

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

September 28, 2022

A meeting of the Members of the New York City Housing Development Corporation (the “Corporation” or “HDC”) was held on Wednesday, September 28, 2022. The meeting was called to order at 11:11 a.m. by the Chairperson, Adolfo Carrión Jr., who stated that the meeting was being held via WebEx in accordance with Chapter 417 of the Laws of 2021, as modified by Chapter 1 of the Laws of 2022. The Chairperson noted the presence of a quorum. The Members present were Harry E. Gould, Jr., Charles G. Moerdler, Preston Niblack, and Jaques Jiha. The Member absent was Denise Scott. A list of observers is appended to these minutes.

The Chairperson stated that the first item on the agenda would be the approval of the minutes of the meeting held on June 1, 2022.

Upon a motion duly made by Mr. Moerdler, and seconded by Mr. Gould, 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 Eric Enderlin, President of the Corporation, to make his presentation.

Mr. Enderlin stated that he was pleased to be with everyone today as we continue to push forward on our important work to make sure as many New Yorkers as possible have a safe, affordable place to call home. He said that we’re doing this work at a particularly challenging economic moment in our history, faced with the pressures of persistent inflation, market volatility, and rising interest rates contributing to the increased costs of materials, construction, and operations.

Mr. Enderlin stated that these pressures were most notably felt by those we serve. He said that New Yorkers across the city -- whether it is individuals and families trying to make ends meet, our seniors who deserve to have a place to age in place, and of course those struggling with, or at-risk of, homelessness. He said that since we last met, the City unveiled *Housing Our Neighbors* – a blueprint for tackling our city’s affordable housing crisis that for the first time puts public housing residents and those experiencing homelessness front and center.

Mr. Enderlin stated that through collaborative partnerships with HPD, NYCHA, and other agencies across city government, we are working on multiple fronts to make it easier and less burdensome for New Yorkers to secure affordable housing. He said that he was excited about this more holistic and human-centered approach to the housing ecosystem, which we see building upon the truly transformative work that HDC has long done in partnership with HPD, and more recently with NYCHA.

Mr. Enderlin stated that as we work together to formulate new and creative ways to do more with the limited resources we have to create and preserve more affordable housing, make critical investments in our precious public housing stock, and protect our growing homeless population, many of us feel the loss of our colleague Rich Froehlich. He said that it's hard to believe that it has been a year since Rich passed unexpectedly. He added that his presence continues to be felt in the many programs, policies, and structures that he helped to build and shape.

Mr. Enderlin stated that turning to the agenda for today, following a report of the Governance Committee, he would present for the Members' approval an Amendment to the By-Laws of the Corporation, which would serve as a continuation of our recent efforts to improve our operations and to better align with the expansion of our team and mission. He said that he would then present for your approval a series of appointments, including the appointment of a Chief Financial Officer of the Corporation, a Senior Vice President of Capital Markets, and a Senior Vice President of Development.

Mr. Enderlin stated that the Members would then hear from First Executive Vice President Ruth Moreira, who would present for the Members' approval two mortgage loans to support the rehabilitation of two affordable housing developments. He said that Ms. Moreira would then present for the Members' approval a Declaration of Intent Resolution for the proposed Innovative Urban Village Phase 1B development. He said that lastly, with respect to the Declaration of Intent Resolution for the proposed project to be located at 144-02 135th Avenue in Queens, New York - this item has been removed from the agenda and will not be presented to the Board for approval at this time.

Mr. Enderlin stated that he is proud of all that we have been able to achieve despite the myriad of challenges we've faced over the last few years and he wanted to thank the Board, the incredible HDC team, and our partners, for all you do each day to ensure we are addressing the evolving needs of our communities as they confront extraordinary economic and social challenges. New York City is a stronger, more resilient place to live thanks to your good work.

Mr. Enderlin thanked the Commissioner and said that this concludes his remarks.

The Chairperson thanked Eric and the HDC team for the work they are doing in this difficult time and he looks forward to seeing everyone in person tomorrow afternoon.

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

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

The Chairperson thanked Mr. Gould and said he would entertain a motion.

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

RESOLVED, to ratify the Senior staff raises and terms of employment for two Senior Vice President Officer appointments that were just approved by the Governance Committee.

