

**MINUTES OF THE
BOARD OF DIRECTORS MEETING OF THE
STATE OF NEW YORK MORTGAGE AGENCY
HELD ON SEPTEMBER 12, 2013 AT 8:40 A.M.
AT ITS OFFICES AT 641 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022**

DIRECTORS AND DESIGNEES

PRESENT:

William J. Mulrow	Chairman
Naomi Bayer	Vice Chairperson
Marge Rogatz	Director
Darryl C. Towns	Director
Renee Nowicki	New York State Division of the Budget, representing Robert Megna, Director (via video conference)

ABSENT:

Anthony Bergamo	Director
Don Lebowitz	Director

Chairman William J. Mulrow presided over the meeting.

Alejandro J. Valella, Vice President and Deputy Counsel of the Agencies, acted as Secretary. He noted that Renee Nowicki from New York State Division of the Budget (“NYS Division of Budget”) and Aida Brewer from New York State Department of Taxation were participating in the meeting via video conference from the NYS Division of Budget conference center at the Capitol Building Room 131 in Albany. A public notice was given of the time and location of this venue in accordance with the New York State Open Meetings Law.

Commissioner Thomas H. Mattox, Nestor M. Davidson, and Joyce L. Miller, HFA/AHC Members; Mr. Kenneth M. Bialo; and Linda M. Baldwin, MBBA/TSFC Members and Directors; and Ms. Aida Brewer Deputy Commissioner and Treasurer, New York State Department of Taxation and Finance attended this meeting as guests.

Mr. Valella asked for motions and seconds to call to order the Members and Directors meetings of the HFA, AHC, SONYMA, MBBA and TSFC respectively. Mr. Davidson moved to

call the HFA and AHC meetings to order; Ms. Miller seconded the motion. Ms. Rogatz moved to call the SONYMA meeting to order, Ms. Bayer seconded the motion. Ms. Baldwin moved to call the MBBA meeting to order; Mr. Bialo seconded the motion. Ms. Baldwin moved to call the TSFC meeting to order; Mr. Bialo seconded the motion.

Mr. Valella stated that as items are presented to each Board throughout the meetings, these motions and seconds would be used, unless specific items called for a different vote, or unless any Board member wished to record his or her vote differently.

The meetings of the affiliated Agencies were opened in joint session for the President's report, the recital of the Committee reports, the adoption of the minutes of previous meetings and consideration of various matters of shared importance. These minutes reflect only those items being considered by the Directors of the State of New York Mortgage Agency. A record of items considered by the other Agencies is contained in the minutes of each Agencies.

The first item on the agenda was the President's Report. Chairman Mulrow requested that Darryl C. Towns, President/CEO of the Agencies, present his report. Commissioner Towns greeted everyone. He reported that as the summer concludes, the agencies continue to complete transactions at a rapid pace noting that a record number of deals are expected to close. He reported that the HFA Board will be asked to consider approval of four (4) projects including two authorizations for financing in Brooklyn, NY consisting of \$80 Million Dollars in bonds, one of which is a new construction of 254 units located on 626 Flatbush Avenue; the second is an acquisition and rehabilitation of a six-story, 56-unit apartment building located at 197-201 Roebling Street in the Williamsburg section of Brooklyn which has been set aside for seniors. He then reported that also, for the Board's consideration and approval was a request for authorization of awards of grant funds totaling two million dollars for Affordable Housing Corporation projects consisting of new construction, rehabilitation, and improvement of an estimated ninety-three (93) units of which eighty (80) units are allocable to projects located outside New York City; thirteen (13) units are located in Queens and Staten Island, NY.

Commissioner Towns also asked the Board to consider various administrative items including the Agency's budget and financial plan for Fiscal Year 2014 along with revisions to the agency's procurement contract guidelines.

Commissioner Towns announced that an update on the financial status of one of the Agency's important business partners, The Community Preservation Corporation, is expected to make a presentation regarding the Current financial Status for SONYMA. Also, he announced that the Board can expect to get an update from Mr. Matthew L. Nelson, President of Housing & Community Renewal's Office of Community Renewal, on the agency's activities as it relates to the storms for the last few years.

