

This Official Statement has been prepared on behalf of the State of New York Mortgage Agency to provide information with respect to the initial issuance of the Series 217 Bonds, the Series 218 Bonds and the Series 219 Bonds (the "Offered Bonds"). Certain information is presented on this cover page for the convenience of the user. To make an informed decision regarding the Offered Bonds, a prospective investor should read this Official Statement in its entirety. Unless otherwise indicated, capitalized terms used on this cover page have the meanings given in this Official Statement.

**\$123,070,000**

**STATE OF NEW YORK MORTGAGE AGENCY
HOMEOWNER MORTGAGE REVENUE BONDS**

\$68,670,000 Series 217 (Non-AMT)**\$24,400,000 Series 218 (AMT)****\$30,000,000 Series 219 (Federally Taxable)**

| | |
|--|---|
| Purpose | The Offered Bonds are being issued principally to purchase Mortgage Loans and Second Lien DPA Loans (as defined herein) that fund mortgage loans generally to first time home buyers with income and purchase price limitations. See "The Offered Bonds — Purpose of the Offered Bonds." |
| Tax Matters | In the opinion of Bond Counsel to the Agency, under existing statutes and court decisions and assuming continuing compliance with certain tax covenants described herein, interest on the Series 217 Bonds and the Series 218 Bonds (collectively, the "Tax-Exempt Bonds") is excluded from gross income for Federal income tax purposes pursuant to Section 103 of the Code. In addition, in the opinion of Bond Counsel, under existing statutes, interest on the Offered Bonds is exempt from personal income taxes imposed by the State of New York and any political subdivision thereof (including The City of New York), and the Offered Bonds are exempt from all taxation directly imposed thereon by or under the authority of said State except for estate or gift taxes or taxes on transfers. See "Tax Matters." |
| Security | The Offered Bonds are special obligations of the Agency payable solely from and secured by the revenues, mortgage loans, and moneys pledged and assigned under the General Resolution. The Offered Bonds are not secured by any fund or account that is subject to replenishment by the State of New York. The Agency has no taxing power. The Offered Bonds are not a debt of the State of New York or of any municipality, and neither the State of New York nor any municipality is liable on the Offered Bonds, nor are the Offered Bonds payable out of any funds other than those of the Agency pledged therefor. The Offered Bonds will be secured on a parity with prior bonds issued under the General Resolution, with each other, and with any additional bonds issued under the General Resolution, unless such additional bonds are made expressly subordinate to the Offered Bonds, and with other Parity Obligations. See "Sources of Payment and Security for the Bonds." |
| Interest Payment Dates | April 1 and October 1, commencing October 1, 2019. |
| Interest Rates, Maturity and Redemption | The Offered bonds will bear interest at the rates, and mature on the dates, shown on the inside cover page. The Offered Bonds are subject to redemption, including redemption at par, prior to maturity. See "The Offered Bonds." |
| Denominations | Purchases of the Offered Bonds may be made in the principal amount of \$5,000 or any integral multiple thereof. |
| Book-Entry System | The Depository Trust Company. See Appendix H — "Book Entry Only." |
| Financial Advisor | CSG Advisors Inc. |
| Bond Counsel | Hawkins Delafield & Wood LLP. |
| Disclosure Counsel | D. Seaton and Associates, P.A., P.C. |
| Underwriters' Counsel | Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. |
| Trustee | The Bank of New York Mellon. |
| Date of Delivery | March 28, 2019. |

The Offered Bonds are offered for delivery when, as, and if issued and received by the respective Underwriters, subject to prior sale, to withdrawal or modification of the offer without notice, to the approval of legality by Hawkins Delafield & Wood LLP, New York, New York, Bond Counsel, and to certain other conditions.

BofA Merrill Lynch**Morgan Stanley****Ramirez & Co., Inc.**

Academy Securities

Citigroup

Janney Montgomery Scott

Fidelity Capital Markets

J.P. Morgan

Raymond James

RBC Capital Markets

Roosevelt & Cross
IncorporatedSiebert Cisneros Shank &
Co., L.L.C.

UBS Financial Services Inc.

Wells Fargo Bank, National
Association

MATURITY SCHEDULE

\$68,670,000 Series 217 Bonds (Non-AMT)

\$4,120,000 3.250% Series 217 Term Bond due April 1, 2034 @ 100% CUSIP†: 64988YAA5
\$12,440,000 3.625% Series 217 Term Bond due April 1, 2039 @ 100% CUSIP†: 64988YAB3
\$24,530,000 3.800% Series 217 Term Bond due April 1, 2045 @ 100% CUSIP†: 64988YAC1
\$27,580,000 4.000% Series 217 PAC Term Bond due October 1, 2049 @ 106.989% CUSIP†: 64988YAD9

\$24,400,000 Series 218 Bonds (AMT)

Price: 100%

\$16,795,000 Series 218 Serial Bonds

| <u>Maturity Date</u> | <u>Principal Amount</u> | <u>Interest Rate</u> | <u>CUSIP†</u> |
|----------------------|-------------------------|----------------------|---------------|
| April 1, 2020 | \$2,300,000 | 1.850% | 64988YAE7 |
| October 1, 2020 | 235,000 | 1.950 | 64988YAF4 |
| April 1, 2021 | 585,000 | 2.100 | 64988YAG2 |
| October 1, 2021 | 260,000 | 2.150 | 64988YAH0 |
| April 1, 2022 | 275,000 | 2.250 | 64988YAJ6 |
| October 1, 2022 | 280,000 | 2.300 | 64988YAK3 |
| April 1, 2023 | 300,000 | 2.350 | 64988YAL1 |
| October 1, 2023 | 1,095,000 | 2.400 | 64988YAM9 |
| April 1, 2024 | 1,130,000 | 2.450 | 64988YAN7 |
| October 1, 2024 | 325,000 | 2.500 | 64988YAP2 |
| April 1, 2025 | 335,000 | 2.600 | 64988YAQ0 |
| October 1, 2025 | 345,000 | 2.650 | 64988YAR8 |
| April 1, 2026 | 365,000 | 2.700 | 64988YAS6 |
| October 1, 2026 | 380,000 | 2.750 | 64988YAT4 |
| April 1, 2027 | 390,000 | 2.850 | 64988YAU1 |
| October 1, 2027 | 415,000 | 2.900 | 64988YAV9 |
| April 1, 2028 | 430,000 | 3.000 | 64988YAW7 |
| October 1, 2028 | 1,385,000 | 3.050 | 64988YAX5 |
| April 1, 2029 | 1,435,000 | 3.100 | 64988YAY3 |
| October 1, 2029 | 1,475,000 | 3.150 | 64988YAZ0 |
| April 1, 2030 | 1,510,000 | 3.250 | 64988YBA4 |
| October 1, 2030 | 1,545,000 | 3.300 | 64988YBB2 |

\$4,090,000 3.600% Series 218 Term Bond due April 1, 2033 CUSIP†: 64988YBC0

\$3,515,000 3.850% Series 218 Term Bond due April 1, 2038 CUSIP†: 64988YBD8

\$30,000,000 Series 219 Bonds (Federally Taxable)

Price: 100%

\$11,205,000 Series 219 Serial Bonds

| <u>Maturity Date</u> | <u>Principal Amount</u> | <u>Interest Rate</u> | <u>CUSIP†</u> |
|----------------------|-------------------------|----------------------|---------------|
| October 1, 2020 | \$ 715,000 | 2.708 | 64988YBE6 |
| April 1, 2021 | 390,000 | 2.808 | 64988YBF3 |
| October 1, 2021 | 730,000 | 2.858 | 64988YBG1 |
| April 1, 2022 | 740,000 | 2.925 | 64988YBH9 |
| October 1, 2022 | 770,000 | 2.975 | 64988YBJ5 |
| April 1, 2023 | 775,000 | 3.039 | 64988YBK2 |
| October 1, 2024 | 825,000 | 3.139 | 64988YBL0 |
| April 1, 2025 | 845,000 | 3.288 | 64988YBM8 |
| October 1, 2025 | 865,000 | 3.338 | 64988YBN6 |
| April 1, 2026 | 870,000 | 3.388 | 64988YBP1 |
| October 1, 2026 | 895,000 | 3.438 | 64988YBQ9 |
| April 1, 2027 | 915,000 | 3.538 | 64988YBR7 |
| October 1, 2027 | 920,000 | 3.588 | 64988YBS5 |
| April 1, 2028 | 935,000 | 3.638 | 64988YBT3 |
| October 1, 2028 | 15,000 | 3.688 | 64988YBU0 |

\$2,845,000 4.088% Series 219 Term Bond due April 1, 2034 CUSIP†: 64988YBV8

\$5,015,000 4.258% Series 219 Term Bond due April 1, 2039 CUSIP†: 64988YBW6

\$6,410,000 4.308% Series 219 Term Bond due April 1, 2044 CUSIP†: 64988YBX4

\$4,525,000 4.408% Series 219 Term Bond due April 1, 2047 CUSIP†: 64988YBY2

† CUSIP numbers have been assigned by an organization not affiliated with the Agency and are included solely for the convenience of the holders of the Offered Bonds. The Agency is not responsible for the selection or uses of these CUSIP numbers, nor is any representation made as to their correctness on the Offered Bonds or as indicated above. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Offered Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such maturity or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Offered Bonds.

No dealer, broker, salesperson, or other person has been authorized by the Agency or the underwriters listed on the cover of this Official Statement (the “Underwriters”) to give any information or to make any representations other than those contained in this Official Statement, which includes the appendices hereto, and if given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing. There shall not be any offer, solicitation, or sale of the Offered Bonds to be offered through this Official Statement by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation, or sale. The information set forth herein has been provided by the Agency and by sources that are believed to be reliable, but such information is not guaranteed as to accuracy or completeness. Such information is not to be construed as a representation by the Underwriters. The information herein is subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Agency or in the other matters described herein since the date hereof.

In connection with the offering of the Offered Bonds, the Underwriters of the Offered Bonds may over allot or effect transactions that stabilize or maintain the market price of the Offered Bonds at a level above that which might otherwise prevail in the open market. Such stabilization, if commenced, may be discontinued at any time.

In making an investment decision, investors must rely on their own examination of the terms of the offering including the merits and risks involved. These securities have not been recommended by any Federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this document.

This Official Statement contains statements which, to the extent they are not recitations of historical fact, constitute “forward looking statements.” In this respect, the words “estimate,” “project,” “anticipate,” “expect,” “intend,” “believe” and similar expressions are intended to identify forward looking statements. A number of important factors affecting the Agency, its Program and its Mortgage Insurance Fund could cause actual results to differ materially from those stated in the forward looking statements.

References to website addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader’s convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not part of, this Official Statement for purposes of Rule 15c2-12 of the United States Securities and Exchange Commission, as amended, and in effect on the date hereof.

This Official Statement, including its appendices, is to be read together, and this Official Statement, including the appendices, constitutes this Official Statement. The order and placement of materials in this Official Statement are not to be deemed to be a determination of relevance, materiality or importance.

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OFFICIAL STATEMENT

STATE OF NEW YORK MORTGAGE AGENCY

Homeowner Mortgage Revenue Bonds, Series 217, 218 and 219

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STATE OF NEW YORK MORTGAGE AGENCY

OFFICIAL STATEMENT

\$123,070,000 Homeowner Mortgage Revenue Bonds

\$68,670,000 Series 217 (Non-AMT)

\$24,400,000 Series 218 (AMT)

\$30,000,000 Series 219 (Federally Taxable)

Changes from the Preliminary Official Statement. The Preliminary Official Statement for the Offered Bonds was dated February 19, 2019 (the “Preliminary Official Statement”). This Official Statement updates the Preliminary Official Statement with the pricing information for the Offered Bonds, including the interest rates, maturities and redemption provisions. The change of the PAC Bonds from Series 219 to Series 217 resulted in changes to the redemption provisions including under the subheading “Redemption – Special Mandatory Redemption of PAC Bonds.”

INTRODUCTION

This Official Statement, which includes the cover page and inside cover page to the Official Statement, and the appendices hereto, sets forth certain information concerning the State of New York Mortgage Agency (the “Agency”), a political subdivision and public benefit corporation of the State of New York (the “State”) created by the State of New York Mortgage Agency Act, Chapter 612 of the Laws of New York, 1970, as amended (the “Act”), its program (the “Program”) of financing single-family mortgage loans under its Homeowner Mortgage Revenue Bonds General Resolution, adopted on September 10, 1987, as amended, restated and supplemented (collectively, the “General Resolution”), its Homeowner Mortgage Revenue Bonds, and, more particularly, its Homeowner Mortgage Revenue Bonds, Series 217 (the “Series 217 Bonds”), its Homeowner Mortgage Revenue Bonds, Series 218 (the “Series 218 Bonds” and, together with the Series 217 Bonds, the “Tax-Exempt Bonds”) and its Homeowner Mortgage Revenue Bonds, Series 219 (the “Series 219 Bonds” or the “Taxable Bonds”) as well as additional information concerning the Agency, the Act, additional Agency activities, and the Outstanding Bonds (as defined below). The Tax-Exempt Bonds and the Taxable Bonds are referred to collectively as the “Offered Bonds.”

The Offered Bonds are being issued pursuant to the Act, the General Resolution and the Homeowner Mortgage Revenue Bonds Series Resolution authorizing the Offered Bonds (the “Offered Bonds Series Resolution”). The General Resolution, any Series Resolution that has terms applicable to all Bonds generally, and the Offered Bonds Series Resolution are referred to collectively as the “Resolution.” Reference is made to the Resolution for a more complete description of the Offered Bonds and the covenants and agreements made for the security of the Offered Bonds. The Bank of New York Mellon is the Trustee under the Resolution.

The Offered Bonds are being issued principally to purchase Mortgage Loans and Second Lien DPA Loans (as defined herein) which generally fund mortgage loans to first time home buyers with income and purchase price limitations. See “The Offered Bonds — Purpose of the Offered Bonds.”

Prior to the date of this Official Statement, the Agency has issued 216 Series of Homeowner Mortgage Revenue Bonds pursuant to the General Resolution, designated Series AA through Series ZZ and Series 27 through Series 216. When referred to individually, each Series of Homeowner Mortgage Revenue Bonds is referred to by its respective double-letter or double-digit or triple-digit designation; collectively, the Homeowner Mortgage Revenue Bonds issued prior to this date are referred to as the “Prior Series Bonds.” Proceeds of the Prior Series Bonds were used to finance mortgage loans through the Agency’s single-family Program. See “Sources of Payment and Security for the Bonds — The Program.”

The following chart summarizes the status of the Agency’s outstanding Bonds (as defined below) under the General Resolution, as of October 31, 2018.

| | |
|---|-----------------|
| Principal Amount of Outstanding Bonds under the General Resolution: ⁽¹⁾⁽²⁾ | \$1,972,080,000 |
| Fixed Rate Bonds: | 1,601,025,000 |
| Variable Rate Bonds: | 371,055,000 |
| Number of Series of Bonds issued: ⁽³⁾ | 216 |

⁽¹⁾ On November 15, 2018, the Agency issued \$217,260,000 of additional Bonds, consisting of its Series 213 Bonds, Series 214 Bonds, Series 215 Bonds and Series 216 Bonds. On November 15, 2018 and January 2, 2019, the Agency redeemed \$23,705,000 and \$51,840,000 aggregate principal amount of Bonds, respectively. In April 2019, the Agency expects to apply Revenues and Principal Prepayments to redeem approximately \$39,300,000 of Bonds, which constitutes the Prior Series Bonds expected to be treated for Federal tax purposes as being refunded by the Replacement Refunding Bonds.

⁽²⁾ Not including Premium.

⁽³⁾ Includes Series of Bonds no longer outstanding.

The Agency may issue additional Series of Bonds pursuant to and secured under the General Resolution (the “Additional Bonds”). See Appendix A — “Summary of Certain Provisions of the General Resolution — Issuance of Bonds.” The Offered Bonds will be secured on a parity with the Prior Series Bonds, with each other, and with any Additional Bonds, *unless* such Additional Bonds are made expressly subordinate to the Offered Bonds. The Offered Bonds, the Prior Series Bonds, and any Additional Bonds that are not subordinated are referred to collectively as the “Bonds.” The General Resolution also authorizes the Agency to enter into other arrangements (such as counterparty payments under interest rate exchange agreements and reimbursement obligations under letters of credit, bond insurance and liquidity facilities) where certain of the Agency’s payment obligations are secured on a parity with the Bonds. See “The Bonds — Liquidity Facilities for Bonds Bearing Variable Rates of Interest” and “— Interest Rate Swap Agreements” for information regarding the Agency’s current such arrangements. Also see “Sources of Payment and Security for the Bonds — Pledge of the Resolution.”

The Agency may issue Bonds and apply the proceeds, among other things, to refund outstanding obligations of the Agency, to finance single family loans and DPA Loans (as defined herein), qualifying rehabilitation loans, and home improvement loans, and to acquire any instrument evidencing an ownership interest in such single family loans, qualified rehabilitation loans and home improvement loans. Mortgage Loans are not required by the General Resolution to be secured by first lien mortgages and may include home improvement loans.

For information concerning Mortgage Loans see “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans.”

The Bonds are secured by and payable from (a) the proceeds of the sale of the Bonds, (b) payments of principal of and interest on the Mortgage Loans (which include Second Lien DPA Loans (including prepayments and other recoveries of principal in advance of their due date or proceeds received upon the liquidation of defaulted Mortgage Loans, Collateral Mortgage Loans (as defined below) or the sale of Mortgage Loans, or Collateral Mortgage Loans by the Agency), and (c) all other moneys pledged under the Resolution. For additional detail, see “Assumptions Regarding Revenues, Debt Service Requirements, and Program Expenses — Mortgages.” Also see “Sources of Payment and Security for the Bonds”.

The Bonds are special obligations of the Agency payable solely from and secured by the Pledged Property (as defined in “Sources of Payment and Security for the Bonds — Pledge of the Resolution”). The Bonds are not secured by any fund or account that is subject to replenishment by the State. The Agency has no taxing power. The Bonds are not a debt of the State or of any municipality, and neither the State nor any municipality is liable on the Bonds, nor are the Bonds payable out of any funds other than those of the Agency pledged therefor.

All references in this Official Statement to the Act, the General Resolution, or any Series Resolution are qualified in their entirety by reference to such documents, copies of which are available from the Agency, and all references to the Bonds are qualified in their entirety by reference to the definitive forms thereof and the information with respect thereto contained in the General Resolution, the applicable Series Resolution, and this Official Statement.

The issuance of each Series of the Offered Bonds is conditioned upon the issuance of the other Series of the Offered Bonds.

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THE AGENCY

The Agency was created in 1970 in order to alleviate shortages of funds available in the private banking system for residential mortgages within the State, and is a corporate governmental agency, constituting a public benefit corporation. The Agency's powers, as authorized under the Act, include, among other things, the power to purchase and make commitments to purchase mortgage loans on single family (one-to-four-unit) housing and home improvement loans from certain lenders and to finance and refinance education loans. There is no assurance that the Act will not be amended in the future.

In addition to the Program, the Agency has issued, and may in the future issue, other bonds (other than Bonds) to finance mortgage loans under a variety of lending programs, and the Agency facilitates the financing of mortgage loans through other initiatives that are not bond-financed. In addition, the Agency also operates its Mortgage Insurance Fund (the "MIF") that, among its activities, provides primary mortgage insurance and mortgage pool insurance for Agency mortgage loans (including Mortgage Loans). See Appendix D — "Mortgage Insurance and New York Foreclosure Procedures — MIF." The Act also empowers the Agency to make and purchase home improvement loans and certain student loans. See "Other Agency Activities".

The Act currently provides that the Agency shall not issue bonds and notes, the interest on which is not included in gross income for Federal income tax purposes ("tax-exempt bonds"), in an aggregate principal amount exceeding \$10,220,000,000, which amount is subject to change by amendment to the Act, excluding (i) an amount equal to any original issue discount from the principal amount of any bonds or notes issued, (ii) bonds and notes issued to refund outstanding bonds and notes, and (iii) bonds and notes not described in clause (ii) issued to refund outstanding bonds and notes in accordance with the provisions of the Internal Revenue Code of 1986, as amended, or the Tax Reform Act of 1986, where such bonds or notes are not included in the statewide Federal volume cap on private activity bonds; provided, however, that upon any refunding described in clauses (ii) or (iii), such exclusion shall apply only to the extent that the amount of the refunding bonds or notes does not exceed the sum of (a) the outstanding amount of the refunded bonds or notes and (b) to the extent permitted by applicable Federal tax law, costs of issuance of the refunding bonds or notes to be financed from the proceeds of the refunding bonds or notes.

The Act currently provides that the Agency shall not issue bonds, notes, or other obligations, the interest on which is included in gross income for Federal income tax purposes ("taxable bonds"), in an aggregate principal amount exceeding \$1,000,000,000, which amount is subject to change by amendment to the Act, excluding bonds, notes, or other obligations issued to refund outstanding bonds, notes, or other obligations. The Agency's Board of Directors is directed under the Act to establish (i) program guidelines in connection with the use of taxable bond proceeds for the purchase of mortgage loans and (ii) income limits for persons eligible to receive mortgages financed by taxable bonds.

The State has integrated the programs and policies of the Agency, other state public authorities and the State's Division of Housing and Community Renewal ("DHCR"). As part of that integration, the Commissioner of DHCR and, as such, an *ex officio* member of the Agency's Board of Directors, has been selected by the directors as the Agency's Executive Director and Chief Executive Officer. As a result of the integration, the Agency and the other integrated agencies currently service three primary program areas: single family financing, multifamily financing and mortgage insurance. However, the Agency remains a separate legal entity despite the integration.

Directors and Certain Officers

The directors of the Agency consist of the State Comptroller or his appointee, the Director of the Budget of the State of New York, the Commissioner of the New York State Division of Housing and Community Renewal, one director appointed by the Temporary President of the State Senate, one director appointed by the Speaker of the State Assembly, and four directors appointed by the Governor of the State of New York with the

advice and consent of the State Senate. As of the date hereof, there are two vacancies on the Agency's board of directors, one to be appointed by the Speaker of the State Assembly and one to be appointed by the Governor.

The current directors of the Agency are as follows:

KENNETH ADAMS, Chairman: Appointed by the Governor in June 2017 — Dean of Workforce and Economic Development at Bronx Community College, City University of New York.

BETHAIDA GONZALEZ, Director; Appointed by the Governor in June 2015 — Dean of University College at Syracuse University.

ROBERT MUJICA, Director, *ex officio*: Appointed Director of the Budget in January 2016.

JOYCE L. MILLER, Director: Appointed by the Governor in June 2016 — Founder and CEO of Tier One Public Strategies.

DAVID E. KAPPELL, Director: Appointed by the State Comptroller in February 2017.

JONATHAN A. BALLAN, Director: Appointed by the Temporary President of the State Senate in January 2018 — Partner, Cozen O'Connor.

The following lists certain officers of the Agency:

RUTHANNE VISNAUSKAS, Executive Director and Chief Executive Officer. Ms. Visnauskas was appointed Executive Director and Chief Executive Officer on March 9, 2017.

ELIZABETH MALLOW, Senior Vice President and Executive Deputy Commissioner and Chief Operating Officer. Ms. Mallow was appointed Senior Vice President and Executive Deputy Commissioner and Chief Operating Officer on September 10, 2015.

DIANA NEBIOLO, Senior Vice President, Office of Professional Services. Ms. Nebiolo was appointed Senior Vice President in June 2017.

SHEILA ROBINSON, Senior Vice President and Chief Financial Officer. Ms. Robinson joined the Agency in July 2012.

LINDA S. MANLEY, Senior Vice President and Counsel. Ms. Manley joined the Agency in 2016 and was appointed Senior Vice President and Counsel on March 9, 2017.

MICHAEL A. FRIEDMAN, Senior Vice President for the Mortgage Insurance Fund Division. Mr. Friedman joined the Agency in 1996.

DINA LEVY, Senior Vice President for Single Family and Community Development. Ms. Levy was appointed Senior Vice President for Single Family and Community Development as of July 17, 2017.

SHERRI ECKLES, Senior Vice President of Single-Family Programs. Ms. Eckles joined the Agency in 2014 and was appointed Senior Vice President for Single Family Programs in September 2015.

NICOLE FERREIRA, Senior Vice President for Bond Finance. Ms. Ferreira was appointed Senior Vice President for Bond Finance in September 2017.

JAMES MCINTYRE, Director of Capital Markets, Vice President, Debt Issuance. Mr. McIntyre was appointed Director of Capital Markets and Vice President, Debt Issuance on July 12, 2018.

MIULINA NG, Vice President, Debt Issuance. Ms. Ng was appointed Vice President, Debt Issuance on June 14, 2015. Ms. Ng joined the Agency in May 1999.

DESMOND GOODING, Vice President and Treasurer. Mr. Gooding joined the New York State Housing Finance Agency, one of the State public authorities integrated with the Agency as described below, in 1991.

The directors appointed by the Governor serve terms of four years and continue to serve until their successors are appointed and qualified. The Governor designates a Chairman from the four directors he is authorized to appoint. If a director is appointed by the State Comptroller, such director serves until a successor is appointed. The directors appointed by the Temporary President of the Senate and the Speaker of the Assembly serve at the pleasure of their respective appointing officials. Directors can resign prior to the expiration of their respective terms. A majority of the directors then in office constitutes a quorum for the transaction of any business or the exercise of any power or function of the Agency. The Agency may delegate to one or more of its directors, or its officers, agents, and employees such powers or duties as it may deem proper.

Organization

As of October 31, 2018, the full-time staff of the Agency consisted of 154 persons, including persons with expertise in the areas of mortgage finance, mortgage underwriting and servicing, finance, residential and commercial development, insurance, and law.

The division of Finance and Development is supervised by the Senior Vice President for Bond Finance and includes all aspects of the structuring, pricing and sale in connection with the issuances of bonds by the Agency and the other agencies that have been integrated. This includes the Agency's debt issuances, including bonds (such as the Bonds) issued to finance the Program.

The Single-Family Program Division is supervised by the Senior Vice President for Single Family and Community Development. The Single-Family Program Division's responsibilities include overall supervision and operation of the Agency's mortgage purchase program. The Single-Family Program Division includes an experienced staff which supervises compliance by lending institutions with the Agency's Program requirements, including compliance with the mortgage eligibility criteria established pursuant to the applicable provisions of the Code. The Single-Family Program Division also monitors and supervises the Agency's existing mortgage loan portfolio (including oversight of foreclosures and real estate acquired through foreclosures) and the institutions that service the Agency's mortgage loans. The Single-Family Program Division currently consists of 36 persons.

The Accounting department and the Treasury department, along with other professional support functions for the Agency's three main program areas, are within the Office of Professional Services headed by the Senior Vice President, Office of Professional Services. The Accounting department and the Treasury department work under the direction of the Senior Vice President and Chief Financial Officer. The Accounting department is responsible for the Agency's books of account and the recording of the receipt and disbursement of its funds. The Treasury department is responsible for the day-to-day investment of funds and servicing of Agency debt.

The Senior Vice President and Counsel is responsible for legal affairs of the Agency, and oversees a staff of attorneys with experience in public finance law and real estate law.

The MIF is under the supervision of the Senior Vice President for the Mortgage Insurance Fund Division who reports directly to the Chief Executive Officer. The MIF's responsibilities include development and implementation of the Agency's mortgage insurance program. The Act authorizes the MIF to provide mortgage pool insurance (i) for certain mortgage loans which the Agency purchases and (ii) for certain other entities. The Act also authorizes the MIF to provide primary mortgage insurance on single family mortgage loans and multi-family mortgage loans. The MIF consists of legal, underwriting and risk evaluation, administrative, and servicing units staffed by 8 persons.

THE OFFERED BONDS

Purpose of the Offered Bonds

A portion of the proceeds of the Series 217 Bonds and all of the proceeds of the Series 219 Bonds (the “New Money Bonds”), and certain available amounts under the Resolution, are expected to be available on their date of issuance (i) to purchase recently originated mortgage loans financed on a temporary basis with Agency funds (which will become Mortgage Loans upon acquisition), (ii) to purchase new Mortgage Loans, (iii) to finance Second Lien DPA Loans (as defined below), (iv) to pay certain program costs and (v) to pay costs of issuance.

A portion of the proceeds of the Series 217 Bonds and all of the proceeds of the Series 218 Bonds (collectively, the “Replacement Refunding Bonds”) are expected to be treated for Federal tax purposes as being used within 90 days of the date of issuance of the Replacement Refunding Bonds to refund and replace certain of the Agency’s outstanding bonds (including Prior Series Bonds). Proceeds attributable to the Replacement Refunding Bonds are expected to be available (from and after such replacement and refunding, which will occur within 90 days of the date of issuance of the Replacement Refunding Bonds) for the same uses as the New Money Bonds proceeds described in the previous paragraph. Newly or recently originated mortgage loans or portions of mortgage loans financed with proceeds attributable to any Series of the Offered Bonds (including Second Lien DPA Loans financed with Offered Bonds proceeds (“Offered Bonds DPA Loans”)) are referred to as “Offered Bonds Mortgage Loans.”

Sources and Uses of Funds

The sources of funds and the uses thereof in connection with the Offered Bonds, after providing moneys for certain replacements and redemptions described above and exclusive of accrued interest, are expected to be approximately as set forth below:

Sources

| | |
|--|-------------------------|
| Par Amount of Offered Bonds | \$123,070,000.00 |
| Bond Premium | 1,927,566.20 |
| Available Amounts under the Resolution | <u>1,292,171.60</u> |
| Total | <u>\$126,289,737.80</u> |

Uses

| | |
|--|-------------------------|
| Deposit in Series Acquisition Account [†] | 124,997,566.20 |
| Deposit in Cost of Issuance Fund | 490,499.00 |
| Underwriting Compensation | <u>801,672.60</u> |
| Total | <u>\$126,289,737.80</u> |

[†] Approximately \$4,691,914.40 will be deposited into the DPA Loan Fund.

* Preliminary, subject to change.

Description of the Offered Bonds

The Offered Bonds will be dated and interest thereon will be payable on the dates set forth on the cover page. The Offered Bonds will mature on the dates and in the amounts and will bear interest (calculated on the basis of a 360-day year of twelve 30-day months) from their date of delivery to their maturity (or prior redemption) at the applicable interest rates, all as set forth on the inside cover page.

The registered owner of each Offered Bond will be the owner thereof as shown in the bond register maintained by or on behalf of the Agency on each Record Date. Unless otherwise set forth in an Agency Request, the “Record Date” with respect to the Offered Bonds will be (i) with respect to scheduled payments of principal (including any redemptions resulting from the application of Sinking Fund Requirements) and interest on the Offered Bonds, the fifteenth calendar day prior to each payment of principal and interest and (ii) with respect to any redemption (other than a sinking fund redemption) of Offered Bonds, the fifteenth calendar day prior to the date of the first mailing of a notice of redemption.

Redemption

Also see “General Redemption Provisions Applicable to Offered Bonds” below.

Optional Redemption. The Offered Bonds are subject to redemption at the option of the Agency on and after April 1, 2028, in whole or in part, at any time from any moneys (including the proceeds of the voluntary sale of Mortgage Loans and Collateral Mortgage Loans that may not be applied to redeem the Offered Bonds as described above under “Special Redemption”) made available for such purpose, at a Redemption Price equal to the principal amount thereof to be redeemed, without premium, plus interest, if any, accrued to the redemption date.

Sinking Fund Redemption. The Term Bonds of the Offered Bonds are subject to mandatory redemption in part on the respective dates and in the respective amounts as set forth below. The Redemption Price for any redemption described under this subheading will be equal to the principal amount of the Offered Bonds being redeemed plus accrued interest to the date of redemption. Such redemptions will be in a principal amount equal to the applicable Sinking Fund Requirement for such date as set forth below (subject to reduction as discussed under “General Redemption Provisions Applicable to Offered Bonds — Adjustments to and Credits Against Sinking Fund Requirements”).

The Agency has covenanted that, if and to the extent Series 217 Bonds maturing October 1, 2049 (the “PAC Bonds”) are redeemed other than from the application of Sinking Fund Requirements, the principal amount of each such redemption shall be credited on a pro rata basis (as nearly as practicable) against all remaining Sinking Fund Requirements for the PAC Bonds, beginning on the first April 1 or October 1 after such redemption.

| Series 217 April 1, 2034 Term Bond | | |
|------------------------------------|--|---------------------------------------|
| | Sinking Fund <u>Redemption Date</u> | Sinking Fund <u>Installment</u> |
| first payment | April 1, 2031 | \$ 110,000 |
| | October 1, 2031 | 1,205,000 |
| | April 1, 2032 | 45,000 |
| | October 1, 2033 | 1,365,000 |
| final maturity | April 1, 2034 | 1,395,000 |

Series 217 April 1, 2039 Term Bond

| | Sinking Fund <u>Redemption Date</u> | Sinking Fund <u>Installment</u> |
|---------------|--|---------------------------------------|
| first payment | October 1, 2034 | \$1,430,000 |
| | April 1, 2035 | 1,420,000 |
| | October 1, 2035 | 1,415,000 |
| | April 1, 2036 | 1,490,000 |
| | October 1, 2036 | 845,000 |
| | April 1, 2037 | 945,000 |
| | October 1, 2037 | 375,000 |
| | April 1, 2038 | 1,005,000 |
| | October 1, 2038 | 1,740,000 |
| | final maturity | April 1, 2039 |

Series 217 April 1, 2045 Term Bond

| | Sinking Fund <u>Redemption Date</u> | Sinking Fund <u>Installment</u> | |
|---------------|--|---------------------------------------|-----------|
| first payment | October 1, 2039 | \$1,825,000 | |
| | April 1, 2040 | 1,870,000 | |
| | October 1, 2040 | 1,915,000 | |
| | April 1, 2041 | 1,965,000 | |
| | October 1, 2041 | 2,015,000 | |
| | April 1, 2042 | 2,060,000 | |
| | October 1, 2042 | 2,110,000 | |
| | April 1, 2043 | 2,165,000 | |
| | October 1, 2043 | 2,220,000 | |
| | April 1, 2044 | 2,270,000 | |
| | October 1, 2044 | 2,330,000 | |
| | final maturity | April 1, 2045 | 1,785,000 |

Series 217 October 1, 2049 PAC Term Bond

| | Sinking Fund <u>Redemption Date</u> | Sinking Fund <u>Installment</u> |
|---------------|--|---------------------------------------|
| first payment | April 1, 2045 | \$ 650,000 |
| | October 1, 2045 | 2,440,000 |
| | April 1, 2046 | 2,505,000 |
| | October 1, 2046 | 2,570,000 |
| | April 1, 2047 | 2,775,000 |
| | October 1, 2047 | 3,545,000 |
| | April 1, 2048 | 3,630,000 |
| | October 1, 2048 | 3,715,000 |
| | April 1, 2049 | 3,815,000 |
| | final maturity | October 1, 2049 |

Series 218 April 1, 2033 Term Bond

| | Sinking Fund <u>Redemption Date</u> | Sinking Fund <u>Installment</u> |
|----------------|--|---------------------------------------|
| first payment | April 1, 2031 | \$ 210,000 |
| | April 1, 2032 | 1,210,000 |
| | October 1, 2032 | 1,300,000 |
| final maturity | April 1, 2033 | 1,370,000 |

Series 218 April 1, 2038 Term Bond

| | Sinking Fund <u>Redemption Date</u> | Sinking Fund <u>Installment</u> |
|----------------|--|---------------------------------------|
| first payment | October 1, 2035 | \$ 90,000 |
| | April 1, 2036 | 70,000 |
| | October 1, 2036 | 720,000 |
| | April 1, 2037 | 660,000 |
| | October 1, 2037 | 1,285,000 |
| final maturity | April 1, 2038 | 690,000 |

Series 219 April 1, 2034 Term Bond

| | Sinking Fund <u>Redemption Date</u> | Sinking Fund <u>Installment</u> |
|----------------|--|---------------------------------------|
| first payment | April 1, 2031 | \$380,000 |
| | October 1, 2031 | 385,000 |
| | April 1, 2032 | 395,000 |
| | October 1, 2032 | 410,000 |
| | April 1, 2033 | 415,000 |
| | October 1, 2033 | 425,000 |
| final maturity | April 1, 2034 | 435,000 |

Series 219 April 1, 2039 Term Bond

| | Sinking Fund <u>Redemption Date</u> | Sinking Fund <u>Installment</u> |
|----------------|--|---------------------------------------|
| first payment | October 1, 2034 | \$450,000 |
| | April 1, 2035 | 460,000 |
| | October 1, 2035 | 470,000 |
| | April 1, 2036 | 480,000 |
| | October 1, 2036 | 495,000 |
| | April 1, 2037 | 505,000 |
| | October 1, 2037 | 520,000 |
| | April 1, 2038 | 530,000 |
| | October 1, 2038 | 545,000 |
| final maturity | April 1, 2039 | 560,000 |

Series 219 April 1, 2044 Term Bond

| | Sinking Fund <u>Redemption Date</u> | Sinking Fund <u>Installment</u> |
|----------------|--|---------------------------------------|
| first payment | October 1, 2039 | \$575,000 |
| | April 1, 2040 | 590,000 |
| | October 1, 2040 | 600,000 |
| | April 1, 2041 | 615,000 |
| | October 1, 2041 | 630,000 |
| | April 1, 2042 | 645,000 |
| | October 1, 2042 | 665,000 |
| | April 1, 2043 | 680,000 |
| | October 1, 2043 | 695,000 |
| final maturity | April 1, 2044 | 715,000 |

Series 219 April 1, 2047 Term Bond

| | Sinking Fund <u>Redemption Date</u> | Sinking Fund <u>Installment</u> |
|----------------|--|---------------------------------------|
| first payment | October 1, 2044 | \$730,000 |
| | April 1, 2045 | 750,000 |
| | October 1, 2045 | 770,000 |
| | April 1, 2046 | 790,000 |
| | October 1, 2046 | 805,000 |
| final maturity | April 1, 2047 | 680,000 |

Special Redemption. The Offered Bonds are subject to redemption, at the option (*except* as otherwise described below) of the Agency, from amounts on deposit in the Special Redemption Account, in whole or in part, at any time, in accordance with the provisions of the General Resolution described under “General Redemption Provisions Applicable to Offered Bonds” below, upon notice as provided in the Resolution. Each such redemption shall be at a Redemption Price equal to the principal amount of each such Offered Bond or portion thereof to be redeemed, without premium (*except* that the PAC Bonds redeemed pursuant to the “Unexpended Proceeds Redemption” paragraph below are to be redeemed at a Redemption Price of 106.989%

of the principal amount thereof), together with accrued interest to the date of redemption. Such redemptions may be made in an amount not exceeding the following:

Unexpended Proceeds Redemption. Moneys on deposit in the Series 217, 218 and 219 Acquisition Account and the DPA Loan Fund representing unexpended amounts allocable to the Offered Bonds that are New Money Bonds and Replacement Refunding Bonds and fees, if any, paid by developers, Mortgage Lenders, or mortgagors. Any redemption as described in this paragraph must be made on a pro rata basis between the Tax-Exempt Bonds and the Taxable Bonds, based on the respective ratio of the original principal amount, as applicable, of Tax-Exempt Bonds and Taxable Bonds to the original principal amount of the Offered Bonds. Amounts related to Tax-Exempt Bonds can be applied by the Agency to redeem only Tax-Exempt Bonds and any redemption of Tax-exempt Bonds must first redeem the PAC Bonds on a pro rata basis, based upon the ratio of the original principal amount of the PAC Bonds to the original principal amount of the Offered Bonds and, thereafter, may be applied to redeem Tax-Exempt Bonds of either Series and any maturity and interest face. Amounts related to Taxable Bonds can be applied by the Agency to redeem only Taxable Bonds but can be applied to redeem Taxable Bonds of any maturity and interest rate;

Principal Prepayments Redemption. Principal Prepayments (defined below under “The Offered Bonds — General Redemption Provisions Applicable to Offered Bonds.”) of Mortgage Loans and Collateral Mortgage Loans, if any, *except* as described below in the third and fourth sentences under “General Redemption Provisions Applicable to Offered Bonds — Principal Prepayments.” Amounts referred to in this paragraph may be applied, *subject* to the provisions of each Series Resolution, by the Agency to redeem any Bond of any Series, interest rate and maturity, *except* as otherwise required for compliance with the Agency’s tax covenants and except that certain Principal Prepayments of certain Offered Bonds Mortgage Loans shall be applied only to redeem PAC Bonds, and that PAC Bonds can be redeemed from Principal Prepayments only as described below under “Special Mandatory Redemption of PAC Bonds”; and

Other Revenues Redemption. Revenues (defined in Appendix A — “Summary of Certain Provisions of the General Resolution — Issuance of Bonds.”) (other than Principal Prepayments), including investment earnings transferred from other Funds held under the Resolution derived in connection with the Prior Series Bonds, the Offered Bonds, and any Additional Bonds. Amounts referred to in this paragraph may be applied, *subject* to the provisions of each Series Resolution, by the Agency to redeem any Bond of any Series, interest rate and maturity, *except* as otherwise required for compliance with the Agency’s tax covenants, and *except* that certain principal repayments of certain Offered Bonds Mortgage Loans shall be applied only to redeem PAC Bonds, and that PAC Bonds can be redeemed from Revenues only as described below under “Special Mandatory Redemption of PAC Bonds.”