The Chairperson stated that the next item of business would be the Approval of Amendment to By-Laws of the Corporation and again called upon Mr. Enderlin to advise the Members of this item.

Mr. Enderlin stated that he was pleased to recommend that the members approve an amendment to the By-Laws of the Corporation, which provides for the re-assignment of responsibilities of the Chief Operating Officer to the Chief Financial Officer and an Executive Vice President. He said that this amendment is a continuation of our work over the past couple of years to reorganize the Corporation's senior staff to keep pace with the needs of our growing team.

Mr. Enderlin stated that the By-Laws, as proposed in this amendment, better reflect the operations of the Corporation and the distribution of the work of our staff. He said that the Members had before them, one revised copy of the By-Laws with amendments and one black-lined copy indicating the specific recommended changes to the existing By-Laws.

Mr. Enderlin stated that the position of Chief Operating Officer at the Corporation has primarily reflected the responsibilities of a Chief Financial Officer. He said as such, and as is reflected in the black-line before the Members, we are now seeking to restore the position of Chief Financial Officer - as had historically been in the By-Laws prior to June 2011 - in place of the Chief Operating Officer. He added that the amendment also provides for the inclusion of email as an acceptable form of notice to the board members.

Mr. Enderlin stated that subject to the Members' approval of the Amendments to the By-Laws, we would be presenting a recommendation to appoint the Corporation's Executive Vice President & Treasurer, Cathleen Baumann - whose work has reflected the responsibilities of a CFO - to the position of Executive Vice President & Chief Financial Officer.

Mr. Enderlin stated that further, subject to the Board's approval of the amendments to the By-Laws, Ellen Duffy's title would change from Executive Vice President for Debt Issuance & Finance to Executive Vice President for Capital Markets & Investments to better describe her responsibilities with regard to financing debt and the investment of the Corporation's funds and to reflect the full breadth of her work at HDC.

Eric Enderlin welcomed questions to which there were none.

The Chairperson stated that he went through the amended By-Laws and it's the next and best important step for this organization in terms of how we are structured and the roles and responsibilities of different officers.

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

RESOLVED to approve the Amendment to By-Laws of the Corporation.

The Chairperson stated that the next item on the agenda would be the Appointment of Chief Financial Officer and called on Mr. Enderlin to make this presentation.

Mr. Enderlin stated that now that we have approved the creation of a Chief Financial Officer position, he said that he was pleased to recommend for the Members' approval the appointment of Cathleen Baumann as Chief Financial Officer of the Corporation.

Mr. Enderlin stated that as you know, Ms. Baumann has a long tenure with the Corporation, serving as Executive Vice President since 2021, Senior Vice President since 2012, and Treasurer since 2009. He said that prior to such appointments, Ms. Baumann held numerous positions within the Corporation since joining as an accountant in 1988, including Deputy Chief Financial Officer and Vice President of Internal Audit.

Mr. Enderlin stated that Ms. Baumann demonstrates exceptional technical expertise and steadfast leadership to those she supervises directly and for the whole of the organization. He said that as he mentioned earlier, Ms. Baumann performs the responsibilities of a Chief Financial Officer in her current role. He said that she is not only extremely qualified for this position, but also has a proven track record of prudent oversight of the Corporation's finances.

Mr. Enderlin stated that given this, Ms. Baumann's appointment to Chief Financial Officer of the Corporation is warranted and strongly recommended. He said that there were no changes to the terms of her employment.

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

RESOLVED, to approve the appointment of Cathy Baumann as Chief Financial Officer for HDC.

The Chairperson offered his congratulations and gratitude to Ms. Bauman for her many years of service to this organization and the city of New York.

Ms. Baumann thanked the Commissioner and joked that she had been with the Corporation since 1988 and that she started when she was 5 years old.

Mr. Enderlin stated that these are the kind of appointments that he can't wait to do in person again. He said that these are folks that are just incredibly great people and though we do see each other in person, he would like to be able to celebrate these people, their work, and their experience in person, at a time of much deserved promotions. He again thanked Ms. Baumann for her work over the years.

The Chairperson stated that the next item on the agenda would be the Appointment of Tinru Lin as Senior Vice President for Capital Markets and called on Mr. Enderlin to make this presentation.