Commissioner Towns then announced the appointment of two new Executives. He reported that Mr. Jason C. Kim will become Senior Vice President and Counsel to the Agencies and Ms. Sharon D. Devine will become the Agencies' President of the Office of Professional

Services and Senior Vice President. He stated that both individuals are tremendous professionals.

He welcomed Linda M. Baldwin, who will be representing Cesar A. Perales, Secretary of State on the MBBA/TSFC Boards.

Lastly, he reported that staff continues to work on issues with the Governor's Regional Economic Development's office on TFC reform. He also reported that the agency continues to plan for the upcoming legislative session in Albany as it continues to close out what is going to be a "banner" year.

Chairman Mulrow welcomed Ms. Baldwin as well.

The next item on the agenda was the report of the Audit Committees (HFA/AHC/SONYMA/MBBA/TSFC):

- Mr. Valella reported that the Audit Committees held meetings on Tuesday, September 10, 2013 and took the following actions:
- All five Committees adopted Minutes
- All five Agencies adopted a resolution approving revisions to Internal Audit Work Plan for Fiscal Year 2014.
- All five Agencies adopted a resolution recommending the approval of Administrative Budget Request & Financial Plans for FY2014.
- SONYMA adopted a resolution approving SONYMA'S Owned Real Estate Audit Report.
- All five agencies received a presentation/discussion by Ernst & Young (Independent Auditors).
- All five agencies reviewed Financial Statement Update 3rd Quarter Fiscal 2013 (HFA/SONYMA/MBBA/TSFC) and 1st Quarter Fiscal 2014 (AHC).
- All five Agencies reviewed reports of administrative budget expenditures for the nine months ending July 31, 2013 and updated financial plans.

The next item on the agenda was the report of the Governance Committees (HFA/AHC/SONYMA/MBBA/TSFC). Mr. Valella reported that the Governance Committees also held meetings on Tuesday, September 10, 2013 and took the following actions:

- All five Committees adopted Minutes
- All five agencies adopted a resolution recommending approval to revise the Agencies' Procurement and Contract Guidelines.
- All five agencies approved the entering into a contract with law firms to provide legal services to HFA in its role as lender to the recently acquired loan portfolio and authorization to enter into contracts with law firms recently added to the non-bond counsel pane.

- HFA approved a contract with SS&C Technologies for the provision of a license for cash flow analysis services and SONYMA approved the financial printing services contracts with Image Master LLC.
- HFA and SONYMA approved financial reporting services contract with Bloomberg LLP and approved SONYMA Custody Services Agreement with the Bank of New York Mellon.
- SONYMA approved a resolution to enter into a contract with Doug Dylla Consulting LLC and annual review of contracts with CompuGain LLC, Iron Mountain Intellectual Property Management, Inc. and Xerox Mortgage Services.
- SONYMA approved Master Service Agreement with M&T Bank.
- All five agencies reviewed report to Governance Committee of the selection of the Agencies by ESD for an MWBE Document Audit Review.

The next item on the agenda was the report of the Mortgage Insurance Committee (“MIC”). Mr. Valella reported that the MIC held a meeting earlier that day and adopted the following resolutions:

- The committee adopted the minutes of August 14, 2013.
- Approved a resolution for 100% mortgage insurance for Los Sures Housing for the Elderly, Kings County,
- Approved 100% mortgage insurance for 1991 Bathgate Avenue, 442 & 446 E. 176th St.; 4196 Park Avenue, 1824 & 2028 Washington Avenue, Bronx County.
- Approved 100% mortgage insurance for Rochester View Apartments, Monroe County.

The next item on the Agenda was the adoption of the minutes of the SONYMA Directors’ meeting held on August 14, 2013. Absent comments or corrections from the Directors, Mr. Valella reported that the minutes were deemed approved.