No Agency single-family housing bonds, including Prior Series Bonds, have been redeemed from unexpended loan acquisition proceeds or proceeds to be applied to the redemption of bonds for more than thirty years. During such period, the Agency has primarily used Principal Prepayments to redeem Bonds. See “The Offered Bonds — General Redemption Provisions Applicable to Offered Bonds — Agency Can Make Moneys from Sources Other Than Offered Bonds Mortgage Loans Available to Finance Mortgage Loans and Second Lien DPA Loans.”

Special Mandatory Redemption of PAC Bonds. The PAC Bonds are subject to mandatory redemption on one or more days during each semiannual period ending on an April 1 or October 1, commencing with the period ending October 1, 2019 at a Redemption Price of 100% of the principal amount thereof, plus accrued interest to the redemption date.

Such mandatory redemptions shall be made from Directed Offered Bonds Principal Payments (as defined below) and may be made from other sources, in each case, only to the extent that, after giving effect to such redemption, the aggregate principal amount of PAC Bonds Outstanding on such redemption date is not less than the related PAC Bonds Outstanding Amount as set forth below (the “Applicable Outstanding Amount”), as

such amount may have been adjusted due to a redemption of PAC Bonds from unexpended proceeds (as described under the subheading “Special Redemption — Unexpended Proceeds Redemption” above). In addition, if no other Tax-Exempt Bonds are Outstanding then to the extent required for compliance with the Agency’s tax covenants, the PAC Bonds can be redeemed even if such redemption will reduce the principal amount of PAC Bonds Outstanding to an amount less than the Applicable Outstanding Amount.

As used in this Official Statement, the term “Directed Offered Bonds Principal Payments” shall apply only if and to the extent that principal repayments and Principal Prepayments on the Offered Bonds Mortgage Loans (collectively the “PAC Attributable Mortgage Loans”) are actually received by the Agency and are not otherwise required to pay debt service on Bonds, replenish reserve funds, or pay Expenses. “Directed Offered Bonds Principal Payments” means, with respect to any semiannual period, an amount equal to the sum of all principal repayments and Principal Prepayments on PAC Attributable Mortgage Loans, less the cumulative daily portion, as of the date of such principal repayments and Principal Prepayments, of the principal amount of such Offered Bonds scheduled to mature or subject to sinking fund redemption during such semiannual period.

| <u>Semiannual Period Ending</u> | <u>PAC Bond Outstanding Amounts</u> |
|--|-------------------------------------|
| Date of Issuance | \$27,580,000 [†] |
| October 1, 2019 | 27,420,000 |
| April 1, 2020 | 27,420,000 |
| October 1, 2020 | 26,525,000 |
| April 1, 2021 | 25,120,000 |
| October 1, 2021 | 23,240,000 |
| April 1, 2022 | 20,930,000 |
| October 1, 2022 | 18,590,000 |
| April 1, 2023 | 16,345,000 |
| October 1, 2023 | 14,195,000 |
| April 1, 2024 | 12,145,000 |
| October 1, 2024 | 10,195,000 |
| April 1, 2025 | 8,345,000 |
| October 1, 2025 | 6,595,000 |
| April 1, 2026 | 4,935,000 |
| October 1, 2026 | 3,380,000 |
| April 1, 2027 | 1,910,000 |
| October 1, 2027 | 535,000 |
| April 1, 2028 and each April 1 and October 1 thereafter | 0 |

[†] Original Principal Amount of the PAC Bonds.

If a redemption of PAC Bonds is effected from unexpended amounts allocable to the Offered Bonds as described under “Special Redemption — Unexpended Proceeds Redemption” above, then each PAC Bond Outstanding Amount will be recalculated to be the amount equal to the product of (a) the original PAC Bond Outstanding Amount, and (b) the fraction whose numerator is the current unredeemed principal amount of the PAC Bonds Outstanding and whose denominator is the original principal amount of the PAC Bonds.

In the event that there are Directed Offered Bonds Principal Payments with respect to any semiannual period in excess of the amount of such payments that must be applied to redeem PAC Bonds, such excess may be applied for any authorized purpose under the Resolution, including the redemption of other Bonds, including other Offered Bonds. Upon the payment in full of the PAC Bonds, Directed Offered Bonds Principal Payments may be applied to any authorized purpose under the Resolution, including the redemption of other Bonds, including other Offered Bonds.

Assumptions Used in Calculating the PAC Bond Outstanding Amounts. The PAC Bond Outstanding Amounts (subject to adjustment as described above) have been calculated based upon assumptions (the “PAC

Bond Assumptions”) that include, among other assumptions, the receipt of Principal Prepayments with respect to the Offered Bonds Mortgage Loans at a rate equal to 75% of Securities Industry and Financial Markets Association (“SIFMA”) (formerly the Public Securities Association) standard prepayment model for 30-year mortgage loans (“PSA”), as further described below and (ii) the receipt of no Principal Prepayments or principal repayments with respect to the Offered Bonds DPA Loans. Since Mortgage Loan prepayments cannot be predicted, the actual principal amount of and characteristics of the Offered Bonds Mortgage Loans may differ from such assumptions.

The PAC Bond Assumptions, including those regarding the expected rate of prepayments of Offered Bonds Mortgage Loans, may differ from the assumptions contained in the Cash Flow Statement to be delivered in connection with the issuance of the Offered Bonds and in subsequent Cash Flow Statements. See “Assumptions Regarding Revenues, Debt Service Requirements, and Program Expenses — Mortgages.” The Agency makes no representation that actual experience will conform to the PAC Bond Assumptions. Mortgage loan age and interest rates are among other factors which can affect the speeds at which mortgage loans prepay.

PSA Model. Prepayments on mortgage loans are commonly measured relative to a prepayment standard or model. The model represents an assumed monthly rate of prepayment of the then-outstanding principal balance of a pool of new 30-year mortgage loans, and does not purport to be either a historical description of the prepayment experience of any pool of mortgage loans or a prediction of the anticipated rate of prepayment of any pool of mortgage loans, including the PAC Attributable Mortgage Loans.

One hundred percent PSA assumes prepayment rates of 0.2 percent per year of the then-unpaid principal balance of such pool of mortgage loans in the first month of the life of such mortgage loans and an additional 0.2 percent per year in each month thereafter (for example, 0.4 percent per year in the second month) until the 30th month. Beginning in the 30th month and in each month thereafter during the life of the mortgage loans in such pool, 100 percent PSA assumes a constant prepayment rate of the mortgage loans in such pool of six percent per year. Multiples will be calculated from this prepayment rate sequence; e.g., 200 percent PSA assumes prepayment rates will be 0.4 percent per year in month one, 0.8 percent per year in month two, reaching 12 percent per year in month 30 and remaining constant at 12 percent per year thereafter.

Weighted Average Lives of PAC Bonds. The weighted average life of a bond refers to the average of the length of time that will elapse from the date of issuance of such bond to the date each installment of principal is paid, weighted by the amount of such installment. The weighted average lives of the PAC Bonds will be influenced by, among other factors, the rate at which principal repayments and Principal Prepayments on PAC Attributable Mortgage Loans are received.

Set forth in the following table are the projected weighted average lives (in years) of the PAC Bonds based upon (i) various rates of prepayment of the Offered Bonds Mortgage Loans expressed as percentages of PSA and (ii) the assumption that no Principal Prepayments or principal repayments with respect to the Offered Bonds DPA Loans will be received. The Agency has made no projections as to the weighted average lives of the Offered Bonds Mortgage Loans exceeding 500% of PSA or assuming the receipt of any Offered Bonds DPA Loans Principal Prepayments or principal repayments. The table below assumes inter alia, that

- (i) approximately \$120,000,000 of Offered Bonds Mortgage Loans will be acquired before August 1, 2019,
- (ii) no Principal Prepayments or principal repayments with respect to the Offered Bonds DPA Loans will be received,
- (iii) all Offered Bonds Mortgage Loans (excluding the Offered Bonds DPA Loans) will be prepaid at the percentage of PSA indicated in the table,
- (iv) all scheduled principal repayments, scheduled interest payments, and Principal Prepayments on the Offered Bonds Mortgage Loans will be timely received and the Agency experiences no foreclosure losses on the Offered Bonds Mortgage Loans,

- (v) there will be no redemption of the PAC Bonds as described above under the subheading “Special Redemption,”
- (vi) projected weighted average life is presented under the heading “Optional Redemption Not Exercised” assuming there will be no optional redemption of the PAC Bonds as described below under the subheading “Optional Redemption” and under the heading “Optional Redemption Exercised (assumes all PAC Bonds called at the optional call date)” assuming there will be optional redemption of the PAC Bonds as described below under the subheading “Optional Redemption,” and
- (vii) the PAC Bonds will be redeemed, as described under this subheading, semi-annually on the last day of each semi-annual period.

Notwithstanding such assumptions, the Agency has the right to redeem the PAC Bonds pursuant to the provisions described under “Special Redemption,” including redemption using moneys available under the Resolution (including moneys from the other Series of Bonds), and under “Optional Redemption,” and to redeem the PAC Bonds more frequently than semiannually and on days other than the last day of a semiannual period. Some or all of the assumptions used in preparing the table below are unlikely to reflect actual experience.

| <u>PAC Bonds Projected Weighted Average Life (in years)</u> | | |
|---|--|---|
| <u>Prepayment Speed (expressed as a percentage of PSA)</u> | <u>Optional Redemption Not Exercised*</u> | <u>Optional Redemption Exercised (assumes all PAC Bonds called at the optional redemption date)*</u> |
| 0 | 27.9 | 9.0 |
| 25 | 16.7 | 7.6 |
| 50 | 7.1 | 6.3 |
| 75 | 5.0 | 5.0 |
| 100 | 5.0 | 5.0 |
| 150 | 5.0 | 5.0 |
| 200 | 5.0 | 5.0 |
| 300 | 5.0 | 5.0 |
| 400 | 5.0 | 5.0 |
| 500 | 5.0 | 5.0 |

* Assumes April 1, 2028 optional redemption date.

PSA does not purport to be a prediction of the anticipated rate of prepayment of the Offered Bonds Mortgage Loans, and there is no assurance that such Principal Prepayments will conform to any of the assumed prepayment rates. The Agency makes no representation as to the percentage of the principal balance of the Offered Bonds Mortgage Loans that will be paid as of any date or as to the overall rate of prepayments.

The projected weighted average lives reflect a projected average of the periods of time for which the PAC Bonds are Outstanding. They do not reflect the period of time which any one PAC Bond will remain Outstanding. At each prepayment speed, some PAC Bonds will remain Outstanding for periods of time shorter than the projected weighted average life, while some will remain Outstanding for longer periods of time.

General Redemption Provisions Applicable to Offered Bonds

Agency Can Make Moneys from Sources Other Than Offered Bonds Mortgage Loans Available to Finance Mortgage Loans and Second Lien DPA Loans. In addition to the amounts made available due to the issuance of the Offered Bonds and other amounts made available, or to be made available, due to the issuance of the Prior Series Bonds or Additional Bonds (see “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans,” the Agency can also finance mortgage loans with amounts made available through the issuance of its Mortgage Revenue Bonds. See “Other Agency Activities — Mortgage Revenue Bond Resolution Forward Commitment Program” for information regarding such additional currently available amounts, if any. The Agency, generally, would finance such mortgage loans as part of its single family financing activities on the same basis as Mortgage Loans financed under the Program. In addition, the Agency has applied, and may continue to apply, principal prepayments and repayments of mortgage loans financed by Bonds and Mortgage Revenue Bonds, and amounts in the General Fund held under the General Resolution or the Agency’s Mortgage Revenue Bonds General Resolution, adopted on June 22, 1983, as amended and supplemented (the “MRB Resolution”), to finance new mortgage loans. The Agency also has the statutory power under the Act to issue other bonds or to incur other debt to finance its lending activities. The Agency in its sole discretion will choose which source of money to use to finance mortgage loans (including Mortgage Loans and Second Lien DPA Loans). In addition, the Agency established two other programs under which single-family mortgage loans are financed. See “Other Agency Activities – FHA Plus and Fannie Mae Conventional Plus Programs.” The Agency makes available down payment and closing cost assistance to borrowers under such programs. A borrower selects the Agency programs in which such borrower wishes to participate.

Certain Federal Tax Law Matters. Applicable current Federal tax law requires redemption of the Tax-Exempt Bonds on or before certain dates and in certain amounts in order to maintain the exclusion from gross income for Federal income tax purposes of interest on the Tax-Exempt Bonds. These Federal tax law requirements also include a requirement that certain principal prepayments and scheduled principal repayments of mortgage loans must be applied to pay the principal of bonds either at maturity or by redemption (the “Ten-Year Rule”). The Ten-Year Rule applies to mortgage loan principal prepayments and scheduled principal repayments, in excess of a *de minimis* amount, received, generally, ten years after the date of issuance of the related bonds that financed the applicable mortgage loans. For refunding bonds, however, the Ten-Year Rule states that the ten-year period begins on the date of issuance of the earliest bonds in a series of refundings. Since the Replacement Refunding Bonds are treated under the Code as refunding bonds that trace to many different respective original dates of issuance, the Ten-Year Rule applies beginning on the date of issuance of the Tax-Exempt Bonds to a percentage of the Principal Prepayments and scheduled principal repayments of the Offered Bonds Mortgage Loans financed in whole, and the portions of Offered Bonds Mortgage Loans financed in part, with proceeds attributable to the Tax-Exempt Bonds, and increases in subsequent semiannual periods. Such amounts are, collectively, the “Tax-Exempt Bonds Restricted Principal.” If the Ten-Year Rule is not repealed or amended, or the Agency does not change the Bonds being refunded, the expected percentage for each expected applicable period is approximately as reflected in the following table:

| Period (dates inclusive) | Cumulative Percentage |
|---|----------------------------------|
| Date of issuance of Offered Bonds to and including September 29, 2020 | 30% |
| September 30, 2020 to and including March 30, 2021 | 33 |
| March 31, 2021 to and including November 15, 2021 | 35 |
| November 16, 2021 to and including April 24, 2023 | 36 |
| April 25, 2023 to and including March 12, 2024 | 37 |
| March 13, 2024 to and including March 2, 2026 | 38 |
| March 3, 2026 to and including July 20, 2026 | 39 |
| July 21, 2026 to and including June 28, 2027 | 40 |
| June 29, 2027 to and including March 14, 2028 | 41 |
| March 15, 2028 to and including March 27, 2029 | 42 |
| March 28, 2029 to and including the Final Maturity of Offered Bonds | 100 |

To the extent that the amount of Tax-Exempt Bonds Restricted Principal exceeds the principal amount of Tax-Exempt Bonds maturing or being redeemed from Sinking Fund Requirements, the Code requires the Agency to redeem Tax-Exempt Bonds. The Agency also has the right to use Principal Prepayments and scheduled principal repayments of Mortgage Loans, including Offered Bonds Mortgage Loans, to redeem Tax-Exempt Bonds in excess of the amounts required by the Code.

See Appendix G — “Certain Additional Federal Income Tax Matters — Other Requirements Imposed by the Code — Required Redemptions.”

Current Federal tax law requires a payment to the United States from certain mortgagors whose mortgage loans are originated after December 31, 1990. See Appendix G — “Certain Additional Federal Income Tax Matters — Other Requirements Imposed by the Code — Recapture Provision.” Such requirement remains in effect with respect to any mortgage loan subject thereto for a period ending nine years from the closing of such mortgage loan. The Agency has agreed to reimburse mortgagors for the amount of such payment for all Mortgage Loans closed after July 16, 2007. A limited number of mortgagors have requested and received such reimbursement from the Agency.

See Appendix G — “Certain Additional Federal Income Tax Matters — Other Requirements Imposed by the Code — Recapture Provision.”

Principal Prepayments. The General Resolution defines “Principal Prepayment” to mean any payment by a mortgagor or other recovery of principal on a Mortgage Loan or Collateral Mortgage Loan that is not applied to a scheduled installment of principal of and interest on a Mortgage Loan or Collateral Mortgage Loan (including any deficiency in the payment of any scheduled installments of principal and interest then due and payable or interest paid in connection with a voluntary prepayment of a Mortgage Loan or Collateral Mortgage Loan) and the portion of any Insurance Proceeds (to the extent not applied to the repair or restoration of any mortgaged premises), Liquidation Proceeds or other payments representing such principal amounts, including from the sale of a Mortgage Loan or a Collateral Mortgage Loan. Proceeds of the voluntary sale of Mortgage Loans and Collateral Mortgage Loans that are not in default are considered Principal Prepayments. However, Principal Prepayments described under “Redemption — Special Redemption” above that can be applied by the Agency to the redemption of the Offered Bonds or that must be applied by the Agency to the redemption of the Tax-Exempt Bonds pursuant to certain tax covenants or the General Resolution requirement described in the sixth sentence of this paragraph do not include the proceeds of the voluntary sale of Mortgage Loans or Collateral Mortgage Loans, *unless* such Mortgage Loans or Collateral Mortgage Loans are (a) in default, (b) not in compliance with the Agency’s Program requirements, or (c) sold in order to meet the Agency’s tax covenants. The Offered Bonds may only be redeemed from such sale proceeds (*except* from sales of Mortgage Loans or Collateral Mortgage Loans described in clause (a), (b), or (c) of the immediately preceding sentence) as described under “Redemption — Optional Redemption.” Proceeds of the sale of defaulted Mortgage Loans and

defaulted Collateral Mortgage Loans received in connection with the liquidation of such Mortgage Loans and Collateral Mortgage Loans are considered Liquidation Proceeds, are included within the definition of Principal Prepayments, and may be applied by the Agency to the special redemption of the Offered Bonds as described under “Redemption — Special Redemption — Principal Prepayments Redemption” above, to optional redemptions of the Offered Bonds as described under “Redemption — Optional Redemption” above, and to optional redemptions of the Bonds as described under The Offered Bonds — Redemption — Optional Redemption” above, and to mandatory redemptions of the Bonds as described under, “Redemption — Special Mandatory Redemption of PAC Bonds” above. Each Series Resolution with respect to each Series of the Prior Series Bonds, and the Offered Bonds restricts the Agency’s ability to hold more than \$250,000 of Principal Prepayments with respect to the respective Series or Subseries on deposit under the General Resolution for more than one year unless certain investment criteria are met or the Ten-Year Rule is not applicable.

Prepayment Assumptions in Structuring; Uses of Principal Prepayments and Revenues. The maturities and the Sinking Fund Requirements, if any, of the Prior Series Bonds and the Offered Bonds were determined based on certain assumptions regarding the receipt of Principal Prepayments on Mortgage Loans and, with respect to certain Prior Series Bonds, Collateral Mortgage Loans. See “Assumptions Regarding Revenues, Debt Service Requirements, and Program Expenses — General.” The Agency expects prepayments to occur with respect to its entire portfolio of Mortgage Loans and Collateral Mortgage Loans. The Agency is required to apply certain of such Principal Prepayments to the redemption of certain Bonds, including as described under “Redemption — Special Redemption” and under “The Offered Bonds — Redemption — Special Mandatory Redemptions of PAC Bonds. The Agency, at its option, may or may not apply those Principal Prepayments that it is not required to apply to redeem Bonds (as described in the preceding sentence) to the redemption of Bonds of any Series (with certain exceptions), and has generally done so. The Agency has occasionally exercised its right to permanently finance Mortgage Loans with available Revenues (including Principal Prepayments that are not required to redeem Bonds), including this year. The Agency has primarily used Principal Prepayments to redeem Bonds. See “Sources of Payment and Security for the Bonds — The Program — Mortgage Loans.”

Adjustments to and Credits Against Sinking Fund Requirements. Pursuant to the Resolution, if less than all of the Term Bonds Outstanding of any maturity and interest rate of a Series (or Subseries, if applicable) is purchased or called for redemption (other than in satisfaction of Sinking Fund Requirements), the principal amount of such Term Bonds that are so purchased or redeemed will be credited, to the extent practicable, except as otherwise provided in an Agency Request, against all remaining Sinking Fund Requirements for the Term Bonds of such Series (or Subseries, if applicable), interest rate, and maturity in the proportion which the then remaining balance of each such Sinking Fund Requirement bears to the total of all Bonds of such Series (or Subseries, if applicable), interest rate, and maturity then Outstanding, *provided, however*, with respect to PAC Bonds, such redemptions shall be credited on a pro rata basis (as nearly as practicable) against all remaining Sinking Fund Requirements for the PAC Bonds. See the second paragraph under the subheading “Redemption — Sinking Fund Redemption” above.

Purchase or Redemption of Bonds. Pursuant to the General Resolution, the Trustee may at any time purchase Bonds that are subject to redemption. See Appendix A “Summary of Certain Provisions of the General Resolution –Debt Service Fund – Principal Account” and “—Redemption Fund.”

Selection of Bonds for Redemption. Moneys will, upon direction by an Agency Request to the Trustee, be applied by the Trustee to the purchase or the redemption of Offered Bonds selected from among the eligible Series, maturities, and interest rates on the basis specified by the Agency in such Agency Request accompanied by a Cash Flow Certificate or Cash Flow Statement. See “The Offered Bonds — General Redemption Provisions Applicable to Offered Bonds” with respect to the Offered Bonds.

If less than all of the Offered Bonds of one Series and one maturity bearing the same interest rate (and otherwise of like tenor) are called for redemption, the particular Offered Bonds of such Series and maturity bearing the same interest rate (and otherwise of like tenor) to be redeemed will be selected in such manner as

directed by the Agency or, if no such direction is received by the Trustee, by lot or in such manner as the Trustee in its discretion may determine; *provided, however*, that the portion of Offered Bonds of any such maturity and Series to be redeemed will be in the minimum principal amount or an integral multiple thereof established for such Offered Bonds, and that in selecting Offered Bonds for redemption, the Trustee will treat each Bond as representing that number of Bonds that is obtained by dividing the principal amount of such Bond by said minimum principal amount.

Notice of Redemption. Notice of redemption of the Offered Bonds will be mailed at least 15 days but no more than 90 days prior to the date set for redemption to the registered Owners of Bonds to be redeemed at their addresses as they appear in the registration books kept by the Bond Registrar. In the case of redemption that is conditioned on the occurrence of certain events, the notice of redemption will set forth, among other things, the conditions precedent to the redemption. Any such notice shall be effective with respect to an Offered Bond to be redeemed whether or not received by the Bondowner thereof. So long as all of the Offered Bonds of a Series are immobilized in the custody of DTC, notice of redemption of Bonds of such Series is required to be delivered by the Trustee to DTC no less than the minimum number of days then required by DTC prior to the date set for redemption. *DTC is responsible for notifying Direct Participants, and Direct Participants and Indirect Participants are responsible for notifying Beneficial Owners. Neither the Trustee nor the Agency is responsible for sending notices to Beneficial Owners or for the consequences of any action or inaction by the Agency as a result of the response or failure to respond by DTC or its nominee as Bondholder. See Appendix H — “Book Entry Only.”*

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SOURCES OF PAYMENT AND SECURITY FOR THE BONDS

The information set forth below relates primarily to the Offered Bonds or its financial information as of a specified date. It supplements the general discussion and information with respect to Bonds contained in “Summary of Certain Provisions of the General Resolution” and in “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans” where certain information relating to the Resolution, Pledged Property, Mortgage Loans, Additional Bonds and the Cash Flow Statements is discussed and where certain additional information regarding the Debt Reserve Fund and the Loan Loss Fund is set forth.

The Program

The Agency finances mortgage loans with Bond proceeds, proceeds of its Mortgage Revenue Bonds and other moneys available under the General Resolution or the MRB Resolution (collectively, “Mortgage Financing Moneys”), principally through two programs - the low interest rate program (the “Low Interest Rate Mortgage Program”) and the Achieving the Dream Program, each as described under, as applicable, this heading and the subheading “Other Mortgage Loan Program” below. Only mortgage loans financed with Bond proceeds or moneys available under the General Resolution are assets pledged under the General Resolution. The Agency allocates a portion of Mortgage Financing Moneys to originate Mortgage Loans pursuant to the RemodelNY and Neighborhood Revitalization Programs, and may allocate a portion of Mortgage Financing Moneys to finance Mortgage Loans through other programs, such as the Home of Your Own Program, the Homes for Veterans Program, the ENERGY STAR® Labeled Home Program and the Habitat for Humanity Mortgage Program. See “Other Agency Activities” and “Mortgage Loans” below.

Since 2005, the majority of the Agency’s single-family lending activity has been under the General Resolution, but periodically the Agency has elected to utilize the MRB Resolution to fund its programs, most recently in March 2017. In addition, the Agency also facilitates the financing of mortgage loans through its FHA Plus and Fannie Mae Conventional Plus Programs. See “Other Agency Activities — FHA Plus and Fannie Mae Conventional Plus Programs.” Although the Agency makes down payment and closing costs assistance available for such mortgage loans, the Agency does not provide financing for such mortgage loans and does not own the mortgage loans.

Mortgage Loans

General

The following is a description of the requirements applicable to Mortgage Loans purchased or to be purchased with proceeds of the Offered Bonds, the Prior Series Bonds and other moneys available under the General Resolution. The Agency may revise the requirements imposed on Mortgage Loans to be purchased in the future by the Agency with the proceeds of any or all Series of Bonds or other moneys available under the General Resolution, subject to the provisions of the General Resolution, the applicable Series Resolution, the Act, and the Code. Substantially similar requirements applied to those mortgage loans originally financed by the Agency with proceeds of the Agency’s Mortgage Revenue Bonds and then subsequently acquired by the Agency with proceeds of certain Prior Series Bonds.

The Agency’s Mortgage Loan underwriting and servicing are described in Appendix E — “Mortgage Loan Underwriting and Servicing”.

The General Resolution defines a “Mortgage Loan” as (i) any loan financed with amounts deposited in the Funds and Accounts (other than the Collateral Mortgage Loan Fund or other Funds and Accounts so specified in a Series Resolution) and pledged under the General Resolution by the Agency in accordance with the Act, evidenced by a mortgage note and secured by a mortgage (or, with respect to loans related to cooperative dwelling units, evidenced by a promissory note and secured by a lien upon the related shares of stock in the cooperative housing corporation and the proprietary lease related to the financed premises) and (ii) any

instrument evidencing an ownership interest in such loans. The balance of mortgage loans financed in part with proceeds attributable to any Series of Bonds may be financed with proceeds attributable to any Series of the Offered Bonds, the Prior Series Bonds or Additional Bonds or other sources, including the MRB Resolution. Down Payment Assistance Loans (“DPA Loans”) secured by a second lien and financed with the proceeds of Bonds on or after January 1, 2010 are also Mortgage Loans (“Second Lien DPA Loans”) under the General Resolution. See “The Program — Down Payment Assistance Loans.”

Mortgage Loans are not required by the General Resolution to be secured by first lien mortgages and may include home improvement loans. The Series Resolution authorizing the issuance of a Series of Bonds establishes the eligibility criteria for the mortgage loans to be purchased with proceeds of or attributable to such Series of Bonds, including whether such mortgage loans must be secured by first liens.

Requirements of the General Resolution

There are no general requirements for the characteristics of Mortgage Loans in the General Resolution. The General Resolution provides that certain requirements and certain matters with respect to Mortgage Loans (the “Series Program Determinations”) be determined (or provisions for determining the Series Program Determinations at certain specified times in the future be set forth) with respect to each Series of Bonds (and related Revenues (including Principal Prepayments)) that will finance Mortgage Loans in the Series Resolution authorizing the issuance of such Series.

Requirements of the Series Resolutions

Each Series Resolution with respect to the Prior Series Bonds and the Offered Bonds generally sets forth the following Series Program Determinations for single family Mortgage Loans purchased or to be purchased with the proceeds of the applicable Series of Bonds (and related Revenues (including Principal Prepayments)): (a) each residence to which each Mortgage Loan relates must be a principal residence; (b) the promissory note for each Mortgage Loan must be endorsed to the Agency, each Mortgage Loan must be assigned to the Agency, and the Mortgage Loan must constitute a valid first lien mortgage, a valid second lien mortgage, or both (or, with respect to a cooperative unit, the loan must be secured by a lien upon the related shares of stock in the cooperative housing corporation and the proprietary lease related to the financed premises); (c) each Mortgage Loan must relate to a one-to-four-unit residential structure or condominium or cooperative unit; (d) each Mortgage Loan must be for a term not exceeding 40 years, bear interest at fixed rate(s) (which may include stepped coupon interest rates), and provide for approximately equal monthly payments (taking into account the interest rate(s) thereon); and (e) generally, Mortgage Loans must be (X)(i) conventional mortgage loans with PMI from private insurers, (ii) conventional mortgage loans with PMI issued by the Agency, or (iii) insured by FHA, or (Y) loans determined by the Agency with respect to which no private or governmental insurance or guarantee will be required, or (Z) mortgage loans insured or guaranteed by any other entity, if insuring or guaranteeing mortgage loans by such entity will not, in and of itself, adversely affect the then-existing rating assigned by Moody’s Investors Service, Inc. (“Moody’s”) to the Bonds. To the extent that a Mortgage Loan is covered by PMI, the period of coverage is limited by Federal law. Certain of the Series Resolutions (including the Series Resolution with respect to the Offered Bonds) provide that such Mortgage Loans may be guaranteed by the United States Department of Veterans Affairs, formerly the Veterans Administration (the “VA”) and the Rural Development, formerly the Farmers Home Administration of the United States Department of Agriculture (the “RD”). The Series Resolutions for all Series of Outstanding Bonds beginning with Series 163 authorize the use of Bond proceeds to finance second lien loans such as the Pledged DPA Loans. The Agency has never purchased, and does not currently intend to purchase, any home improvement loans. Series Program Determinations may be amended by the Agency at any time if, in addition to certain other requirements, (1) such amendment, in and of itself, will not adversely affect either the then-existing rating assigned to the Bonds by Moody’s, or (2) such action will not adversely affect the interests of the Owners. Series Program Determinations for Mortgage Loans to be purchased with proceeds attributable to any Additional Bonds (and related Revenues (including Principal Prepayments)) will be determined at the time that such Additional Bonds are issued.

The Series Program Determinations for the Prior Series Bonds, the Offered Bonds and other moneys available under the General Resolution contain additional requirements with respect to mortgage pool insurance and PMI. See Appendix D to this Official Statement for a more detailed discussion of mortgage pool insurance programs and PMI with respect to the applicable Mortgage Loans.

The Series Resolutions provide for alternative Supplemental Mortgage Coverage (“SMC”) if such alternative coverage will not adversely affect the then-existing rating assigned to the Bonds by Moody’s. SMC is permitted to be in the form, among others, of (a) cash or Investment Obligations or (b) Cash Equivalents (as defined under “Summary of Certain Provisions of the General Resolution—Certain Definitions”) or a qualified mortgage pool insurance policy.

Requirements of the Code

The Code imposes certain requirements on new Mortgage Loans financed with or attributable to the proceeds of or related to a Series of Bonds in order that interest on the applicable Series of Bonds not be included in gross income for Federal income tax purposes, including maximum purchase prices for financed homes and maximum income limits for borrowers. See Appendix G — “Certain Additional Federal Income Tax Matters — Loan Eligibility Requirements Imposed by the Code.”

Delinquencies

In structuring the Prior Series Bonds, the Agency assumed that losses on defaulted Mortgage Loans will not exceed insurance coverage and recoveries upon disposition, including foreclosures. For certain information regarding the status of delinquencies of Mortgage Loans, see “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — Delinquencies.” See also Appendix E — “Mortgage Loan Underwriting and Servicing”.

Down Payment Assistance Loans

Since 2003, the Agency has provided assistance to Mortgagors for certain Mortgage Lender fees, down payment and closing costs. Since January 1, 2010 the Agency has offered DPA Loans secured by a second lien (referred to herein as Second Lien DPA Loans). A DPA Loan provides assistance for down payment in an amount not to exceed the limits established by the Agency which limit since March 18, 2011 has been \$15,000. Except with respect to the Home of Your Own Program, in each case, the Borrower must contribute 1% of the Borrower’s own funds towards the home purchase. The Second Lien DPA Loans are interest-free loans and the Agency will recover a declining portion of the principal amount of any such Second Lien DPA Loan only if the borrower sells the related property or refinances at a gain during the first ten years of the loan term. Absent such sale or refinancing, the principal balance of a Second Lien DPA Loans is forgiven after ten years. DPA Loans are available for Mortgage Loans originated under any Agency loan program.

Second Lien DPA Loans are Mortgage Loans under the Resolution. The Agency has not assumed the receipt of principal payments on Second Lien DPA Loans when preparing Cash Flow Statements required under the Resolution, notwithstanding that any principal recoveries will be treated under the Resolution as Principal Prepayments if recovered under any Second Lien DPA Loans. The Agency, at its discretion, may eliminate DPA Loans, alter its program of providing DPA Loans, alter its current policy regarding payment of Mortgage Lender fees, and alter the source of funding for DPA Loans.

Although DPA Loans do not bear interest, the Agency has increased the Mortgage Loan interest rate on any Mortgage Loan, except for the Homes for Veterans Program, the Habitat for Humanity Mortgage Program, the Graduate to Homeownership Program, the Home of Your Own Program and Mortgagors who purchase an ENERGY STAR® labeled home under the Low Interest Rate Mortgage Program or Achieving the Dream Program, with respect to which a DPA Loan has been or will be made.

Mortgage Loan Purchase Procedures and Additional Requirements

The following is a general description of the mortgage purchase requirements and procedures of the Low Interest Rate Mortgage Program applicable to Mortgage Loans financed or to be financed with Bond proceeds or other moneys under the General Resolution. The Agency may revise such requirements and procedures, subject to the provisions of the General Resolution, the applicable Series Resolutions, the Act, and the Code.

