

**MINUTES OF THE DIRECTORS' MEETINGS OF THE
STATE OF NEW YORK MORTGAGE AGENCY**

**HELD ON THURSDAY, OCTOBER 13, 2022, AT 9:00 A.M.
AT ITS OFFICES AT 641 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022**

DIRECTORS AND DESIGNEES

PRESENT:

Kenneth G. Adams	Chairman
RuthAnne Visnauskas	Commissioner, New Yor State Division of Housing and Community Renewal
Wallace Ford II	Director
Joyce Miller	Director
EJ Freeman	Director
Jesse Olczak	New York State Division of the Budget, representing Robert Mujica, Budget Director (via video conference)

Chairman Kenneth G. Adams presided over the meeting. Alejandro J. Valella, Vice President and Deputy Counsel formally opened the meetings and acted as secretary.

Mr. Valella noted that Mr. Jesse Olczak, representing Mr. Robert Mujica, Director of the Division of the Budget and Mr. Eric Mostert, representing the Commissioner of Taxation and Finance are participating in the meeting via video conference from the New York State Division of Budget conference center at the Capitol Building Room 131 in Albany.

A public notice was given of the time and location of the venue in accordance with the New York State Open Meetings Law.

Mr. Valella asked for motions and seconds to call to order the Members' and Directors' meetings of the New York State Housing Finance Agency ("HFA"), the New York State Affordable Housing Corporation ("AHC"), the New York State Housing Trust Fund Corporation (the "HTFC"), the State of New York Mortgage Agency ("SONYMA"), and the State of New York Mortgage Agency Mortgage Insurance Committee ("MIC").

Chairman Adams moved to call the HFA, HTFC and AHC meetings to order and Mr. Olczak seconded the motion. Mr. Freeman moved to call the SONYMA meeting to order, and

Chairman Adams seconded the motion. Ms. Visnauskas moved to call the MIC meeting to order, and Chairman Adams seconded the motion.

Mr. Valella stated that as items were 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 Director wished to record his or her vote differently.

These minutes reflect only those items being considered by the SONYMA Board. A record of items considered by the other Agencies is contained in the minutes of each of the Agencies.

Chairman Adams opened the SONYMA meeting by noting that the service of Jonathan Ballan, an appointee of the former Senate Majority leader of the Senate, but now in the Minority, had ended, as the new Senate Majority leader has selected a new representative for the SONYMA Board.

He welcomed the new representative, Professor Wallace Ford II. He stated that he was very happy to Professor Ford join the Board. On a personal note, Chairman Adams noted that he and Professor Ford have had similar career arcs in public service, both with New York State and in New York City. He added that Professor Ford is a tenured professor at Medgar Evers College in Crown Heights. He stated that rather than focus on some of the other many accomplishments of Professor Ford, he would simply note that he is a former President and Chief Executive Officer of SONYMA, having served during the tenure of Governor Mario Cuomo.

Professor Ford thanked Chairman Adams for his warm welcome and made a few remarks. He noted that the appointment came as a welcome surprise. He noted that he was in fact the first President of SONYMA, since the title had been Executive Director prior to his appointment. He stated that one of the benefits that public benefit corporations such as SONYMA bring, as opposed to State agencies, is the opportunity to act quickly, and he mentioned as an example the work that was done by SONYMA in The Bronx, during his tenure in the 1980s in connection with the Nehemiah Housing projects, in an area of The Bronx that at the time was in a state of deterioration. The fact that the area has been revitalized and is now unrecognizable is a testament to the power of organizations like SONYMA to make a difference.

He noted his pleasure at his new role, adding that he understood that the dynamics would be different as a Board member, but that he was willing to learn and would offer new ideas in due course. For now, he stated, he was pleased to be a colleague and was looking forward to learning about SONYMA's current focus. He finished his remarks by stating that this new role would allow his public administration students at Medgar Evers to get a close-up look at government in action and stated that he might ask if at a future meeting his students would be allowed to come and see the meeting in person.

Chairman Adams then welcomed another recent appointment to the Board: Mr. EJ Freeman, the representative of the Assembly. Chairman Adams stated that this was Mr. Freeman's second meeting, but the first in person, as this was the Agency's first post-COVID

in person meeting. Mr. Freeman noted that this was his second attempt to attend the meeting in person: the first had been aborted due to the extraordinary lengthy time it took to make it to Manhattan for the morning meeting from his home in Long Island.

Chairman Adams welcomed the rest of the Board including those participating via video conference from Albany, noting how wonderful it was to be back to in person meetings. Chairman Adams also acknowledged once again the work done by staff in preparing the written transcripts of the meetings found in the Board books. In particular, he noted how the comments made by HFA Board member Joyce Miller, dealing with sustainability issues, had been captured in the transcripts.

