

NEW YORK CITY HOUSING DEVELOPMENT CORPORATION

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Amendment to the  
Second Amended and Restated Eighty-First  
Supplemental  
Resolution Authorizing  
the Issuance of  
Multi-Family Housing Revenue Bonds,  
2006 Series J-1

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Adopted \_\_\_\_\_

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WHEREAS, the New York City Housing Development Corporation (the "Corporation") has adopted the Multi-Family Housing Revenue Bonds Bond Resolution, as amended (the "General Resolution"), authorizing the issuance, from time to time, of its Multi-Family Housing Revenue Bonds for the purpose of providing funds to finance the Corporation Corporate Purposes (as defined in the General Resolution);

WHEREAS, the Corporation adopted the Eighty-First Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2006 Series J-1 (the "Original Supplemental Resolution") authorizing the issuance of its Multi-Family Housing Revenue Bonds, 2006 Series J-1 (the "2006 Series J-1 Bonds") for the purpose of providing funds to finance the 2006 Series J-1 Mortgage Loans (as defined in the Original Supplemental Resolution) in accordance with the terms of the General Resolution and the Original Supplemental Resolution;

WHEREAS, the Original Supplemental Resolution was amended by the Amended and Restated Eighty-First Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2006 Series J-1, adopted by the Corporation on June 7, 2010, and by the Second Amended and Restated Eighty-First Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2006 Series J-1, adopted by the Corporation on June 11, 2012 (as so amended, the "Second Amended and Restated Supplemental Resolution"; the General Resolution and the Second Amended and Restated Supplemental Resolution being collectively referred to as the "Resolutions"); and

WHEREAS, the Corporation proposes to adopt this Amendment to the Second Amended and Restated Eighty-First Supplemental Resolution Authorizing the Issuance of Multi-Family Housing Revenue Bonds, 2006 Series J-1 (this "Amendment") for the purpose of amending certain provisions of the Second Amended and Restated Supplemental Resolution with respect to the method of determining the interest rate on the 2006 Series J-1 Bonds;

NOW THEREFORE, BE IT RESOLVED by the Members of the CORPORATION as follows:

ARTICLE I

DEFINITIONS AND AUTHORITY

Section 1.1. Short Title. This resolution may hereafter be cited by the Corporation and is herein referred to as the "Amendment to the Second Amended and Restated Eighty-First Supplemental Multi-Family Housing Revenue Bond Resolution".

Section 1.2. Definitions. (A) All terms which are defined in Section 1.2 of the General Resolution, and, except as amended hereby, all terms which are defined in Section 1.2 of the Second Amended and Restated Supplemental Resolution, have the same meanings, respectively, in this Amendment to the Second Amended and Restated Eighty-First Supplemental Multi-Family Housing Revenue Bond Resolution as such terms are given in said Sections 1.2.

(B) In addition, as used in this Amendment to the Second Amended and Restated Eighty-First Supplemental Multi-Family Housing Revenue Bond Resolution:

"Amendment" means this Amendment to the Second Amended and Restated Eighty-First Supplemental Multi-Family Housing Revenue Bond Resolution.

Section 1.3. Authority. This Amendment is adopted pursuant to the provisions of the Act and Section 6.2 of the Second Amended and Restated Supplemental Resolution.

ARTICLE II

AMENDMENTS

Section 2.1. Legend. Language added to the Second Amended and Restated Supplemental Resolution pursuant to this Article II appears double-underlined and in bold face (**example**) and language deleted from the Second Amended and Restated Supplemental Resolution pursuant to this Article II appears with a double strikethrough (~~example~~).

Section 2.2. Amendments.

(A) The defined terms “Applicable Margin”, “Base Rate”, “Federal Funds Rate”, “Guaranty Agreement” and “LIBOR” in Section 401(A) of Appendix A to the Second Amended and Restated Supplemental Resolution are hereby amended as follows.