The Agency enters into Mortgage Purchase Agreements with the Mortgage Lenders regarding the purchase of Mortgage Loans, whereby each Mortgage Lender agrees to sell to the Agency Mortgage Loans meeting certain specified qualifications. Pursuant to the Act, the Agency must endeavor to purchase Mortgage Loans in each of ten designated regions of the State in proportion to the number of families residing therein, subject to the demand from each region and eligibility requirements. The Act also requires that the Agency use its best efforts to the end that not less than one-sixth of the dollar amount of all mortgage loans financed by it under all its programs be for mortgage loans for newly constructed residences.

The Agency's obligation to purchase any such Mortgage Loan is conditioned upon certain requirements, including the following: (1) such Mortgage Loan complies with all applicable laws, and the note evidencing such Mortgage Loan is a legal, valid, and binding obligation of the Mortgagor, enforceable in accordance with its terms; (2) such Mortgage Loan complies with the mortgage loss coverage requirements set forth in the applicable Series Resolution (see "Sources of Payment and Security for the Bonds — The Program — Mortgage Loans" for the mortgage security requirements applicable to such Mortgage Loans); (3) such Mortgage Loan is to an individual borrower and is in addition to the mortgage loans the Mortgage Lender otherwise would have made; (4) such Mortgage Loan constitutes a valid first lien on the subject property or, with respect to a cooperative unit, the Mortgage Loan must be secured by a lien upon the related shares of stock in the cooperative housing corporation and the proprietary lease related to the financed premises, subject only to real property taxes not yet due, installments of assessments not yet due, and easements and restrictions of record that do not, in the Agency's opinion, adversely affect, to a material degree, the use or value of the subject property or the improvements thereon or such cooperative ownership; (5) such Mortgage Loan complies with certain specified terms, conditions, and requirements, unless such terms shall have been waived by the Agency in writing; (6) no conventional Mortgage Loan shall exceed 100% of the value of the subject property (the lower of the purchase price or appraised value); and (7) such Mortgage Loan was made to finance an eligible property.

In the event any representation made by a Mortgage Lender proves to have been untrue as of the time when made, or in the event a Mortgage Lender defaults in the observance of its obligations under the Mortgage Purchase Agreement, or in the event of any breach of covenant or warranty, the Agency may require the Mortgage Lender to purchase the Mortgage Loan for an amount equal to the outstanding principal balance of the Mortgage Loan, accrued interest thereon, any advances and accrued interest thereon, and any fees or expenses (including origination fees) incurred by the Agency.

Mortgage Pool Insurance

The Mortgage Loans (other than Second Lien DPA Loans) financed or to be financed from the proceeds of the Offered Bonds, the Prior Series Bonds and other moneys available under the General Resolution are covered or will be covered, as applicable, by mortgage pool insurance policies issued by a private qualified mortgage pool insurer or by the Agency's Mortgage Insurance Fund (the "MIF"). For information regarding current private qualified mortgage pool insurers and the MIF and such policies, see Appendix D — "Mortgage Insurance and New York Foreclosure Procedures — Mortgage Pool Insurance Policies" and "Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — Mortgage Pool Insurance Coverage." Subject to certain limitations, the Agency has the right to cancel such mortgage pool insurance policies altogether or to replace such policies with new policies or with different forms of SMC or insurance. For additional information, see "Sources of Payment and Security for the Bonds — The Program — Mortgage Loans —

Requirements of the Series Resolutions.” See the definition of Supplemental Mortgage Coverage in Appendix A — “Summary of Certain Provisions of the General Resolution — Certain Definitions.”

Income and Purchase Price Limitations

Mortgagors receiving Mortgage Loans financed or to be financed with the proceeds of or related to the Prior Series Bonds or the Offered Bonds are subject to income requirements imposed by the Code or income limitations imposed by the Agency, which may be lower than those imposed by the Code. The income limitations are applicable on a county-by-county basis and may be increased or decreased by the Agency in order to comply with the Code or in the Agency’s discretion so long as the income limits established by the Agency are in compliance with the Code. Mortgagors receiving Mortgage Loans financed or to be financed with the proceeds of or related to the Prior Series Bonds or the Offered Bonds are also subject to maximum purchase price limits imposed by the Code or the Agency, which may be lower than those imposed by the Code. The purchase price limits have been established on a county-by-county basis and are subject to change in order to comply with the Code or in the Agency’s discretion, so long as the purchase price limits established by the Agency are in compliance with the Code.

Targeted Agency Initiatives

In addition to the Low Interest Rate Mortgage Program described above, the Agency has established the other single family programs described under this heading “Targeted Agency Initiatives.” The moneys made available by the Agency for the elimination of Mortgage Loan fees and DPA Loans are also available for borrowers participating in the other single family program described under this heading “Targeted Agency Initiatives.” The description of the Low Interest Rate Mortgage Program contained under “Sources of Payment and Security for the Bonds — The Program” generally applies to each of the programs described below, except to the extent noted in the program’s description. The Agency is unable to predict whether Mortgage Loans financed under these programs will have rates of prepayment that differ from other Agency Mortgage Loans.

The Agency has established its Achieving the Dream Program, pursuant to which it is purchasing, and may continue to purchase, Mortgage Loans (i) bearing interest at rates that are substantially lower than those with respect to Mortgage Loans purchased under the Low Interest Rate Mortgage Program and (ii) subject to income limits which are substantially lower than those of the Agency’s Low Interest Rate Mortgage Program. Currently the majority of Mortgage Loans purchased by the Agency are purchased under the Achieving the Dream Program.

The Agency has established its RemodelNY Program which provides mortgage financing for the purchase and renovation of one-to-four family homes, condominiums or cooperatives. Mortgage Lenders will be paid a Mortgage Lender fee equal to 2.5% of the principal balance for originating RemodelNY Program loans. The maximum financing permitted is equal to 97% of the lower of (i) the sales price of the home plus the costs of renovation, and (ii) the “as-renovated” appraised value of the property. In an effort to encourage broader participation among approved lenders, effective April 14, 2015, the Agency administers and disburses the repair escrow, post-closing, on behalf of the Mortgagor.

The Agency has established the Homes for Veterans Program, pursuant to which it may purchase a Mortgage Loan (i) bearing, as of June 1, 2012, the same interest rate as those purchased under the Achieving the Dream Program, although such Mortgage Loans will not bear an increased interest rate if the Mortgagor receives a DPA Loan, and (ii) for which the Mortgagor satisfies the requirements of Section 416 of the Tax Relief and Health Care Act of 2006, which amends Section 143(d)(2) of the Code by providing that Mortgagors who are veterans and who have never previously received a mortgage revenue bond loan, need not meet the first-time homebuyer requirement.

The Agency has established an incentive for Mortgagors who purchase an ENERGY STAR® labeled home, pursuant to which it may purchase a Mortgage Loan bearing the same interest rate as the Low Interest

Rate Mortgage Program or Achieving the Dream Program through which the Mortgage Loan will be made, although it will not bear an increased interest rate if the Mortgagor receives a DPA Loan.

The Agency has established its Home of Your Own Program, pursuant to which it may purchase loans made to individuals with a developmental disability. Mortgage Lenders will be paid a Mortgage Lender fee equal to 0.50% of the principal balance for originating the Home of Your Own Program loan.

The Agency has established the Habitat for Humanity Mortgage Program. In the Habitat for Humanity Mortgage Program, the Agency coordinates its lending activity to provide Mortgage Loan financing for properties built or renovated by local Habitat for Humanity chapters.

The Neighborhood Revitalization Mortgage Program encourages the purchase and renovation of vacant and abandoned properties in select counties hard-hit by the foreclosure crisis by owner occupant buyers. The program uses the RemodelNY structure with an additional \$20,000 second lien for property repairs funded entirely with settlement funds received by the Agency in June 2016, Borrowers can also receive up to \$500 per transaction for homebuyer education. In order to maximize the pool of eligible buyers, the Agency waived the first time homebuyer requirement on these loans, and offers higher income limits when determining borrower eligibility. Any loan that does not meet the first time homebuyer requirement, or exceeds the standard SONYMA income limits will be funded with taxable proceeds.

The Agency has established the Graduate to Homeownership program intended to promote homeownership in communities in receipt of Downtown Revitalization Initiative funding awards. First time homebuyers who graduated from a US Department of Education accredited school with an Associates, Bachelor, or graduate degree within 48 months of their Mortgage Loan Application Date and within the SONYMA Low Interest Rate Program income limits, are eligible for a mortgage with the Achieving the Dream interest rate, and no interest rate increase for using a DPA Loan.

Pledge of the Resolution

The Bonds and the other Parity Obligations are special obligations of the Agency payable solely from and secured by the Pledged Property. The Bonds are not secured by any fund or account that is subject to replenishment by the State. The Agency has no taxing power. The Bonds are not a debt of the State or of any municipality, and neither the State nor any municipality is liable on the Bonds, nor are the Bonds payable out of any funds other than those of the Agency. Parity Obligations are arrangements (such as counterparty payments under interest rate exchange agreements and reimbursement obligations under letters of credit, bond insurance and liquidity facilities) where certain of the Agency's payment obligations are secured on a parity with the Bonds. See "Certain Definitions" and "Security Arrangements; Qualified Hedges; and Other Similar Arrangements" in Appendix A — "Summary of Certain Provisions of the General Resolution." Also see "The Bonds — Liquidity Facilities for Bonds Bearing Variable Rates of Interest" for information regarding the Agency's current such arrangements. See "The Bonds — Interest Rate Swap Agreements."

"Pledged Property" is defined by the General Resolution to include (i) the proceeds of the sale of the Bonds, (ii) principal and interest payments on the Mortgage Loans and Collateral Mortgage Loans received by or on behalf of the Agency including any payments by a borrower under a Mortgage Loan or Collateral Mortgage Loan (a "Mortgagor") or other recovery of principal on a Mortgage Loan or a Collateral Mortgage Loan which is not applied to a scheduled installment of principal and interest on a Mortgage Loan or a Collateral Mortgage Loan and all prepayment premiums or penalties received with respect to the Mortgage Loans and Collateral Mortgage Loans, (iii) any payments received with respect to any Mortgage Loan or Collateral Mortgage Loan under any insurance policy or guarantee or under any fidelity bond (to the extent not applied to the repair or restoration of any mortgaged premises) and any amounts received in connection with the liquidation of a defaulted Mortgage Loan or a defaulted Collateral Mortgage Loan, (iv) proceeds of the sale of Mortgage Loans and Collateral Mortgage Loans by or on behalf of the Agency, (v) all other moneys in all Funds and Accounts established under the Resolution, including the investments, if any, thereof and the earnings, if any, thereon until

applied in accordance with the Resolution, and (vi) all right, title and interest of the Agency in and to the Mortgage Loans and Collateral Mortgage Loans. Pledged Property does not include (a) any amounts paid or payable under the Mortgage Loans or Collateral Mortgage Loans as to which the Mortgagor is required to be given a credit under the Code, (b) any moneys received as to which a Mortgagor is required to be given a credit under the Code or which are required under the Code to be rebated to Mortgagors or to the United States, and (c) Mortgage Loan accrued interest not purchased by the Agency. In addition, the pledge of Funds and Accounts established in a Series Resolution may be limited in purpose and time, as set forth in such Series Resolution.

Amounts on deposit in the Funds and Accounts may be applied only as provided in the General Resolution. Amounts in the General Fund may, *however*, at the request of the Agency, be withdrawn free and clear of the pledge of the General Resolution; *provided, however*, that (i) no such withdrawal shall be made unless the Agency files a Cash Flow Certificate with the Trustee and (ii) no such withdrawal shall be made in excess of the amount which the Agency could so withdraw as shown in the last Cash Flow Statement filed with the Trustee *unless* the Agency files a new Cash Flow Statement with the Trustee that shows that, following such withdrawal, the amounts on deposit in all Funds and Accounts (other than the Costs of Issuance Fund, the Expense Fund and the Interest Account and excluding the principal amount of any Security Arrangements credited to the Debt Reserve Fund or Loan Loss Fund) plus the aggregate principal balances of all Mortgage Loans and Collateral Mortgage Loans (collectively, the “Test Assets”) shall at least equal 101% of the sum of the aggregate principal amount of Bonds Outstanding and the aggregate principal amount of any additional amounts attributable to Parity Principal (collectively, the “Test Liabilities”) and which Cash Flow Statement projects available money sufficient to pay debt service when due in the then current and each succeeding Fiscal Year, and demonstrates the funding of the Debt Reserve Fund and the Loan Loss Fund to their respective Requirements. See “Sources of Payment and Security for the Bonds — Cash Flow Statements.” The most recent Cash Flow Statement, dated November 15, 2018 delivered in connection with the issuance of the most recent Series of Bonds, reflects that the Test Assets exceeded 101% of the Test Liabilities. See “Sources of Payment and Security for the Bonds — Cash Flow Statements”.

Debt Reserve Fund

The General Resolution provides that as of any particular date of calculation there shall be on deposit in the Debt Reserve Fund an amount of cash or Cash Equivalents equal in the aggregate to the aggregate of all amounts required to be deposited in or credited to and maintained in such Fund by each Series Resolution authorizing a Series of Outstanding Bonds, at least equal in the aggregate to three per centum (3%) of the sum of (i) the outstanding principal balance of Mortgage Loans (*except* Mortgage Loans underlying certificates of the Government National Mortgage Association (“Ginnie Mae”) or Fannie Mae (formerly the Federal National Mortgage Association), (ii) the amount on deposit to the credit of the Acquisition Fund, and (iii) the outstanding principal balance of those Collateral Mortgage Loans pledged to secure Bonds at the time of issuance of a Series of Bonds (or Collateral Mortgage Loans substituted therefor) (the “Debt Reserve Requirement”). For information regarding the amount on deposit in the Debt Reserve Fund, see “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — Debt Reserve Fund and Loan Loss Fund.” The General Resolution requires that an aggregate amount equal to one per centum (1%) of the sum of clauses (i), (ii), and (iii) described in the first sentence of this paragraph and on deposit in the Debt Reserve Fund be held in cash in such Fund or be invested in Investment Obligations with a term to maturity of less than three years from the date such investment is made.

If there shall be unavailable to the Trustee sufficient funds to meet a required payment of principal or Redemption Price of, or interest on, Bonds when due, the General Resolution requires the Trustee, to the extent that amounts on deposit in all other Funds available therefor are insufficient to make such payment, to apply moneys or draw upon Cash Equivalents for transfer from the Debt Reserve Fund to the extent necessary to make the required payments to Bondowners. See Appendix A — “Summary of Certain Provisions of the General Resolution — Deficiencies in Debt Service Fund” and “— Debt Reserve Fund.”

If necessary to restore the amount on deposit in the Debt Reserve Fund to the Debt Reserve Requirement, as of each interest or principal payment date, and prior to any transfer from the Revenue Fund to

the Loan Loss Fund, General Fund, or Expense Fund in an amount in excess of one-half of the permitted Expenses amount for the Fiscal Year, the Trustee is required to withdraw moneys (to the extent moneys are available therefor) from the Revenue Fund for deposit to the credit of the Debt Reserve Fund. There is no requirement that withdrawals from the Debt Reserve Fund be restored by the Agency from its assets not pledged under the General Resolution or that the Debt Reserve Fund be replenished by the State.

To date, the deposits to the Debt Reserve Fund set forth above have been in the form of cash and Investment Obligations (and not Cash Equivalents). Pursuant to the General Resolution, the Agency may elect, in a Series Resolution authorizing the issuance of Additional Bonds (but only with respect to the Debt Reserve Requirement established therein for such Series of Bonds) or in a Supplemental Resolution, to fund the Debt Reserve Requirement with Cash Equivalents.

Loan Loss Fund

The General Resolution provides that as of any particular date of calculation there shall be on deposit in the Loan Loss Fund an amount equal in the aggregate to the aggregate of all amounts required to be deposited in or credited to and maintained in such Fund by each Series Resolution authorizing a Series of Outstanding Bonds, at least equal in the aggregate to one per centum (1%) of the sum of (i) the outstanding principal balance of Mortgage Loans (other than Mortgage Loans underlying obligations of the Government National Mortgage Association or Fannie Mae), (ii) the amount on deposit to the credit of the Acquisition Fund, and (iii) the outstanding principal balance of those Collateral Mortgage Loans pledged to secure Bonds at the time of issuance of a Series of Bonds (or Collateral Mortgage Loans substituted therefor) (the “Loan Loss Requirement”). For information regarding the amount on deposit in the Loan Loss Fund, see “Homeowner Mortgage Revenue Bonds Financial Information — Investments — Debt Reserve Fund and Loan Loss Fund.” The General Resolution requires that an aggregate amount equal to one per centum (1%) of the sum of clauses (i), (ii), and (iii) described in the first sentence of this paragraph and on deposit in the Loan Loss Fund shall be held in cash in such Fund or shall be invested in Investment Obligations with a term remaining to maturity of less than 13 months from the date such investment was made.

The Loan Loss Fund constitutes a reserve fund to secure payment of debt service on the Bonds in that, if there shall be unavailable to the Trustee sufficient funds to meet a required payment of principal or Redemption Price of, or interest on, Bonds when due, the General Resolution requires the Trustee, to the extent that amounts on deposit in the Interest Account, the Principal Account, the Revenue Fund, the General Fund, the Optional Redemption Account, the Principal Prepayment Fund, and the Special Redemption Account (excluding amounts deposited in the Redemption Fund, the Principal Prepayment Fund or the Principal Account that have been set aside for the payment of Bonds) are insufficient to make such payment, to apply moneys or draw upon Cash Equivalents for transfer from the Loan Loss Fund to the extent necessary to make the required payments to Bondowners. See Appendix A — “Summary of Certain Provisions of the General Resolution — Deficiencies in Debt Service Fund” and “— Loan Loss Fund.”

If necessary to restore the amount on deposit in the Loan Loss Fund to the Loan Loss Requirement, as of each interest or principal payment date and prior to any transfer from the Revenue Fund to the General Fund or to the Expense Fund in an amount in excess of one-half of the permitted Expenses amount for the Fiscal Year, the Trustee is required to withdraw moneys (to the extent moneys are available therefor) from the Revenue Fund for deposit to the credit of the Loan Loss Fund. There is no requirement that withdrawals from the Loan Loss Fund be restored by the Agency from its assets not pledged under the General Resolution or that the Loan Loss Fund be replenished by the State.

To date, the deposits to the Loan Loss Fund set forth above have been in the form of cash and Investment Obligations (and not Cash Equivalents). Pursuant to the General Resolution, the Agency may elect, in a Series Resolution authorizing the issuance of Additional Bonds (but only with respect to the Loan Loss Requirement established therein for such Series of Bonds) or in a Supplemental Resolution, to fund the Loan Loss Requirement with Cash Equivalents.

Cash Flow Statements

The General Resolution provides that, while any Bonds are Outstanding, the Agency shall file with the Trustee a Cash Flow Statement (i) whenever any Series of Bonds is issued or remarketed; (ii) on any October 1, if a Cash Flow Statement has not been filed within the past 2½ years; (iii) upon purchase or redemption of Bonds in a manner other than as contemplated in the last Cash Flow Statement filed by the Agency with the Trustee; (iv) prior to applying amounts in the General Fund for payment of certain payments pursuant to Qualified Hedges or payment to the Agency free and clear of the lien of the Indenture; and (v) to the extent required by the General Resolution in connection with certain reimbursement payments in connection with Security Arrangements.

The General Resolution provides that a Cash Flow Statement shall consist of a certificate of an Authorized Representative giving effect to the action proposed to be taken and demonstrating in the current and each succeeding Fiscal Year in which the Parity Obligation is scheduled to be Outstanding that Pledged Property then expected to be on deposit in the Funds and Accounts maintained under the General Resolution in each such Fiscal Year will be at least equal to all amounts required by the General Resolution to be on deposit in such Funds and Accounts for the payment of the Parity Obligation and for the funding of the Debt Reserve Fund and Loan Loss Fund to their respective Requirements, *except* that, to the extent specified in a Series Resolution, a Fund or Account established in such Series Resolution shall not be taken into account when preparing the Cash Flow Statement. Currently, all Funds and Accounts established in the Series Resolutions that are part of the Pledged Property are taken into account when preparing the Cash Flow Statement.

If any Cash Flow Statement shall show a deficiency in any Fiscal Year in the amount of funds expected to be available for the purposes described in the General Resolution during such Fiscal Year, the Agency shall not be in default under the General Resolution but shall take all reasonable actions to eliminate such deficiency; and the Agency shall be precluded from taking the actions described or referenced in clauses (i), (iii), (iv), and (v) in the first paragraph under this heading if such Cash Flow Statement shall show that the taking of such action shall cause a deficiency to occur or shall increase any existing deficiency.

In the Cash Flow Statement to be delivered in connection with the issuance of the Offered Bonds, the Agency expects to use the provision of the General Resolution that allows it to modify the assumptions described above, in whole or in part at any time, but only if, at the time the Cash Flow Statement is delivered, such modification will not, in and of itself, impair or cause the Bonds to fail to retain the then existing rating assigned to them by Moody's. See Appendix A — "Summary of Certain Provisions of the General Resolution — Cash Flow Statements."

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HOMEOWNER MORTGAGE REVENUE BONDS FINANCIAL INFORMATION

Mortgage Loans

The following chart summarizes the Mortgage Loans as of October 31, 2018.

| | |
|---|-----------------|
| Principal Amount of Mortgage Loans outstanding: | \$2,164,724,032 |
| Number of Mortgage Loans currently outstanding: | 21,689 |
| Approximate Current Weighted Average Coupon Rate for Outstanding Mortgage Loans | 4.42% |

Information Regarding Mortgage Loans

The following tables and accompanying text (the “Homeowner Mortgage Revenue Bonds Financial Information”) set forth financial information and operating data, as of October 31, 2018, regarding Mortgage Loans (other than Second Lien DPALs) The Homeowner Mortgage Revenue Bonds Financial Information is also cross-referenced in several of the tables below, including footnotes. The Homeowner Mortgage Revenue Bonds Financial Information includes Mortgage Loans purchased on a temporary basis (“Warehoused Loans”) that, as described under the heading “Homeowner Mortgage Revenue Bonds Financial Information — Investments – General Fund,” may be refinanced with other moneys and released from the lien of the Resolution.

Mortgage Loan Interest Rates

The Agency frequently has offered, at the same time, financing to borrowers under different lending programs that provided financing at different Mortgage Loan interest rates. In addition, for programmatic purposes and to address certain requirements of the Code, the Agency on occasion has financed mortgage loans where the respective portions of the loans financed from different Bond Series or from the Resolution and the MRB Resolution bear different mortgage loan yields, which may be substantially different for each respective portion. Generally, one portion of such loan does not bear interest, although the principal portion is payable. The borrower under such a loan receives a mortgage loan with a single loan coupon rate. The table below reflects the interest rate on the portion of each such mortgage loan that is a Mortgage Loan.

Principal Amounts and Interest Rates

The following table summarizes certain information regarding the Mortgage Loans and the corresponding Outstanding Prior Series Bonds whose lendable proceeds have been expended to acquire Mortgage Loans. This table does not include any information with respect to Second Lien DPA Loans (although they are Mortgage Loans). Also see “Mortgage Loans —Series Lendable Proceeds Not Expended.” Proceeds of Bond Series not included in the following tables were not applied to finance new Mortgage Loans.

Mortgage Loans – Series Lendable Proceeds

| <u>Series</u> | <u>Initial Deposit Date For Remaining Lendable Proceeds</u> | <u>Lendable Proceeds Balance as of October 31, 2018</u> | <u>Approximate Current Weighted Average Mortgage Loan Coupon Rate (%) as of October 31, 2018</u> | <u>Approximate Current Loan Balance of Mortgage Loans excluding REO’s as of October 31, 2018 (\$)</u> |
|---------------|---|---|--|---|
| 127/128/129 | n.a. | | 5.05 | 29,891,098 |
| 130/131/132 | n.a. | | 4.83 | 17,804,106 |
| 133/134/135 | n.a. | | 5.26 | 27,961,564 |
| 137/138/139 | n.a. | | 5.55 | 13,033,383 |
| 140/141/142 | n.a. | | 4.74 | 19,688,683 |

Mortgage Loans – Series Lendable Proceeds

| <u>Series</u> | <u>Initial Deposit Date For Remaining Lendable Proceeds</u> | <u>Lendable Proceeds Balance as of October 31, 2018</u> | <u>Approximate Current Weighted Average Mortgage Loan Coupon Rate (%) as of October 31, 2018</u> | <u>Approximate Current Loan Balance of Mortgage Loans excluding REO's as of October 31, 2018 (\$)</u> |
|------------------|---|---|--|---|
| 143/144 | n.a. | | 5.21 | 27,612,307 |
| 158/159 | n.a. | | 5.75 | 33,082,859 |
| 160/161/162 | n.a. | | 4.92 | 39,947,990 |
| 163/164 | n.a. | | 3.63 | 53,833,490 |
| 165/167 | n.a. | | 5.13 | 32,671,043 |
| 166 | n.a. | | 5.24 | 30,665,878 |
| 168/169/170 | n.a. | | 4.17 | 57,831,524 |
| 171 | n.a. | | 4.65 | 4,125,826 |
| 172 | n.a. | | 5.05 | 37,275,832 |
| 175 | n.a. | | 5.01 | 22,368,680 |
| 176/177 | n.a. | | 3.94 | 72,663,886 |
| 178/179/180 | n.a. | | 3.87 | 82,625,524 |
| 181/182/183 | n.a. | | 4.90 | 94,315,288 |
| 184 | n.a. | | 4.66 | 9,902,767 |
| 185/186 | n.a. | | 3.95 | 41,221,449 |
| 187 | n.a. | | 4.63 | 12,390,454 |
| 188/189 | n.a. | | 3.83 | 62,662,061 |
| 190/191 | n.a. | | 4.37 | 87,416,787 |
| 192/193/194 | n.a. | | 4.21 | 99,693,229 |
| 195/196 | n.a. | | 3.94 | 91,527,501 |
| 197/198/199 | n.a. | | 4.06 | 156,741,994 |
| 200/201/202 | n.a. | | 3.94 | 118,212,136 |
| 203/204 | n.a. | | 3.97 | 114,611,732 |
| 205/206/207 | 11/16/17 | \$17,746,332 | 4.16 | 126,632,104 |
| 208/209/210 | n.a. | | 4.16 | 160,810,656 |
| 211/212 | n.a. | | 4.50 | 119,328,729 |
| Recycling | n.a. | | 3.99 | 149,206,886 |
| Retired Series | n.a. | | 5.81 | 43,144,225 |
| Warehoused Loans | n.a. | | 4.61 | 73,822,361 |
| TOTAL | | \$17,746,332 | | \$2,164,724,032 |

Mortgage Loans: Lendable Proceeds Not Fully Expended

As of the date of this Official Statement, there are no lendable proceeds of Bonds available to finance Mortgage Loans. Moneys deposited in the Acquisition Fund and Bond Proceeds Fund (both of which funds are held under the General Resolution) in connection with future issuances of Bonds may be used to acquire Mortgage Loans (including Second Lien DPA Loans), to reimburse the General Fund for moneys in such Fund used to acquire Warehoused Loans (including Second Lien DPA Loans), or to acquire mortgage loans financed under the MRB Resolution. See “Homeowner Mortgage Revenue Bonds Financial Information — Investments — Acquisition Fund and Bond Proceeds Fund” and “— General Fund.”

Mortgage Loan Terms

The table below sets forth the approximate current unpaid principal balance of Mortgage Loans based upon their term to maturity at the time of origination, and does not reflect any loan modifications that extended

the original term. Each Mortgage Loan bears a fixed-rate and has level payments. The following table does not reflect any information with respect to Second Lien DPA Loans.

| Original Term (Years) | Approximate Percentage of Total Unpaid Principal Amount of Mortgage Loans as of October 31, 2018 |
|----------------------------------|---|
| 30 | 95.78% |
| 40 | 4.14 |
| 20 | 0.08 |

Age of Mortgage Loan Portfolio

The following table provides information as of October 31, 2018 with respect to Mortgage Loans based upon their respective year of origination. The following table does not reflect any information with respect to Second Lien DPA Loans.

| Year of Origination | Number of Mortgage Loans | Percentage of Total Outstanding Mortgage Loans | Cumulative Percentage of Total Outstanding Mortgage Loans | Approximate Current Balance | Percentage of Total Approximate Current Balance | Cumulative Percentage of Total Approximate Current Balance |
|------------------------------------|---|---|--|--|--|---|
| 1999 and Prior | 4,633 | 21.36% | 21.36% | \$134,864,059 | 6.23% | 6.23% |
| 2000-2006 | 6,532 | 30.12 | 51.48 | 405,478,428 | 18.73 | 24.96 |
| 2007-2013 | 4,641 | 21.40 | 72.88 | 568,446,368 | 26.26 | 51.22 |
| 2014 | 715 | 3.30 | 76.17 | 101,320,462 | 4.68 | 55.90 |
| 2015 | 710 | 3.27 | 79.45 | 114,559,751 | 5.29 | 61.19 |
| 2016 | 1,701 | 7.84 | 87.29 | 296,491,350 | 13.70 | 74.89 |
| 2017 | 1,271 | 5.86 | 93.14 | 242,578,816 | 11.21 | 86.10 |
| 2018 | 1,486 | 6.85 | 100.00% | 300,984,798 | 13.90 | 100.00% |
| Total ⁽¹⁾ | <u>21,689</u> | <u>100.00%</u> | | <u>\$2,164,724,032</u> | <u>100.00%</u> | |

⁽¹⁾ Totals may not add due to rounding.

From October 31, 2008 to October 31, 2018, the aggregate outstanding principal balance of Mortgage Loans has decreased by 23.7%. During such period, the Agency has primarily used Principal Prepayments to redeem Bonds.

Mortgage Loans Origination by County

The following table sets forth, as of October 31, 2018, the approximate aggregate outstanding principal amount of Mortgage Loans and Collateral Mortgage Loans originated in each county of the State.

| Counties of Greater than 2% in Aggregate Outstanding Principal Amount of Mortgage Loans as of October 31, 2018 | Approximate Aggregate Outstanding Principal Amounts of Mortgage Loans by County as of October 31, 2018 (000s)⁽¹⁾ | Approximate Percentage of Aggregate Outstanding Principal Amounts of Mortgage Loans by County as of October 31, 2018⁽¹⁾ |
|---|--|---|
| Suffolk | \$554,849 | 25.6% |
| Nassau | 182,877 | 8.4 |
| Kings ⁽³⁾ | 155,779 | 7.2 |
| Monroe | 141,285 | 6.5 |
| Erie | 132,876 | 6.1 |
| Westchester | 125,709 | 5.8 |
| Queens ⁽³⁾ | 115,724 | 5.3 |
| Orange | 92,645 | 4.3 |

| Counties of Greater than 2% in Aggregate Outstanding Principal Amount of Mortgage Loans as of October 31, 2018 | Approximate Aggregate Outstanding Principal Amounts of Mortgage Loans by County as of October 31, 2018 (000s)⁽¹⁾ | Approximate Percentage of Aggregate Outstanding Principal Amounts of Mortgage Loans by County as of October 31, 2018⁽¹⁾ |
|---|--|---|
| Bronx ⁽³⁾ | 90,867 | 4.2 |
| Dutchess | 56,679 | 2.6 |
| Richmond ⁽³⁾ | 52,070 | 2.4 |
| Rockland | 50,306 | 2.3 |
| Ulster | 44,991 | 2.1 |
| Albany | 43,625 | 2.0 |
| All Other Counties (48) | 324,440 | 15.0 |
| Total ⁽²⁾ | \$2,164,724 | 100.0% |

⁽¹⁾ This table does not reflect any information with respect to Second Lien DPA Loans.

⁽²⁾ Totals may not add due to rounding.

⁽³⁾ The approximate aggregate principal amount of Mortgage Loans as of October 31, 2018 in New York City was \$446,509,077, representing approximately 20.63% of the aggregate outstanding principal amount of Mortgage Loans.

Pool Insurance

The following table sets forth, as of October 31, 2018, the amount of mortgage pool insurance coverage provided by each Mortgage Pool Insurer. Mortgage pool insurance coverage is not provided in connection with Second Lien DPA Loans. See Appendix D — “Mortgage Insurance and New York Foreclosure Procedures.”

Amount of Mortgage Pool Insurance Coverage Provided By Each Mortgage Pool Insurer

| | Approximate Unpaid Principal Amount of Mortgage Loans as of October 31, 2018 | Approximate Percentage of Total Unpaid Principal Amount of Mortgage Loans as of October 31, 2018 |
|-------------------------|---|---|
| MIF ⁽¹⁾ | \$2,133,434,088 | 98.55% |
| Radian ⁽²⁾ | 19,735,799 | 0.91 |
| Genworth ⁽³⁾ | 11,554,144 | 0.53 |
| | \$2,164,724,032⁽⁴⁾ | 100.00%⁽⁴⁾ |

⁽¹⁾ The Agency’s Mortgage Insurance Fund. See Appendix D — “Mortgage Insurance and New York Foreclosure Procedures — Ratings Disclosure” to this Official Statement.

⁽²⁾ Radian Guaranty Inc. See Appendix D — “Mortgage Insurance and New York Foreclosure Procedures — Ratings Disclosure” to this Official Statement.

⁽³⁾ Genworth Mortgage Insurance Corporation. See Appendix D — “Mortgage Insurance and New York Foreclosure Procedures — Ratings Disclosure” to this Official Statement.

⁽⁴⁾ Totals may not add due to rounding.

The following table provides information as of October 31, 2018 with respect to the Policies covering certain Mortgage Loans (together with the Mortgage Loans covered by the Policies described in the following sentence, “Covered Loans”) for which the remaining coverage is less than the outstanding principal balance of the Covered Loans. As of October 31, 2018, in addition to the Policies below, the Agency has five Policies provided by Radian Guaranty Inc. (“Radian”), three Policies provided by Genworth Mortgage Insurance Corporation and 17 Policies provided by the MIF. The approximate remaining coverage amount under each of such Policies equals the current principal balance of its respective Covered Loans. On or prior to its expiration, a Policy can be replaced with another mortgage pool insurance policy or with alternate forms of Supplemental Mortgage Coverage. As noted in the immediately preceding paragraph, mortgage pool insurance coverage is not provided in connection with Second Lien DPA Loans.

Generally, each Policy provides coverage in an amount equal to a stated percentage (generally, 4%) of the aggregate original principal amount of the Mortgage Loans covered by such Policy. Mortgage pool insurance coverage with respect to Series VV Mortgage Loans differs in certain respects from that with respect to other Mortgage Loans.

Mortgage Pool Insurance Coverage with respect to Covered Loans

| Policy Number(s) | Pool Insurer | Approximate Original Coverage Amount (\$000s) | Approximate Amount of Claims Paid as of 10/31/18 (\$000s) | Approximate Remaining Coverage Amount Balance as of 10/31/18 (\$000s) | Approximate Remaining Coverage as a Percentage of Current Principal Balance of Covered Loans as of 10/31/18 |
|-----------------------|-----------------|---|---|---|---|
| 310238 | MIF | 2,815.4 | 843.5 | 1,971.9 | 56.75% |
| 310242 ⁽¹⁾ | MIF | 27,964.2 | 1,849.8 | 26,114.4 | 48.25 |
| COOP CITY | MIF | 1.0 | 0.0 | 1.0 | 44.75 |
| 310244 | MIF | 62.6 | 31.7 | 30.9 | 26.59 |
| 310250 ⁽¹⁾ | MIF | 31,466.5 | 2,585.5 | 28,881.0 | 49.59 |
| 310251 ⁽¹⁾ | MIF | 40,188.5 | 9,417.0 | 30,771.5 | 13.28 |
| 310252 ⁽¹⁾ | MIF | 89,039.2 | 23,097.0 | 65,942.2 | 6.47 |
| 310254 ⁽²⁾ | MIF | <u>30,038.2</u> | <u>0.0</u> | <u>30,038.2</u> | 4.15 |
| | | <u>221,575.6</u> | <u>37,824.5</u> | <u>183,751.1</u> | |

Totals may not add due to rounding.

⁽¹⁾ This Policy provides coverage for a pool that includes Mortgage Loans as well as MRB Loans.

⁽²⁾ Amounts available to finance Mortgage Loans that will be covered by this Policy had not yet been fully expended as of October 31, 2018. This Policy provides or will provide coverage in an amount equal to 4% of the aggregate original principal amount of the mortgage loans covered by such Policy. This Policy is expected to provide mortgage pool insurance coverage for the Offered Bonds Mortgage Loans.

The Agency has never requested advances under Policies with Radian and Genworth and has not requested advances under the MIF Policies in more than 20 years. Under its current operating procedure, the Agency will not request advances under Policies provided by the MIF. The Agency reserves the right in the future to request advances under one or more Policies.

PMI Coverage

Based on Current PMI Coverage. With respect to Mortgage Loans, the following table sets forth the primary mortgage insurance (“PMI”) provider, or whether the Mortgage Loan is insured by the Federal Housing Administration (“FHA”), or is uninsured, with respect to the principal balance of such loans as of October 31, 2018. As more fully described under “Sources of Payment and Security for the Bonds — The Program — Mortgage Loans — Requirements of the Series Resolutions,” PMI coverage described below is not required to be maintained with respect to a Mortgage Loan once the principal amount of such loan is less than certain preset amounts. Primary mortgage insurance is not provided in connection with Second Lien DPA Loans.

| PMI Provider | Current Principal Amount of Mortgage Loans as of October 31, 2018 (\$000s) | Approximate Current Percentage of Total Mortgage Loans as of October 31, 2018 | Ratings⁽¹⁾ (S&P/Moody’s) |
|-------------------------------|---|--|--|
| Genworth ⁽²⁾ | \$ 743,340 | 34.34% | BB+/Ba1 |
| MIF ⁽²⁾ | 110,498 | 5.10 | NA/Aa1 |
| Radian ⁽²⁾ | 7,778 | 0.36 | BBB+/Baa2 |
| Other PMI Providers.. | 283 | 0.01 | NA ⁽³⁾ |
| Uninsured..... | <u>1,302,825</u> | <u>60.18</u> | NA ⁽³⁾ |
| Total..... | <u>\$2,164,724</u> | <u>100.00%</u> | |

⁽¹⁾ As of February 27, 2019.