Chairman Adams then went on to note, for the benefit of the new Board members on the SONYMA Board, that new procedures had been established some time ago, during Linda Manley's tenure as Counsel, to make the meetings run more smoothly, which procedures call for all the Boards to open meetings together and has the various Boards acting simultaneously on projects where each Board is asked to act.

As an example, he noted that there will be HFA projects which have SONYMA insurance and HTFC subsidy. In those cases, the item would be presented once, before all the Boards, and all the Boards would be asked to vote, rather than have each item be presented anew before each Board, as you would do if the meetings were separate. He added that the fact that so many Boards are meeting at the same time means that the meetings can be lengthy and that as a result some of our procedures during the meetings may appear to be rushing the matters to consideration. He assured the Boards that the need for speed never takes precedence over the duty of the Board and of staff to address all issues in a thorough way. He urged Board members to interrupt the proceedings at any time with questions or comments.

Ms. Visnauskas then made her President's report.

She noted that she had the pleasure of going to Kingston twice this month, once for a large a project that was a renovation of a historic house to a supportive housing project, and then two weeks later to celebrate the groundbreaking for our first Legacy Cities project, which involves the renovation of four single family homes in the city of Kingston. She added that since our last meeting, the New York State Association for Affordable Housing had their annual conference in Rochester, and a number of staff participated in the morning panel, moderated by Betsy Mallow assisted by six staff members who were on the panel, discussing our programs as well as our recent sustainability changes and design guidelines.

Ms. Visnauskas added that she had been in Long Island last week and got a chance to see the amazing developments at one of the projects which came before our Boards over the last few years—the Wyandanch project. The project is extraordinarily impressive, particularly as it features transit-oriented development work. She noted that the MTA has created a new train station at the site. She also added that she had been in Yonkers yesterday to meet with the housing authority, a wonderful partner on our Agencies' efforts. She was there to see the startup of a new construction project. Ms. Visnauskas also noted her visit to Saratoga Springs where she spoke at the Neighborhood Preservation Coalition's annual meeting. She added that

this organization does a wonderful job as a steward for the small rural and urban non-profits across the State.

Ms. Visnauskas added that at the board meeting this month, the Boards would be asked to approve 9% projects totaling approximately \$45 million dollars and 480 residential units. She added that we have two additional items for your approval: the South Buffalo owner-occupied home improvement program which involves a \$220,000 dollar investment to improve 16 units of low-income households in Buffalo as well as the Market View purchase rehab program Monroe County, which will provide 400,000 dollars for acquisition and rehab of 10 scattered sites across the county. She added that the Board would also be asked to act on five large multifamily projects as part of the work of the MIF in Manhattan, Brooklyn, and in Buffalo. Ms. Visnauskas noted that the MIF is an incredible tool to provide liquidity into a market that otherwise might not be able to facilitate these types of projects.

Chairman Adams thanked Ms. Visnauskas for her presentation and took the opportunity to remind the Board that the Wyandanch project had begun during the tenure of Commissioner Towns. He added that this is a groundbreaking project in an area that prior to the projects was just dirt by the train station there and noted how terrific it has been to see it come to life as part of a project that now overall revitalizes the area's development and facilitates transit.

Chairman Adams then asked Ms. Visnauskas to comment on the impact of the recent inflationary times on Agency projects. Ms. Visnauskas noted that the impact is being felt as interest rate, in particular, rise, but that staff was meeting regularly to try to ensure that the rates at which we offer our products, particularly in the case of SONYMA, were set prudently to allow first time homebuyers to continue to have access to affordable homeownership.

Ms. McKeown asked if the Agency is considering any of the funds coming through the IRA greenhouse gas reduction. Ms. Visnauskas responded that the Agencies, along with many other interested parties, were sitting in on all the webinars that are being offered and which describe what's available and to whom. She added that at this time, staff was not quite sure about the process, but that we would continue to monitor and would get involved where it made sense.

Professor Ford asked about the Agencies' MWBE efforts as relates to new construction projects. Ms. Visnauskas added that the Agencies strive to meet the State's overall goal that at least 30% of the spending on project construction go to MWBEs as well as a separate goal for veterans and disabled persons. This is all monitored and actively overseen by the Agencies, noting that the Agencies consistently exceed the goals. Professor Ford asked about the tracking down to verify MBE as well as WBE participation. Ms. Visnauskas responded that it was tracked separately and included in the quarterly and annual procurement reports provided to the Board and to the public. She offered to provide Professor Ford with those materials.

Chairman Adams concurred with Ms. Visnauskas' comments and praised the efforts of the Agencies staff in monitoring and enforcing the MWBE commitments, noting in particular the efforts over the years of Ms. Wanda Graham who prior to her retirement last year spearheaded it all. He stated that she was a great example of public service, noting that she had

been replaced by Ms. Veronica Flanders. Ms. Visnauskas noted that there was also a recent hire, starting today, for that department.

