC and under current projections HAC would have monies to repay HDC for this installment.

Mr. Froehlich then described the actions the Members were being requested to approve.

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

**RESOLVED**, to (i) approve a transfer of an amount not to exceed \$5 million from the Corporation's unrestricted reserves in monthly increments as determined by staff, to be disbursed

to HAC to provide funds for the City Subsidy Program, and (ii) authorize an officer of the Corporation to execute any documents necessary to effect such transfer.

The Chairperson stated that the next item on the agenda would be the approval of the allocation of taxable loan prepayment proceeds to two New HOP projects, and called upon Ms. Tally to advise the Members regarding this agenda item.

Ms. Tally referred the Members to the memorandum before them entitled “Allocation of Taxable Loan Prepayment Proceeds to Provide First Mortgage Loans for Developments under the Corporation’s New Housing Opportunities Program” dated April 14, 2009 (the “New HOP Memorandum”). Ms. Tally stated that she was pleased to recommend that the Members approve the Corporation’s allocation of taxable loan prepayment proceeds to provide first mortgage loans for two developments under the Corporation’s New Housing Opportunities Program (“New HOP”) in an amount not expected to exceed \$25,000,000.

Ms. Tally stated that the Corporation had received prepayments of two mortgages originally funded with taxable bonds, from the mortgagors of DC Colonade and Knickerbocker Plaza, totaling approximately \$25,455,000. She said that all the bonds associated with these projects had been redeemed and the Corporation did not currently have other taxable bonds available to be redeemed. She said that given current high pricing on long term taxable bonds, the Corporation believed that the best use of the prepayment proceeds was to relend them to new moderate-income projects.

Ms. Tally stated that the taxable prepayment proceeds would provide first position construction and permanent financing under the New HOP program for the construction of two developments with a total of 188 units located in Manhattan and the Bronx. She said that all of the units would be affordable to households earning between 80% and 130% of the Area Median Income (between \$61,440 and \$99,840 for a family of four). She said that the first mortgage loans were expected to bear an interest rate not to exceed 6.80% during the two year construction term and 7.50% during the 30-year permanent term.

Ms. Tally stated that the proposed developments would also receive subordinate financing from the Corporation in accordance with New HOP program guidelines. She said that the subordinate loans would bear an interest rate of 1% and would be funded from the Corporation’s unrestricted reserves in the approximate amount of \$15,200,000. She said that the funds would be advanced during construction and remain in each project as a permanent loan. Ms. Tally stated that should the Corporation decide to issue new taxable bonds to fund the first mortgage loans in the future, the details of the bond issuance would be brought to the Members for their review and approval at that time. Ms. Tally then described the actions the Members were being requested to approve.

Mr. Kelly asked what fee JPMorgan Chase was charging on the credit enhancement. Ms. Tally responded approximately 2%.

Upon a motion duly made by Mr. Kelly, and seconded by Mr. Gould, the Members unanimously:



**RESOLVED**, to approve (i) the allocation of the Corporation's taxable loan prepayment proceeds to provide first mortgage loans for two developments under the Corporation's New Housing Opportunities Program which finances the creation and/or preservation of moderate to middle-income housing; and (ii) the making of the subordinate loans to be funded by using the Corporation's unrestricted reserves and the execution by an Authorized Officer of the Corporation of mortgage related documents and any other documents necessary to accomplish the subordinate financing.

The Chairperson stated that the next item on the agenda would be the approval of the Investment Guidelines and Fiscal Year 2008 Investment Report. He called upon Eileen M. O'Reilly, Senior Vice President and Chief Financial Officer of the Corporation, to advise the Members regarding this agenda item.

Ms. O'Reilly referred the Members to the memorandum before them entitled "2008 Annual Investment Report" dated April 14, 2009 and the 2008 Annual Investment Report ("Report") attached thereto, all of which are appended to these minutes and made a part hereof.

Ms. O'Reilly stated that the New York State Public Authorities Law (PAL) requires HDC to provide an annual investment report and details the required contents of the report. She said that these requirements are met by the 2008 Annual Investment Report presented, which includes data on investments made, investment earnings and fees paid, copies of the Corporation's audited financial statements, Report of Independent Auditors on Compliance with Investment Guidelines, and the Investment Guidelines themselves.

Ms. O'Reilly stated that the Report also includes descriptive information about the Corporation, the funds it has under management, and the various types of oversight and controls on the Corporation's investment practices.

Ms. O'Reilly stated that the major points in the Report are as follows.

- The Corporation's investment earnings declined by \$20.8 million over FY 2007, to a total of \$63.7 million in FY 2008. This decline can be directly attributed to the steep drop in interest rates across maturities, but especially in short term rates, since October 2007. As indicated in the report, short term rates declined by an average 300 basis points over the period, and the majority of the Corporation's investments must be held short term. Overall, funds under management declined slightly, by 1.9%, from \$2.39 billion in FY 2007 to \$2.34 billion at 2008 FYE. This was a relatively small decline, thanks to considerable growth in assets and liabilities of 11.3% and 12.3% respectively, in spite of the financial environment.
- Since our fiscal year end, rates have continued downward – we saw a slight upturn over the past two months, but rates are back down most recently.