⁽²⁾ See Appendix D — “Mortgage Insurance and New York Foreclosure Procedures — Ratings Disclosure” to this Official Statement.

⁽³⁾ Not Applicable.

Delinquencies

The following table describes the status of delinquencies of Mortgage Loans as of October 31, 2018 (it does not reflect any delinquency information with respect to Second Lien DPA Loans). Beginning in 2010, the Agency experienced significant increases in the percentage of total mortgage loans in delinquency, as shown below. Beginning in 2014, the Agency has experienced a general decrease in the percentage in the percentage of total mortgage loans in delinquency. See also Appendix E — “Mortgage Loan Underwriting and Servicing” and “Assumptions Regarding Revenues, Debt Service Requirements, and Program Expenses — Mortgages.”

| <u>Days Delinquent</u> | <u>Number of Mortgage Loans</u> | <u>Approximate Percentage of Total Number of Mortgage Loans⁽¹⁾</u> | <u>Aggregate Principal Balance</u> | <u>Approximate Percentage of Total Unpaid Principal Amount of Mortgage Loans</u> |
|-------------------------------|--|--|---|---|
| 60 days | 134 | 0.62% | \$10,979,249 | 0.51% |
| 90-plus days | 120 | 0.56 | 10,969,027 | 0.51 |
| In foreclosure | 315 | 1.45 | 36,792,139 | 1.71 |
| Total ⁽²⁾ | 569 | 2.63 | \$58,740,415 | 2.73 |

⁽¹⁾ The New York State and National data published in the September 30, 2018 Mortgage Bankers Association of America National Delinquency Survey stated that 0.84%, 1.51%, and 2.86% (for a total of 5.21%) of loans in New York State and 0.80%, 1.14%, and 0.99% of loans nationally (for a total of 2.93%) were, respectively 60 days, 90-plus days, and in foreclosure. As of September 30, 2018, 0.75%, 0.60% and 1.49% (for a total of 2.83%) of Mortgage Loans were, respectively, 60 days, 90-plus days, and in foreclosure..

⁽²⁾ Totals may not add due to rounding.

The following table describes the status of delinquencies of Mortgage Loans for each semi-annual period beginning January 31, 2009 and ending July 31, 2018 (it does not reflect the semi-annual delinquency status of Second Lien DPA Loans). Due to record-keeping methodology that allocated a mortgage loan financed by both the MRB Resolution and the General Resolution to the resolution that was its principal source of funding, the information listed for semi-annual periods prior to July 31, 2017, (a) for mortgage loans principally funded by the General Resolution, includes amounts that are not attributable to Mortgage Loans but instead are security under the MRB Resolution, and (b) omit the principal amount of Mortgage Loans that funded mortgage loans principally funded by the MRB Resolution:

| <u>Semi-Annual Period Ending</u> | <u>Aggregate Principal Balance 60+ Days Delinquent (\$)</u> | <u>Approximate Percentage of Total Unpaid Principal Amount of Mortgage Loans</u> |
|---|--|---|
| 1/31/2009 | 42,327,881 | 1.48% |
| 7/31/2009 | 43,735,492 | 1.57 |
| 1/31/2010 | 66,098,059 | 2.39 |
| 7/31/2010 | 65,481,983 | 2.47 |
| 1/31/2011 | 81,386,684 | 3.22 |
| 7/31/2011 | 82,147,510 | 3.51 |
| 1/31/2012 | 98,295,570 | 4.30 |
| 7/31/2012 | 98,336,776 | 4.51 |
| 1/31/2013 | 105,418,088 | 5.09 |
| 7/31/2013 | 112,742,323 | 5.65 |
| 1/31/2014 | 122,896,351 | 6.08 |
| 7/31/2014 | 117,873,681 | 5.82 |
| 1/31/2015 | 109,097,996 | 5.57 |
| 7/31/2015 | 107,150,088 | 5.53 |
| 1/31/2016 | 108,753,821 | 5.85 |
| 7/31/2016 | 96,566,645 | 4.99 |

| <u>Semi-Annual Period Ending</u> | <u>Aggregate Principal Balance 60+ Days Delinquent (\$)</u> | <u>Approximate Percentage of Total Unpaid Principal Amount of Mortgage Loans</u> |
|--------------------------------------|---|--|
| 1/31/2017 | 91,658,133 | 4.64 |
| 7/31/2017 | 80,285,681 | 4.02 |
| 1/31/2018 | 69,895,959 | 3.48 |
| 7/31/2018 | 61,352,048 | 2.95 |

Title to property formerly securing Mortgage Loans may pass to the Agency through foreclosure, acceptance of a deed in lieu of foreclosure, or otherwise. See Appendix D — “Mortgage Insurance and New York Foreclosure Procedures — New York Foreclosure Procedures and Federal Bankruptcy Law” to this Official Statement. As of October 31, 2018 the Agency held title to approximately 67 such properties, and the approximate aggregate unpaid principal with respect to such properties as of such date was \$7,719,498. Such properties and any amounts received upon disposition of such properties constitute Pledged Property under the General Resolution.

Mortgage Loan Principal Prepayments Received from 2014 through 2018

The Agency received the approximate aggregate principal amounts of Principal Prepayments of Mortgage Loans as follows (the following table does not reflect any Principal Prepayments received with respect to Second Lien DPA Loans):

| <u>Year</u> | <u>(\$)(000s)</u> |
|--------------------------------------|-----------------------|
| 2014 | 140,065 |
| 2015 | 151,803 |
| 2016 | 146,762 |
| 2017 | 126,483 |
| January 2018 through October 2018 | 91,260 |
| <u>Total</u> | <u>656,373</u> |

Investments

The Resolution permits the investment of Pledged Property in only Investment Obligations.

Certain earnings on investments of Pledged Property may be subject to rebate to the United States in order to prevent interest on the related Bonds from being included in gross income for federal income tax purposes and, therefore, will not be available to pay principal (including the Redemption Price) of and interest on the Bonds. The Agency can liquidate investments in accordance with their terms.

Acquisition Fund and Bond Proceeds Fund

As of the date of this Official Statement, there is \$33,952,518 on deposit in the Acquisition Fund which is invested in short-term U.S. Treasury Bills and no moneys on deposit in the Bond Proceeds Fund.

General Fund

The Agency has invested moneys on deposit in the General Fund in Mortgage Loans, which are permitted Investment Obligations for such Fund. See Appendix A — “Summary of Certain Provisions of the General Resolution — Certain Definitions — Investment Obligations.” The amount in such Fund that is permitted to be invested in Mortgage Loans (including Second Lien DPA Loans) and the maximum time any Mortgage Loan (including any Second Lien DPA Loan) may be an investment in such Fund are limited by

Agency resolutions. As of October 31, 2018, approximately \$58,944,882 was invested in, collectively, Mortgage Loans and Second Lien DPA Loans. When moneys in the General Fund are invested in Mortgage Loans, the characteristics of such Mortgage Loans are substantially the same as the Agency's other Mortgage Loans. The Agency expects to periodically use proceeds of Bonds, including the Offered Bonds, and of bonds issued under the MRB Resolution, to reimburse the General Fund for amounts used to purchase Mortgage Loans, when amounts in the General Fund are used for such purpose. "Mortgage Loans" as described under this subheading are also referred to as "Warehoused Loans."

Debt Reserve Fund and Loan Loss Fund

As of October 31, 2018, the respective Amortized Values of the approximate aggregate amounts of investments on deposit in the Debt Reserve Fund and the Loan Loss Fund (both of which Funds are held under the General Resolution), valued in accordance with the General Resolution, were \$72,334,000 and \$22,038,000.

Amounts in the Debt Reserve Fund and the Loan Loss Fund as of October 31, 2018 were invested in U.S. Treasury Bonds, Bills and Notes, and Fannie Mae Obligations, and with JPMorgan Chase Bank, N.A. and Societe Generale in the amounts of approximately \$60,817,000, \$3,120,000, \$450,000, and \$29,985,000, respectively; at coupon rates of 0.75 % to 8.875%; with maturity dates of November 15, 2018 to October 1, 2035, and had an aggregate book value as of such date of approximately \$94,372,000. All of such investments bear fixed rates of interest, and none of such investments are in reverse repurchase agreements, interest-only securities, principal-only securities, inverse floating-rate securities, or inverse variable floating-rate securities.

Additional Bonds

The General Resolution provides that the Agency may issue Additional Bonds, including refunding Bonds. See Appendix A — "Summary of Certain Provisions of the General Resolution—Issuance of Bonds." In addition, the Agency may issue any obligations or agree to pay Subordinated Contract Obligations which are payable from or secured by a lien on and pledge of the Pledged Property so long as such lien and pledge shall be in all respects subordinate to the lien and pledge created by the General Resolution. Additional Bonds may have interest payment dates that differ from such dates for the Prior Series Bonds and the Offered Bonds.

Status of Outstanding Homeowner Mortgage Revenue Bonds*

For a listing of outstanding Homeowner Mortgage Revenue Bonds by series, see Note 7 in Appendix B — "Financial Statements of the Agency and Independent Auditors' Report" to this Official Statement.

*On February 16, 2018, in its most recent report regarding Rating Action with respect to Bonds, Moody's stated that the Agency's October 31, 2017 audited financial statements demonstrated with respect to Bonds and the Program a program asset to debt ratio (PADR) of 1.25 with Moody's adjustments

**Outstanding Homeowner Mortgage Revenue Bonds By Maturity
As of October 31, 2018**

| <u>Due</u> | <u>Serial Bonds</u> | <u>Term Bonds</u> ⁽¹⁾ | <u>Total Bonds</u> |
|-----------------------------|----------------------|----------------------------------|--|
| 2019 | \$ 91,620,000 | | \$ 91,620,000 |
| 2020 | 96,555,000 | \$ 200,000 | 96,755,000 |
| 2021 | 98,715,000 | 2,500,000 | 101,215,000 |
| 2022 | 79,495,000 | 16,710,000 | 96,205,000 |
| 2023 | 80,705,000 | 8,750,000 | 89,455,000 |
| 2024 | 49,510,000 | 48,585,000 | 98,095,000 |
| 2025 | 43,370,000 | 56,015,000 | 99,385,000 |
| 2026 | 34,815,000 | 48,920,000 | 83,735,000 |
| 2027 | 21,555,000 | 51,595,000 | 73,150,000 |
| 2028 | 22,920,000 | 46,895,000 | 69,815,000 |
| 2029 | 24,450,000 | 41,135,000 | 65,585,000 |
| 2030 | 8,085,000 | 55,985,000 | 64,070,000 |
| 2031 | | 73,680,000 | 73,680,000 |
| 2032 | | 71,600,000 | 71,600,000 |
| 2033 | | 80,660,000 | 80,660,000 |
| 2034 | | 89,940,000 | 89,940,000 |
| 2035 | | 82,000,000 | 82,000,000 |
| 2036 | | 74,800,000 | 74,800,000 |
| 2037 | | 67,410,000 | 67,410,000 |
| 2038 | | 53,490,000 | 53,490,000 |
| 2039 | | 40,765,000 | 40,765,000 |
| 2040 | | 33,990,000 | 33,990,000 |
| 2041 | | 33,230,000 | 33,230,000 |
| 2042 | | 41,790,000 | 41,790,000 |
| 2043 | | 50,440,000 | 50,440,000 |
| 2044 | | 42,245,000 | 42,245,000 |
| 2045 | | 37,725,000 | 37,725,000 |
| 2046 | | 31,285,000 | 31,285,000 |
| 2047 | | 22,450,000 | 22,450,000 |
| 2048 | | 15,495,000 | 15,495,000 |
| Unamortized bond premium | | | <u>18,066,000</u> |
| TOTAL | <u>\$651,795,000</u> | <u>\$ 1,320,285,000</u> | <u>\$ 1,990,146,000</u> ⁽²⁾ |

⁽¹⁾ Reflects Sinking Fund Requirements as principal due on Term Bonds and crediting of Sinking Fund Requirements in connection with Bond redemptions. See "The Offered Bonds — General Redemption Provisions Applicable to Offered Bonds — Adjustments to and Credits Against Sinking Fund Requirements."

⁽²⁾ . On November 15, 2018, the Agency issued \$217,260,000 of additional Bonds, consisting of its Series 213 Bonds, Series 214 Bonds, Series 215 Bonds and Series 216 Bonds. On November 15, 2018 and January 2, 2019, the Agency redeemed \$23,705,000 and \$51,840,000 aggregate principal amount of Bonds, respectively.

**Schedule of Homeowner Mortgage Revenue Bonds Outstanding By Coupon
As of October 31, 2018**

| <u>Bond Coupon (%)</u> | <u>Bond Principal (\$)</u> | <u>Cumulative Bond Principal (\$)</u> | <u>Bond Coupon (%)</u> | <u>Bond Principal (\$)</u> | <u>Cumulative Bond Principal (\$)</u> |
|----------------------------|--------------------------------|---|----------------------------|--------------------------------|---|
| 5.000 | 1,240,000 | 1,240,000 | 3.050 | 25,960,000 | 1,213,195,000 |
| 4.750 | 195,000 | 1,435,000 | 3.000 | 39,260,000 | 1,252,455,000 |
| 4.450 | 120,000 | 1,555,000 | 2.950 | 3,295,000 | 1,255,750,000 |
| 4.400 | 3,555,000 | 5,110,000 | 2.900 | 9,875,000 | 1,265,625,000 |
| 4.203 | 78,150,000 | 83,260,000 | 2.880 | 1,040,000 | 1,266,665,000 |
| 4.116 | 20,710,000 | 103,970,000 | 2.875 | 3,445,000 | 1,270,110,000 |
| 4.100 | 11,760,000 | 115,730,000 | 2.850 | 8,040,000 | 1,278,150,000 |
| 4.000 | 35,895,000 | 151,625,000 | 2.800 | 11,330,000 | 1,289,480,000 |
| 4.000 PAC ⁽¹⁾ | 118,570,000 | 270,195,000 | 2.764 | 650,000 | 1,290,130,000 |
| 3.999 | 15,825,000 | 286,020,000 | 2.750 | 16,090,000 | 1,306,220,000 |
| 3.950 | 13,605,000 | 299,625,000 | 2.700 | 16,140,000 | 1,322,360,000 |
| 3.900 | 33,375,000 | 333,000,000 | 2.685 | 120,000 | 1,322,480,000 |
| 3.869 | 24,400,000 | 357,400,000 | 2.664 | 650,000 | 1,323,130,000 |
| 3.850 | 50,795,000 | 408,195,000 | 2.650 | 3,565,000 | 1,326,695,000 |
| 3.800 | 87,525,000 | 495,720,000 | 2.625 | 1,370,000 | 1,328,065,000 |
| 3.750 | 55,760,000 | 551,480,000 | 2.600 | 21,925,000 | 1,349,990,000 |
| 3.719 | 2,800,000 | 554,280,000 | 2.580 | 3,995,000 | 1,353,985,000 |
| 3.703 | 11,155,000 | 565,435,000 | 2.550 | 6,910,000 | 1,360,895,000 |
| 3.700 | 23,030,000 | 588,465,000 | 2.500 | 22,735,000 | 1,383,630,000 |
| 3.653 | 10,000,000 | 598,465,000 | 2.490 | 300,000 | 1,383,930,000 |
| 3.650 | 29,890,000 | 628,355,000 | 2.450 | 8,020,000 | 1,391,950,000 |
| 3.649 | 15,370,000 | 643,725,000 | 2.430 | 1,005,000 | 1,392,955,000 |
| 3.625 | 26,020,000 | 669,745,000 | 2.400 | 13,520,000 | 1,406,475,000 |
| 3.619 | 4,600,000 | 674,345,000 | 2.350 | 16,000,000 | 1,422,475,000 |
| 3.600 | 42,395,000 | 716,740,000 | 2.300 | 14,685,000 | 1,437,160,000 |
| 3.553 | 3,040,000 | 719,780,000 | 2.295 | 1,025,000 | 1,438,185,000 |
| 3.550 | 14,100,000 | 733,880,000 | 2.280 | 995,000 | 1,439,180,000 |
| 3.503 | 2,715,000 | 736,595,000 | 2.250 | 12,685,000 | 1,451,865,000 |
| 3.500 | 40,100,000 | 776,695,000 | 2.200 | 14,210,000 | 1,466,075,000 |
| 3.500 PAC ⁽¹⁾ | 158,520,000 | 935,215,000 | 2.150 | 9,440,000 | 1,475,515,000 |
| 3.499 | 21,120,000 | 956,335,000 | 2.100 | 15,415,000 | 1,490,930,000 |
| 3.469 | 4,800,000 | 961,135,000 | 2.050 | 9,510,000 | 1,500,440,000 |
| 3.450 | 28,030,000 | 989,165,000 | 2.000 | 12,760,000 | 1,513,200,000 |
| 3.419 | 6,350,000 | 995,515,000 | 1.950 | 8,925,000 | 1,522,125,000 |
| 3.403 | 1,060,000 | 996,575,000 | 1.900 | 8,325,000 | 1,530,450,000 |
| 3.400 | 48,635,000 | 1,045,210,000 | 1.850 | 5,345,000 | 1,535,795,000 |
| 3.375 | 12,375,000 | 1,057,585,000 | 1.800 | 11,015,000 | 1,546,810,000 |
| 3.369 | 1,850,000 | 1,059,435,000 | 1.750 | 10,890,000 | 1,557,700,000 |
| 3.350 | 21,210,000 | 1,080,645,000 | 1.700 | 4,025,000 | 1,561,725,000 |
| 3.300 | 9,555,000 | 1,090,200,000 | 1.650 | 5,105,000 | 1,566,830,000 |
| 3.250 | 24,255,000 | 1,114,455,000 | 1.600 | 5,225,000 | 1,572,055,000 |
| 3.219 | 700,000 | 1,115,155,000 | 1.550 | 5,760,000 | 1,577,815,000 |
| 3.200 | 19,070,000 | 1,134,225,000 | 1.500 | 5,065,000 | 1,582,880,000 |
| 3.150 | 19,195,000 | 1,153,420,000 | 1.450 | 6,345,000 | 1,589,225,000 |
| 3.125 | 10,640,000 | 1,164,060,000 | 1.400 | 2,575,000 | 1,591,800,000 |
| 3.119 | 700,000 | 1,164,760,000 | 1.350 | 4,865,000 | 1,596,665,000 |
| 3.100 | 22,475,000 | 1,187,235,000 | 1.300 | 1,135,000 | 1,597,800,000 |
| | | | 1.250 | 3,225,000 | 1,601,025,000 |
| | | | | Variable | 371,055,000 |
| | | | | Unamortized bond | |
| | | | | premium | <u>18,066,000</u> |
| | | | | Grand Total | <u>1,990,146,000⁽²⁾</u> |
| | | | | | <u>1,990,146,000⁽²⁾</u> |

⁽¹⁾ Bonds subject to mandatory redemption from certain principal repayments and Principal Prepayments, if received, and, generally, with certain limited protections from redemption from such sources above the applicable mandatory redemption requirement.

⁽²⁾ On November 15, 2018, the Agency issued \$217,260,000 of additional Bonds, consisting of its Series 213 Bonds, Series 214 Bonds, Series 215 Bonds and Series 216 Bonds. On November 15, 2018 and January 2, 2019, the Agency redeemed \$23,705,000 and \$51,840,000 aggregate principal amount of Bonds, respectively.

Liquidity Facilities for Bonds Bearing Variable Rates of Interest

As of October 31, 2018, thirteen Series of Bonds with an aggregate principal amount of \$371,055,000 were outstanding, bearing interest at variable interest rates and subject to optional or mandatory tender. Such amount represents approximately 18.8% of the Outstanding Bonds. In connection with the issuance of its \$45,000,000 Series 215 Bonds and \$25,000,000 Series 216 Bonds on November 15, 2018, the Agency entered into two additional Liquidity Facilities, with Bank of America, N.A. and Barclays Bank PLC, respectively. The Series of Bonds bearing interest at variable interest rates are identified in the table listing outstanding Mortgage Revenue Bonds by Series under Note 7 in Appendix B — “Financial Statements of the Agency and Independent Auditors’ Report” to this Official Statement. These thirteen Series of Bonds are each the subject of a standby bond purchase agreement. The providers of standby bond purchase agreements are each referred to individually as a “Liquidity Provider” and, collectively, as the “Liquidity Providers.” Each standby bond purchase agreement provided by each respective Liquidity Provider is referred to individually as a “Liquidity Facility” and collectively as the “Liquidity Facilities.”

The following table sets forth information about the aggregate outstanding principal amount of variable rate bonds that are the subject of Liquidity Facilities and the rating of each Liquidity Provider. For information regarding the Agency’s disclaimer with respect to ratings, see “Miscellaneous”.

Liquidity Provider Exposure and Respective Ratings

| | Aggregate Outstanding Principal Amount of Bonds Subject to Liquidity Facilities Provided by Each Liquidity Provider⁽³⁾ | Number of Liquidity Facilities⁽³⁾ | Liquidity Provider Long Term & Short Term Ratings (Moody’s)⁽¹⁾ | Liquidity Provider Long Term & Short Term Ratings (S&P)⁽¹⁾ |
|--|--|---|--|--|
| Wells Fargo Bank, National Association | \$133,705,000 | 2 | Aa2/(P)P-1 ⁽⁵⁾ | A+/A-1 ⁽⁵⁾ |
| Royal Bank of Canada, acting through its WFC, New York, Branch | 106,710,000 | 4 | Aa2/P-1 ⁽⁶⁾ | AA-/A-1+ ⁽⁶⁾ |
| Barclays Bank PLC | 52,580,000 | 3 | A2/P-1 ⁽²⁾ | A/A-1 ⁽²⁾ |
| Bank of America, N.A. | 48,715,000 | 3 | Aa3/P-1 ⁽⁷⁾ | A+/A-1 ⁽⁷⁾ |
| JPMorgan Chase Bank, N.A. | <u>29,345,000</u> | <u>1</u> | Aa2/P-1 ⁽⁴⁾ | A+/A-1 ⁽⁴⁾ |
| | <u>\$371,055,000</u> | <u>13</u> | | |

⁽¹⁾ Ratings are based upon the information available on S&P’s and Moody’s respective websites, as of February 27, 2019.

⁽²⁾ Moody’s Counterparty Risk Assessment Rating is A2/P-1. Moody’s rating outlook is stable. S&P’s long-term rating outlook is stable. Moody’s Counterparty Risk Assessment Rating is A2/P-1.

⁽³⁾ As of October 31, 2018.

⁽⁴⁾ Moody’s Counterparty Risk Assessment Rating is Aa1/P-1. Moody’s rating outlook is stable. S&P’s long-term rating outlook is stable.

⁽⁵⁾ Moody’s Counterparty Risk Assessment Rating is Aa1/P-1. Moody’s rating outlook is negative. S&P’s long-term rating outlook is stable.

⁽⁶⁾ Moody’s Counterparty Risk Assessment Rating is Aa2/P-1. Moody’s rating outlook is stable. S&P’s long-term rating outlook is stable.

⁽⁷⁾ Moody’s Counterparty Risk Assessment Rating is Aa3/P-1. Moody’s rating outlook is under review. S&P’s long-term rating outlook is stable.

This paragraph and the following table describe the existing Liquidity Facilities and Liquidity Providers as of the date of this Official Statement (except as otherwise noted). The following table summarizes certain information regarding the existing Liquidity Facilities related to the applicable Series of Bonds. Any Bond purchased by a Liquidity Provider under the terms of the applicable Liquidity Facility becomes a “bank bond” and, from the date of purchase until such Bond either is remarketed to a purchaser (other than the applicable Liquidity Provider) or retired, such bank bond will bear interest at an interest rate (a “bank bond rate”) determined pursuant to the applicable Liquidity Facility. Notwithstanding the establishment of a bank bond rate,

each Liquidity Facility requires bank bonds to bear interest at the greater of the applicable bank bond rate or the interest rate borne by Bonds of such Series in the same interest rate mode that are not bank bonds. In addition, each bank bond rate may increase upon the occurrence of certain events, including a reduction in the rating of the related Series of Bonds or certain defaults (such increased bank bond rate is the “default rate”).

| Series | Bonds Outstanding⁽¹⁾ (\$000s) | Liquidity Provider | Remarketing Agent | Current Mode | Expiration Date⁽²⁾ |
|---------------|---|--|--|---------------------|--------------------------------------|
| Series 129 | 19,790 | Royal Bank of Canada, acting through its WFC, New York, Branch | Citigroup Global Markets Inc. | Weekly | 5/4/23 |
| Series 132 | 21,825 | Royal Bank of Canada, acting through its WFC, New York, Branch | J.P. Morgan Securities LLC. | Daily | 9/17/19 |
| Series 135 | 11,990 | Barclays Bank PLC | Goldman Sachs & Co. LLC. | Daily | 5/4/21 |
| Series 139 | 27,630 | Bank of America, N.A. | J.P. Morgan Securities LLC. | Daily | 5/4/21 |
| Series 142 | 25,095 | Royal Bank of Canada, acting through its WFC, New York, Branch | RBC Capital Markets, LLC. | Daily | 9/8/22 |
| Series 144 | 21,085 | Bank of America, N.A. | Goldman Sachs & Co. LLC. | Daily | 5/4/21 |
| Series 159 | 60,000 | Wells Fargo Bank, National Association | Loop Capital Markets LLC. | Weekly | 1/12/24 |
| Series 199 | 50,000 | Wells Fargo Bank, National Association | Loop Capital Markets LLC. | Weekly | 1/12/24 |
| Series 202 | 29,345 | JPMorgan Chase Bank, N.A. | Loop Capital Markets LLC. | Daily | 5/13/19 ⁽³⁾ |
| Series 207 | 40,000 | Royal Bank of Canada, acting through its WFC, New York, Branch | Barclays Capital, Inc. | Weekly | 5/4/23 |
| Series 210 | 40,590 | Barclays Bank PLC | J.P. Morgan Securities LLC. | Weekly | 5/4/21 |
| Series 215 | 45,000 | Bank of America, N.A. | Wells Fargo Bank, National Association | Weekly | 11/15/23 |
| Series 216 | 25,000 | Barclays Bank PLC | RBC Capital Markets | Weekly | 11/14/22 |

⁽¹⁾ As of the date of this official statement.

⁽²⁾ Each of the Liquidity Facilities expires prior to the final maturity date of the related Bonds. For information regarding the final maturity date of the Bonds of each Series, see Note 7 in Appendix B — “Financial Statements of the Agency and Independent Auditors’ Report” to this Official Statement

⁽³⁾ The Agency is currently in negotiations with a Liquidity Provider to replace the current Liquidity Facility for the Series 202 Bonds.

Each Liquidity Facility requires the applicable Liquidity Provider, subject to the satisfaction of the conditions precedent set forth in such Liquidity Facility, to provide funds to pay the purchase price of any Bonds of the related Series that are tendered for purchase and not remarketed.

Under the General Resolution, interest on bank bonds is treated the same as interest on other Bonds. Each existing Liquidity Facility, other than the Liquidity Facilities provided by Bank of America, N.A., requires the Agency to repay the principal component of the purchase price of the applicable bank bond in, assuming the satisfaction of certain conditions, ten equal semi-annual installments, the first of which is due on the 181st day that an applicable bank bond has been a bank bond. Each existing Liquidity Facility provided by Bank of America, N.A. requires the Agency to repay the principal component of the purchase price of the applicable bank bond in, assuming the satisfaction of certain conditions, six equal semi-annual installments, the first of which is due on the 91st day that an applicable bank bond has been a bank bond. All successive installments under each current Liquidity Facility are due 180 days after the prior installment. The accelerated principal payments described in this paragraph are payable from moneys in the General Resolution’s General Fund in the order of priority and as described in clause (v) of “Summary of Certain Provisions of the General Resolution — General Fund”, but only if and to the extent that a Cash Flow Statement filed with the Trustee in accordance with the General Resolution demonstrates that sufficient funds are available for such purpose. See “Sources of

Payment and Security for the Bonds — Cash Flow Statements.” Failure to make such principal payments to the applicable Liquidity Provider is not an Event of Default under the General Resolution.

Each Liquidity Facility expires prior to the final maturity date of the related Bonds. In connection with any scheduled expiration, the Agency may extend the scheduled expiration, provide an alternate liquidity facility to replace the expiring standby bond purchase agreement, or convert the interest rates on the applicable Bonds to fixed interest rates or to an interest rate mode that does not require a liquidity facility. Applicable Bonds are subject to mandatory tender for purchase prior to the expiration of the related Liquidity Facility. There can be no assurance that the Agency will be able to extend any expiration date or to obtain an alternate liquidity facility on terms substantially similar to the terms of an expiring Liquidity Facility. Under certain circumstances, a Liquidity Provider may terminate a Liquidity Facility without affording the applicable Bondowners a right to tender their Bonds.

The Agency has not experienced a failed remarketing of variable rate Bonds since 2011. The Agency can give no assurance that Bonds that are the subject of a Liquidity Facility will not become bank bonds subject to applicable bank bond rates and (subject to available moneys therefor under the Resolution) accelerated principal payments as described above.

Interest Rate Swap Agreements

As of October 31, 2018, the Agency had five interest rate swap agreements. The Agency entered into an additional swap agreement on November 9, 2018 with an effective date of October 1, 2019. Such agreement was with Wells Fargo Bank, N.A. and had an initial notional amount of \$45,000,000. Pursuant to such swap agreement, which is scheduled to terminate on October 1, 2030, the Agency pays a fixed rate of 3.182%. Wells Fargo, N.A.’s ratings are shown in the table below. The swap agreements as of October 31, 2018 are referred to as the “Swap Agreements.” As of October 31, 2018, approximately \$104,420,000 principal amount of Bonds bearing variable interest rates were not the subject of Swap Agreements, representing approximately 28% of the aggregate principal amount of the Agency’s Bonds bearing variable interest rates. This does not include the \$70,000,000 aggregate principal amount of Series 215 Bonds and Series 216 Bonds issued on November 15, 2018*.

The purpose of each of the swap agreements is to place the aggregate net obligation of the Agency with respect to the related Series of Bonds on an approximately fixed-rate basis. Payments made to a counterparty by the Agency under a swap agreement will be paid from Revenues pledged under the Resolution and are on a parity with payments of interest on the Bonds, *provided* that any termination payments to be made by the Agency under any swap agreement will be subordinate to payments of principal of and interest on the Bonds. Payments made to the Agency by a counterparty under a swap agreement will be pledged as Revenues under the Resolution and deposited in the Revenue Fund on receipt. See Appendix A — “Summary of Certain Provisions of the General Resolution — Revenue Fund; Application of Revenues” and “— General Fund.”

For each of the swap agreements the Agency has the option of terminating such swap agreement in whole at any time, although one party will be required to compensate the other by paying a fee intended to approximate the market value of terminating such swap agreement. For additional information concerning each of the swap agreements, including the Agency’s potential obligation to compensate the respective counterparty and other risks related to swap agreements, see Note 8 in Appendix B — “Financial Statements of the Agency and Independent Auditors’ Report” to this Official Statement. The Agency also has the option of terminating certain of the swap agreements in whole or in part without payment of a termination fee by either party.

* As of January 15, 2019, approximately \$105,715,000 principal amount of Bonds bearing variable interest rates were not the subject of Swap Agreements, representing approximately 25% of the aggregate principal amount of the Agency’s Bonds bearing variable interest rates.

LIBOR risk. Certain of the swap agreements obligate the Agency to make periodic fixed rate payments and entitle the Agency to receive periodic USD LIBOR-based payments. The Federal Reserve System and the Bank of New York (the “New York Fed”) convened its Alternative Reference Rate Committee (“ARRC”) in 2014 to identify alternative reference rates as an alternative to United States dollar-denominated LIBOR (“USD LIBOR”), identify best practices for contract robustness in the interest rate market, and create an implementation plan to support an orderly adoption of new references rates. The British Financial Conduct Authority, which supervises LIBOR’s administrator, stated that it would not attempt to persuade or compel panel banks that currently submit interest rate information used in the setting of LIBOR rates to continue to do so after December 31, 2021. The ARRC is currently attempting to address issues related to the anticipated transition from reliance upon USD LIBOR for various market sectors. With respect to derivative agreements, ARRC is proceeding in conjunction with the International Swap Dealer’s Association. There can be no assurance as to the timing or outcome of these and other LIBOR-related regulatory developments, or as to the effects of market reaction to such developments. It is possible that such regulatory developments, or that a cessation of USD LIBOR publication, might affect the determination of certain scheduled and, if applicable, termination payment obligations upon such derivatives contracts.

| <u>Counterparty</u> | <u>Current Notional Amount as of 10/31/18 (000s)</u> ⁽¹⁾ | <u>Scheduled Termination Date</u> | <u>Fixed Rate Paid (%)</u> | <u>Counterparty Rating (S&P/Moody’s)</u> ⁽²⁾ |
|--|---|-----------------------------------|----------------------------|---|
| Royal Bank of Canada, acting through its WFC, New York, Branch | \$90,000 | October 1, 2028 ⁽³⁾ | 2.7855 | AA-/Aa2 ⁽⁴⁾ |
| Wells Fargo Bank, N.A. | 32,635 ⁽⁵⁾ | October 1, 2035 | 3.5870 | A+/Aa2 ⁽⁶⁾ |
| JPMorgan Chase Bank, N.A. | 34,000 ⁽⁵⁾ | April 1, 2037 | 3.4783 | A+/Aa2 ⁽⁷⁾ |
| The Bank of New York Mellon | 70,000 | October 1, 2033 ⁽⁸⁾ | 2.5025 | AA-/Aa2 ⁽⁹⁾ |
| Wells Fargo Bank, N.A. | 40,000 | October 1, 2033 ⁽⁸⁾ | 2.4890 | A+/Aa2 ⁽⁶⁾ |

- (1) As of October 31, 2018, the notional amount of each Swap Agreement is equal to, as applicable, the outstanding principal amount of a related Series of Bonds or the related portion thereof. As noted in note (5) below, the notional amounts with respect to certain Swap Agreements will, as applicable, decline.
- (2) For information regarding the Agency’s disclaimer with respect to ratings, see “Miscellaneous”. The Agency undertakes no responsibility for updating any rating information included in this Official Statement. All ratings are based upon the information available on S&P’s and Moody’s respective websites, as of February 27, 2019.
- (3) Optional early termination dates begin October 1, 2023.
- (4) S&P’s rating outlook is stable. Moody’s rating outlook is stable. Moody’s Counterparty Risk Assessment Rating is Aa2/P-1.
- (5) The respective notional amounts of the Swap Agreement with Wells Fargo and the Swap Agreement with JPMorgan will decline periodically on each April 1 and October 1, commencing, respectively, April 1, 2018 and October 1, 2025.
- (6) S&P’s rating outlook is stable. Moody’s rating outlook is negative. Moody’s Counterparty Risk Assessment Rating is Aa1/P-1.
- (7) S&P’s rating outlook is stable. Moody’s rating outlook is stable. Moody’s Counterparty Risk Assessment Rating is Aa1/P-1.
- (8) Optional early termination dates begin October 1, 2028.
- (9) S&P Global Ratings rating outlook is stable. Moody’s rating outlook is stable. Moody’s Counterparty Risk Assessment Rating is Aa2/P-1.

ASSUMPTIONS REGARDING REVENUES, DEBT SERVICE REQUIREMENTS, AND PROGRAM EXPENSES

General

The Agency has made, or will make, certain assumptions, including those set forth under this caption “Assumptions Regarding Revenues, Debt Service Requirements, and Program Expenses,” in preparing the Cash Flow Statement to be delivered in connection with the issuance of the Offered Bonds (the “Offered Bonds Cash Flow Statement”). The assumptions will include those prescribed or permitted by the Rating Agency at the time of the delivery of the Offered Bonds Cash Flow Statement applicable to the interest rate or rates, and the applicable period of such rates, for Bonds that are (a) Bonds that currently bear variable rate(s) of interest and are not the subject of an interest rate exchange agreement, and (b) Bonds that are the subject of interest rate exchange agreements. Such rate or rates will not necessarily be fixed interest rates.

The Agency expects payments under the Mortgage Loans and moneys and securities held under the General Resolution and the income thereon to be sufficient to pay, when due, the principal (including Sinking Fund Requirements) of and interest on all of the Outstanding Prior Series Bonds and the Offered Bonds.

In arriving at the foregoing, the Agency has not considered the issuance of Additional Bonds or the application or investment of the proceeds thereof; *however*, a condition in the General Resolution to issuing Additional Bonds is the filing of a Cash Flow Statement. Since all Bonds issued under the General Resolution (*unless* expressly subordinated) and other Parity Obligations will rank equally and ratably with the Offered Bonds with respect to the security afforded by the General Resolution, availability of money for repayment of the Offered Bonds could be significantly affected by the issuance, application, and investment of proceeds of Additional Bonds or the existence of other Parity Obligations. See “Sources of Payment and Security for the Bonds — Cash Flow Statements” for the requirements established by the General Resolution for a Cash Flow Statement.

Future Cash Flow Statements may be based on assumptions that differ from those reflected in the Offered Bonds Cash Flow Statement.