Mr. Enderlin stated that he was pleased to recommend that the Members approve the appointment of Tinru Lin as Senior Vice President for Capital Markets of the Corporation. He said that Ms. Lin has served the Corporation for over a decade and demonstrates strong financial acumen, exceptional problem-solving skills, and a comprehensive understanding of Corporation mechanics and programs. He said that Ms. Lin first joined the Corporation as an analyst in 2009, prior to the creation of the Capital Markets department. He said that she quickly distinguished herself by taking initiative to learn all aspects of Corporation operations. He said that as Ms. Lin took on more responsibility and developed bond structuring skills under Ellen Duffy and Richard Froehlich's mentorship, she was promoted over time to Assistant Vice President, Vice President and Director of Capital Markets. He said that Ms. Lin's expansive curiosity, sharp intellect and dedication to HDC have made her a deeply respected and heavily relied on member of the Corporation. He said that Ms. Lin has been serving in the capacity of Acting Senior Vice President since July 19, 2022. He said that he was formally recommending that she be appointed Senior Vice President. He added that Ms. Lin has been essential to him and his learning and his experience over the years. He said that they have had a standing meeting and standing lunch and her ability to take complex material and explain it and put examples to it and model things out and lead us through things is just absolutely extraordinary. He thanked Ms. Lin again.

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

RESOLVED, to appoint Tinru Lin as Senior Vice President for Capital Markets.

Ms. Lin thanked the Commissioner and Mr. Enderlin for the support and the opportunity.

The Chairperson stated that the next item on the agenda would be the Appointment of Lauren Connors as Senior Vice President for Development.

Mr. Enderlin stated that he was pleased to recommend that the Members approve the appointment of Lauren Connors as Senior Vice President for Development of the Corporation. He said that Ms. Connors brings extensive experience and great knowledge of New York City's affordable housing and community development industry to the Corporation. He said that Ms.

Connors joins us from the New York City Housing Preservation and Development (“HPD”), where she most recently held the position of Assistant Commissioner at the Division of Multifamily New Construction Finance. He added that prior to joining HPD in 2016, Ms. Connors was a Real Estate Associate at Douglas Elliman and an Investment Banking Analyst with the Foreign Exchange Group at SunTrust Bank. He said that Ms. Connors had been Acting Senior Vice President for Development since September 12, 2022. He said that he was formally recommending that she be appointed Senior Vice President for Development.

Ms. Enderlin thanked the Commissioner for Ms. Connors’ departure from HPD at a tricky time for both agencies and shared that we’re really happy to have her skills at HDC and all that she brings from HPD as well.

The Commissioner thanked Mr. Enderlin and said that Ms. Connors was missed at HPD but he was glad that she was still part of the team as partners in the work that we do together to produce affordable housing. He said that their loss was HDC’s immediate gain and their collective gain because she stayed with us and he appreciates the work that she has done over the years.

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

RESOLVED, to appoint Lauren Connors as Senior Vice President for Development.

Ms. Connors thanked the Commissioner and Mr. Enderlin and said that she was really happy to join.

Ms. Moreira stated that she was definitely excited to have Ms. Connors join as well. She said that she thought that Ms. Connors was a good addition to the senior and executive team and a good addition to the development team.

The Chairperson stated that pursuant to the Public Authorities Accountability Act, and for the purposes of discussing the next items on our agenda, the Corporation would now commence the meeting of HDC’s Finance Committee.

The Chairperson stated that the next item on the agenda would be the Approval of Mortgage Loans and called upon Ms. Moreira to make this presentation.

Ms. Moreira thanked the Chairperson and referred the Members to the memorandum before them entitled “Approval of Mortgage Loans” dated September 21, 2022 (the “Open Resolution Memorandum”). She said that she was pleased to recommend that the Members authorize the Corporation to use unrestricted reserves and/or the available funds in the Open Resolution to finance one senior taxable mortgage loan for the Southern & Willis development and one subordinate taxable mortgage loan to fund the rehabilitation for the Kent Village development in the aggregate amount not to exceed \$28,995,000.

Ms. Moreira stated that the proceeds of the loan for Southern & Willis, a 76-unit rental development, would be used to fund the moderate rehabilitation of the project and to reimburse the borrower for payments made to purchase the LIHTC investor's ownership interest. She said that the Corporation currently owns a 100% participation in the subordinate financing for the development which was originated by HPD and is now expected to be extended and modified as part of the new financing.