- HDC did not incur or pay any fees, commissions or charges for investment services. Treasury operations are conducted by the Corporation's Cash Management Division, which uses electronic and telephone bidding processes to competitively purchase securities that meet the Corporation's Investment Guidelines and funding needs.
- Oversight is provided internally by an Investment Committee and by various reviews by HDC's Credit Risk and Internal Audit units. There are also investment and credit risk reports presented at each meeting of the Corporation's Audit Committee, and an annual examination by our external auditors, Ernst & Young.
- The Corporation's Investment Guidelines were approved by the Members at our last meeting on December 10, 2008, and no amendments are proposed at this time.

Ms. O'Reilly stated that upon approval by the Board, the Report would be submitted to the Mayor and to both the City and State Comptrollers, as required by the Public Authorities Law. Ms. O'Reilly stated that she would be glad to answer any questions about the 2008 Annual Investment Report or the Investment Guidelines; if there were none, the Corporation requested that the Members approve the 2008 Annual Investment Report and readopt the Investment Guidelines without change at this time.

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

**RESOLVED**, to approve the 2008 Annual Investment Report and readopt the Investment Guidelines without change.

The Chairperson stated that the next item on the agenda would be the approval of the Property Guidelines and the Fiscal Year 2008 Property Disposition Report. He 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 April 13, 2009 (the "Property Disposition Memorandum") and the attachments thereto, including a copy of the Annual Property Disposition Report, together with a Resolution approving it and the Property Disposal Guidelines for Fiscal Year Ending October 31, 2008, 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 in their packets. He stated 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 had not changed since originally approved by the Members in Fiscal year 2008. He stated that the Corporation did not currently own any real property nor did it dispose of any in the prior year as noted in the Annual Property Disposition Report. He noted that the Report would be forwarded to the various parties described in the Property Disposition Memorandum after approval by the Members.

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

**RESOLVED**, to adopt the Resolution Approving Guidelines for Disposition of Certain Property Owned by the Corporation and the Annual Property Disposition Report for Fiscal Year ending October 31, 2008.

At 4:50 p.m., there being no further business, upon a motion duly made by Mr. Kelly, and seconded by Mr. Gould, the meeting was adjourned.

Respectfully submitted,

Diane J. Pugacz  
Assistant Secretary

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

April 21, 2009

**ATTENDANCE LIST**

| <b><u>NAME</u></b>   | <b><u>AFFILIATION</u></b>                        |
|----------------------|--|
| Howard I. Berkman    | Hawkins Delafield & Wood LLP                     |
| R. Gregory Henniger  | " "  |
| Elwood Hill          | OSDC   |
| Margaret Guarino     | Merrill Lynch & Co.                              |
| John Germain         | Barclays LLC                                     |
| Thomas Kozlik        | Janney Montgomery Scott                          |
| Bryan Kelly          | Atlantic Development Group                       |
| Alex Adams           | " "  |
| Marc Altheim         | " "  |
| Matthew Tague        | Orrick, Herrington & Sutcliffe LLP               |
| Neil Weissman        | Jackson Development Group                        |
| Eli Weiss            | " "  |
| Amnon Shalov         | Joy Construction                                 |
| Kent Hiteshew        | JP Morgan Chase                                  |
| William Evans        | " "  |
| Robert Goldrich      | Mayor's Office                                   |
| Geoff Proulx         | Morgan Stanley                                   |
| Diana Glanternik     | Office of Management & Budget                    |
| Alan Jaffe           | Goldman Sachs & Co.                              |
| Marc Jahr            | New York City Housing<br>Development Corporation |
| Richard M. Froehlich | " "  |
| Mathew M. Wambua     | " "  |
| Joan Tally           | " "  |
| Diane J. Pugacz      | " "  |
| Eileen M. O'Reilly   | " "  |
| Teresa Gigliello     | " "  |
| Melissa Barkan       | " "  |
| Cathleen Baumann     | " "  |
| Jonah Ming Lee       | " "  |
| Catie Marshall       | " "  |
| Jeffrey Stone        | " "  |
| Susannah Lipsyte     | " "  |
| Claudine Brown       | " "  |

|                      |   |   |
|----------------------|---|---|
| Ted Piekarski        | " | " |
| Chanin French        | " | " |
| Urmaz Naeris         | " | " |
| Bharat Shah          | " | " |
| Kristen Smith        | " | " |
| James Tafuro         | " | " |
| Norman Garcia        | " | " |
| Peggy Joseph         | " | " |
| John Fagan           | " | " |
| Simon Bacchus        | " | " |
| Jerry Mascuch        | " | " |
| Shirley Jarvis       | " | " |
| Mary John            | " | " |
| Mary McConnell       | " | " |
| Ruth Moreira         | " | " |
| Dwan Daniels         | " | " |
| Rashida McGhie       | " | " |
| Liz Oakley           | " | " |
| Kerry Yip            | " | " |
| Marcus Randolph      | " | " |
| Pellegrino Mariconda | " | " |