The Agency has structured bond maturities and Sinking Fund Requirements for its Bond series based on, among other things, assumptions regarding the receipt of Revenues, including, in some instances, the receipt of some Principal Prepayments at various PSA speeds. The Agency, however, expects and the Offered Bonds Cash Flow Statement is required to demonstrate, that sufficient Revenues and Principal Prepayments will be available under the General Resolution to pay the maturities and Sinking Fund Requirements of the Offered Bonds at the prepayment speeds used in preparing the Offered Bonds Cash Flow Statement. For information concerning the PSA prepayment model, see “The Offered Bonds — Redemption — Special Mandatory Redemption of PAC Bonds — PSA Model” above.

The Agency believes it is reasonable to make these assumptions regarding the Prior Series Bonds and the Offered Bonds, but can give no assurance that the actual receipt of money will correspond with the estimates of money available to pay the debt service on the Bonds and the expenses of the Agency and the Trustee incurred in connection with the Program.

Mortgages

In preparing the Offered Bonds Cash Flow Statement, the Agency will assume that (a) no scheduled principal payments will be received on Mortgage Loans identified by the Agency at the time the Offered Bonds Cash Flow Statement is prepared as being in the foreclosure process, (b) losses on defaulted Mortgage Loans will not exceed insurance coverage and recoveries upon disposition, including foreclosures, and (c) no principal payments will be received from the Second Lien DPA Loans. See “Sources of Payment and Security for the

Bonds — The Program — Mortgage Loans,” “— Down Payment Assistance Loans” and “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — Delinquencies.”

The Offered Bonds Cash Flow Statement will include the following assumptions with respect to the Offered Bonds Mortgage Loans (other than Offered Bonds DPA Loans): (i) the Agency will use lendable proceeds to purchase approximately \$120 million aggregate principal amount of Offered Bonds Mortgage Loans by approximately August 1, 2019 with a weighted average interest rate of approximately 4.89% per annum and a weighted average term to maturity of 360 months, (ii) all of the Offered Bonds Mortgage Loans will have 30-year terms, (iii) a portion of the proceeds described in (i) above may be set aside to be combined with other lendable amounts to produce mortgage loans with blended yields, (iv) substantially all of the aggregate principal amount of the Offered Bonds Mortgage Loans, other than those described in (iii) above, will have interest rates that range from 2.00% to 5.625%, and (v) the Mortgage Loan interest rate for any Offered Bonds Mortgage Loan with respect to which the Agency has made a DPA Loan will be higher than the otherwise applicable interest rate.

The Agency reserves the right, at its option, to change the interest rate or rates offered for Mortgage Loans (and for any mortgage loans in which they may be participated) in its management of the Program, including to assist the Agency in complying with requirements imposed by the Code or to adjust to changing mortgage market conditions. The Agency also reserves the right to change the amounts of money it will make available for Mortgage Loans at different interest rates. Finally, the assumption in the Offered Bonds Cash Flow Statement regarding the origination period for the Offered Bonds Mortgage Loans is itself based on several assumptions, including assumptions regarding the order in which the Agency will apply available moneys to finance mortgage loans. See “Other Agency Activities — Mortgage Revenue Bond Resolution Forward Commitment Program” and “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans” for information regarding such additional currently available amounts.

Certain Investments

Amounts allocable to the Offered Bonds on deposit in the Bond Proceeds Fund, the Acquisition Fund, the Debt Reserve Fund, and the Loan Loss Fund are expected to be invested in Investment Obligations. See “Homeowner Mortgage Revenue Bonds Financial Information — Investments.”

Expenses

In preparing the Offered Bonds Cash Flow Statement, the Agency will assume that the servicers of the Mortgage Loans will not be paid a servicing fee from Revenues but, pursuant to the State Tax Law, will receive a credit against their franchise taxes. The annual premiums for the existing mortgage pool insurance policies are between 0.01% and 0.15% of the outstanding principal amounts of the loans covered by such policies. The annual Trustee fee in connection with the Prior Series Bonds and the Offered Bonds will be assumed to be equal to .03% of the Outstanding Prior Series Bonds and the Offered Bonds.

The Series Resolutions with respect to the Prior Series Bonds and the Offered Bonds provide that during a Fiscal Year the Agency may withdraw as Expenses (which includes items in addition to those described in the preceding paragraph) amounts not to exceed the maximum aggregate amount permissible under the Resolution as supported by a Cash Flow Statement filed by the Agency with the Trustee. See Appendix A — “Summary of Certain Provisions of the General Resolution — Certain Definitions — Expenses” and “Sources of Payment and Security for the Bonds — Cash Flow Statements.”

OTHER AGENCY ACTIVITIES

Mortgage Revenue Bond Resolution Forward Commitment Program

Beginning in 1983, the Agency has issued its Mortgage Revenue Bonds, which include both taxable and tax-exempt bonds, under its MRB Resolution, for the primary purpose of purchasing mortgage loans. As of October 31, 2018, there was approximately \$615.9 million aggregate principal amount of Mortgage Revenue Bonds outstanding (including accreted value of Mortgage Revenue Bonds issued at less than the maturity value thereof). The Agency has not redeemed any of its long-term, fixed-rate Mortgage Revenue Bonds from unexpended proceeds of such bonds not used to purchase mortgage loans and related amounts since 1987. As of October 31, 2018, there was approximately \$708.4 million aggregate outstanding principal balance of MRB Loans. In the past, the Agency has applied excess revenues (including principal prepayments) available under the MRB Resolution to finance \$58.4 million of MRB Loans. The Agency has also used revenues under the MRB Resolution to acquire existing MRB Loans. In addition, the Agency can issue Mortgage Revenue Bonds and also apply other excess revenues (including Principal Prepayments) in the future for such purpose. All of the Mortgage Revenue Bonds are secured separately from the Bonds. There are no lendable proceeds of Mortgage Revenue Bonds available to finance mortgage loans.

Since 2009, the Agency has issued eighteen series of bonds under the MRB Resolution in an approximate aggregate principal amount of \$1.14 billion, eight of which were issued in connection with the New Issue Bond Program of the United States Department of the Treasury. The Agency has utilized the proceeds of such Mortgage Revenue Bonds to purchase approximately \$977 million of MRB Loans from 2009 to and including October 31, 2018.

Mortgage Insurance Fund

In addition to its other programs, the Act authorizes the Agency to operate a mortgage insurance program. The MIF was created by the State Legislature in 1978 and is described in Appendix D — “Mortgage Insurance and New York Foreclosure Procedures — MIF.” The payment of principal and interest on the Bonds is not secured by or payable from moneys held in the MIF. The MIF currently provides mortgage pool insurance coverage and/or primary mortgage insurance coverage on (i) certain mortgage loans purchased with proceeds attributable to several series of the Agency’s Mortgage Revenue Bonds and (ii) Mortgage Loans as described in the table in “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — Mortgage Pool Insurance Coverage” and “— PMI Coverage.” The Agency has entered into an agreement with the MIF under which the MIF will provide mortgage pool insurance coverage with respect to the new Mortgage Loans and mortgage loans financed pursuant to the MRB Resolution. For information regarding such insurance coverage, see Appendix D — “Mortgage Insurance and New York Foreclosure Procedures — Mortgage Pool Insurance Policies — General,” “— Mortgage Pool Insurance Policies — MIF Policies,” and “— PMI Programs — MIF PMI” to this Official Statement.

FHA Plus and Fannie Mae Conventional Plus Programs

The Agency’s FHA Plus Program and Fannie Mae Conventional Plus Program both enable the Agency to further its statutory mission without issuing bonds. Under the FHA Plus and Conventional Plus Programs, borrowers receive, depending on the program selected, a FHA-insured mortgage loan or a Fannie Mae MyCommunityMortgage® to acquire or refinance a home. The Agency provides down payment assistance to requesting borrowers. While the mortgage loans originated under either program are not financed with Agency moneys, the down payment assistance loans are financed with unrestricted Agency funds.

Once originated, the mortgage loans and accompanying down payment assistance loans (if any) are sold to M&T Bank, the master servicer for both programs. Loans (other than those providing down payment assistance) are then pooled by M&T Bank into Ginnie Mae mortgage-backed securities (if originated under the FHA Plus Program) or Fannie Mae mortgage-backed securities (if originated under the Conventional Plus Program). The Agency retains ownership of down payment assistance loans, but not the mortgage loans, originated under either program. Participation in either program is not limited to first-time homebuyers and

neither imposes any purchase price limits on eligible residences. The FHA Plus Program, in addition, does not require eligible borrowers to satisfy any household income limits (the income limits under the Conventional Plus Program are the higher of those imposed under the Low Interest Rate Program or allowed by Fannie Mae).

None of the mortgage loans and down payment assistance loans originated under the FHA Plus Program or the Fannie Mae Conventional Plus Program are financed with moneys pledged under the Resolution or under the MRB Resolution. Consequently, such loans (and any payments of principal and interest thereon) do not serve as security for any Agency bonds (including Bonds issued under the Resolution).

Educational Loans

In 1972, the Agency was granted the authority to purchase and to make commitments to purchase education loans. In 2009, the existing education loan provisions of the Act were substantially revised to facilitate the implementation of the New York State Higher Education Loan Program (“NYHELPS Program”), a new program that is administered by the New York Higher Education Services Corporation, an educational corporation of the State, created in the State Education Department and within the University of the State of New York established under the Board of Regents. In connection with the NYHELPS Program, the Agency will be doing business as the State of New York Higher Education Finance Authority.

On December 15, 2009, the Agency issued a series of bonds in connection with the NYHELPS Program, \$97,795,000 aggregate principal amount NYHELPS Education Loan Revenue Bonds, 2009 Series A, of which \$5,275,000 were outstanding as of October 31, 2018.

The Agency does not expect to finance new education loans under the NYHELPS Program unless additional funding is provided. The NYHELPS Program is being evaluated to determine how it can best serve New York State students and families.

Other Activities

The Act also empowers the Agency to purchase home improvement loans.

For additional information relative to other programs of the Agency, see the Financial Statements contained in Appendix B to this Official Statement.

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FINANCIAL STATEMENTS

Independent Auditors

The financial statements of the Agency as of and for the years ended October 31, 2017 and 2018, included in Appendix B of this Official Statement, have been audited by Ernst & Young LLP (“Ernst & Young”), independent auditors, as stated in their report appearing therein. Ernst & Young has not audited the financial information and operating data of the Agency dated subsequent to October 31, 2018 contained herein.

Financial Statements

Pursuant to current State law, the Agency is required, within ninety (90) days after the end of each of its Fiscal Years, to submit its financial statements for such Fiscal Year to various entities within State government. The Agency’s Board approved its financial statements for the Fiscal Year 2018 on January 24, 2019. In addition, the General Resolution sets forth requirements regarding the delivery of financial statements to the Trustee. See “Summary of Certain Provisions of the General Resolution — Annual Audit and Report.” Also, the Agency has additional requirements for delivery of its financial statements under the Master Continuing Disclosure Agreement. See “Continuing Disclosure” below and Appendix F — “Master Continuing Disclosure Agreement.”

Assets pledged under the respective programs referenced in the financial statements, other than Pledged Property (as described under “Sources of Payment and Security for the Bonds”), are not pledged to and should not be considered as a source of payment for the Bonds.

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TAX MATTERS

Tax-Exempt Bonds

General

Interest on the Taxable Bonds is included in gross income for Federal income tax purposes, and, therefore, the following discussion does not apply to proceeds of or Mortgage Loans (or portions of Mortgage Loans) attributable to the Taxable Bonds. See “Taxable Bonds”.

The requirements of applicable Federal tax law must be satisfied with respect to all of the bonds which are treated as a composite issue under the Code in order that interest on the bonds which are part of such composite issue not be included in gross income for Federal income tax purposes retroactive to the date of issuance thereof. The Tax-Exempt Bonds are treated as a composite issue under the Code.

The Code provides that interest on obligations of a governmental unit such as the Agency issued to finance single family residences or to refund bonds issued for such purposes is excluded from gross income for Federal income tax purposes only if certain requirements are met with respect to the terms, amount and purpose of the obligations, the use of the funds generated by the issuance of the obligations, the nature of the residence and the mortgage loan and the eligibility of the borrower executing the mortgage loan. See Appendix G — “Certain Additional Federal Income Tax Matters” for such requirements with respect to the Tax-Exempt Bonds.

The Agency has included provisions in its Program documents that establish procedures, including receipt of certain affidavits and warranties from Mortgage Lenders and mortgagors, in order to assure compliance with the loan eligibility requirements and other requirements that must be satisfied subsequent to the date of issuance of the Tax-Exempt Bonds. The Agency has covenanted in the Offered Bonds Series Resolution to do and perform all acts and things permitted by law and necessary or desirable to assure that interest paid on the Tax-Exempt Bonds shall not be included in gross income for Federal income tax purposes and, for such purpose, to adopt and maintain appropriate procedures.

Federal Tax Exemption Opinion of Bond Counsel

In the opinion of Hawkins Delafield & Wood LLP, Bond Counsel to the Agency, under existing statutes and court decisions, and assuming continuing compliance with certain tax covenants described herein, (i) interest on the Tax-Exempt Bonds is excluded from gross income for Federal income tax purposes pursuant to Section 103 of the Code; (ii) interest on the Series 217 Bonds is not treated as a preference item in calculating the alternative minimum tax under the Code; and (iii) interest on the Series 218 Bonds is treated as a preference item in calculating the alternative minimum tax under the Code. In rendering its opinion, Bond Counsel has relied on certain representations, certifications of fact, and statements of reasonable expectations made by the Agency in connection with the Tax-Exempt Bonds, and Bond Counsel has assumed compliance by the Agency with certain ongoing tax covenants to comply with applicable requirements of the Code to assure the exclusion of interest on the Tax-Exempt Bonds from gross income under Section 103 of the Code.

Bond Counsel expresses no opinion regarding any other Federal, state or local tax consequences arising with respect to the Tax-Exempt Bonds or the ownership or disposition thereof, except as stated above. Bond Counsel renders its opinion under existing statutes and court decisions as of the issue date, and assumes no obligation to update, revise or supplement its opinion to reflect any action thereafter taken or not taken, any fact or circumstance that may thereafter come to its attention, any change in law or in interpretations thereof that may thereafter occur, or for any other reason. Bond Counsel expresses no opinion as to the consequence of any of the events described in the preceding sentence or the likelihood of their occurrence. In addition, Bond Counsel expresses no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel regarding Federal, state or local tax matters, including without limitation, exclusion from gross income for Federal income tax purposes of interest on the Tax-Exempt Bonds.

State Tax Exemption Opinion of Bond Counsel

In the opinion of Bond Counsel to the Agency, under existing statutes, interest on the Tax-Exempt Bonds is exempt from personal income taxes imposed by the State of New York and any political subdivision thereof (including The City of New York), and the Tax-Exempt Bonds are exempt from all taxation directly imposed thereon by or under the authority of said State except for estate or gift taxes or taxes on transfers.

Bond Counsel expresses no opinion regarding any other state or local tax consequences with respect to the Tax-Exempt Bonds. Bond Counsel renders its opinion under existing statutes as of the issue date, and assumes no obligation to update its opinion to reflect any future action, fact or circumstance, or change in law or interpretation, or otherwise. Bond Counsel expresses no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel under state and local tax law.

Certain Collateral Federal Tax Consequences

The following is a brief discussion of certain collateral Federal income tax matters with respect to the Tax-Exempt Bonds. It does not purport to address all aspects of Federal taxation that may be relevant to a particular owner of a Tax-Exempt Bond. Prospective investors, particularly those who may be subject to special rules, are advised to consult their own tax advisors regarding the Federal tax consequences of owning and disposing of the Tax-Exempt Bonds.

Prospective owners of Tax-Exempt Bonds should be aware that the ownership of such obligations may result in collateral Federal income tax consequences to various categories of persons, such as corporations (including S corporations and foreign corporations), financial institutions, property and casualty and life insurance companies, individual recipients of Social Security and railroad retirement benefits, individuals otherwise eligible for the earned income tax credit, and taxpayers deemed to have incurred or continued indebtedness to purchase or carry obligations the interest on which is excluded from gross income for Federal income tax purposes. Interest on the Tax-Exempt Bonds may be taken into account in determining the tax liability of foreign corporations subject to the branch profits tax imposed by Section 884 of the Code.

Bond Premium

In general, if an owner acquires a Tax-Exempt Bond for a purchase price (excluding accrued interest) or otherwise at a tax basis that reflects a premium over the sum of all amounts payable on that Tax-Exempt Bond after the acquisition date (excluding certain “qualified stated interest” that is unconditionally payable at least annually at prescribed rates), that premium constitutes “bond premium” on that Tax-Exempt Bond (a “Premium Bond”). In general, under Section 171 of the Code, an owner of a Premium Bond must amortize the bond premium over the remaining term of the Premium Bond, based on the owner’s yield over the remaining term of the Premium Bond determined based on constant yield principles (in certain cases involving a Premium Bond callable prior to its stated maturity date, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on such bond). An owner of a Premium Bond must amortize the bond premium by offsetting the qualified stated interest allocable to each interest accrual period under the owner’s regular method of accounting against the bond premium allocable to that period. In the case of a tax-exempt Premium Bond, if the bond premium allocable to an accrual period exceeds the qualified stated interest allocable to that accrual period, the excess is a nondeductible loss. Under certain circumstances, the owner of a Premium Bond may realize a taxable gain upon disposition of the Premium Bond even though it is sold or redeemed for an amount less than or equal to the owner’s original acquisition cost. Owners of any Premium Bonds should consult their own tax advisors regarding the treatment of bond premium for Federal income tax purposes, including various special rules relating thereto, and state and local tax consequences, in connection with the acquisition, ownership, amortization of bond premium on, sale, exchange, or other disposition of Premium Bonds.

Information Reporting and Backup Withholding

Information reporting requirements apply to interest paid on tax-exempt obligations, including the Tax-Exempt Bonds. In general, such reporting requirements are satisfied if the interest recipient completes, and provides the payor with, a Form W-9, "Request for Taxpayer Identification Number and Certification," or if the recipient is one of a limited class of exempt recipients. A recipient not otherwise exempt from information reporting who fails to satisfy the information reporting requirements will be subject to "backup withholding," which means that the payor is required to deduct and withhold a tax from the interest payment, calculated in the manner set forth in the Code. For the foregoing purpose, a "payor" generally refers to the person or entity from whom a recipient receives its payments of interest or who collects such payments on behalf of the recipient.

If an owner purchasing a Tax-Exempt Bond through a brokerage account has executed a Form W-9 in connection with the establishment of such account, as generally can be expected, no backup withholding should occur. In any event, backup withholding does not affect the excludability of the interest on the Tax-Exempt Bonds from gross income for Federal income tax purposes. Any amounts withheld pursuant to backup withholding would be allowed as a refund or a credit against the owner's Federal income tax once the required information is furnished to the Internal Revenue Service.

Miscellaneous

Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the Federal or state level, may adversely affect the tax-exempt status of interest on the Offered Bonds under Federal or state law or otherwise prevent beneficial owners of the Offered Bonds from realizing the full current benefit of the tax status of such interest. In addition, such legislation or actions (whether currently proposed, proposed in the future, or enacted) and such decisions could affect the market price or marketability of the Offered Bonds.

Prospective purchasers of the Offered Bonds should consult their own tax advisors regarding the foregoing matters.

Taxable Bonds

General. The following discussion is a brief summary of the principal United States Federal income tax consequences of the acquisition, ownership and disposition of Taxable Bonds by original purchasers of the Taxable Bonds who are "U.S. Holders," (as defined herein). This summary (i) is based on the Code, Treasury Regulations, revenue rulings and court decisions, all as currently in effect and all subject to change at any time, possibly with retroactive effect; (ii) assumes that the Taxable Bonds will be held as "capital assets"; and (iii) does not discuss all of the United States Federal income tax consequences that may be relevant to a holder in light of its particular circumstances or to holders subject to special rules, such as insurance companies, financial institutions, tax-exempt organizations, dealers in securities or foreign currencies, persons holding the Taxable Bonds as a position in a "hedge" or "straddle," holders whose functional currency (as defined in Section 985 of the Code) is not the United States dollar, holders who acquire Taxable Bonds in the secondary market, or individuals, estates and trusts subject to the tax on unearned income imposed by Section 1411 of the Code.

Holders of Taxable Bonds should consult with their own tax advisors concerning the United States Federal income tax and other consequences with respect to the acquisition, ownership and disposition of the Taxable Bonds as well as any tax consequences that may arise under the laws of any state, local or foreign tax jurisdiction.

Federal and State Tax Exemption Opinion of Bond Counsel. In the opinion of Bond Counsel to the Agency, interest on the Taxable Bonds is included in gross income for Federal income tax purposes pursuant to the Code.

In addition, in the opinion of Bond Counsel, under existing statutes, interest on the Taxable Bonds is exempt from personal income taxes imposed by the State of New York and any political subdivision thereof (including The City of New York), and the Taxable Bonds are exempt from all taxation directly imposed thereon by or under the authority of said State except for estate or gift taxes or taxes on transfers.

Bond Counsel expresses no opinion regarding any other Federal or state tax consequences with respect to the Taxable Bonds. Bond Counsel renders its opinion under existing statutes as of the issue date, and assumes no obligation to update its opinion to reflect any future action, fact or circumstance, or change in law or interpretation, or otherwise. Bond Counsel expresses no opinion on the effect of any action thereafter taken or not taken in reliance upon an opinion of other counsel under state and local tax law.

Disposition and Defeasance. Generally, upon the sale, exchange, redemption, or other disposition (which would include a legal defeasance) of a Taxable Bond, a holder generally will recognize taxable gain or loss in an amount equal to the difference between the amount realized (other than amounts attributable to accrued interest not previously includable in income) and such holder's adjusted tax basis in the Taxable Bond.

The Agency may cause the deposit of monies or securities in escrow in such an amount and manner as to cause the Taxable Bonds to be deemed to be no longer Outstanding under the General Resolution (a "defeasance"). See Appendix A — "Summary of Certain Provisions of the General Resolution — Defeasance." For Federal income tax purposes, such defeasance could result in a deemed exchange under Section 1001 of the Code and a recognition by such owner of taxable income or loss, without any corresponding receipt of moneys. In addition, the character and timing of receipt of payments on the Taxable Bonds subsequent to any such defeasance could also be affected.

Information Reporting and Backup Withholding. In general, information reporting requirements will apply to non-corporate holders of the Taxable Bonds with respect to payments of principal, payments of interest, and the accrual of original issue discount, if any, on a Taxable Bond and the proceeds of the sale of a Taxable Bond before maturity within the United States. Backup withholding may apply to holders of Taxable Bonds under Section 3406 of the Code. Any amounts withheld under the backup withholding rules from a payment to a beneficial owner, and which constitutes over-withholding, would be allowed as a refund or a credit against such beneficial owner's United States Federal income tax provided the required information is furnished to the Internal Revenue Service.

U.S. Holders. The term "U.S. Holder" means a beneficial owner of a Taxable Bond that is: (i) a citizen or resident of the United States, (ii) a corporation, partnership or other entity created or organized in or under the laws of the United States or of any political subdivision thereof, (iii) an estate the income of which is subject to United States Federal income taxation regardless of its source or (iv) a trust whose administration is subject to the primary jurisdiction of a United States court and which has one or more United States fiduciaries who have the authority to control all substantial decisions of the trust.

Miscellaneous. Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the Federal or state level, may adversely affect the tax-exempt status of interest on the Taxable Bonds under state law and could affect the market price or marketability of the Taxable Bonds.

Prospective purchasers of the Taxable Bonds should consult their own tax advisors regarding the foregoing matters.

LITIGATION

There is no material litigation pending or to the knowledge of the Agency threatened against the Agency in any court in any way affecting the existence of the Agency or the titles of its officers or directors to their respective offices, or seeking to restrain or enjoin the issuance, sale, or delivery of the Offered Bonds, or contesting or affecting in any way the collection or application of Pledged Property, or in any way contesting or

affecting the validity or enforceability of the Offered Bonds or the Resolution, or contesting in any way the completeness or accuracy of this Official Statement, or contesting the powers of the Agency or any authority with respect to the Offered Bonds, the Resolution, the Mortgage Purchase Agreements, or the Servicing Agreements, or contesting in any way any transaction described in or contemplated by this Official Statement, nor, to the best of the Agency's knowledge, is there any basis therefor.

CONTINUING DISCLOSURE

The Agency has covenanted, in a Master Continuing Disclosure Agreement by and between the Agency and the Trustee (the "Master Continuing Disclosure Agreement"), dated February 28, 2019, for the benefit of the Holders (as defined in Appendix F to this Official Statement) of the Offered Bonds to provide certain financial information and operating data relating to the Agency (the "Annual Financial Information") by not later than 180 days following the end of the Agency's then current fiscal reporting period, commencing with the reporting period ending October 31, 2019, and to provide notices of the occurrence of certain enumerated events. The Master Continuing Disclosure Agreement requires that the Annual Financial Information be filed by the Agency with the Municipal Securities Rulemaking Board (the "MSRB") through its Electronic Municipal Market Access system ("EMMA"). The Master Continuing Disclosure Agreement requires that notices of listed events be filed by the Agency with EMMA. The specific nature of the information to be contained in the Annual Financial Information and the notices of listed events is included in Appendix F — "Master Continuing Disclosure Agreement." The covenants in the Master Continuing Disclosure Agreement have been made in order to assist the underwriters of the Offered Bonds in complying with Rule 15c2-12(b)(5) promulgated by the Securities and Exchange Commission, as amended (the "Rule").

The Agency has not failed to comply, in any material respect, with any previous written continuing disclosure agreement specified in paragraph (b)(5)(i) of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended.

The Agency is not responsible for any failure by EMMA or any nationally recognized municipal securities information repository to timely post disclosure submitted to it by the Agency or any failure to associate such submitted disclosure to all related CUSIPs.

RATINGS

Moody's has assigned a rating of "Aa1" to the Offered Bonds with a "stable" outlook. This rating reflects only the views of Moody's. An explanation of the significance of the ratings or any outlooks or other statements given with respect thereto from Moody's may be obtained as follows:

Moody's Investors Service, Inc.
7 World Trade Center
New York, New York 10007
(212) 553-0300

The Agency has furnished information to Moody's, including information not included in this official statement, about the Agency and the Offered Bonds. Generally, rating agencies base their ratings on that information and on independent investigations, studies and assumptions made by each rating agency. A securities rating is not a recommendation to buy, sell or hold securities. Also see "Miscellaneous" below for additional discussion of ratings.

LEGAL MATTERS

Legal matters incident to the authorization, sale, and delivery of the Offered Bonds by the Agency are subject to the receipt of certain opinions of Hawkins Delafield & Wood LLP, New York, New York, Bond Counsel to the Agency, and certain other conditions. The approving opinion of Bond Counsel to the Agency will be delivered with the Offered Bonds in substantially the form attached to this Official Statement as Appendix I. D. Seaton and Associates, P.A., P.C., New York, New York, is serving as Disclosure Counsel to the Agency. Certain legal matters will be passed upon by Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., New York, New York, as counsel to the Underwriters.

UNDERWRITING

The issuance of each Series of the Offered Bonds is conditioned upon the issuance of the other Series of the Offered Bonds.

The Offered Bonds are being purchased by the underwriters identified on the cover page of this Official Statement (the "Underwriters"). The Underwriters have agreed to purchase the Bonds at the respective initial offering prices or yields set forth on the inside cover page (including any applicable original issue discount or premium). The Agency will pay a fee of \$801,672.60 to Underwriters with respect to the Offered Bonds.

The purchase contract provides that the Underwriters will purchase all of the Offered Bonds, if any are purchased, the obligation to make such purchase being subject to certain terms and conditions set forth in the purchase contract, the receipt of certain legal opinions, and certain other conditions. The initial public offering prices and yields of the Offered Bonds may be changed, from time to time, by the Underwriters. The purchase contract for the Offered Bonds provides that the Underwriters may offer and sell the Offered Bonds to certain dealers (including dealers depositing such Bonds into unit investment trusts, certain of which may be sponsored or managed by an Underwriter) and others at prices lower or yields higher than the public offering prices and yields of the Offered Bonds stated on the inside cover page.

Information Provided by the Underwriters

This paragraph and the next three successive paragraph have been provided by the Underwriters: Certain of the Underwriters may have entered into distribution agreements with other broker-dealers (that have not been designated by the Agency as Underwriters) for the distribution of the Offered Bonds. Such agreements generally provide that the relevant Underwriter will share a portion of its underwriting compensation or selling concession with such broker-dealers.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the Agency for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities, which may include credit default swaps) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the Agency.

The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their respective responsibilities to investors under the federal securities laws as applied to the facts and

circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

MISCELLANEOUS

The references herein to the Act, the Code, the Resolution, the Series Resolutions authorizing Bonds and the Master Continuing Disclosure Agreement are brief outlines of certain provisions thereof. The references herein to the Mortgage Purchase Agreements, the Servicing Agreements, and the Program Documents are brief outlines of certain provisions that are included therein. Such outlines do not purport to be complete or definitive, and reference is made to such statutes, the Resolution, the Series Resolutions authorizing Bonds, the Master Continuing Disclosure Agreement, the Mortgage Purchase Agreements, the Servicing Agreements, and the Program Documents for complete and definitive statements of such provisions. The agreements of the Agency with the Owners of the Bonds are fully set forth in the Resolution and the Series Resolutions authorizing Bonds, and this Official Statement is not to be construed as a contract with the Owners of the Bonds. To the extent that any statements are made in this Official Statement involving matters of opinion or estimates, whether or not expressly stated as such, they are intended merely as such and not as representations of fact. The information in this Official Statement is subject to change without notice, and no inference should be derived from the sale of the Offered Bonds that there has been no change in the affairs of the Agency or in the other matters described in this Official Statement from the date hereof. Totals listed in tables herein may not add due to rounding. Ratings included in this Official Statement reflect only the views of respective rating agencies and an explanation of the significance of such ratings may be obtained from such organizations. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by such rating agencies if, in their judgment, circumstances so warrant. Those circumstances may include, among other things, changes in or unavailability of information relating to the Agency or the Offered Bonds. Any such downward revision or withdrawal of such ratings may have an adverse effect on the market price of the Bonds. The Agency undertakes no responsibility for updating the rating information included in this Official Statement. Copies of the Act, the Resolution, the Series Resolutions authorizing the Bonds and the Master Continuing Disclosure Agreement are available for inspection at the offices of the Agency.

From time to time, legislation and other measures may be introduced on the Federal and State levels that, if enacted into law, could affect the Agency and its operations, including the Program, the Bonds or the Mortgage Loans. While some of these measures may benefit the Program, no assurance can be given that the Program, the Bonds or the holders of such Bonds will not be adversely affected by such measures. Among other matters, such legislation could increase the principal amount of indebtedness which the Agency can issue. The Agency is not able to represent whether such bills will be introduced in the future or become law. In addition, the State undertakes periodic studies of public authorities in the State (including the Agency) and their financing programs. Any of such periodic studies could result in proposed legislation that, if adopted, could affect the Agency and its operations.

The Agency makes no representation, guaranty or assurance as to whether a purchaser of the Offered Bonds is eligible to receive credits under the Community Reinvestment Act of 1977 (the "CRA") or as to the level of CRA credits, if any, that will be received from such purchase. Prospective purchasers considering an investment in the Offered Bonds for CRA credit are advised to consult with their CRA compliance officers and the CRA regulators from their applicable federal financial supervisory agency.

State Not Liable On Bonds

The Bonds are special obligations of the Agency secured in the manner and to the extent described in this Official Statement under the sections "Sources of Payment and Security for the Bonds." The Agency has no taxing power. Section 2410 of the Act provides that the Bonds shall not be a debt of the State or of any municipality, and neither the State nor any municipality shall be liable thereon, nor shall the Bonds be payable out of any funds other than those of the Agency.

Agreement of the State

In accordance with the authority granted to the Agency pursuant to the provisions of Section 2411 of the Act, the Agency, on behalf of the State, has pledged to and agreed with the Bondowners in the General Resolution that the State will not limit or alter the rights vested by the Act in the Agency to fulfill the terms of any agreements made with the Bondowners, or in any way impair the rights and remedies of the Bondowners until the Bonds, together with the interest thereon, with interest on any unpaid installments of interest and all costs and expenses in connection with any action or proceedings by or on behalf of the Bondowners, are fully met and discharged.

Legality of Bonds For Investment and to Secure State Deposits

Under the provisions of the Act, the Bonds are securities in which all public officers and bodies of the State and all its municipalities and municipal subdivisions, all insurance companies and associations and other persons carrying on an insurance business, all banks, bankers, trust companies, savings banks and savings associations, including savings and loan associations, building and loan associations, investment companies and other persons carrying on a banking business, all administrators, guardians, executors, trustees and other fiduciaries, and all other persons whatsoever in the State who are now or may hereafter be authorized to invest in bonds or other obligations of the State, may properly and legally invest funds, including capital, in their control or belonging to them.

The Bonds are also securities which may be deposited with and may be received by all public officers and bodies of the State, including, but not limited to, the State Comptroller, to secure deposits of State money in banks, trust companies and industrial banks, and to secure the release of amounts retained from payments to contractors performing work for the State or for any State department or official, in accordance with the applicable provisions of the State Finance Law, and all municipalities and municipal subdivisions for any purpose for which the deposit of bonds or other obligations of the State is now or may hereafter be authorized.

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The execution and delivery of this Official Statement have been duly authorized by the Agency.

STATE OF NEW YORK MORTGAGE AGENCY

By: /s/ RuthAnne Visnauskas
Executive Director and Chief Executive Officer

Dated: February 28, 2019

SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION

The following is a summary of certain provisions of the General Resolution. This summary does not purport to be comprehensive or definitive and is subject to all of the terms and provisions of the General Resolution, to which reference is hereby made and copies of which are available from the Trustee or the Agency. See “Supplemental Resolutions” for a summary of the provisions regarding amending and supplementing the General Resolution.

Certain Definitions

The following are definitions in summary form of certain terms contained in the General Resolution and used herein:

“Agency Request” means a written request or direction of the Agency signed by an Authorized Representative.

“Amortized Value” means for securities purchased at (i) par, par; and (ii) a premium above or a discount below par, the value as of any given date obtained by dividing the total amount of the premium or the discount at which such securities were purchased by the number of days remaining to maturity on such securities at the time of such purchase and by multiplying the amount so calculated by the number of days having passed from the date of such purchase; and (a) in the case of securities purchased at a premium, by deducting the product thus obtained from the purchase price, and (b) in the case of securities purchased at a discount, by adding the product thus obtained to the purchase price.

“Appreciated Amount” means with respect to a Deferred Interest Bond, (i) as of any date of computation with respect to any Deferred Interest Bond up to the date, if any, set forth in the Series Resolution authorizing such Deferred Interest Bond as the date on which such Deferred Interest Bond shall commence to bear interest payable thereafter on applicable interest payment dates, an amount equal to the initial principal amount of such Deferred Interest Bond plus the interest accrued on such Deferred Interest Bond from the date of original issuance of such Deferred Interest Bond to the applicable interest payment date next preceding the date of computation or the date of computation if an applicable interest payment date, such increased amount to accrue at the rate per annum set forth in the Series Resolution authorizing such Deferred Interest Bonds, compounded on each applicable interest payment date, plus, if such date of computation shall not be an applicable interest payment date, a portion of the difference between the Appreciated Amount as of the immediately preceding applicable interest payment date (or the date of original issuance if the date of computation is prior to the first applicable interest payment date succeeding the date of original issuance) and the Appreciated Amount as of the immediately succeeding applicable interest payment date, calculated based upon an assumption that the Appreciated Amount accrues in equal daily amounts on the basis set forth in the Series Resolution authorizing such Deferred Interest Bonds; and (ii) as of any date of computation on and after the date, if any, set forth in the Series Resolution authorizing such Deferred Interest Bond as of the date on which such Deferred Interest Bond shall commence to bear interest payable thereafter on applicable interest payment dates, the Appreciated Amount as of such current interest payment commencement date.

For the purposes of actions, requests, notifications, consents or directions of Bondowners under the General Resolution, the calculation of the Appreciated Amount shall be as of the applicable interest payment dates preceding such date of calculation (unless such date of calculation shall be an applicable interest payment date, in which case, as of the date of calculation).

“Cash Equivalent” means Security Arrangement.

“Cash Flow Certificate” means a certificate of the Agency signed by an Authorized Representative to the effect that the action proposed to be taken is consistent with the assumptions as set forth in the Cash Flow Statement last filed with the Trustee.

“Code” means applicable provisions of the Internal Revenue Code of 1954, as amended, and the Internal Revenue Code of 1986, as amended, and the applicable regulations thereunder.

“Collateral Mortgage Loans” means mortgage loans credited to the Collateral Mortgage Loan Fund in a Series Resolution. As of October 31, 2018, there are no Collateral Mortgage Loans, however, the General Resolution allows the Agency to credit mortgage loans to the Collateral Mortgage Loan Fund in the future.

“Costs of Issuance” means all items of expense payable or reimbursable directly or indirectly by the Agency and related to the authorization, sale, issuance and remarketing of the Bonds, and entering into of other Parity Obligation Instruments, as certified by an Authorized Representative.

“Counsel’s Opinion” means an opinion signed by an attorney or firm of attorneys selected by the Agency; any such attorney may be a lawyer in the regular employment of the Agency.

