

**MINUTES OF THE 17TH MEETING OF THE
NEW YORK STATE HOUSING FINANCE AGENCY'S
FINANCE AND PROGRAM COMMITTEE
HELD ON MAY 9, 2012, AT 9:20 A.M
AT ITS OFFICES AT 641 LEXINGTON AVENUE**

MEMBERS AND DESIGNEES

PRESENT

William J. Mulrow	Chairman
Elaine McCann	Division of the Budget, representing Robert Megna, Member (via video conference)

ABSENT

Royce Mulholland	Member
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Chairman William J. Mulrow opened and chaired the meetings. He noted that Darryl C. Towns, President and CEO of the Agencies, and Naomi Bayer, Director of the State of New York Mortgage Agency ("SONYMA") were participating in the meeting by telephone, and that Elaine McCann was participating in the meeting by video conference from the New York State Division of Budget conference center at the Capital Building, Room 143, in Albany. A public notice was given of the time and locations of both venues

Alejandro J. Valella, Vice President and Deputy Counsel of the Agencies, acted as Secretary and announced that Joseph R. Palozzola, an attorney in the Legal Department of the Agencies and our Intergovernmental Relations, would assist him at today's meetings.

The first item on the agenda was the approval of the minutes of the 16th HFA Finance and Program Committee, held on April 4, 2012, which minutes were deemed approved, absent corrections from Members.

The next item on the agenda was a resolution recommending financing approval in an amount not to exceed \$94,600,000 for 388 Bridge Street Apartments in Kings County. Chairman Mulrow asked Ms. Zucker to provide some background information regarding this item, in addition to the information contained in the materials provided in connection therewith, which materials are incorporated herein by reference. Ms. Zucker stated that this project was before the Board in 2010, but it did not go forward then, due to various issues which have since been resolved. She stated that the total development cost of the project is approximately \$159 million, of which the Agency

will issue \$86 million in tax exempt bonds, with the remainder financed by the developer's equity. She stated that M&T Bank will provide a letter of credit during the construction period. Chairman Mulrow asked what other banks provide letters of credit. Ms. Zucker stated that banks which provide construction letters of credit include Wells Fargo, Heleba, JP Morgan and Bank of America, adding that it was typical for Agency transactions to use multiple banks so that no one bank assumes full exposure.

Chairman Mulrow moved to adopt the resolution; Ms. McCann seconded the motion, and the following resolution was adopted unanimously:

A RESOLUTION OF THE FINANCE COMMITTEE OF THE NEW YORK STATE HOUSING FINANCE AGENCY RECOMMENDING THE ISSUANCE OF CERTAIN BONDS

The next item on the agenda was a resolution authorizing the approval of a Panel of Underwriting Firms. Chairman Mulrow stated that the Agencies were the largest issuers of housing bonds in the country, and requested that Marian A. Zucker, President for the Office of Finance and Development, update the Agencies on the process of the approval of underwriters. Ms. Zucker stated that information regarding this item was contained in the materials provided in connection therewith, which materials are incorporated herein by reference. To summarize, she stated that the current panel of underwriters was appointed in April for two years plus an optional one-year extension. She stated that there was a briefer review process this year to account for many changes which were occurring on Wall Street. Ms. Zucker stated that the process included posting a Request for Proposals (RFPs) on the Agency website, placing a notice in The Bond Buyer periodical and sending emails to firms, which included minority and women-owned business enterprises (MWBES). She stated that 17 of 42 responding firms were invited to interview with the Agencies' review committee, which then established two panels that consisted of a senior manager panel and co-manager panel.

SONYMA Director, Ms. Rogatz praised the increased presence of MWBEs and the amount of work executed by Agency staff for exceeding its goals toward this endeavor. Commissioner Towns thanked Ms. Zucker and the Agency staff for its outreach efforts to MWBEs.

HFA Board Member, Mr. Weiss asked what firms were on the list and how the Agencies selected investment banking firms for their bonds transactions. Ms. Zucker stated that the review committee has submitted quarterly reports to the Board as to which firms were used to lead each transaction. She then presented a summary of certain information contained in the memorandum in today's Board Meetings book. She stated that selection is based on the overall strengths and experience of each firm, relative to the type and size of the Agency transaction involved. Chairman Mulrow stated that a balance is sought in weighing which firm is selected for the underwriting panel and which firm will thereafter senior-manage a deal, which engenders competition and the contribution of good ideas. Mr. Weiss asked if the Agencies keep a record of how

MWBE firms are used. Ms. Zucker replied that the Agencies maintain MWBE goal reporting requirements and records.

Chairman Mulrow moved to adopt the resolution; Ms. McCann seconded the motion, and the following resolution was adopted unanimously:

A RESOLUTION OF THE NEW YORK STATE HOUSING FINANCE AGENCY AND THE STATE OF NEW YORK MORTGAGE AGENCY FINANCE COMMITTEES RECOMMENDING APPROVAL OF A PANEL OF UNDERWRITING FIRMS.

There being no unfinished business, Chairman Mulrow moved to adjourn the meeting; Elaine McCann seconded the motion; and the meeting was adjourned at 9:27 a.m.



Secretary