“Applicable Margin” means the respective rates per annum determined at any time, based on the range into which AvalonBay’s Credit Rating then falls, in accordance with the following table (any change in AvalonBay’s Credit Rating causing it to move to a different range on the table shall effect a change in the Applicable Margin, subject to the provisions of subsection (D) of this Section 401):

Range of AvalonBay’s Credit Rating (S&P/Moody’s or other agency equivalent)	Applicable Margin for LIBOR	Applicable Margin for Base Rate
Below BBB- or unrated/Below Baa3 or unrated	<del>2.25</del> <b>2.01</b> %	0.85%
BBB-/Baa3	<del>1.80</del> <b>1.56</b> %	<del>0.50</del> <b>0.45</b> %
BBB/Baa2	<del>1.425</del> <b>1.20</b> %	<del>0.25</del> <b>0.20</b> %
BBB+/Baa1	<del>1.20</del> <b>1.05</b> %	<del>0.075</del> <b>0.05</b> %
A-/A3 or higher	<del>1.10</del> <b>0.95</b> %	0.00%

“Base Rate” means the higher of (i) the per annum rate which ~~the Lead~~**SunTrust** Bank publicly announces from time to time to be its prime lending rate, as in effect from time to time, and (ii) the Federal Funds Rate, as in effect from time to time, plus 0.50% per annum. Any change in such rates shall be effective as of the date of such change in such rates.

“Federal Funds Rate” shall mean, for any day, the rate per annum (~~rounded upwards, if necessary, to the next 1/100th of 1%~~) equal to the weighted average of the rates on overnight Federal funds transactions with member banks of the Federal Reserve System ~~arranged by Federal funds brokers~~, as published by the Federal Reserve Bank of New York on the next succeeding Business Day or if such rate is not so published for any Business Day, the Federal Funds Rate for such day shall be the average rate rounded upwards, if necessary, to the next 1/100th of 1% ~~of the quotations~~**charged to SunTrust Bank** for such day on such transactions ~~received by the Trustee from three Federal funds brokers of recognized standing selected by the Trustee, as determined by the Lead Lender, provided that in each case if such rate is less than zero, it shall be deemed zero for purposes hereof.~~

“Guaranty Agreement” means the Amended and Restated Guaranty and Covenants Agreement, dated as of ~~July 13, 2012~~ June 7, 2017, between AvalonBay and the Lead ~~Bank~~Lender.

“LIBOR” means the greater of (a) 0.00% or (b) that rate per annum which is equal to the rate per annum equal to the offered rate for deposits in U.S. dollars for a one month period, which rate appears on that page of ~~Bloomberg~~Reuters reporting service, or such similar service as determined by the Lead ~~Bank~~Lender, that displays ~~British Bankers’ Association~~ICE Benchmark Administration (“ICE”) (or any successor thereto if ICE is no longer making a London Interbank Offered Rate available) interest settlement rates for deposits in U.S. Dollars, as of 11:00 a.m. (London, England time) two Business Days prior to ~~(a) July 13, 2012, and (b) thereafter,~~ the first day of each month while the 2006 Series J-1 Bonds bear interest at the Bank Rate (the “Rate Determination Date”); provided, that if no such offered rate appears on such page, the rate used for such month will be the per annum rate of interest determined by the Trustee to be the rate at which U.S. dollar deposits for the month, are offered to the Trustee in the London Inter-Bank Market as of 11:00 a.m. (London, England time), on the day which is two Business Days prior to the Rate Determination Date.

(B) The definition of “Lead Bank” is hereby deleted from, and the following definition is hereby added to, Section 401(A) of Appendix A to the Second Amended and Restated Supplemental Resolution:

“Lead Lender” means STI Institutional & Government, Inc., and any successors or assigns thereof.

(C) Each instance of “Lead Bank” in Section 401 of Appendix A to the Second Amended and Restated Supplemental Resolution is hereby replaced with “Lead Lender”.

## ARTICLE III

### MISCELLANEOUS

Section 3.1. Effective Date. This Amendment shall take effect upon the filing with the Trustee of (i) a certified copy hereof, (ii) the written consents of the owners of one hundred percent (100%) in principal amount of the 2006 Series J-1 Bonds Outstanding and (iii) a Bond Counsel's Opinion satisfying the requirements of Section 6.6(B) of the Second Amended and Restated Supplemental Resolution.