“Debt Reserve Requirement” means, as of any particular date of calculation, an amount equal to the aggregate of all amounts established for all Series of Bonds Outstanding in the Series Resolutions authorizing the issuance of such Bonds, at least equal in the aggregate to three per centum (3%) of the sum of (i) the outstanding principal balance of Mortgage Loans (except Mortgage Loans underlying certificates of the Government National Mortgage Association or Fannie Mae), (ii) the amount on deposit to the credit of the Acquisition Fund, and (iii) the outstanding principal balance of Collateral Mortgage Loans pledged to secure Bonds at the time of issuance of a Series of Bonds (or Collateral Mortgage Loans substituted therefor). The Trustee may rely upon a certificate from an Authorized Representative of the Agency which states the Debt Reserve Requirement as of the date of said certificate. An aggregate amount equal to one per centum of the sum of clauses (i), (ii) and (iii) above and on deposit in the Debt Reserve Fund shall be held in cash in such Fund or invested in Investment Obligations with a term to maturity less than three years from the date such investment is made; an Authorized Representative of the Agency shall direct the Trustee (promptly confirmed in an Agency Request) to invest an amount specified by the Agency (which shall equal said one per centum (1%)) in cash or Investment Obligations as aforesaid.

“Deferred Interest Bond” means any Bond designated as such by the Series Resolution authorizing the issuance of such Bond.

“Expenses” means any moneys required by the Agency to pay the expenses of the Trustee and any expenses which the Agency may lawfully pay, except as limited with respect to any Series of Bonds by the applicable Series Resolution. Expenses deposited in any Fiscal Year to the credit of the Expense Fund shall not exceed the aggregate of all the maximum Expenses designated in a Series Resolution and such annual deposit(s) shall not exceed one percent of the higher of (i) all Outstanding Bonds as of the first day of such Fiscal Year or October 1, whichever is higher or (ii) the outstanding principal balance of Mortgage Loans and Collateral Mortgage Loans as of a date not more than sixty (60) days prior to the first day of the preceding Fiscal Year or to October 1, whichever is higher.

“Fiscal Year” means the year beginning on the first day of November and ending on the last day of October in the next succeeding year.

“Government Obligations” means obligations of the United States of America (including obligations issued or held in book-entry form on the books of the U.S. Department of the Treasury) or obligations the principal of and interest on which are guaranteed by the United States of America.

“Hedge Receipt” means, if and to the extent designated as such pursuant to the Series Resolution or Supplemental Resolution authorizing the related Qualified Hedge, the net amount required to be paid to the Agency under a Qualified Hedge.

“Insurance Proceeds” means payments received with respect to the Mortgage Loans or Collateral Mortgage Loans under any insurance policy or guarantee or under any fidelity bond.

“Interest” means, with respect to Bonds, Parity Interest.

“Investment Obligations” means, to the extent authorized by law and by any applicable resolutions of the Agency for investment of moneys of the Agency at the time of such investment, (i)(A) Government Obligations or (B) obligations rated Aaa by Moody’s of any state of the United States of America or any political subdivision of such a state, payment of which is secured by an irrevocable pledge of such Government Obligations; (ii)(A) bonds, debentures or other obligations issued by Student Loan Marketing Association, Federal Land Banks, Federal Intermediate Credit Banks, Banks for Cooperatives, Federal Home Loan Banks, Tennessee Valley Authority, the United States Postal Service, Federal Farm Credit System Obligations, Federal Home Loan Mortgage Corporation, Export Import Bank, World Bank, International Bank for Reconstruction and Development and Inter-American Development Bank; or (B) bonds, debentures or other obligations issued by Fannie Mae (*excluding* mortgage securities which are valued greater than par on the portion of unpaid principal or mortgage securities which represent payments of principal only or interest only with respect to the underlying mortgage loans); (iii) any obligations of an Agency controlled or supervised by or acting as an instrumentality of the United States Government pursuant to authority granted by the Congress of the United States; (iv) obligations issued by public agencies or municipalities and fully secured as to the payment of both principal and interest by a pledge of annual contributions under an annual contributions contract or contracts with the United States of America, or temporary notes, preliminary loan notes or project notes issued by public agencies or municipalities and fully secured as to the payment of both principal and interest by a requisition or payment agreement with the United States of America; (v) time deposits, certificates of deposit or any other deposit with a bank, trust company, national banking association, savings bank, federal mutual savings bank, savings and loan association, federal savings and loan association or any other institution chartered or licensed by any state or the U.S. Comptroller of the Currency to accept deposits in such state (as used herein, “deposits” shall mean obligations evidencing deposit liability which rank at least on a parity with the claims of general creditors in liquidation), which are (a) fully secured, to the extent not insured by the Federal Deposit Insurance Corporation, by any of the obligations described in (i) above having a market value (exclusive of accrued interest) not less than the uninsured amount of such deposit or (b)(1) unsecured or (2) secured to the extent, if any, required by the Agency and made with an institution whose unsecured debt securities are rated at least the then existing rating on the Bonds (or the highest rating of short-term obligations if the investment is a short-term obligation) by Moody’s; (vi) repurchase agreements (A) backed by or related to obligations described in (i), (ii) or (iii) above with any institution whose unsecured debt securities are rated at least the then existing rating on the Bonds (or the highest rating of short-term obligations if the investment is a short-term obligation) by Moody’s or (B) with members of the Association of Primary Dealers which do not qualify under (A); (vii) investment agreements, (A) secured or unsecured, as required by the Agency, with any institution whose debt securities are rated at least the then existing rating on the Bonds (or the highest rating of short-term obligations if the investment is a short-term obligation) by Moody’s or (B) fully secured by obligations described in (i) with members of the Association of Primary Dealers who do not qualify under (A); (viii) direct and general obligations of or obligations unconditionally guaranteed by the State, the payment of the principal of and interest on which the full faith and credit of the State is pledged, and certificates of participation in obligations of the State which obligations may be subject to annual appropriations, which obligations are rated at least the then existing rating on the Bonds by Moody’s; (ix) direct and general obligations of or obligations guaranteed by any state, municipality or political subdivision or Agency thereof, which obligations are rated in either of the two highest rating categories of Moody’s; (x) bonds, debentures, or other obligations issued by any bank, trust company, national banking association, insurance company, corporation, government or governmental entity (foreign or domestic), *provided* that such bonds, debentures or other obligations are (a) payable in any coin or currency of the United States of America which at the time of payment will be legal tender for the payment of

public and private debts, and (b) rated in either of the two highest rating categories by Moody's; (xi) commercial paper (having original maturities of not more than 365 days) rated in the highest category of Moody's; (xii) money market funds which invest in Government Obligations and which funds have been rated in either of the two highest rating categories by Moody's; (xiii) Mortgage Loans, as defined below; (xiv) any bond or other debt instrument of the New York Convention Center Development Corporation, a subsidiary of the New York State Urban Development Corporation, organized pursuant to the New York Business Corporation Law pursuant to Chapter 35 of the Laws of the State, 1979, and Chapter 3 of the Laws of the State, 2004, as amended; or (xv) any investments authorized in a Series Resolution authorizing Bonds rated by Moody's. *Provided*, that it is expressly understood that the definition of Investment Obligations shall be, and be deemed to be, expanded, or new definitions and related provisions shall be added to the General Resolution by a Supplemental Resolution, thus permitting investments with different characteristics from those permitted which the Board of Directors of the Agency deems from time to time to be in the interests of the Agency to include as Investment Obligations if at the time of inclusion such inclusion will not, in and of itself, impair, or cause the Bonds to fail to retain, the then existing rating assigned to them by Moody's. For purposes of this definition, "institution" means an individual, partnership, corporation, trust or unincorporated organization, or a government or agency, instrumentality, program, account, fund, political subdivision or corporation thereof.

"Liquidation Proceeds" means amounts (*except* Insurance Proceeds) received in connection with the liquidation of a defaulted Mortgage Loan or Collateral Mortgage Loan, whether through foreclosure, trustee's sale, repurchase by a Mortgage Lender, or otherwise.

"Loan Loss Requirement" means, as of any particular date of calculation, an amount equal to the aggregate of all amounts established for the Series of Bonds Outstanding in the Series Resolutions authorizing the issuance of such Bonds, at least equal in the aggregate to one per centum (1%) of the sum of (i) the outstanding principal balance of Mortgage Loans (*except* Mortgage Loans underlying obligations of the Government National Mortgage Association or Fannie Mae), (ii) the amount on deposit to the credit of the Acquisition Fund, and (iii) the outstanding principal balance of Collateral Mortgage Loans pledged to secure Bonds at the time of issuance of a Series of Bonds (or Collateral Mortgage Loans substituted therefor). The Trustee may rely upon a certificate from an Authorized Representative of the Agency which states the Loan Loss Requirement as of the date of said certificate. An aggregate amount equal to the one per centum (1%), of the sum of (i), (ii) and (iii) above on deposit in the Loan Loss Fund shall be held in cash in such Fund or shall be invested in Investment Obligations with a term remaining to maturity of less than thirteen (13) months from the date such investment was made; an Authorized Representative of the Agency shall direct the Trustee (promptly confirmed in a written Agency Request) to invest an amount specified by the Agency (which shall equal said one per centum (1%)) in cash or Investment Obligations as aforesaid.

"Mortgage Loans" described above in the definition of Investment Obligations are Mortgage Loans (including Second Lien DPA Loans) but only with respect to investment of moneys on deposit in (a) the Debt Reserve Fund and Loan Loss Fund (the "Reserves"), and only if and to the extent that the aggregate principal amount on deposit in the Reserves invested in Investment Obligations with remaining terms to maturity of three years or less exceeds three percent of the sum of (1) Mortgage Loans and (2) the amount on deposit in the Acquisition Fund, and (b) the General Fund, so long as the aggregate amount on deposit in the General Fund invested at any one time in Mortgage Loans (including Second Lien DPA Loans) does not exceed \$150,000,000 and any such Mortgage Loan shall be an investment of General Fund moneys for no longer than 14 months. Investment agreements, time deposits, and other Investment Obligations that allow withdrawals of deposited funds at least once every three years and Investment Obligations redeemable at the option of the holder shall be treated as Investment Obligations with terms of three years or less.

"101% Parity Test" means such term as defined in Section 411(a) of the General Resolution (see "General Fund" in this Appendix A — "Summary of Certain Provisions of the General Resolution").

"Outstanding Bonds" means, as of any date, all Bonds theretofore authenticated and delivered by the Trustee under the Resolution, *except*:

(i) any Bond, following its maturity date, if sufficient moneys or Government Obligations are held in trust for the owner of such Bond by the Trustee on such maturity date to pay the principal amount of and accrued interest on such Bond;

(ii) any Bond canceled by, or delivered for cancellation to, the Trustee because of payment at maturity or redemption or purchase prior to maturity;

(iii) any Bond deemed paid in accordance with the redemption provisions of the General Resolution;

(iv) any Bond deemed paid in accordance with the defeasance provisions of the General Resolution; and

(v) any Bond in lieu of or in substitution for which another Bond shall have been authenticated and delivered pursuant to the General Resolution, unless proof satisfactory to the Trustee is presented that any Bond for which a Bond in lieu thereof or in substitution therefor shall have been authenticated and delivered is held by a bona fide purchaser, as that term is defined in Article Eight of the Uniform Commercial Code of the State, as amended, in which case both the Bond so substituted and replaced and the Bond or Bonds authenticated and delivered in lieu thereof or in substitution therefor shall be deemed Outstanding.

“Parity Hedge Obligation” has the meaning provided in Section 213(d) of the General Resolution (see “Security Arrangements; Qualified Hedges; and Other Similar Arrangements” in this Appendix A — “Summary of Certain Provisions of the General Resolution”).

“Parity Interest” means interest on Bonds, those portions of Parity Reimbursement Obligations that are related to interest payments on Parity Principal, and Parity Hedge Obligations.

“Parity Obligation” means Parity Interest and Parity Principal.

“Parity Obligation Instrument” means an instrument or other contractual arrangement, including Bonds, evidencing the Agency’s obligation to pay the Parity Obligation.

“Parity Principal” means principal of Bonds and those portions of Parity Reimbursement Obligations that are related to principal.

“Parity Reimbursement Obligation” has the meaning provided in Section 213(b) of the General Resolution (see “Security Arrangements; Qualified Hedges; and Other Similar Arrangements” in this Appendix A — “Summary of Certain Provisions of the General Resolution”).

“Parties” or “Party” means any person(s), other than the Agency, that is a/are party(ies) to a Parity Obligation Instrument other than Bonds.

“Principal” means (a) as such term references the principal amount of a Deferred Interest Bond or Deferred Interest Bonds, the Appreciated Amount thereof, and (b) as such term references the principal amount of any other Bond or Bonds, the principal amount at maturity of such Bond or Bonds. References in the General Resolution to “principal” with respect to Bonds means Parity Principal.

“Principal Prepayment” means any payment by a Mortgagor or other recovery of principal on a Mortgage Loan or a Collateral Mortgage Loan which is not applied to a scheduled installment of principal and interest on a Mortgage Loan or a Collateral Mortgage Loan (including any deficiency in the payment of any scheduled installments of principal and interest then due and payable or interest paid in connection with a voluntary prepayment of a Mortgage Loan or a Collateral Mortgage Loan) and the portion of any Insurance

Proceeds (to the extent not applied to the repair or restoration of any mortgaged premises), Liquidation Proceeds or other payments representing such principal amounts, including from the sale of a Mortgage Loan or a Collateral Mortgage Loan.

“Qualified Hedge” means, to the extent from time to time permitted by law, any financial arrangement (i) which is entered into by the Agency with an entity that is a Qualified Hedge Provider at the time the arrangement is entered into; (ii) which is a cap, floor or collar; forward rate; future rate; swap (such swap may be based on an amount equal either to a principal amount of Bonds or Mortgage Loans as set forth in the authorizing Series Resolution or Supplemental Resolution); asset, index, price or market-linked transaction or agreement; other exchange or rate protection transaction agreement; other similar transaction (however designated); or any combination thereof; or any option with respect thereto; or any similar arrangement; (iii) which is executed by the Agency for the purpose of debt management, including managing interest rate fluctuations on Bonds and/or Mortgage Loans, but not for purposes of speculation, after the Agency has analyzed applicable risks and benefits of the Qualified Hedge; and (iv) which has been designated in writing to the Trustee by an Authorized Representative as a Qualified Hedge.

“Qualified Hedge Provider” means an entity (a) whose senior long-term obligations, other senior unsecured long term obligations, financial program rating, counterparty rating, or claims paying ability, at the time of entering into the related Qualified Hedge, are rated at least AA (or an equivalent rating) by the Rating Agency, or whose payment obligations under a Qualified Hedge are guaranteed by an entity whose senior long-term debt obligations, other senior unsecured long-term obligations, financial program rating, counterparty rating, or claims paying ability are rated at least AA (or an equivalent rating) by the Rating Agency, or (b) whose payment obligations under the related Qualified Hedge are secured by a collateral agreement that, at the time of entering into the collateral agreement, is rated, or the entity’s (or a guarantor of the entity’s) obligations under the collateral agreement are rated, at least AA (or an equivalent rating) by the Rating Agency; *provided*, that it is expressly understood that the definition of Qualified Hedge Provider shall be, and be deemed to be, expanded, or new definitions and related provisions shall be added to the General Resolution by a Supplemental Resolution, thus permitting hedge providers with different characteristics from those permitted pursuant to (a) and (b) which the Board of Directors of the Agency deems from time to time to be in the interests of the Agency to include as Qualified Hedge Providers if at the time of inclusion such inclusion will not, in and of itself, impair, or cause the Bonds to fail to retain, the then-existing rating assigned to them by any Rating Agency.

“Rating Agency” means each nationally recognized securities rating agency who is maintaining the rating on the Bonds at the request of the Agency.

“Reimbursement Obligation” has the meaning provided in Section 213(b) of the Resolution (see “Security Arrangements; Qualified Hedges; and Other Similar Arrangements” in this Appendix A — “Summary of Certain Provisions of the General Resolution”).

“Revenues” means all moneys received by or on behalf of the Agency or Trustee representing (i) principal and interest payments on the Mortgage Loans or Collateral Mortgage Loans including all Principal Prepayments representing the same and all prepayment premiums or penalties received by or on behalf of the Agency in respect to the Mortgage Loans or Collateral Mortgage Loans, (ii) interest earnings, amortization of discount, and gain, all as received as cash on the investment of amounts in any Account or Fund, (iii) amounts transferred to the Revenue Fund in accordance with the General Resolution, (iv) amounts transferred to the Special Redemption Account from the Debt Reserve Fund or the Loan Loss Fund, (v) amounts deposited in the Revenue Fund pursuant to the General Resolution, and (vi) Hedge Receipts and Termination Receipts received pursuant to a Qualified Hedge.

“Security Arrangement” means a Letter of Credit, Insurance Policy, Surety, Guarantee or other Security Arrangement (as defined and provided for in a Series Resolution providing for the issuance of Bonds rated by Moody’s or in a Supplemental Resolution), provided by an institution which has received a rating of its claims paying ability from Moody’s at least equal to the then existing rating on the Bonds or whose unsecured debt

securities are rated at least the then existing rating on the Bonds (or the highest rating of short-term obligations if the Security Arrangement is a short-term instrument) by Moody's.

“Serial Bonds” means the Bonds which are not Term Bonds.

“Series Program Determinations” means determinations by the Agency relating to Mortgage Loans and certain other matters required in connection with a Series of Bonds under the Program to be set forth (or provisions to be determined at certain specified times in the future) in a Series Resolution and shall include the following: (i) whether each Mortgage Loan shall be secured by a first lien mortgage, a second lien mortgage or a combination; (ii) whether each Mortgage Loan shall have approximately equal monthly payments or shall be a graduated payment mortgage loan or have a fixed or variable rate of interest; (iii) the maximum term to maturity of each Mortgage Loan; (iv) whether each residence to which each Mortgage Loan relates shall be a principal residence; (v) required primary mortgage insurance, if any, and the levels of coverage thereof; (vi) limitations, if any, applicable to purchases of Mortgage Loans relating to planned unit developments, and/or cooperatives, geographic concentration, and type of principal and interest characteristics; (vii) Supplemental Mortgage Coverage; (viii) provisions, relating to Principal Prepayments, including application thereof for redemption or financing new Mortgage Loans; (ix) provisions relating to Collateral Mortgage Loans, if any; (x) maximum Expenses for such Series; (xi) restrictions, if any, on the applications of the proceeds of the voluntary sale of Mortgage Loans and Collateral Mortgage Loans, if any; and (xii) any other provision deemed advisable by the Agency not in conflict with the General Resolution.

“Sinking Fund Requirement” means, as of any particular date of calculation, with respect to the Term Bonds of any Series and maturity, the amount of money required to be applied on any applicable date to the redemption prior to maturity or the purchase of the Term Bonds, except as such Requirement shall have been previously reduced by the principal amount of any Term Bonds of such Series and maturity with respect to which such Sinking Fund Requirement is payable which are to be purchased or redeemed (except out of Sinking Fund Requirements). Sinking Fund Requirements may be established as fixed dollar amounts or as method(s) of calculation thereof.

“Subordinated Contract Obligation” means any payment obligation of the Agency (other than a payment obligation constituting a Parity Obligation) arising under (a) any Security Arrangement which has been designated as constituting a “Subordinated Contract Obligation” pursuant to the Series Resolution or Supplemental Resolution authorizing such Security Arrangement, (b) any Qualified Hedge, or portion of a Qualified Hedge, which has been designated as constituting a “Subordinated Contract Obligation” pursuant to the Series Resolution or Supplemental Resolution authorizing such Qualified Hedge, and (c) any other contract, agreement or other obligation authorized by a Series Resolution or Supplemental Resolution and designated as constituting a “Subordinated Contract Obligation” in such authorizing Series Resolution or Supplemental Resolution. Each Subordinated Contract Obligation shall be payable from the Pledged Property subject and subordinate to the payments to be made with respect to the Parity Obligation, and shall be secured by a lien on and pledge of the Pledged Property, all as set forth in the General Resolution or in the related Series Resolution or Supplemental Resolution.

“Supplemental Mortgage Coverage” or “SMC” means the coverage, if any, of loss from Mortgage Loan defaults provided in a Series Resolution which supplements any primary mortgage insurance.

“Term Bonds” means the Bonds with respect to which Sinking Fund Requirements have been established.

“Termination Payment” means, with respect to a Qualified Hedge, an amount required to be paid by the Agency to a Qualified Hedge Provider as a result of the termination of the related Qualified Hedge or required to be paid by the Agency into a collateral account as a source of payment of any termination payments, provided that Termination Payments shall always be Subordinated Contract Obligations.

“Termination Receipt” means an amount required to be paid to the Agency under a Qualified Hedge by the Qualified Hedge Provider as a result of the termination of such a Qualified Hedge.

Payment Due or Acts to be Performed on Weekends and Holidays

If the date for making any payment of principal or premium, if any, or interest or the last date for performance of any act or the exercising of any right, as provided in the General Resolution, shall be a legal holiday or a day on which banking institutions in the city where the Trustee is located are authorized by law to remain closed, such payment may be made or act performed or right exercised on the next succeeding day not a legal holiday or not a day on which such banking institutions are authorized by law to remain closed, unless otherwise provided in a Series Resolution, with the same force and effect as if done on the nominal date provided in the General Resolution.

General Resolution to Constitute Contract

In consideration of the (i) purchase and acceptance of any and all of the Bonds issued under the General Resolution by those who shall own the same from time to time, and (ii) entering into of other Parity Obligation Instruments, the General Resolution shall be deemed to be and shall constitute a contract among the Agency and the owners of the Bonds and the Parties. The pledges made in the General Resolution and the covenants and agreements set forth in the General Resolution to be performed by the Agency shall be for the equal benefit, protection and security of the owners of any and all of the Bonds, all of which, without regard to the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof, except as expressly provided in or permitted by the General Resolution or by the applicable Series Resolution. Furthermore, the pledges made in the General Resolution, and the covenants and agreements therein set forth to be performed by the Agency with respect to such pledges and security for Parity Obligation Instruments other than Bonds, shall be for the equal security of the Parties to any and all of the Parity Obligation Instruments, all of which, without regard to the time or times of their effective date, shall be of equal rank without preference, priority or distinction of any of the Parity Obligation Instruments over any other thereof, except as expressly provided in or permitted by the General Resolution or by the applicable Series Resolution.

Issuance of Bonds

The Bonds shall be executed substantially in the form and manner set forth in the General Resolution and shall be deposited with the Trustee for authentication, but before Bonds shall be authenticated and delivered by the Trustee, there shall be on file with the Trustee the following:

- (a) a copy, duly certified by an Authorized Representative, of the General Resolution and the Series Resolution for such Series of Bonds;
- (b) a Counsel’s Opinion stating in the opinion of such counsel that (i) the General Resolution and the applicable Series Resolution have been duly adopted and are valid and binding upon the Agency and (ii) said Bonds are valid and legally binding special obligations of the Agency secured in the manner and to the extent set forth in the General Resolution and the applicable Series Resolution and are entitled to the benefit, protection and security of the provisions, covenants and agreements contained therein;
- (c) a Cash Flow Statement conforming to the requirements of the General Resolution; and
- (d) a request and authorization to the Trustee on behalf of the Agency, signed by an Authorized Representative, to authenticate and deliver the Bonds to the purchaser or purchasers therein identified upon payment to the Trustee for the account of the Agency of the purchase price therefor.

Simultaneously with the delivery of the Bonds, the Trustee shall deposit or credit the proceeds of said Bonds into the applicable Series Bond Proceeds Account of the Bond Proceeds Fund. Unless otherwise provided in the applicable Series Resolution the Trustee shall apply such proceeds, together with any other available funds, as follows:

- (i) an amount shall be transferred to and deposited to the credit of the Debt Reserve Fund such that the amount on deposit in such Fund will at least equal the Debt Reserve Requirement;
- (ii) an amount shall be transferred to and deposited to the credit of the Loan Loss Fund such that the amount on deposit in such Fund will at least equal the Loan Loss Requirement;
- (iii) the total amount of such proceeds designated by the Agency as accrued interest and capitalized interest shall be transferred to and deposited to the credit of the Revenue Fund;
- (iv) an amount equal to pay the Costs of Issuance for such Bonds shall be transferred to and deposited to the credit of the Series Account in the Costs of Issuance Fund established for such Series;
- (v) an amount to the extent set forth in the applicable Series Resolution shall be transferred to and deposited in the Expense Fund;
- (vi) an amount to be transferred to and deposited into any Fund or Account not referred to in clauses (i)-(v) above or (vii) below as provided in the applicable Series Resolution; and
- (vii) the balance of such moneys shall be transferred to and deposited to the credit of the Acquisition Account in the Acquisition Fund established for such Series.

Refunding Bonds

Refunding Bonds of the Agency may be issued under and secured by the General Resolution for the purpose of providing funds, with any other available funds, for (i) redeeming (or purchasing in lieu of redemption) prior to their maturity or maturities, or retiring at their maturity or maturities, all or any part of the Outstanding Bonds of any Series, including the payment of any redemption premium (or premium, to the extent permitted by law, included in the purchase price if purchased in lieu of redemption), (ii) making any required deposits to the Debt Reserve Fund and the Loan Loss Fund, (iii) if deemed necessary by the Agency, for paying the interest to accrue on the refunding Bonds or refunded Bonds to the date fixed for their redemption (or purchase) and (iv) any expenses in connection with such refunding. Before any Bonds shall be issued under the provisions of this paragraph, the Agency shall adopt a Series Resolution authorizing the issuance of such Series of Bonds, fixing the amount and the details thereof and describing the Bonds to be refunded. Except as may otherwise be provided in the applicable Series Resolution and *except* as to any differences in the maturities thereof or interest payment dates or the rate or rates of interest or the provisions for redemption, such refunding Bonds shall be on a parity with and shall be entitled to the same benefit and security of the General Resolution as all other Bonds issued under the General Resolution.

Prior to or simultaneously with the authentication and delivery of such refunding Bonds by the Trustee to or upon the order of the purchasers thereof there shall be filed with the Trustee the following:

- (a) a copy, duly certified by an Authorized Representative, of the Resolution and the Series Resolution for such Series of refunding Bonds;
- (b) a Counsel's Opinion stating in the opinion of such counsel that (i) the General Resolution and the applicable Series Resolution have been duly adopted and are valid and binding upon the Agency, and (ii) said Bonds are valid and legally binding special obligations of the Agency secured in the manner and to the extent

set forth in the General Resolution and the applicable Series Resolution and are entitled to the benefit, protection and security of the provisions, covenants and agreements contained therein;

(c) a Cash Flow Statement conforming to the requirements of the General Resolution;

(d) a certificate of an Authorized Representative stating that the proceeds (excluding accrued interest but including any premium) of such refunding Bonds, together with any moneys to be withdrawn from the Debt Service Fund by the Trustee and any other moneys which have been made available to the Trustee for such purposes, or the principal of and the interest on the investment of such proceeds or any such moneys, will be not less than an amount sufficient to pay the principal of and the redemption premium, if any, on the Bonds to be refunded and the interest which will become due and payable on or prior to the date of their payment or redemption, the expenses in connection with such refunding and to make any required deposits to the Debt Reserve Fund and the Loan Loss Fund and specifying transfers, if any, from the Series Acquisition Accounts applicable to the Series of Bonds to be refunded and the refunding Bonds;

(e) if all or part of the refunded Bonds are to be redeemed prior to maturity, irrevocable instructions from an Authorized Representative of the Agency to the Trustee to redeem the applicable Bonds; and

(f) a request and authorization to the Trustee on behalf of the Agency, signed by an Authorized Representative, to authenticate and deliver Bonds to the purchaser or purchasers therein identified upon payment to the Trustee for the account of the Agency of the purchase price therefor.

Security Arrangements; Qualified Hedges; and Other Similar Arrangements

(a) The Agency may include such provisions in a Series Resolution authorizing the issuance of a Series of Bonds secured by a Security Arrangement or a Supplemental Resolution as the Agency deems appropriate, and no such provisions shall be deemed to constitute an amendment to the General Resolution, including:

(1) So long as a Security Arrangement providing security (but not liquidity) is in full force and effect, and payment on the Security Arrangement is not in default and the issuer of the Security Arrangement is qualified to do business, then, in all such events, the issuer of the Security Arrangement shall be deemed to be the sole Owner of the Outstanding Bonds the payment of which such Security Arrangement secures when the approval, consent or action of the Owners for such Bonds is required or may be exercised under the General Resolution, or, in the alternative (if so provided in the Series Resolution or Supplemental Resolution authorizing such Security Arrangement), that the approval, consent or action of the issuer of the Security Arrangement shall be required in addition to the approval, consent or action of the applicable percentage of the Owners of the Outstanding Bonds.

(2) In the event that the principal, Sinking Fund Requirements, if any, and Redemption Price, if applicable, of and interest due on any Outstanding Bonds shall be paid under the provisions of a Security Arrangement all covenants, agreements and other obligations of the Agency to the Owners of such Bonds shall continue to exist and such issuer of the Security Arrangement shall be subrogated to the rights of such Owners in accordance with the terms of such Security Arrangement and the General Resolution.

(b) The Agency may secure such Security Arrangement by an agreement providing for the purchase of the Bonds secured thereby with such adjustments to the rate of interest, method of determining interest, maturity, or redemption provisions as specified by the Agency pursuant to the applicable Series Resolution or Supplemental Resolution, except that no Security Arrangement can include any adjustments to

maturity or redemption provisions unless (i) a Cash Flow Statement is delivered at the time of execution of such Security Arrangement which reflects such adjustments and changes in redemption provisions, (ii) such adjustments and changes in redemption provisions are conditioned upon delivery of a Cash Flow Statement at the time of each such adjustment or change which incorporates such adjustment or change, or (iii) for each payment of such adjusted maturity or redemption amount, the most recent Cash Flow Statement has shown sufficient Revenues available for such purposes. The Agency may also in an agreement with the issuer of such Security Arrangement agree to directly reimburse such issuer for amounts paid under the terms of such Security Arrangement (together with interest thereon, the “Reimbursement Obligation”); *provided, however*, that no Reimbursement Obligation shall be created, for purposes of the General Resolution, until amounts are paid under such Security Arrangement. Any such Reimbursement Obligation, which may include interest calculated at a rate higher than the interest rate on the related Bond, may be secured by a pledge of, and a lien on, the Pledged Property on a parity with the lien securing the Parity Obligation (a “Parity Reimbursement Obligation”), but only to the extent principal amortization requirements with respect to such reimbursement are equal to the amortization requirements for such related Bonds, without acceleration (unless either a Cash Flow Statement is delivered at the time of execution of the Security Arrangement incorporating a different principal amortization schedule with respect to such Parity Reimbursement Obligation or the payment pursuant to such different amortization schedule is conditioned on the delivery of such Cash Flow Statement), or may constitute a Subordinated Contract Obligation, as determined by the Agency in the applicable Series Resolution or Supplemental Resolution. Parity Reimbursement Obligations shall not include any payments of any fees, expenses, indemnification, or other obligations (other than Parity Reimbursement Obligations) to any such issuer, or any payments pursuant to term-loan or other principal amortization requirements in reimbursement of any such advance that are more accelerated than the amortization requirements on such related Bonds, which payments shall be Subordinated Contract Obligations.

(c) Any such Security Arrangement shall be for the benefit of and secure such Bonds or portion thereof as specified in the applicable Series Resolution or Supplemental Resolution.

(d) The Agency may, to the extent from time to time permitted pursuant to law, enter into Qualified Hedges if and to the extent the terms of such Qualified Hedge have been reflected in a Cash Flow Statement or the Agency delivers a Cash Flow Certificate that takes into account the terms of the applicable Qualified Hedge. The Agency’s obligation to pay any amount under any Qualified Hedge may be secured by a pledge of, and a lien on, the Pledged Property, subject to the last sentence of this clause (d), on a parity with the lien securing the Parity Obligation (a “Parity Hedge Obligation”), or may constitute a Subordinated Contract Obligation, as determined by the Agency in the Series Resolution authorizing the related issue of Bonds or in a Supplemental Resolution. Parity Hedge Obligations shall not include any payments of any termination (including Termination Payments) or other fees, expenses, indemnification or other obligations (other than Parity Interest) to a Party to a Qualified Hedge, which payments shall be Subordinated Contract Obligations.

Funds and Accounts

The following Funds and Accounts are created and designated as set forth below:

| | |
|--|---|
| Bond Proceeds Fund | Redemption Fund |
| Series Bond Proceeds Accounts | Special Redemption Account |
| Acquisition Fund | Optional Redemption Account |
| Series Acquisition Accounts | Expense Fund |
| Costs of Issuance Fund | Debt Reserve Fund |
| Series Costs of Issuance Accounts | Loan Loss Fund |
| Revenue Fund | General Fund |
| Debt Service Fund | Principal Prepayment Fund |
| Interest Account | Series Principal Prepayment Accounts |
| Principal Account | Collateral Mortgage Loan Fund |

Additional Funds and Accounts (including for the purpose of depositing amounts required to be rebated to mortgagors or the United States, *i.e.*, a Rebate Fund or Account) may be created and designated in Series Resolutions.

Bond Proceeds Fund—Series Bond Proceeds Accounts

Upon the issuance of a Series of Bonds, the Trustee shall establish a Series Account within the Bond Proceeds Fund applicable to such Series of Bonds and deposit amounts received in connection with the issuance of such Bonds into such Account and thereupon apply such proceeds at the times and in the amounts set forth in the Series Resolution authorizing the issuance of such Bonds.

Acquisition Fund—Series Acquisition Accounts

Upon the issuance of a Series of Bonds, unless otherwise provided in the applicable Series Resolution, the Trustee shall establish a Series Acquisition Account within the Acquisition Fund applicable to such Series of Bonds. Moneys in the Acquisition Fund shall be applied by the Trustee to finance the acquisition of Mortgage Loans (the characteristics of which conform to the applicable Series Program Determinations) upon Agency Request or as otherwise provided in the Series Resolution. The Trustee shall transfer from any Series Acquisition Account to the Special Redemption Account any amount specified by the Agency from time to time in an Agency Request for the purpose of redeeming or purchasing Bonds of the Series for which such Series Acquisition Account was established unless otherwise provided in the applicable Series Resolution.

The Trustee shall transfer any amount representing Principal Prepayments deposited in a Series Acquisition Account to the Principal Prepayment Fund, upon an Agency Request in the amount and at the time(s) stated in such Agency Request.

Moneys held for the credit of the Acquisition Fund shall be transferred to the Interest or Principal Account, in that order, pursuant to the General Resolution.

Costs of Issuance Fund—Series Costs of Issuance Accounts

Upon the issuance of a Series of Bonds, unless otherwise provided in the applicable Series Resolution, the Trustee shall establish a Series account within the Costs of Issuance Fund applicable to such Series of Bonds and shall transfer amounts from the Bond Proceeds Fund received in connection with the issuance of such Bonds into such Account in the amount set forth in the applicable Series Resolution authorizing the issuance thereof. In addition, the Agency may deposit other amounts available therefor in such Account. Moneys held in a Series account in the Costs of Issuance Fund shall be disbursed to pay the Costs of Issuance related to the applicable Series of Bonds upon a requisition, signed by an Authorized Representative of the Agency, identifying generally the nature and amount of such Costs of Issuance. Upon Agency Request any amount remaining in a Series Costs of Issuance Account shall be transferred to the Revenue Fund and treated as Revenues, to the Acquisition Fund or to the Special Redemption Account of the Redemption Fund.

Revenue Fund; Application of Revenues

All Revenues shall be deposited in the Revenue Fund as received by the Trustee.

No later than one month following the deposit of Principal Prepayments into the Revenue Fund, the Trustee shall transfer Revenues in an amount equal to and representing such Principal Prepayments received to the Principal Prepayment Fund.

At any time, upon Agency Request, the Trustee shall apply amounts in the Revenue Fund to pay for accrued interest in connection with the Trustee's purchase of Investment Obligations for deposit in any Fund or

Account maintained under the Resolution and to pay accrued interest with respect to the financing of Mortgage Loans.

Upon deposit in the Revenue Fund, the Trustee shall transfer to the credit of the applicable Series Acquisition Account amounts equal to the amounts expended from such Account to pay accrued interest with respect to the financings of Mortgage Loans from amounts on deposit in such Account.

The Trustee shall transfer all Revenues in the Revenue Fund to the credit of the Funds and Accounts one business day prior to each debt service payment date in the following priority, as follows:

- (i) To any Rebate Fund or Account, the amount(s), if any, specified by the Agency;
- (ii) Principal payments, including Principal Prepayments, of Mortgage Loans in an amount equal to the amounts required by the Code to be applied to pay principal of Bonds shall be transferred to the Principal Account or the Special Redemption Account, as directed by the Agency;
- (iii) To the Interest Account, to pay interest due on such succeeding debt service payment date on the Bonds, plus any Parity Interest not already included under this clause;
- (iv) To the Principal Account, to pay principal due on such succeeding debt service payment date on the Bonds, plus the amount related to Parity Principal that is not already included in this clause;
- (v) To the Interest Account, to pay any fees in connection with tender option features, letters of credit, standby bond purchase agreements and other forms of liquidity related to such Bonds as set forth in a Series Resolution or a Supplemental Resolution;
- (vi) To the credit of the Expense Fund, an amount of Expenses specified in the Agency Request not to exceed one-half of the maximum amount of Expenses which may be deposited in the Expense Fund in such Fiscal Year, but in no event in any Fiscal Year can the amount deposited on any date, when aggregated with amounts already deposited during such Fiscal Year, cause the aggregate amount deposited in any Fiscal Year to exceed the maximum amount of Expenses which may be deposited in the Expense Fund in a Fiscal Year;
- (vii) To the credit of the Interest Account, to pay any fees in connection with any Security Arrangements credited to either or both of the Debt Reserve Fund and the Loan Loss Fund;
- (viii) To the credit of the Debt Reserve Fund, an amount sufficient to cause the amount on deposit in and credited to said Fund to equal the Debt Reserve Requirement;
- (ix) To the credit of the Loan Loss Fund, an amount sufficient to cause the amount on deposit in and credited to said Fund to equal the Loan Loss Requirement;
- (x) To the credit of the Expense Fund, the amount of Expenses specified in an Agency Request accompanied by a Cash Flow Certificate but only to the maximum allowable pursuant to the Series Resolution in such Fiscal Year; and
- (xi) To the General Fund, the balance.