Ms. Moreira stated that the proceeds of the subordinate loan for the Kent Village development, a 534 unit Mitchell lama rental, would fund the purchase of a minority, non-managing ownership stake by a new investor accompanied by a new scope of work.

Ms. Moreira stated that the primary risks associated with each loan was a payment default by the borrower and the borrowers' inability to complete the rehabilitation. She said that the Corporation's staff believes that the risks are mitigated by strict underwriting, each borrower's financial strength and experience, and the Corporation's ongoing asset management and monitoring of the developments, including the ongoing monitoring of the development during the rehabilitation period. She said to please see attachments "1" and "2" in the Open Resolution Memorandum for a more detailed description of each development. She added that in addition, more information concerning the risks and mitigating factors was included in the Open Resolution Memorandum.

Mr. Moerdler asked if there were any financial institutions involved because his copy of the Open Resolution Memorandum did not disclose the names. Ms. Moreira stated that there were no financing institutions and that HDC was the senior lender and providing all of the financing.

Ms. Moreira stated that if there were no other questions the members were requested to authorize (a) the financing of one taxable senior mortgage loan and one taxable subordinate mortgage loan in an aggregate amount not to exceed \$28,995,000 for the Kent Village and Southern & Willis developments, and (b) the execution by an authorized officer of the corporation of mortgage related documents and any other documents necessary to accomplish such financings.

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

RESOLVED, to approve the making of Mortgage Loans.

The Chairperson stated that the next item on the agenda would be the approval of a Declaration of Intent Resolution for Innovative Urban Village Phase 1B located at 10274 Flatlands Avenue, Brooklyn, New York and again called upon Ms. Moreira to advise the Members of this item.

Ms. Moreira stated that Declaration of Intent Resolutions were solely for tax code purposes, allowing any expenditures incurred by a project's developer within 60 days prior to the date the Resolution is passed to be eligible for tax-exempt bond financing. She said that before HDC were

to actually finance a project, the specifics of the transaction would be presented to the Members for review and approval.

Ms. Moreira referred the Members to the memorandum before them entitled “Resolution of Declaration of Intent Innovative Urban Village Phase 1B, at 12074 Flatlands Avenue Brooklyn, New York” dated September 28, 2022. She said that the development would consist of the new construction of two buildings containing a total of 454 residential low-income rental units to be located in East New York in Brooklyn using approximately \$184,955,000 in tax-exempt bonds. She said that the project was to be developed by a single-purpose entity to be formed and controlled by the Gotham Organization, Monadnock Development, and the Christian Cultural Center, Inc. She said that the Members were asked to approve the resolution at this time.

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

RESOLVED, to approve the Declaration of Intent Resolution for Innovative Urban Village Phase 1B.

The Chairperson stated that at this time, he would like to close the meeting of the Finance Committee and called 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.

Before the meeting was adjourned, Mr. Moerdler raised the question of whether it would be possible to better address “what is affordable housing” with the communities we work with who have a difficult time understanding how affordable housing gets financed and how the Area Median Index gets used. He shared that his concern is that this gap in understanding impacts our work because people think we do a lot less than we really do.

The Chairperson stated that HDC and HPD regularly deal with the ongoing issue of how to clearly communicate the aim of the work and acknowledged that it still needs to be tackled. He shared that he and Mr. Enderlin spend a lot of time with their teams discussing how to refine their messaging to educate the public and elected officials about how affordable housing is built, financed, and who it is intended for. He added that it is an important discussion that we need to continue to have.

Mr. Enderlin added that he agreed with the Commissioner that this is something we struggle with. He added that this discussion is also tough because of the confusion around the Area Median Income index. People have a hard time understanding that it is just an index like Fahrenheit/Celsius or miles/kilometers per hour. Even if AMI is used to calculate rent, he said that we can always buy or subsidize the affordability down to a lower level. He stated that it may be

more productive to focus the communication on how rent is ultimately calculated to reflect the income of the people we aim to serve.

Mr. Moerdler said that he raised this because he deals with this issue far too often at the community board meetings he attends.