Next item before the Board was a resolution authorizing the approval to appoint C. Jason Kim as Senior Vice President and Counsel of the Agencies. Commissioner Towns announced that Mr. C. Jason Kim comes to the agency most recently from Skadden, Arps, Slate, Meagher & Flom LLP and has a “growing legal portfolio” including dealings with international affairs. He reported that Mr. Kim will be taking the helm as “our leader” during a critical time for the agencies and expressed excitement in having him. Chairman Mulrow echoed Commissioner Towns’ comments. Mr. Kim was acknowledged.

Mr. Valella then asked the Directors to adopt the resolution authorizing the approval appointing Mr. Kim as Senior Vice President and Counsel to the agencies.

Considering the first and second motions previously entered, the motions were carried, and the following resolution was adopted:

A RESOLUTION OF THE NEW YORK STATE HOUSING FINANCE AGENCY, STATE OF NEW YORK MUNICIPAL BOND BANK AGENCY, AFFORDABLE HOUSING CORPORATION, TOBACCO SETTLEMENT FINANCING CORPORATION AND STATE OF NEW YORK MORTGAGE AGENCY APPOINTING C. JASON KIM AS SENIOR VICE PRESIDENT AND COUNSEL

The next item on the Agenda was a resolution authorizing the approval to appoint Sharon D. Devine as the Agencies' President of the Office of Professional Services and Senior Vice President.

Commissioner Towns reported on the excitement of growing "one of our own from within" the organization. He reported that Ms. Sharon Devine has a growing portfolio in her expertise, especially in the area of budget. Additionally, she is a tremendous administrator. Ms. Devine was acknowledged.

Mr. Valella then asked the Directors to adopt the resolution appointing Ms. Devine as Senior Vice President, with the title of President, Office of Professional Services.

Considering the first and second motions previously enter, the motions were carried, and the following resolution was adopted:

A RESOLUTION OF THE NEW YORK STATE HOUSING FINANCE AGENCY, STATE OF NEW YORK MUNICIPAL BOND BANK AGENCY, AFFORDABLE HOUSING CORPORATION, TOBACCO SETTLEMENT FINANCING CORPORATION AND STATE OF NEW YORK MORTGAGE AGENCY APPOINTING SHARON D. DEVINE AS SENIOR VICE PRESIDENT, WITH THE TITLE OF PRESIDENT, OFFICE OF PROFESSIONAL SERVICES

Chairman Mulrow then directed the Directors' attention to the Shared Consent Items 4, 5, 6, and 7 on the Agenda and stated that information regarding these items were contained in the meeting materials provided which are incorporated herein by reference. There was no discussion on these items.

Considering the first and second motions previously entered, the motions were carried, and the following resolution was adopted:

Resolution approving Administrative Budget Request & Financial Plans for FY2014:

A RESOLUTION OF THE NEW YORK STATE HOUSING FINANCE AGENCY STATE OF NEW YORK MORTGAGE AGENCY NEW YORK STATE

AFFORDABLE HOUSING CORPORATION STATE OF NEW YORK MUNICIPAL BOND BANK AGENCY AND TOBACCO SETTLEMENT FINANCING CORPORATION ADOPTING AN ADMINISTRATIVE BUDGET FOR FISCAL YEAR NOVEMBER 1, 2013 TO OCTOBER 31, 2014 AND FINANCIAL PLANS FOR FISCAL YEARS 2014, 2015, 2016 AND 2017 WITH RESPECT TO THE NEW YORK STATE HOUSING FINANCE AGENCY STATE OF NEW YORK MORTGAGE AGENCY STATE OF NEW YORK MUNICIPAL BOND BANK AGENCY AND TOBACCO SETTLEMENT FINANCING CORPORATION AND THE NEW YORK STATE AFFORDABLE HOUSING CORPORATION'S FINANCIAL PLAN FOR FISCAL YEARS 2015, 2016, 2017 AND 2018, AND PRELIMINARY CASH BUDGETS FOR THE NEW YORK STATE HOUSING FINANCE AGENCY AND THE STATE OF NEW YORK MUNICIPAL BOND BANK AGENCY FOR FISCAL YEAR 2014