The first item on the agenda was the adoption of the transcript of the meetings held on September 8 2022. There being no objections or corrections from the SONYMA Board, Mr. Valella deemed the minutes approved.

The second item on the agenda was the adoption of resolution appointing Senior Vice President and Counsel to the Agencies.

Ms. Visnauskas presented the item, introducing the appointment of Ms. Diana Lopez as the Agencies' new Counsel, to replace Ms. Linda Manley who had left the Agencies to become the Counsel to Enterprise, the national non-profit. She stated that Ms. Lopez possesses extraordinary depth of experience in high level government roles, as well as in the private sector. She has superb experience managing large scale projects and complicated teams. Her private and public sector experience has allowed her to function as a senior advisor and legal counsel to multi-national corporations, public agencies, and to government officials and executives. She stated that she was confident that Ms. Lopez will make a significant contribution to the work and accomplishments of the Agencies and recommended her appointment without reservation.

Ms. Lopez introduced herself to the Board. Chairman Adams welcomed her, noting his prior experience working with Ms. Lopez at ESD.

Mr. Valella moved for adoption of the resolution transmitted in connection therewith, noting that it contained certain incorrect references to Ms. Manley, all of which had been changed to Ms. Lopez in the resolution now before the Board. Considering the first and second motions previously entered for the SONYMA Members, the motion was carried, and the resolution was adopted.

Chairman Adams noted that the next two (2) items were Consent Items as to which there would be no presentations, although board members could ask questions if they so wished.

The first Consent Item was Item three on the agenda: the approval of an amendment to the Information Technology Temporary Staffing Consultant Contract.

Mr. Valella moved for adoption of the resolution transmitted in connection therewith. Considering the first and second motions previously entered for the SONYMA Directors, the motion was carried, and the resolution was adopted.

The second Consent Item was Item four on the agenda: the approval of an amendment to the Professional Temporary Staffing Services Contract.

Professor Ford asked a question on this item. He noted that he understood that the Agencies applied their MWBE goals on to procurement contracts, but asked whether for this type of contract, where the Agencies relied on temporary staffing from a staffing agency, there was any kind of process in place to assess the number of women and minority hires that came through the staffing agency. Ms. Visnauskas responded that she was unsure how that was handled and noted that staff would provide him with a response after our meeting.

Mr. Valella moved for adoption of the resolution transmitted in connection therewith. Considering the first and second motions previously entered for the SONYMA Directors, the motion was carried, and the resolution was adopted.

Chairman Adams stated that the next three (3) items are Information Items. There will be no discussion of these items unless Board Members/Directors so request.

Item five was the Annual review of the Amazon Web-Hosting Contract, and the contract with Pro-Link for Hosted Technology Services.

Ms. Miller asked whether the web hosting contract was the contract referenced at the last SONYMA board meeting in connection with SONYMA's advertising efforts. At that time, staff noted that the service could not carry out certain tasks that would have provided SONYMA with information concerning individuals who used the site. Mr. Valella replied that this was a different web contract.

Item six was the review of the Current Agency Procurements in the Lobbying Restricted Period.

Item seven was the review of the Mortgage Insurance Committee Activity Report for the month of September.

The next item on the agenda was a Resolution of the SONYMA Board approving 100% mortgage insurance on an increased loan of \$15,800,000, a \$2,201,256 increase over the previously approved insured amount of \$13,598,744 for the Fedder Lofts project in Buffalo, Erie County.

Mr. Friedman presented the item.

Ms. Miller asked a question. She noted that the increased costs caused the interest rate to increase, meaning less units and higher rents. She asked Mr. Friedman to comment on this. Mr.

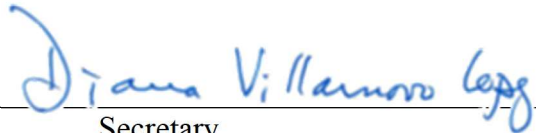
Adams also asked whether there might be additional available subsidy funds to try to address the situation.

Ms. Visnauskas noted that the Agency charges .5% on its subsidy loans and could consider dropping that to 0% but stated that this could be difficult since the Agency relies on some of that repayment for its program costs. Mr. Friedman noted that the increase in rates is not out of proportion to the increased costs and added that since the project is newly constructed the rise in rents will not apply to any existing tenants; only new tenants will pay the higher rent. Chairman Adams noted that the project is already two years past due.

Mr. Valella moved for adoption of the resolution transmitted in connection therewith. Considering the first and second motions previously entered for the SONYMA Board, the motion was carried, and the resolution was adopted.

There being no unfinished business, Chairman Adams asked for a motion to adjourn the SONYMA meeting. Considering the first and second motions previously entered, the motion was carried, and the meeting was adjourned.

Mr. Valella informed the Directors that the next Board meeting is scheduled for Thursday, November 10, 2022, at 9:00 a.m.


Secretary