At any time, upon Agency Request, the Trustee shall transfer to the Expense Fund an amount that would otherwise be permitted to be transferred to the Expense Fund on the business day immediately preceding the next succeeding debt service payment date. Any such amount may be so transferred only to the extent the amounts on deposit in the Revenue Fund, plus amounts on deposit in the Principal Account and Interest Account,

exceed the sum of (i) and (ii) where (i) equals the product of (A) a fraction, the numerator of which is the number of days since the last interest payment date to and including the date of calculation, and the denominator of which is the number of days from the last interest payment date, to and including the next interest payment date, and (B) the interest to become due on the Bonds on the next interest payment date; and (ii) equals the product of (A) a fraction, the numerator of which is the number of days since the last principal payment date to and including the date of calculation, and the denominator of which is the number of days from the last principal payment date, and (B) the principal and sinking fund requirements to become due on the next principal payment date. Any amount so transferred shall be deducted from the next transfer described in paragraph (v) above. During the period between debt service payment dates, the aggregate amounts transferred as described in this paragraph shall not exceed the amount which can be transferred as described in paragraph (v) above.

Revenues in the Revenue Fund shall be applied to the purchase of Bonds at the times, in the manner and for the purposes set forth in the General Resolution.

Debt Service Fund—Interest Account

The Trustee shall, on each interest payment date, withdraw from the Interest Account and remit by mail (or other method of transfer acceptable to the Agency) (i) to each owner of Bonds the amounts required for paying the Parity Interest on such Bonds as such Parity Interest becomes due and payable, and to each Qualified Hedge Provider the amount due which is Parity Interest, and (ii) to each issuer of a Security Arrangement, the amount due which is Parity Interest and which is not already included in clause (i) any liquidity fees related to such Bonds.

Debt Service Fund—Principal Account

The Trustee shall, on each principal payment date, set aside in the Principal Account the amounts required for paying the principal of all Bonds as such principal becomes due and payable and the amount due under such Parity Obligation Instrument which is Parity Principal and which is not already described in this paragraph.

Amounts on deposit in the Revenue Fund prior to being deposited to the credit of the Principal Account in satisfaction of Sinking Fund Requirements shall be applied as applicable to the purchase of Term Bonds of each Series then Outstanding subject to Sinking Fund Requirements on the next date such payments are scheduled as provided in this paragraph. The Trustee, upon direction of an Authorized Representative, shall endeavor to purchase the Term Bonds or portions of Term Bonds of each Series stated to mature on the next maturity date or to be redeemed pursuant to Sinking Fund Requirements for Term Bonds of such Series then Outstanding at a price not to exceed the Redemption Price (plus accrued interest to the date of redemption) which would be payable on the next redemption date to the owners of such Term Bonds under the provisions of the applicable Series Resolution if such Term Bonds or portions of Term Bonds under the provisions of the applicable Series Resolution should be called for redemption on such date. *Provided, however,* that subject to applicable law, notwithstanding the maximum purchase price set forth in the preceding sentence, if at any time the investment earnings on the moneys in the Revenue Fund equal to the Sinking Fund Requirements for the next date such payments are scheduled shall be less than the interest accruing on the Bonds to be redeemed on such date from such Sinking Fund Requirement, then the Trustee may pay a purchase price for any such Bond in excess of the Redemption Price which would be payable on the next redemption date to the owner of such Bond under the provisions of the applicable Series Resolution, if an Authorized Representative certifies to the Trustee that the amount paid in excess of said Redemption Price is expected to be less than the interest which is expected to accrue on said Bond less any investment earnings on such available moneys for the period from the settlement date of the proposed purchase to the redemption date. The Trustee shall pay the interest accrued on such Term Bonds or portions of Term Bonds to the date of settlement therefor from the Revenue Fund. Notwithstanding the foregoing, no such purchase shall be made by the Trustee after the giving of notice of redemption by the Trustee.

Any purchase or redemption of Bonds shall be made pursuant to the provisions of Article III of the General Resolution. Upon the retirement of any Term Bonds by purchase or redemption pursuant to the provisions of the General Resolution, the Trustee shall file with the Agency a statement identifying such Bonds and setting forth the date of their purchase or redemption, the amount of the purchase price or the Redemption Price of such Bonds and the amount paid as interest thereon. The expenses in connection with the purchase or redemption of any such Bonds shall be paid by the Trustee from the Expense Fund or from any other moneys available therefor.

Moneys held for the credit of the Principal Account shall be transferred to the Interest Account pursuant to the General Resolution.

Redemption Fund

The Trustee shall apply all moneys deposited to the credit of the Special Redemption Account and the Optional Redemption Account to the purchase or redemption of Bonds issued pursuant to the General Resolution as follows:

(a) The Trustee, upon the direction of the Agency, shall endeavor to purchase Bonds or portions of Bonds then Outstanding, whether or not such Bonds or portions of such Bonds shall then be subject to redemption, at a price not to exceed the Redemption Price (plus accrued interest, if any, to the date of redemption) which would be payable on the next redemption date. Such maximum purchase price may be exceeded in accordance with the terms of the General Resolution. The Trustee shall pay the interest accrued on such Bonds to the date of settlement therefor from the Interest Account or the Revenue Fund (except with respect to accrued interest in connection with redemptions due to Principal Prepayments, which shall be payable from the Special Redemption Account) and the balance of the purchase price from the Special Redemption Account or Optional Redemption Account, as applicable, but no such purchase shall be contracted for by the Trustee after the giving of notice by the Trustee that such Bonds have been called for redemption except from moneys other than moneys set aside in the Special Redemption Account or Optional Redemption Account, as applicable, for the redemption of such Bonds.

(b) The Trustee, having endeavored to purchase Bonds pursuant to paragraph (a) above, shall call for redemption on the earliest practicable date on which Bonds are subject to redemption from moneys in the Special Redemption Account or Optional Redemption Account, as applicable, and, with respect to accrued interest on such Bonds payable upon redemption, the Interest Account or Revenue Fund, such amount (computed on the basis of Redemption Prices) of Bonds as will exhaust the moneys held for the credit of the Special Redemption Account or Optional Redemption Account, as applicable, as nearly as may be practicable.

Moneys held for the credit of the Redemption Fund shall be transferred to the Interest or Principal Account, in that order, pursuant to the General Resolution.

Any amounts deposited in the Redemption Fund for the redemption of Bonds which remain on deposit after the payment in full of the Redemption Price of the applicable Bonds shall be transferred to the Revenue Fund at the time and in the amounts set forth in an Agency Request and shall continue to be treated as Revenues.

Expense Fund

Moneys held for the credit of the Expense Fund shall be applied by the Trustee for the following purposes in any order of priority:

(a) the payment of the fees and expenses of the Trustee, and the providers of credit enhancement on Bonds, Funds and Mortgage Loans; and

- (b) for transfer to the Interest or Principal Accounts, pursuant to the Resolution; and
 - (c) upon requisition by Agency Request, the payment or reimbursement of any Expenses;
- and
- (d) for payment or provision for payment of any rebate required to be paid to mortgagors or the United States pursuant to the Code; and
 - (e) to any Rebate Fund or Account, to cause the amount on deposit therein to equal the amount required pursuant to the Code to be rebated to Mortgagors or the United States; and
 - (f) upon Agency Request, for transfer to the Revenue Fund and thereafter to be treated as Revenues.

Debt Reserve Fund

Moneys and Cash Equivalents held for the credit of the Debt Reserve Fund shall be transferred or drawn upon for transfer, as applicable, by the Trustee to the Interest or Principal Account, in that order, to the extent that amounts on deposit (excluding amounts on deposit in the Special Redemption Account, the Optional Redemption Account or the Principal Prepayment Fund to the extent that such amounts have been set aside for the payment of Bonds which have been identified for purchase or called for redemption and amounts on deposit in any Series Acquisition Account to the extent that the Agency is contractually obligated to finance or originate identified Mortgage Loans acceptable for financing with amounts on deposit in such Series Acquisition Account) in such Accounts, the Revenue Fund, the General Fund, the Optional Redemption Account, the Principal Prepayment Fund, the Special Redemption Account, the Loan Loss Fund, the Expense Fund, the Acquisition Fund (subject to receipt of a Counsel's Opinion), the Bond Proceeds Fund (subject to receipt of a Counsel's Opinion), and the Costs of Issuance Fund are insufficient to pay the interest or the principal or Redemption Price payable on the Bonds.

Moneys held for the credit of the Debt Reserve Fund as of any date in excess of the Debt Reserve Requirement upon Agency Request shall be transferred to the Revenue Fund or the Special Redemption Account.

A Series Resolution may provide that the Debt Reserve Requirement with respect to the applicable Series of Bonds may be funded through Cash Equivalents. In connection with any discussion in the General Resolution of "moneys" on deposit in or held for the credit of the Debt Reserve Fund, "moneys" shall be deemed to include said Cash Equivalents.

Loan Loss Fund

Moneys and Cash Equivalents held for the credit of the Loan Loss Fund shall be transferred or drawn upon for transfer, as applicable, by the Trustee to the Interest or Principal Account, in that order, to the extent that amounts on deposit (excluding amounts on deposit in the Special Redemption Account, the Optional Redemption Account, or the Principal Prepayment Fund to the extent that such amounts have been set aside for the payment of Bonds which have been identified for purchase or called for redemption) in such Accounts, the Revenue Fund, the General Fund, the Optional Redemption Account, the Principal Prepayment Fund, and the Special Redemption Account are insufficient to pay the interest or the principal or Redemption Price payable on the Bonds.

Moneys held for the credit of the Loan Loss Fund as of any date in excess of the Loan Loss Requirement upon Agency Request shall be transferred to the Revenue Fund or the Special Redemption Account.

A Series Resolution may provide that the Loan Loss Requirement with respect to the applicable Series of Bonds may be funded through Cash Equivalents. In connection with any discussion in the General Resolution

of “moneys” on deposit in or held for the credit of the Loan Loss Fund, “moneys” shall be deemed to include said Cash Equivalents.

General Fund

Except as otherwise provided in a Series Resolution, moneys held for the credit of the General Fund shall be transferred by the Trustee in the following order of priority listed in subsections (i) through (vi) and thereafter at any time upon Agency Request to the following Funds and Accounts:

To the credit of the Interest Account, an amount sufficient to cause the amount on deposit in said Account to equal any Parity Interest previously due and unpaid on Parity Obligations;

To the credit of the Principal Account, an amount sufficient to make the amount then on deposit in said Account equal to any regularly scheduled principal of the Bonds previously due and unpaid;

To the credit of the Debt Reserve Fund, an amount sufficient to cause the amount on deposit in said Fund to equal the Debt Reserve Requirement;

To the credit of the Loan Loss Fund, an amount sufficient to cause the amount on deposit in said Fund to equal the Loan Loss Requirement;

Subject to Section 413, and unless a lower priority of payment is provided in the Series Resolution or Supplemental Resolution authorizing such Security Arrangement, pursuant to the terms of any Security Arrangement, to pay to issuers of Security Arrangements the amount of Reimbursement Obligations then due and not included in subsection (ii) that are reimbursement of advances under such Security Arrangement or that are pursuant to term-loan or other principal amortization requirements in reimbursement of any advance under such Security Arrangement that are more accelerated than the amortization requirements of the related Bonds, but if available amounts shall be insufficient for such purposes, the amounts payable pursuant to each Security Arrangement will be pro rata based upon the respective amounts due thereunder; *provided, however*, that such amounts shall be payable only if and to the extent that the Cash Flow Statement filed with the Trustee in accordance with Section 607 demonstrates that sufficient funds are available for such purpose;

Subject to Section 413, and unless a lower priority of payment is provided in the Series Resolution or Supplemental Resolution authorizing such Qualified Hedge, pursuant to the terms of any Qualified Hedge, to pay to Qualified Hedge Providers the amount of Subordinated Contract Obligations then due, but if available amounts shall be insufficient for such purposes, the amounts payable pursuant to each Qualified Hedge will be pro rata based upon the respective amounts due thereunder; *provided, however*, that such amounts shall be payable only if and to the extent that a Cash Flow Statement filed with the Trustee in accordance with Section 607 hereof shows that, following each transfer pursuant to this subsection (vi), the aggregate of the amounts on deposit in all Funds and Accounts hereunder, other than the Cost of Issuance Fund, Expense Fund and Interest Account and excluding the principal amount of any Security Arrangements credited to the Debt Reserve Fund or Loan Loss Fund, plus the aggregate principal balances of all Mortgage Loans, shall at least equal one hundred one per centum (101%) of the sum of the aggregate principal amount of the Bonds Outstanding and the aggregate amount of any additional amounts attributable to Parity Principal (“101% Parity Test”);

To the credit of the Expense Fund;

To the credit of the Optional Redemption Account for the redemption or purchase of Bonds;

To the credit of the Special Redemption Account for redemption or purchase of Bonds;

To any specified Series Acquisition Account in the Acquisition Fund;

To the credit of any Series Account in the Costs of Issuance Fund; or

To the Agency, for any other purpose authorized or required under the Act free and clear of the pledge and lien of the General Resolution; *provided, however*, that no such payment shall be made under this clause unless a Cash Flow Statement shall have been filed with the Trustee pursuant to the General Resolution and such Cash Flow Statement satisfied the 101% Parity Test.

Principal Prepayment Fund—Series Principal Prepayment Accounts

Upon the issuance of a Series of Bonds the Trustee shall establish a Series Principal Prepayment Account within the Principal Prepayment Fund applicable to such Series of Bonds. Unless limited in a Series Resolution, the Trustee shall transfer amounts in the Principal Prepayment Fund at any time upon Agency Request to the Special Redemption Account, the Optional Redemption Account or the applicable Acquisition Account(s) of the Acquisition Fund. Moneys held for the credit of the Principal Prepayment Fund shall be transferred by the Trustee to the Interest Account or Principal Account in that order, pursuant to the Resolution. If the Trustee does not receive an Agency Request with respect to a mandatory redemption from Principal Prepayments set forth in a Series Resolution, the Trustee shall transfer Principal Prepayments in an amount sufficient to accomplish such mandatory redemption from the applicable Series Principal Prepayment Account of the Principal Prepayment Fund to the Special Redemption Account and shall call Bonds for redemption (subject to any other priority set forth in the applicable Series Resolution) on a pro rata basis, as nearly as practicable, from among each maturity of the Series (and subseries, if applicable) of Bonds that financed the Mortgage Loan that was prepaid.

Deficiencies in Debt Service Fund

In the event that amounts in the Debt Service Fund shall be insufficient on any Parity Obligation payment date to pay the principal of and interest on the Bonds due and unpaid on such date, or to pay amounts due under Qualified Hedges or Security Arrangements that are Parity Interest or Parity Principal, the Trustee shall withdraw amounts from the following Funds and Accounts in the following order of priority to the extent necessary to eliminate such deficiency; *provided, however*, that no amounts on deposit in the Special Redemption Account, the Optional Redemption Account, the Principal Prepayment Fund or the Principal Account shall be used for such purpose to the extent that such amounts have been set aside for the payment of Bonds which have been identified for purchase or called for redemption, and no amounts on deposit in any Series Acquisition Account shall be used for such purpose to the extent that the Agency is contractually obligated to finance or originate identified Mortgage Loans acceptable for financing with amounts on deposit in such Series Acquisition Account:

- (a) Revenue Fund;
- (b) General Fund;
- (c) Optional Redemption Account;

- (d) Principal Prepayment Fund;
- (e) Special Redemption Account;
- (f) Loan Loss Fund;
- (g) Expense Fund;
- (h) Acquisition Fund (but only if the Agency has received a Counsel's Opinion that such use will not adversely affect the exclusion (if excluded) of interest on the Bonds from gross income of the Owners thereof for Federal income tax purposes);
- (i) Bond Proceeds Fund (but only if the Agency has received a Counsel's Opinion that such use will not adversely affect the exclusion (if excluded) of interest on the Bonds from gross income of the Owners thereof for Federal income tax purposes);
- (j) Costs of Issuance Fund;
- (k) Debt Reserve Fund;
- (l) Principal Account;
- (m) Acquisition Fund (if the Counsel's Opinion referred to in (h) above has not been received); and
- (n) Bond Proceeds Fund (if the Counsel's Opinion referred to in (i) above has not been received).

Collateral Mortgage Loan Fund

The Agency may establish Series Collateral Mortgage Loan Accounts within the Collateral Mortgage Loan Fund and credit Collateral Mortgage Loans to any such Accounts pursuant to Series Resolutions. Collateral Mortgage Loans, and moneys received in connection therewith, shall be available for the purposes provided in the applicable Series Resolution or Supplemental Resolution.

Moneys Sufficient to Redeem Bonds

Whenever moneys and securities held for the credit of the Revenue Fund, the Debt Service Fund, the Debt Reserve Fund, Loan Loss Fund and General Fund are sufficient to pay, purchase or redeem the Bonds in whole and to pay all Parity Interest and Parity Principal under Qualified Hedges or Security Arrangements in whole on the next succeeding interest payment date, the Trustee shall apply such moneys, upon receipt of an Agency Request requesting such application, to the payment, purchase or redemption of the Bonds and payment of such Parity Interest and Parity Principal under the Qualified Hedges and Security Arrangements.

Security for Deposits; Investment of Moneys

All amounts held by the Trustee under the General Resolution, except as otherwise expressly provided in the General Resolution, shall be held in trust.

Moneys deposited for the credit of the Funds and Accounts under the General Resolution shall, as nearly as may be practicable, be continuously invested and reinvested by the Trustee upon the direction of an Authorized Representative (promptly confirmed by delivery of an Agency Request) in Investment Obligations which shall be in such amounts and bear interest at such rates with the objective that sufficient money will be

available to pay Parity Interest when due and shall mature, or which shall be subject to redemption by the holder thereof, at the option of such holder, with the objective that sufficient moneys will be available for the purposes intended.

Any Investment Obligations purchased as investment of moneys in any such Fund or Account shall be deemed at all times to be part of such Fund or Account. Any interest paid as cash, amortization of discount received as cash, or gain received as cash on the investment in any Fund or Account (except the Rebate Fund) shall be credited to the Revenue Fund when received and thereafter treated as Revenues. Any interest paid on the investment of the Rebate Fund shall be credited to the Rebate Fund. In computing the amount on deposit to the credit of any Account or Fund, obligations in which money in such Account or Fund shall have been invested shall be valued at Amortized Value plus the amount of interest on such obligations purchased with moneys in such Account or Fund.

Cash Flow Statements

The Agency shall file with the Trustee a current Cash Flow Statement (i) whenever any Series of Bonds is issued or remarketed (i.e., in connection with the adjustment of the interest rate thereon); (ii) on October 1, if a Cash Flow Statement has not been filed within the past two years and six months; (iii) upon purchase or redemption of Bonds in a manner other than as contemplated in the last Cash Flow Statement filed by the Agency with the Trustee; (iv) prior to applying amounts in the General Fund pursuant to clauses (vi) or (xii) of Section 411 hereof; and (v) pursuant to Section 213(b).

A Cash Flow Statement shall consist of a certificate of an Authorized Representative of the Agency giving effect to the action proposed to be taken and demonstrating in the current and each succeeding Fiscal Year in which the Parity Obligation is scheduled to be Outstanding that amounts then expected to be on deposit in the Funds and Accounts maintained hereunder in each such Fiscal Year will be at least equal to all amounts required by this Resolution to be on deposit in such Funds and Accounts for the payment of the Parity Obligation and for the funding of the Debt Reserve Fund and Loan Loss Fund to their respective Requirements, *except* that, to the extent specified in a Series Resolution, a Fund or Account established in said Series Resolution shall not be taken into account when preparing such Cash Flow Statement. The Cash Flow Statement shall set forth the assumptions upon which the estimates therein are based. Such assumptions shall include an assumption that all amounts held under this Resolution, to which an investment arrangement which guarantees a certain rate or rates is not in effect, are invested at a rate which does not exceed the savings passbook rate then prevailing in the State. Further, a Cash Flow Statement shall reflect three (3) assumptions as to the receipt of Principal Prepayments of all Series: (i) no Principal Prepayments are received (“0 percent” case); (ii) Principal Prepayments are received at a rate equal to 100% of the most recently published experience for 30-year mortgage loans set forth in the “Survivorship and Decrement Tables for HUD/FHA Home Mortgage Insurance Programs” (“100% FHA” case); and (iii) Principal Prepayments are received at a rate equal to 200% of the most recently published experience for 30-year mortgage loans set forth in the “Survivorship and Decrement Tables for HUD/FHA Home Mortgage Insurance Programs” (“200% FHA” case). If such tables are no longer available, the Agency shall use any then generally accepted industry standard. The Agency may modify such assumptions in whole or in part at any time *but only if* such modification will not, in and of itself, impair or cause the Bonds to fail to retain the then existing rating assigned to them by Moody’s. Upon filing a Cash Flow Statement with the Trustee, the Agency shall thereafter administer the Program and perform its obligations hereunder in accordance in all material respects with the assumptions set forth in such Cash Flow Statement until such time as a new or amended Cash Flow Statement shall be issued. *Except* with respect to the annual Cash Flow Statement and actions being taken contemporaneously with the delivery of a Cash Flow Statement, facts reflected in a Cash Flow Statement may be as of a date or reasonably adjusted to a date not more than 60 days prior to the date of delivery of such Statement. In preparing a Cash Flow Statement, the Agency shall utilize with respect to Parity Obligation Instruments the cash flow assumptions and tests required by the Rating Agency in order to obtain a rating on the applicable Bonds, all as set forth in the applicable Series Resolution or Supplemental Resolution authorizing the related Qualified Hedge. With respect to any Bonds which do not bear interest at a fixed interest rate and are not the subject of a Qualified Hedge, the Agency shall assign to such Bonds the

applicable assumed interest rates determined pursuant to the then-current Rating Agency requirements for bonds which bear the same rating as the then-current rating on the Bonds.

If any Cash Flow Statement shall show a deficiency in any Fiscal Year in the amount of funds expected to be available for the purposes described in this Resolution during such Fiscal Year, the Agency shall not be in default under this Resolution but shall take all reasonable actions to eliminate such deficiency. The Agency shall be precluded from taking the actions described or referenced in clauses (i), (iii), (iv), and (v) of the first paragraph of this Section 607 if the Cash Flow Statement on file with the Trustee in accordance with the requirements of the first paragraph hereof shall show that the taking of such action shall cause a deficiency to occur or shall increase any existing deficiency

Tax Covenants

The Agency shall at all times perform the applicable tax covenants contained in any applicable Series Resolution. If applicable and unless otherwise provided in the applicable Series Resolution, the Agency shall pay moneys in any Account in the Rebate Fund to Mortgagors as required by the Code.

The Agency covenants and agrees that it will not make or permit any use of the proceeds of the Parity Obligation Instruments which, if such use had been reasonably expected on the day of the issuance of the Tax-Exempt Bonds, would have caused the Tax-Exempt Bonds to be “arbitrage bonds” within the meaning of the Code and further covenants that it will observe and not violate the arbitrage provisions of the Code.

Books and Records

The Trustee shall keep proper books of record and account in which complete and correct entries shall be made of all transactions relating to the receipts, disbursements, allocations and applications of all moneys received by the Trustee under the General Resolution, and such books shall be available for inspection by the Agency, any Bondowner and any Party during business hours, upon reasonable notice and under reasonable conditions.

On or before the tenth business day of each month the Trustee shall furnish to the Agency a statement of the Agency’s revenues and expenditures and of the changes in its fund balances during the previous month.

The Agency shall keep proper books of record and account for all its transactions, other than those recorded in the books maintained by the Trustee described above, and such books shall be available for inspection by the Trustee and any Bondowner during business hours and upon reasonable notice.

Annual Audit and Report

Within 120 days of each October 31 (the period from the immediately preceding November 1 to and including October 31, the “reporting period”), the Agency shall furnish to the Trustee (i) a statement of its revenues and expenses and of the changes in its fund balances during the previous reporting period, certified to by an Accountant, (ii) a report of its activities during the previous reporting period, and (iii) a certificate from an Authorized Representative stating that there is no current Event of Default and that no Event of Default occurred during the preceding reporting period (or if there has been an Event of Default, providing the details thereof and describing the steps the Agency took, or is taking, to cure such Event of Default).

Program Covenants

The Agency warrants and covenants (a) that no Mortgage Loan shall be financed by the Agency under the Program unless the Mortgage Loan complies in all respects with the Act in effect on the date of financing and, to the extent applicable, the Agency shall have received the representations and warranties of the Mortgage

Lender required by the Act and (b) to comply with any additional program covenants contained in any Series Resolution.

Events of Default

Each of the following events constitutes an Event of Default under the General Resolution:

(a) payment of the principal or Redemption Price of any of the Bonds shall not be made when the same shall become due and payable, either at maturity or by proceedings for redemption or otherwise; or

(b) payment of any installment of interest on any Bonds shall not be made when the same shall become due and payable; or

(c) the entry of a decree or order for relief by a court having jurisdiction in the premises in respect of the Agency in an involuntary case under the Federal bankruptcy laws, as now or hereafter constituted, or any other applicable Federal or State bankruptcy, insolvency or other similar law, or appointing a receiver, liquidator, assignee, custodian, trustee, sequestrator (or similar official) of the Agency or for any substantial part of its property, or ordering the winding-up or liquidation of its affairs and the continuance of any such decree or order unstayed and in effect for the period of 60 consecutive days; or

(d) the commencement by the Agency of a voluntary case under the Federal bankruptcy laws, as now constituted or hereafter amended, or any other applicable Federal or State bankruptcy, insolvency or other similar law, or the consent by it to the appointment of or taking possession by a receiver, liquidator, assignee, trustee, custodian, sequestrator (or other similar official) of the Agency or for any substantial part of its property, or the making by it of any assignment for the benefit of creditors, or the taking of action by the Agency in furtherance of any of the foregoing; or

(e) failure by the Agency to pay, when due or within any applicable grace period, any amount owing on account of indebtedness for money borrowed or for deferred purchases of property, or the failure by the Agency to observe or perform any covenant or undertaking on its part to be observed or performed in any agreement evidencing, securing or relating to such indebtedness, resulting, in any such case, in an event of default or acceleration by the holder of such indebtedness of the date on which such indebtedness would otherwise be due and payable; or

(f) the Agency defaults in the due and punctual performance of any other covenants or agreements contained in the Bonds or in the General Resolution and such default continues for 90 days after written notice requiring same to be remedied shall have been given to the Agency by the Trustee, which may give such notice in its discretion and shall give such notice at the written request of the owners of not less than 25% in aggregate principal amount of the Bonds then Outstanding; provided, however, that so long as following such notice the Agency is diligently taking actions to remedy such default, such default shall not be an Event of Default.

Under no circumstances shall the Agency's failure to pay (i) Parity Obligation with respect to any Parity Obligation Instruments other than Bonds, (ii) Termination Payments or (iii) Subordinated Contract Obligations constitute an Event of Default under the General Resolution.

Acceleration of Maturity

Upon the happening and continuance of any Event of Default, then and in every such case (*except as may be limited in a Series Resolution with respect to covenants set forth in such Series Resolution*), the Trustee may and, subject to the Trustee's right to indemnification, upon the written direction of the owners of not less

than 51% in aggregate principal amount of Bonds then Outstanding, shall, by notice in writing to the Agency, declare the Parity Principal then Outstanding (if not then due and payable) to be due and payable immediately; and upon such declaration the same shall become immediately due and payable, anything contained in the Bonds, in other Parity Obligation Instruments, or in the General Resolution to the contrary notwithstanding. The Trustee may, and upon the written request of the owners of not less than 51% in aggregate principal amount of the Bonds not then due and payable and then Outstanding shall, by written notice to the Agency, rescind and annul such declaration and its consequences, but no such rescission or annulment shall extend to or affect any subsequent default or impair any right consequent thereon.

Enforcement of Remedies

Upon the happening and continuance of any Event of Default under the General Resolution, then and in every such case the Trustee may, and upon the written direction of the owners of not less than 25% in aggregate principal amount of the Bonds then Outstanding shall, proceed, subject to the right of the Trustee to indemnification, to protect and enforce its rights and the rights of the Bondowners under applicable laws and under the General Resolution for the specific performance of any covenant or agreement contained in the General Resolution or in aid or execution of any power granted in the General Resolution or for the enforcement of any proper legal or equitable remedy, as the Trustee, being advised by counsel, shall deem most effectual to protect and enforce such rights.

In the enforcement of any remedy under the General Resolution, the Trustee shall be entitled to sue for, enforce payment of and recover judgment for any and all amounts then or after any default becoming, and at any time remaining, due from the Agency for Principal of the Bonds, premium, if any, on the Bonds, interest on the Bonds or otherwise and unpaid, with, to the extent permitted by the applicable law, interest on overdue payments of principal on the Bonds and of interest on the Bonds at the rate or rates of interest specified in the Bonds, together with any and all costs and expenses.

Regardless of the happening of an Event of Default, the Trustee may, and, subject to the right of indemnification, if requested in writing by the owners of not less than 25% in aggregate principal amount of the Bonds then Outstanding, shall, institute and maintain such suits and proceedings as it may be advised shall be necessary or expedient (i) to prevent any impairment of the Pledged Property by any acts which may be unlawful or in violation of the General Resolution or of any resolution authorizing the Bonds or Series Resolution, or (ii) to preserve or protect the interests of the Bondowners, provided that such request is in accordance with law and the provisions of the General Resolution and, in the sole judgment of the Trustee, is not unduly prejudicial to the interests of the owners of the Bonds not making such request.

If a covenant is set forth in a Series Resolution, limitations on the remedies available upon an Event of Default related to such covenant may be set forth in said Series Resolution.

Pro Rata Application of Funds

Anything in the General Resolution to the contrary notwithstanding, any time the money in the Funds and Accounts maintained under the General Resolution shall not be sufficient to pay the principal of or interest on the Bonds as the same shall become due and payable (either by their terms or by acceleration of maturities under the General Resolution) such money, together with any money then available, or thereafter becoming available for such purpose, shall be applied, following the satisfaction of any payments due to the Trustee, as follows:

- (a) If the principal on the Bonds shall not have become or shall not have been declared due and payable, all such moneys shall be applied:

FIRST: to the payment to the persons entitled thereto of all installments of interest on Bonds other than subordinated Bonds (*except* interest on overdue principal) then accrued and

unpaid in the chronological order in which such installments became due and payable and, if the amount available shall not be sufficient to pay in full any particular installment, then to the payment, ratably, according to the amounts due on such installment, to the persons entitled thereto as owners of Bonds other than subordinated Bonds, without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds other than subordinated Bonds;

SECOND: to the payment to the persons entitled thereto of the unpaid principal of any of the Bonds other than subordinated Bonds which shall have become due and payable (*except* Bonds other than subordinated Bonds called for redemption for the payment of which money is held pursuant to the provisions of the Resolution) in the order of their stated payment dates, with interest on the principal amount of such Bonds other than subordinated Bonds at the respective rates specified therein from the respective dates upon which such Bonds other than subordinated Bonds became due and payable, and, if the amount available shall not be sufficient to pay in full the principal of the Bonds other than subordinated Bonds by their stated terms due and payable on any particular date, together with such interest, then to the payment first of such interest, ratably, according to the amount of such interest due on such date, with such payment being made to owners of Bonds other than subordinated Bonds, and then to the payment of such principal, ratably, according to the amount of such principal due on such date, to the persons entitled thereto as owners of Bonds other than subordinated Bonds, without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds other than subordinated Bonds;

THIRD: to the payment of the interest on and the principal of the Bonds other than subordinated Bonds, to the purchase and retirement of Bonds other than subordinated Bonds and to the redemption of Bonds other than subordinated Bonds;

FOURTH: to the payment to the persons entitled thereto of all installments of any unpaid Parity Interest (other than interest on overdue principal) then due and payable in the order in which such installments become due and payable and, if the amount available shall not be sufficient to pay in full any particular installment, then to the payment, ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference except as to any difference in the respective rates of interest specified in the Parity Obligation Instruments;

FIFTH: to the extent not paid pursuant to clauses first through fourth, to the payment to the persons entitled thereto of the unpaid Parity Principal which shall have become due and payable in the order of its stated payment dates, with interest on the principal amount of such Parity Obligation at the respective rates specified therein from the respective dates upon which such Parity Obligation became due and payable, and, if the amount available shall not be sufficient to pay in full the Parity Principal by its stated terms due and payable on any particular date, together with Parity Interest, then to the payment first of Parity Interest, ratably, according to the amount of such Parity Interest due on such date, and then to the payment of such Parity Principal, ratably, according to the amount of such Parity Principal due on such date, to the persons entitled thereto without any discrimination or preference except as to any difference in the respective rates of interest specified in the Parity Obligation Instruments;

SIXTH: to the payment of any Reimbursement Obligations and Subordinated Contract Obligation payable pursuant to the General Resolution with respect to the Bonds other than subordinated Bonds;

SEVENTH: to the payment to the persons entitled thereto of interest on subordinated Bonds (except interest on overdue principal) then accrued and unpaid in the chronological order

in which such installments of interest accrued and, if the amount available shall not be sufficient to pay in full any particular daily installment, then to the payment, ratably, according to the amounts due on such daily installment, to the persons entitled thereto as owners of subordinated Bonds, without any discrimination or preference except as to any difference in the respective rates of interest specified in the subordinated Bonds;

EIGHTH: to the payment to the persons entitled thereto of the unpaid principal of any of the subordinated Bonds which shall have become due and payable (except subordinated Bonds called for redemption for the payment of which, money is held pursuant to the provisions of the General Resolution) in the order of their stated payment dates, with interest on the principal amount of such subordinated Bonds at the respective rates specified therein from the respective dates upon which such subordinated Bonds became due and payable, and, if the amount available shall not be sufficient to pay in full the principal of the subordinated Bonds by their stated terms due and payable on any particular date, together with such interest, then to the payment first of such interest, ratably, according to the amount of such interest due on such date, with such payment being made to owners of subordinated Bonds, and then to the payment of such principal, ratably, according to the amount of such principal due on such date, to the persons entitled thereto as owners of subordinated Bonds, without any discrimination or preference except as to any difference in the respective rates of interest specified in the subordinated Bonds;

NINTH: to the payment of the interest on and the principal of the subordinated Bonds, to the purchase and retirement of subordinated Bonds and to the redemption of subordinated Bonds; and

TENTH: to the payment of any Reimbursement Obligations and Subordinated Contract Obligation payable pursuant to the General Resolution with respect to subordinated Bonds.

(b) If the principal of all the Bonds shall have become or shall have been declared due and payable, all such money shall be applied:

FIRST: to the payment of the principal and premium, if any, and interest then due and unpaid upon the Bonds which are not subordinated Bonds, without preference or priority of principal over interest or of interest over principal, or of any daily accrual of interest over any other daily accrual of interest, or of any Bond which is not a subordinated Bond over any other Bond which is not a subordinated Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination or preference except as to the respective rates of interest specified in the Bonds which are not subordinated Bonds;

SECOND: to the payment of the all remaining Parity Interest and Parity Principal, without preference or priority of such Parity Principal over such Parity Interest or of such Parity Interest over such Parity Principal, or of any installment of such Parity Interest over any other installment of such Parity Interest, or of any Parity Obligation Instrument over any other Parity Obligation Instruments, ratably, according to the amounts due respectively for Parity Principal and Parity Interest, to the persons entitled thereto without any discrimination or preference except as to the respective rates of interest specified in the Parity Obligation Instrument;

THIRD: to the payment of any Reimbursement Obligations and Subordinated Contract Obligations payable pursuant to the General Resolution with respect to the Bonds other than subordinated Bonds, ratably, according to the amounts due respectively for

Reimbursement Obligations and Subordinated Contract Obligations, to the persons entitled thereto without any discrimination or preference;

FOURTH: to the payment of the principal and premium, if any, and interest then accrued and unpaid upon the subordinated Bonds, without preference or priority of principal over interest or of interest over principal, or of any daily accrual of interest over any other daily accrual of interest, or of any subordinated Bond over any other subordinated Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination or preference except as to the respective rates of interest specified in the subordinated Bonds; and

FIFTH: to the payment of any Reimbursement Obligations and Subordinated Contract Obligations payable pursuant to the General Resolution with respect to the subordinated Bonds, ratably, according to the amounts due respectively for Reimbursement Obligations and Subordinated Contract Obligations, to the persons entitled thereto without any discrimination or preference.

(c) If all Parity Principal shall have been declared due and payable and if such declaration shall thereafter have been rescinded and annulled, then, subject to (b) above in the event that the Parity Principal shall later become or be declared due and payable, the money remaining in and thereafter accruing to the Debt Service Fund and the Debt Reserve Fund, together with any other money held by the Trustee under the General Resolution, shall be applied in accordance with the provisions of (a) above.