Resolution approving Investment Reports:

A RESOLUTION OF THE NEW YORK STATE HOUSING FINANCE AGENCY THE STATE OF NEW YORK MORTGAGE AGENCY THE NEW YORK STATE AFFORDABLE HOUSING CORPORATION THE STATE OF NEW YORK MUNICIPAL BOND BANK AGENCY AND THE TOBACCO SETTLEMENT FINANCING CORPORATION APPROVING QUARTERLY REPORTS OF INVESTMENTS

Resolution approving Agencies' Quarterly Bond Sale Reports for the period ending April 20th, 2013 and July 31, 2013.

A RESOLUTION OF THE NEW YORK STATE HOUSING FINANCE AGENCY AND STATE OF NEW YORK MORTGAGE AGENCY APPROVING THE AGENCIES' BOND SALE REPORTS

Resolution approving revisions to the Agencies' Procurement and Contract Guidelines.

A RESOLUTION OF THE NEW YORK STATE HOUSING FINANCE AGENCY, STATE OF NEW YORK MORTGAGE AGENCY, NEW YORK STATE AFFORDABLE HOUSING CORPORATION, STATE OF NEW YORK MUNICIPAL BOND BANK AGENCY, AND TOBACCO SETTLEMENT FINANCING CORPORATION APPROVING AND ADOPTING UPDATED PROCUREMENT AND CONTRACT GUIDELINES

There was one vote against the second proposed change to the procurement and contract guidelines (Item # 7 on the Agenda) made by MBBA/TSFC Vice-Chairman, Mr. Keneth M. Bialo.

HFA/AHC Member, Mr. Davidson raised a question about the deficit and whether it signifies something the Board should be concerned about. Ms. Robinson explained that some of the deficits are based on the fact that conduit debt is not included in the financial plan and other deficits are due to timing issues. Mr. Davidson also questioned the projected amount for the current year totaling \$19.2 Million Dollars and only \$25 Million Dollars for the next four years. Mr. Gary Weinstock, Vice President/Comptroller explained that the money that's accumulated in prior years is included in the subsidy loan which is listed as an expense and not an overall deficit. HFA/AHC Member, Ms. Miller noted that the revenues are substantially decreased in 2014. Mr. Weinstock explained that the revenues decrease because the mortgage origination fees are related to deals and it's difficult to make long-term projections. A follow-up question was asked related to the percentage the agency was paying. Mr. Weinstock answered that it is a very small percentage -- less than 3% total. Ms. Miller noted the number of staff positions totaling 208. She inquired about whether that number was representative of the total number of staff for all of the agencies. Ms. Robinson explained that the total staff positions listed represents a targeted goal; the number of staff members is actually lower and did not increase but decreased with the Mitchell-Lama portfolio. Ms. Miller expressed surprise given the enormous amount of responsibilities. Chairman Mulrow stated that the agency has been overburdened in a number of areas but hopes to fill some of the vacancies. Commissioner Towns further explained that the agency is charged with huge tasks and responsibilities and there have been discussions about raises in the Committee meetings. He commented that the fact that Board members appreciate and recognize the efforts of staff members is significant. One Board member asked if there was anything that could be done to supply additional support in this area of hiring, etc. especially since members of the Board have a fiduciary responsibility to be of assistance. It was noted that the Governor's offices have been completely responsive to the needs of the agency, and that the issue is timing.

Chairman Mulrow stated that the next three (4) items on the agenda were information items concerning:

- a. **Review of the Agencies' Quarterly Procurement Report for the period ending July 31, 2013.**
- b. **Financial Statement Update 3rd Quarter Fiscal 2013 for HFA/SONYMA/MBBA/TSFC and 1st Quarter Fiscal 2014 for AHC.**
- c. **Report of administrative budget expenditures for the nine months ending July 31, 2013 and updated financial plans.**
- d. **Review of SONYMA'S Quarterly Report on the Financial Status of Existing Hedges.**

Chairman Mulrow stated that information regarding these items were contained in the meeting materials provided to the Directors which are incorporated herein by reference. There

were no discussions regarding these items.