The Commissioner said that they are working with the NYC Council Speaker to educate the new class of council members because this is the biggest turnover that we've had in decades and many of them don't have any experience in this area. He said that they do a lot of one on one and sit-downs with council members to walk them through the projects in their neighborhoods, especially the financing. The Commissioner shared the example of a proposed development in Harlem that was recently revived because the local council member who first opposed it is now on board after having time to digest the mechanics of the project. He ended the discussion by stating that it is important for city council members to fully understand the multi-billion dollar business of affordable housing in New York City because they are very important partners in this exercise.

The Chairperson thanked everyone and stated that there being no other business, upon a motion duly made by Mr. Moerdler, and seconded by Mr. Gould, at 11:42 a.m. the meeting was adjourned.

Respectfully submitted,



Moira Skeados
Secretary

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

September 28, 2022

ATTENDANCE LIST

| | |
|--------------------|---|
| Eric Enderlin | New York City Housing Development Corporation |
| Teresa Gigliello | “ ” |
| Cathleen Baumann | “ ” |
| Ellen Duffy | “ ” |
| Susannah Lipsyte | “ ” |
| Ruth Moreira | “ ” |
| Tinru Lin | “ ” |
| Moirra Skeados | “ ” |
| Mary Hom | “ ” |
| Madhavi Kulkarni | “ ” |
| Lauren Connors | “ ” |
| Alex Medina | “ ” |
| Tania Dorado | “ ” |
| Violine Roberty | “ ” |
| Michael Rose | “ ” |
| Elizabeth Rohlfing | “ ” |
| David Mischiu | “ ” |
| Patrick Ogoke | “ ” |
| Ilana Moyer | “ ” |
| Jamaine Gooding | “ ” |
| Adam King | “ ” |
| Farhana Choudhury | “ ” |
| Rowan Abass | “ ” |
| Claudine Brown | “ ” |
| Gene Yee | “ ” |
| John Gearrity | “ ” |
| Alex Merchant | “ ” |
| Bonnie Nesbitt | “ ” |
| Sean Capperis | “ ” |
| Yaffa Oldak | “ ” |
| Trisha Ostegaard | “ ” |
| Jeremy Boyer | “ ” |
| Austin Chin | “ ” |
| Alex Kleppin | “ ” |
| Justine Martin | “ ” |
| Sonia Medina | “ ” |
| Trisha Ostergaard | “ ” |
| Horace Greene | “ ” |

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|------------------------|---|---|
| Jessica Valentino | “ | ” |
| Mary Bruch | “ | ” |
| Johanes Poarangan | “ | ” |
| Sakshee Sani | “ | ” |
| Jessica Facciponti | “ | ” |
| Austin Chin | “ | ” |
| Lisa Geary | “ | ” |
| Josephine Logozzo | “ | ” |
| Steven Esses | “ | ” |
| Jonathan Duncan | “ | ” |
| Alex McNeal | “ | ” |
| Marion Amore | “ | ” |
| Susan Tso | “ | ” |
| Christina Clarke | “ | ” |
| Nick Draeger | “ | ” |
| Merin Urban | “ | ” |
| Terren Wing | “ | ” |
| Stephanie Mavronicolas | “ | ” |
| Lydia Aponte | “ | ” |
| Lisa Wertheimer | “ | ” |
| Chanin French | “ | ” |
| Carol Micalizzi | “ | ” |
| Binh Ly | “ | ” |
| Uyen Luu | “ | ” |

| | |
|-----------------|---|
| Eric Tyszka | NYC Dept. of Investigation |
| Kevin Murphy | Hawkins Delafield & Wood LLP |
| Joe Tait | Raymond James |
| Tara Boirard | NYC Mayor’s Office of Management & Budget |
| Damian Busch | Barclays Capital Inc. |
| Peter Weiss | Loop Capital Markets LLC |
| Mitch Gallo | RBC Capital Markets |
| Annie Lee | JP Morgan |
| Darius Johnson | “ ” |
| Brent Chandaria | “ ” |
| Diana Beinart | NYC Department of Finance |
| Eileen Heitzler | Orrick |

Jeffrey Philp

“ ”

Vikram Shah

Barclays

Geoff Proulx
Steve Splawinski

Morgan Stanley
“ ”

Michelle Kim
Joseph Monitto

BofA Securities
“ ”

Susan Jun

Citi

Sara Ketchum

Academy Securities