The next item on the Agenda was a CPC Presentation regarding the current Financial Status.

Chairman Mulrow asked that representatives from The Community Preservation Corporation ("CPC") give their presentation at this time.

It was noted that copies of the presentation were previously distributed. CPC presented an oral report on its current financial status.

Mr. Friedman introduced Rafael E. Cestero, President and CEO of The Community Preservation Corporation, who joined CPC in 2012. He, in turn, introduced Sadie McKeown, Chief Operating Officer, who has been with CPC for 22 years. Mr. Cestero thanked the Board for the opportunity to report on the CPC's financial status. Mr. Cestero then proceeded to guide the Board through CPC's historical background, its mission, unique challenges, organizational restructuring, current financial status and renewed commitment to its core mission.

HFA/AHC Member, Ms. Miller asked if the organization anticipates developing any new programs. Mr. Cestero reported that the organization is working with New York City's Department of Housing Preservation and Development's Hurricane Sandy ("Sandy") programs in partnership with Enterprise Community Partners.

Ms. Rogatz asked for a report on the Sandy recovery efforts. Mr. Nelson noted that it is six weeks short of the one-year anniversary of Sandy. He reported that his team, of which he is very proud, is moving aggressively to respond to the needs of homeowners. He also reported that since receiving approval from the Department of Housing and Urban Development, nearly a dozen offices have opened across Long Island; other offices are set to open in heavily impacted areas.

Mr. Nelson reported that his offices are staffed by over 200 program case managers with approximately 5,500 active applications. Just this week, he noted, the next phase of responsibility commenced by conducting damage assessments to determine an approximate award amount and identify all of the damage; those costs will be documented. He noted that there is a very aggressive target in place, not only through case management but in getting the estimated cost of repairs and to make sure there's no duplication of benefits.

HFA/AHC Member, Ms. Miller asked if it would be possible to get regular updates on how many applications have been processed, etc. HFA/AHC Member, Mr. Nelson agreed to do so and stated that those updates will be coupled with the launch of a public website in the near future. He noted that no funds have actually been dispersed yet due to the necessary requisite steps and need for verification of benefits.

He highlighted the PILOT buyout program and noted that there are more than fifty (50) purchase offer commitments. He particularly noted that he had the privilege of countersigning the first buyout offer to allow a homeowner to purchase a home someplace else in New York City.

It was asked whether the team had any influence with Federal Emergency Management Agency ("FEMA"). It was noted that FEMA relief expires by the end of the storm year (October 31, 2013). Ms. Rogatz advised that many risk homelessness if aggressive measures are not taken.

When asked about the response to the immediate crises and the long-term role, Mr. Nelson provided assurance that the team met with the Governor of New York State, Andrew Cuomo, recently and the agency is looking along with Commissioner Jerome Hauer of the State Division of Homeland Security and Emergency Services at this crises very broadly and in compliance with Federal funding requirements, noting that Housing Urban Development is becoming the default disaster recovery agency.

HFA/AHC Member, Commissioner Mattox noted that HFA/AHC Member, Mr. Weiss has mentioned previously the need to explore existing insurance markets and possibly self-insuring. Mr. Nelson addressed the issue of insurance as it relates to flood insurance and the overall nature of insurance companies and their tactics. After a lengthy discussion, it was agreed that there is a lot to be done on all fronts. Mr. Nelson was thanked for his amazing commitment.

There being no unfinished business, Chairman Mulrow asked for a motion to adjourn the meeting. Ms. Rogatz moved to adjourn; Ms. Bayer seconded the motion, and the meeting was adjourned at 10:05a.m.

Mr. Valella reminded the Directors to be mindful of the upcoming ethics training dates. He noted that the next Board meeting was scheduled for Thursday, October 10, 2013 at 8:30 a.m.



C. Jason Kim, Secretary