Restrictions Upon Actions by Individual Bondowner

No owner of any of the Bonds shall have any right to institute any suit, action or proceeding in equity or at law on any Bond or for the execution of any trust under the Resolution or for the enforcement of any remedy under the General Resolution unless such owner previously shall have given to the Trustee written notice of the Event of Default on account of which such suit, action or proceeding is to be instituted, and unless also the owners of not less than fifteen per centum (15%) in aggregate principal amount of the Bonds then Outstanding shall have made written request of the Trustee after the right to exercise such powers or right of action, as the case may be, shall have accrued, and shall have afforded the Trustee a reasonable opportunity either to proceed to exercise the powers granted in the General Resolution or to institute such action, suit or proceeding in its or their name, and unless, also, there shall have been offered to the Trustee reasonable security and indemnity against the costs, expenses and liabilities to be incurred therein or thereby, and the Trustee shall have refused or neglected to comply with such request within a reasonable time; and such notification, request and offer of indemnity are declared in every such case, at the option of the Trustee, to be conditions precedent to the execution of the powers and trusts of the General Resolution or to any other remedy under the General Resolution; *provided, however*, that notwithstanding the foregoing and without complying therewith, the owners of not less than 25% in aggregate principal amount of the Bonds then Outstanding may institute any such suit, action or proceeding in their own names for the benefit of all owners of Bonds.

Trustee Entitled to Indemnity

The Trustee shall be under no obligation to institute any suit, or to take any remedial proceeding under the General Resolution, or to enter any appearance or in any way defend in any suit in which it may be named a defendant, or to take any steps in the execution of the trusts created by the General Resolution or in the enforcement of any rights and powers under the General Resolution, until it shall be indemnified to its satisfaction against any and all costs and expenses, outlays and counsel fees and other reasonable disbursements, and against all liability; the Trustee may, nevertheless, begin suit, or appear in and defend suit, or do anything else in its judgment proper to be done by it as such Trustee, without indemnity, and in such case the Agency

shall reimburse the Trustee for all costs and expenses, outlays and counsel fees and other reasonable disbursements properly incurred in connection therewith.

Compensation and Indemnification of Trustee

Subject to the provisions of any contract between the Agency and the Trustee relating to the compensation of the Trustee, the Agency shall pay, from the Pledged Property, to the Trustee reasonable compensation for all services performed by it under the General Resolution and also all its reasonable expenses, charges and other disbursements and those of its attorneys, agents and employees incurred in and about the administration and execution of the trusts created by the General Resolution and the performance of its powers and duties under the General Resolution, and, from such source only, shall indemnify and save the Trustee harmless against any liabilities which it may incur in the exercise and performance of its powers and duties under the General Resolution.

Resignation and Removal of Trustee

The Trustee may resign by notice in writing to be given to the Agency and mailed, first-class postage prepaid, to all registered owners of Bonds at their addresses as they appear on the registration books kept by the Bond Registrar(s), not less than 60 days before such resignation is to take effect, and such resignation shall take effect immediately upon the appointment of a new Trustee.

The Trustee may be removed at any time by an instrument in writing executed by the owners of not less than a majority in principal amount of the Bonds then Outstanding. The Trustee may also be removed at any time for reasonable cause by any court of competent jurisdiction upon the application of the Agency pursuant to resolution or of the owners of not less than 10% in principal amount of Bonds then Outstanding.

No resignation or removal of the Trustee or appointment of a successor Trustee shall become effective until the acceptance of appointment under the General Resolution by the successor Trustee.

Appointment of Successor Trustee

If the Trustee shall resign, be removed, be dissolved, or otherwise become incapable of acting under the General Resolution or if the position of Trustee becomes vacant for any other reason, then the Agency shall appoint a Trustee to fill such vacancy and shall cause notice of such appointment to be mailed, first-class postage prepaid, to all registered owners of Bonds at their addresses as they appear on the registration books kept by the Bond Registrar(s). At any time within one year after any such vacancy shall have occurred the owners of a majority in principal amount of the Bonds Outstanding may appoint a successor Trustee by an instrument in writing filed with the Agency, which Trustee shall supersede any Trustee theretofore appointed by the Agency. If no appointment of a successor Trustee shall be made pursuant to the foregoing provisions within 10 days after the vacancy shall have occurred, the owner of any Bond Outstanding under the General Resolution or any retiring Trustee may apply to any court of competent jurisdiction to appoint a successor Trustee. Such court may thereupon, after such notice, if any, as such court may deem proper and prescribed, appoint a successor Trustee. Any successor Trustee must be a bank or trust company having its principal corporate trust office in the State, duly authorized to exercise corporate trust powers and subject to examination by Federal or State authority, of good standing, and having at the time of its appointment a combined capital and surplus of not less than \$50,000,000 as shown on its most recently published report of its financial condition.

Supplemental Resolutions

The Agency, without obtaining the consent of the owners of the Bonds, from time to time and at any time, may adopt such resolutions supplemental to the provisions of the General Resolution:

- (a) to cure any ambiguity or defect or omission in the General Resolution or in any supplemental resolutions; or
- (b) to grant to or confer upon the Trustee for the benefit of the Bondowners any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the Bondowners or the Trustee; or
- (c) to include as pledged revenues or money under, and subject to the provisions of, the General Resolution any additional revenues or money legally available therefor; or
- (d) to cure any ambiguity, to correct or supplement any provision of the General Resolution which may be inconsistent with any other provision thereof, or to make any other provisions with respect to matters or questions arising under the General Resolution which shall not be inconsistent with the provisions thereof, provided such action shall not adversely affect the interests of the Bondowners; or
- (e) to add to the covenants and agreements of the Agency in the General Resolution other covenants and agreements thereafter to be observed by the Agency or to surrender any right or power in the General Resolution reserved to or conferred upon the Agency; or
- (f) to add provisions relating to coupon Bonds or Bonds issued with full book-entry delivery; or
- (g) to modify any of the provisions of the General Resolution in any respect whatever; *provided, however,* that either (i) such modification shall apply only to Series of Bonds issued after the effective date of the Supplemental Resolution and shall not materially adversely affect the interests of the owners of Bonds of any Series Outstanding on the effective date of the Supplemental Resolution or (ii)(a) such modification shall be effective only after all Bonds then Outstanding shall cease to be Outstanding, and (b) such Supplemental Resolution shall be specifically referred to in the text of all Bonds authenticated and delivered after the adoption of such Supplemental Resolution and of Bonds issued in exchange therefor or in place thereof; or
- (h) to modify, amend or supplement the General Resolution or any Supplemental Resolution in such manner as to permit, if presented, the qualification thereof under the Trust Indenture Act of 1939 or any similar Federal statute hereafter in effect or under any state Blue Sky Law; or
- (i) to surrender any right, power or privilege reserved to or conferred upon the Agency by the terms of the General Resolution, provided that the surrender of such right, power or privilege is not contrary to or inconsistent with the covenants and agreements of the Agency contained in the General Resolution; or
- (j) to add to the definition of Investment Obligations, Parity Hedge Provider, or Security Arrangement pursuant to the respective last proviso of the definition thereof; or
- (k) to modify, amend or supplement the General Resolution or any Supplemental Resolution in such manner as to permit a trustee (other than the Trustee) with respect to any subordinated Bonds issued under the General Resolution; or
- (l) to authorize Qualified Hedges and Security Arrangements and establish their terms; or
- (m) to make any other change which, in the judgment of the Trustee, does not materially adversely affect the interests of the Bondowners.

Anything contained in the General Resolution to the contrary *notwithstanding*,

(i) the Owners of not less than fifty-one per centum (51%) in aggregate principal amount of the Bonds then Outstanding,

(ii) if less than all of the Bonds then Outstanding are affected, the Owners of greater than fifty per centum (50%) in principal amount of Bonds so affected then Outstanding, and

(iii) in case the terms of any Sinking Fund Requirements are changed, the Owners of greater than fifty per centum (50%) in principal amount of the Bonds of the particular Series and maturity entitled to such Sinking Fund Requirements and then Outstanding shall have the right, from time to time, to consent to and approve the adoption by the Agency and the Trustee of such Supplemental Resolution or Resolutions as shall be deemed necessary or desirable by the Agency for the purpose of modifying, altering, amending, adding to, repealing or rescinding, in any particular, any of the terms or provisions contained in the General Resolution or in any Supplemental Resolution; *provided, however*, no Supplemental Resolution shall permit, or be construed as permitting, any of the following without the consent of all of the adversely affected Bondowners: (a) a change in the terms of redemption or of the maturity of the principal of or the interest on any Bonds, or (b) a reduction in the principal amount or Redemption Price of any Bond or the rate of interest on any Bond, or (c) the creation of a lien upon or pledge of Revenues, or any part thereof, other than the lien and pledge created by the General Resolution, or (d) a preference or priority of any Parity Obligation Instrument over any Bond, except as may be permitted by the applicable Series Resolution(s), or (e) a reduction in the aggregate principal amount or classes of the Bonds required for consent to such Supplemental Resolution. A Series shall be deemed to be affected by a modification or amendment of the General Resolution or a Supplemental Resolution if the same adversely affects or diminishes the rights of the Owner of Bonds of such Series. The Trustee may in its discretion determine whether or not in accordance with the foregoing powers of amendment, Bonds of any particular Series and maturity would be affected by any modification or amendment of the General Resolution or a Supplemental Resolution and any such determination shall be binding and conclusive on the Agency and all Owners of Bonds.

Upon the adoption of any Supplemental Resolution pursuant to the provisions of this Section, the General Resolution shall be and be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations under the General Resolution of the Agency, the Trustee and all Bondowners and the Parties shall thereafter be determined, exercised and enforced in all respects under the provisions of the General Resolution as so modified and amended.

Notice of any proposed Supplemental Resolution to be effective with consent of Bondowners will be mailed to all Bondowners.

Defeasance

If, when Parity Obligation Instruments secured by the General Resolution shall have become due and payable in accordance with their terms or otherwise as provided in the General Resolution, or shall have been duly called for redemption or irrevocable instructions to call the Bonds for redemption shall have been given by the Agency to the Trustee, and the whole amount of the principal of, Redemption Price, and the interest on all of the Parity Obligation Instruments then Outstanding shall be paid or the Trustee shall hold money or Government Obligations or shall hold money and Government Obligations sufficient to pay the principal of, Redemption Price, and interest on all Parity Obligation Instruments or which when due will provide sufficient moneys to pay the principal of, Redemption Price, and the interest on the Parity Obligation Instruments, and provisions shall also be made for paying all other sums (including amounts due under Qualified Hedges and Security Arrangements) payable under the General Resolution by the Agency, then and in that case, the right, title and interest of the Trustee under the General Resolution shall thereupon cease, terminate and become void, and the Trustee in such case, on demand of the Agency, shall release the General Resolution and shall release

the security and shall execute such documents to evidence such release as may be reasonably required by the Agency, and shall turn over to the Agency or to such officer, board or body as may then be entitled to receive the same, all the remaining property held by the Trustee under the General Resolution.

Governing Law

The laws of the State shall govern the construction of the General Resolution.

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APPENDIX B

FINANCIAL STATEMENTS OF THE AGENCY AND INDEPENDENT AUDITORS' REPORT

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State of New York
Mortgage Agency
(A Component Unit of the State of New York)

SONYMA

Financial Statements

Fiscal Year

2018

State of New York Mortgage Agency

(A Component Unit of the State of New York)

Financial Statements

Fiscal Years Ended October 31, 2018 and 2017

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RESPONSIBILITY FOR FINANCIAL REPORTING

The financial statements of the State of New York Mortgage Agency (the "Agency"), for the fiscal years ended October 31, 2018 and 2017, are the responsibility of management. The financial statements were prepared in accordance with U.S. generally accepted accounting principles.

The Agency maintains a system of internal control. The objectives of an internal control system are to provide reasonable assurance as to the protection of, and accountability for, assets; compliance with applicable laws and regulations; proper authorization and recording of transactions; and the reliability of financial records for preparing financial statements. The system of internal control is subject to periodic review by management and the internal audit staff.

The Agency's annual financial statements have been audited by Ernst & Young LLP, independent auditors appointed by the Members of the Agency. Management has made available to Ernst & Young LLP all the financial records and related data of the Agency and has provided access to all the minutes of the meetings of the Members of the Agency. The independent auditors also periodically meet with the Members of the Agency to provide engagement related updates and communications.

The independent auditors conducted their audit in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States of America. Those standards require that they plan and perform the audit to obtain reasonable assurance about whether the respective financial statements are free of material misstatement. The audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Agency's internal control over financial reporting. Accordingly, the independent auditors do not express an opinion on the effectiveness of the Agency's internal control over financial reporting. The audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the respective financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. The independent auditors' unmodified report expresses that the financial statements are presented, in all material respects, in accordance with U.S. generally accepted accounting principles.



Ruth Anne Visnauskas
President/Chief Executive Officer



Sheila Robinson
Senior Vice President/Chief Financial Officer

January 24, 2019



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Report of Independent Auditors

Management and the Directors of the Board
State of New York Mortgage Agency
New York, New York

Report on the Financial Statements

We have audited the accompanying financial statements of the State of New York Mortgage Agency (the Agency), a component unit of the State of New York, as of and for the years ended October 31, 2018 and 2017, and the related notes to the financial statements, which collectively comprise the Agency's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Agency as of October 31, 2018 and 2017, and the changes in its financial position and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Adoption of New Accounting Pronouncement

As discussed in Note 3 to the financial statements, as of November 1, 2016, the Agency adopted Governmental Accounting Standards Board Statement No. 75, *Accounting and Financial Reporting for Postemployment Plans Other Than Pension Plans*. Our opinion is not modified with respect to this matter.

Required Supplementary Information

U.S. generally accepted accounting principles require that Management's Discussion and Analysis, the Schedule of Changes in Total OPEB Liability and Related Ratios, the Schedule of Contributions to the NYSLRS, and the Schedule of the State of New York Mortgage Agency's Proportionate Share of the NYSLRS Net Pension Liability, as listed in the table of contents, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Supplementary and Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Agency's basic financial statements. The Supplementary Section is presented for purposes of additional analysis and is not a required part of the basic financial statements.



The Supplementary Section is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the Supplementary Section is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The Introductory Section has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and, accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we also have issued our report dated January 28, 2019 on our consideration of the Agency's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Agency's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Agency's internal control over financial reporting and compliance.

Ernst + Young LLP

January 28, 2019

STATE OF NEW YORK MORTGAGE AGENCY

(A Component Unit of the State of New York)

MANAGEMENT'S DISCUSSION AND ANALYSIS

Fiscal Year Ended October 31, 2018 and October 31, 2017

Overview of the Financial Statements

The following is a narrative overview of the financial performance of the State of New York Mortgage Agency (the "Agency" or "SONYMA") for the fiscal years ended October 31, 2018 ("fiscal 2018") and October 31, 2017 ("fiscal 2017") with selective comparative information for the fiscal year ended October 31, 2016 ("fiscal 2016"). Please read this analysis in conjunction with the financial statements.

The annual financial statements consist of five parts: (1) management's discussion and analysis (this section); (2) the financial statements; (3) the notes to the financial statements; (4) required supplementary information and (5) the supplemental schedules that report programs of the Agency individually.

The Agency's financial statements are prepared using the accrual basis of accounting in conformity with U.S. generally accepted accounting principles.

Management's Discussion and Analysis

- This section of the Agency's financial statements, Management's Discussion and Analysis (the "MD&A"), presents an overview of the Agency's financial performance during fiscal 2018 and fiscal 2017. It provides a discussion of financial highlights and an assessment of how the Agency's financial position has changed from the past years. It identifies the factors that, in management's view, significantly affected the Agency's overall financial position. It may contain opinions, assumptions or conclusions by the Agency's management that should not be considered a replacement for, and must be read in conjunction with, the financial statements and other information described below.

The Financial Statements

- The Statement of Net Position provides information about the liquidity and solvency of the Agency by reporting the assets, deferred inflows and outflows of resources, liabilities and net position.
- The Statement of Revenues, Expenses and Changes in Net Position accounts for all of the current year's revenues and expenses in order to measure the success of the Agency's operations over the past year. It can be used to determine how the Agency has funded its costs. By presenting the financial performance of the Agency, the change in net position is similar to net profit or loss for a business.
- The Statement of Cash Flows is presented on the direct method of reporting. It provides information about the Agency's cash receipts, cash payments, and net changes in cash resulting from operations, investing, and financing activities. Cash collections and payments are presented in this statement to arrive at the net increases or decreases in cash for each year.

The Notes to the Financial Statements

- The notes provide information that is essential to understanding the financial statements, such as the Agency's accounting methods and policies as well as providing information about the content of the financial statements.
- Details include contractual obligations, future commitments and contingencies of the Agency.
- Information is disclosed regarding any other events or developing situations that could materially affect the Agency's financial position.

Required Supplementary Information (“RSI”)

- The RSI schedules present information regarding the Agency’s (1) progress in funding its obligation to provide postemployment benefits other than pensions to its employees, (2) Schedule of Contributions to the New York State and Local Retirement System (“NYSLRS”) Pension Plan and (3) Schedule of the Proportionate Share of the NYSLRS Net Pension Liability.

Supplementary Information

- Presentations of the Agency’s financial information by program are listed in accordance with the requirements of each program.

Background

The Agency is a corporate governmental Agency, constituting a public benefit corporation and a component unit of the State of New York (the “State”). The Agency and its corporate existence shall continue until terminated by law; provided, however, that no such law shall take effect so long as the Agency has bonds, notes or other obligations outstanding.

The Agency has two primary lines of operations: Single Family Operations and Mortgage Insurance Fund Operations.

Single Family Operations are dedicated to providing affordable mortgage financing to New York State home purchasers with low and moderate incomes. The Agency provides such financing through a network of participating lenders for the purchase of newly constructed and existing homes; homes in need of renovation; permanently affixed manufactured homes and financing for cooperatives and condominiums.

Mortgage Insurance Fund (the “MIF”) Operations are dedicated to providing mortgage insurance for multi-family affordable residential projects and special care facilities, as well as providing pool and primary mortgage insurance on single family mortgages purchased by the Agency.

The Student Loan Program was established in order to offer education loans to eligible students attending colleges and universities in the State. The program has been on hiatus since fiscal 2012. There have not been any Student Loan purchases since May 1, 2012.

In 2016, legislation was adopted at the State level to authorize the creation of a program to assist homeowners affected by the national mortgage crisis who are either delinquent on their mortgage payments or in danger of going into default. The legislation created the New York State Community Restoration Fund as a new fund to be held by SONYMA and to be managed by a newly-created subsidiary of SONYMA called the SONYMA Community Restoration Fund (“CRF”). Moneys in this fund are not to be commingled with any other monies of SONYMA. The Agency currently owns 570 defaulted mortgage loans as a partner in a joint venture with New Jersey Community Capital (NJCC-NYS Community Restoration Fund, L.L.C.), a nationally recognized nonprofit specializing in assisting troubled homeowners. The Agency has received \$22.4 million to date, and has invested \$10.5 million into the partnership.

Single Family Operations Highlights

General

Fiscal 2018 saw continued uncertainty in the housing market coupled with the lingering impact of the Federal Reserve's post-Financial Crisis monetary policy impacting SONYMA's ability to maintain its traditional interest rate advantage. As a result of continued aggressive efforts to reduce the Agency's cost of funds and offer the most competitively priced mortgages on the market in the State, SONYMA's loan production remained at the high levels seen in fiscal year 2017. During fiscal year 2018, SONYMA assisted 1,667 low and moderate-income households (compared to 1,873 households in fiscal 2017 and 2,022 households in fiscal 2016) by purchasing \$339.4 million in mortgage loans (compared to \$369.9 million in fiscal 2017 and \$368.0 million in fiscal 2016). In fiscal year 2018, the Agency funded 8.98% less in mortgage loans than during fiscal 2017, and 8.42% less than in fiscal year 2016. The majority of the bond financed loans were purchased under SONYMA's two primary programs - Low Interest Rate and Achieving the Dream.

During fiscal 2018, the Low Interest Rate Program provided financing to 457 households (compared to 540 households in fiscal 2017 and 585 in fiscal 2016), and the Achieving the Dream Program, which assists lower-income homebuyers (80% of area median income or less), provided financing for 1,093 households (compared to 1,249 households in fiscal 2017 and 1,351 in fiscal 2016). The continuing success of the Achieving the Dream Program, which continues to outperform the Low Interest Rate Program in terms of production, continues to signal the success of the Agency, even in a period of market volatility, in assisting borrowers who would otherwise find it difficult to attain homeownership. Of the loans purchased under all of the Agency's programs, 898 borrowers (53.87%) received down payment assistance totaling \$20.3 million in fiscal year 2018, compared to 930 borrowers, totaling \$6.6 million in fiscal 2017 and 1,017 borrowers, totaling \$6.7 million in fiscal 2016.

SONYMA continues to provide financing to underserved populations and communities. In fiscal year 2018, 811 loans were made to low-income households and 561 loans were made to minorities, compared to 891 and 583 respectively in fiscal 2017 as well as 1,087 and 539 respectively in fiscal 2016. In addition, 203 loans were made to households buying in Federally-designated target areas, down from 220 in fiscal 2017 and 129 the prior year.

During fiscal 2018, SONYMA continued to better serve its borrowers and industry partners by:

- Focusing its efforts on Low-Income and Minority Homebuyers: The Agency directed its energies towards providing mortgage loans to those individuals and families for whom SONYMA mortgages make the difference in achieving sustainable homeownership. This was accomplished by continuing to target mortgage financing activities on the Achieving the Dream Program, which assists lower-income homebuyers. In fiscal year 2018, 1,093 of the Agency's mortgages were originated under this program, keeping close pace with 1,249 in 2017 and 1,351 in 2016. Overall, 811 of the mortgages purchased were made to low-income homebuyers (80% of area median income or less), keeping pace with 891 in 2017, and 233 of the loans SONYMA purchased statewide were made to low-income, minority households.
- Continuing to promote and expand the reach of the Conventional Plus Program in fiscal 2018: Conventional Plus was launched in November 2012 and complements SONYMA's existing tax-exempt bond financed programs and the FHA Plus Program described below. The product takes advantage of certain pricing and underwriting benefits afforded to SONYMA by Fannie Mae. The features of Conventional Plus are as follows:
 - No loan level price adjustments;
 - Lower mortgage insurance coverage requirements than standard loans;
 - The availability of mortgage insurance provided by Genworth Mortgage Insurance (or SONYMA's MIF, in the event that Genworth is unwilling to insure the loan); and
 - Down payment and/or closing cost assistance up to 3% of the home purchase price (SONYMA allows its Down Payment Assistance Loan to be used to pay a one-time upfront mortgage

insurance premium, thus eliminating the monthly mortgage insurance premium and significantly lowering the monthly payment).

The product is available for home purchases and for limited cash-out refinances.

Under Conventional Plus, 43 mortgages of \$4.98 million in total principal and \$32.5 thousand in Down Payment Assistance were originated in fiscal year 2018. In addition, as of October 31, 2018, the Agency had 17 mortgages of \$2.1 million in total principal and \$9.8 thousand in Down Payment Assistance in its pipeline.

- Continuing to promote and expand the footprint of the FHA Plus Program SONYMA launched in December 2013. Complementing SONYMA's existing tax-exempt bond financed programs and the Conventional Plus Program, FHA Plus takes advantage of a special exemption from HUD that enables state housing finance agencies to offer down payment assistance on FHA-insured mortgages, where the down payment assistance may be used towards the borrower's minimum cash investment. The benefits of FHA Plus are:
 - Eligible borrowers do not have to be first-time homebuyers;
 - No income or purchase price limits; and
 - Availability of SONYMA down payment assistance:
 - for purchase transactions, up to 3% of the home purchase price.
 - for refinance transactions, up to 3% of the lower of the unpaid principal balance or the appraised value. (The assistance may be used as a credit against closing costs and be prepaid.)

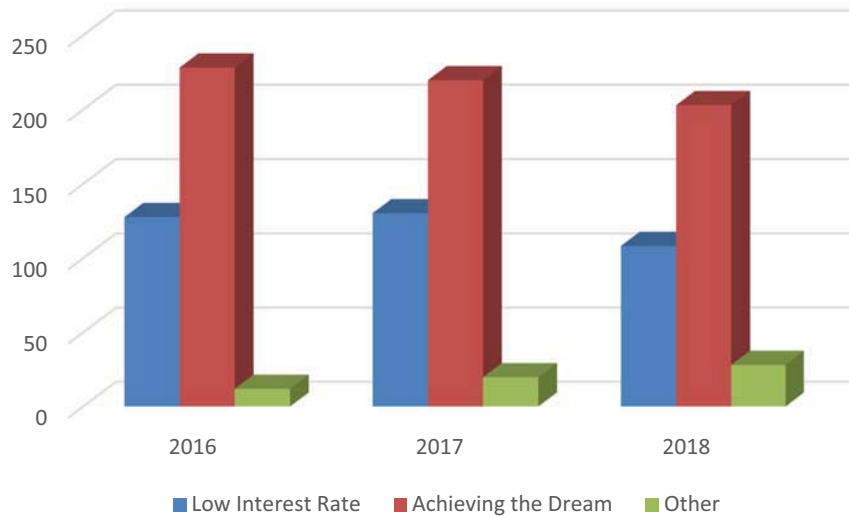
Under this program, 160 mortgages of \$40.4 million in total principal and \$1.2 million in Down Payment Assistance were originated in fiscal year 2018. In addition, as of October 31, 2018, the Agency had 40 mortgages of \$10.8 million in total principal and \$320 thousand in Down Payment Assistance in its pipeline.

- The Agency has continued to enhance the SONYMA Express® automated system that was developed to assist participating lenders by providing expedited decisions on SONYMA loan eligibility. The system has: (a) streamlined the Agency's loan origination process and dramatically reduced the time it takes participating lenders to originate SONYMA loans; (b) eliminated uncertainty of a borrower's eligibility early in the mortgage application process; (c) lowered overall lender costs; and (d) provided lenders with the capacity to submit electronic loan files to the Agency, thus eliminating the need to submit paper files. Continued efforts to improve user experience through SONYMA Express®, led to an additional 21 lenders opting to use the system in 2018. It is anticipated that approximately 85% of the SONYMA volume will come through SONYMA Express® in fiscal year 2019 as a result.
- Continuing to work with SONYMA's Advisory Council in gathering insights and recommendations on future direction from expert industry professionals. The Council helps SONYMA maximize its effectiveness while simultaneously providing a forum for knowledge-sharing and relationship building among different members of SONYMA's distribution and supply-networks. The Agency held two meetings with the Advisory Council in fiscal 2018, as well as monthly subcommittee meetings.
- Continuing Outreach Efforts to Industry Partners by participating in 81 events across the state with homeownership counseling organizations, realtors, lenders, not-for profits, veterans groups, community groups and others. The outreach efforts and collaboration in planning events have deepened the Agency's relationships with its partners in the housing community and provided additional opportunities to promote SONYMA products and services.
- Growing the Neighborhood Revitalization Program (NRP). In June 2016, SONYMA announced a program that leverages \$22 million in Chase settlement dollars to aid in the purchase and renovation of vacant/abandoned homes in neighborhoods hard hit by the foreclosure crisis. The program was originally launched in Kingston, Middletown, Troy, Rochester, certain parts of New York City and all of Long Island due to their high level of impact from the foreclosure crisis. SONYMA collaborated

with various divisions of HCR, nonprofits based in the communities selected for this pilot program, local government, realtors and SONYMA participating lenders. NRP enables borrowers to purchase a vacant home and receive down payment assistance, a subsidized interest rate, and \$20,000 toward property repairs with the ability to finance any additional necessary repairs into the loan. In fiscal 2018, SONYMA funded 52 NRP properties investing over \$17.6 million in the effort. The decision was made to expand access to the program into all of Orange County, Rensselaer County, Schenectady County, Staten Island, the Bronx, and Buffalo.

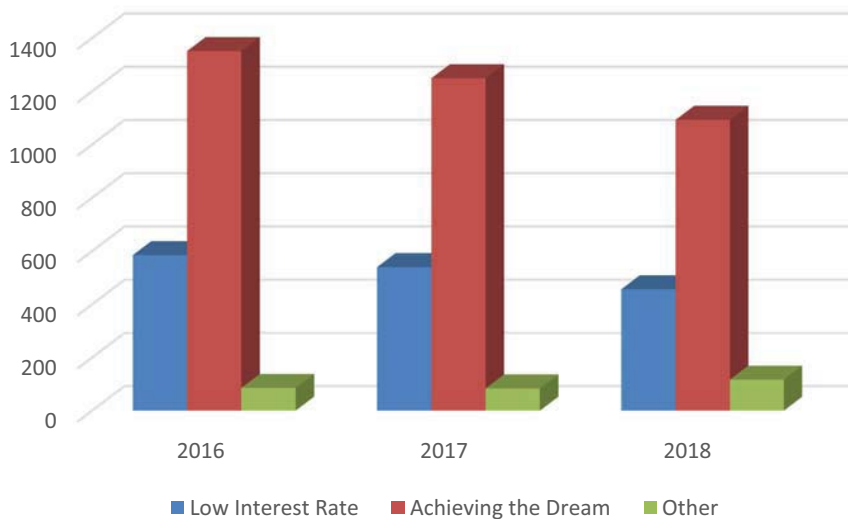
- Expanding the SONYMA Spruce up Initiative. SONYMA Spruce Up is an event in which SONYMA, local nonprofit partners, lenders, sponsors, contractors and neighborhood associations partner to do a one-day exterior clean-up of a targeted area. SONYMA held its first event in the Sheridan Hollow neighborhood in Albany with the assistance of the Affordable Housing Partnership and the Sheridan Hollow Neighborhood Association in 2016. This pilot was continued with another four events in 2017 throughout New York State (Buffalo, Newburgh, Troy and Brentwood) and four more events in 2018 (Rochester, Queens, Walden, and Central Islip). Volunteers completed exterior repairs, such as repair/painting of stoops, planting trees, and cleaning up sidewalks on over 250 homes, completed a total renovation of seven local parks, eleven vacant homes, five vacant lots as well as the clean-up and painting of a playground, and an outdoor classroom. Local lenders, community volunteers, school civics clubs, several local nonprofits, realtors and SONYMA's MI partners both sponsored and contributed volunteers to complete the work.. There was radio and media coverage across all the local networks.
- An additional purchase of 172 delinquent notes in Fiscal year 2018 increased the number of delinquent notes purchased through CRF to 570. This fund was intended to be a vehicle through which SONYMA can purchase delinquent notes from various sources in order to help borrowers modify their loans and remain in their homes. Since inception, the SONYMA CRF, in partnership with New Jersey Community Capital, a nonprofit organization specializing in this work, leveraged \$10.5 million in settlement dollars against \$112 million in private financing to purchase the mortgages for 570 homes in a strategic effort to bring owners out of foreclosure and keep the homes from abandonment. The 570 homes in the CRF program are in 37 of the State's 62 counties, with the majority of the homes located on Long Island and in the Mid-Hudson Valley.
- We have continued to offer bi-monthly webinars through SONYMA University using content with topics coming from attendee feedback and the SONYMA Advisory Council. To date, more than 3,700 attendees, from our lender, nonprofit and realtor partners, have participated in web-based training on SONYMA programs. The course content has also been used to create consistent presentations for onsite trainings that are given by our three Business Development Officers throughout the State. We also offered 3 Regional Learnings Days throughout New York State (Buffalo, Syracuse, and Fishkill) to provide lenders with an opportunity for face-to-face interaction with key SONYMA staff with open dialogue and training in the morning. We offered a NYS Accredited Course for realtor continuing education on SONYMA in the afternoon and trained approximately 120 realtors.
- Continuing to promote the enhanced Remodel New York Program ("Remodel NY"). As the existing housing stock continues to age, many homebuyers are faced with the need to complete renovations to properties they are purchasing. This can be burdensome to first-time homebuyers adjusting to homeownership, and can keep homebuyers from being able to purchase properties in need of significant repair. In order to address this increasing need, SONYMA made a number of enhancements to its Remodel NY program in 2015 and 2016. In 2016, the Agency hired a dedicated Renovation Loan Analyst to enable the quick and efficient review of Remodel NY loans submitted pre- and post-purchase. In addition, during fiscal year 2018, SONYMA purchased approximately \$3.8 million in Remodel NY loans compared to \$3.2 million in fiscal year 2017, with another \$2.1 million in the pipeline for purchase in late 2018 and early 2019. The program continues to gain momentum and assist first time homebuyers purchasing homes in need of repair.

The following table compares SONYMA's loan purchases (based on dollars purchased) by calendar year and program:



(In millions)

The following table compares SONYMA's loan purchases (based on number of loans purchased) by calendar year and program:



Performance of Mortgage Portfolio

At the end of fiscal 2018, SONYMA's 60 days or more delinquencies were 2.61% (based on the number of loans). This compares to the New York State and national averages of 5.21% and 2.93%, respectively. As of the end of fiscal year 2017, the percentage of 60 days or more delinquencies was 3.18%.

Since the end of fiscal year 2009, the percentage of the Agency's delinquencies has increased by 29% (from 2.02% as of October 31, 2009 to 2.61% as of October 31, 2018). The increase is primarily due to the significant increases in the elapsed time to complete a foreclosure proceeding. Foreclosure timeframes have increased in New York since the State requires judicial intervention prior to foreclosure completion. There are a number

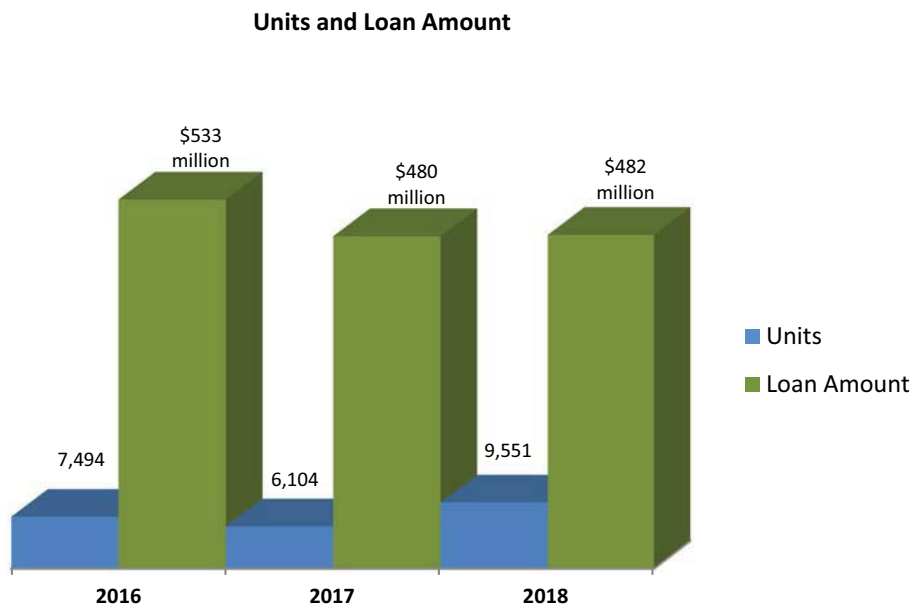
of steps required, such as mandatory settlement conferences that prolong the process in the State. Burdens on the court system have caused the time for a foreclosure completion in the State to average over 3 years.

With respect to mortgage loans foreclosed between January 1, 2018 and October 31, 2018, an average of 1,374 days elapsed between the date of default and the date foreclosure proceedings were completed. In contrast, with respect to Agency mortgage loans foreclosed in 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016 and 2017, an average of, respectively, 502 days, 644 days, 803 days, 931 days, 1,071 days, 1,171 days, 1,247 days, 1,292 days and 1,441 days elapsed between such dates.

Mortgage Insurance Fund Operations

The Mortgage Insurance Fund has two lines of business. It provides insurance on mortgages for affordable multi-family housing and special needs facilities and on other mortgage loans made by government entities and commercial lenders. It also provides both pool and primary insurance on single family mortgages purchased by SONYMA.

The following graph highlights the MIF's project insurance commitments for the fiscal years indicated.

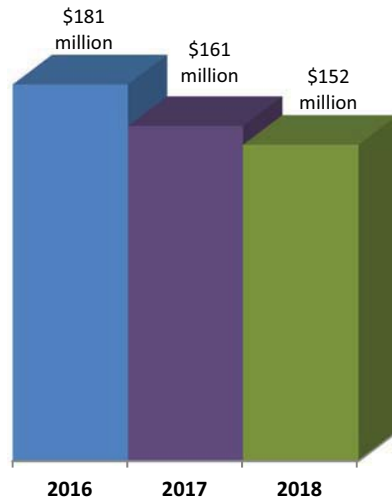


The loan amount increased slightly from \$480 million in fiscal 2017 to \$482 million in fiscal 2018. However, in 2018 the MIF insured mortgages on several large rehabilitation projects where the loan per unit was lower than for new construction projects in 2017.

The decrease in the loan amounts in 2018 and 2017 as compared to 2016 were due primarily to the absence of large NYC Housing Development Corporation affordable housing rehabilitation loans.

Substantially all of the MIF's revenues are derived from a New York State mortgage recording surtax. Details are indicated in the following chart:

**New York State Mortgage Recording
Surtax Receipts**



New York State Mortgage Recording Surtax Receipts were \$152.0 million during fiscal 2018, \$160.5 million during fiscal 2017 and \$180.8 million during fiscal 2016. The decline was due to a reduced rate of mortgage recordings principally of large commercial projects in NYC. The MIF also received \$30.1 million in insurance recoveries, application fees and insurance premiums during fiscal 2018 as compared with \$22.4 million during fiscal 2017 and \$23.7 million during fiscal 2016. Interest earned on investments by the MIF during fiscal years 2018, 2017 and 2016 was \$37.7 million, \$29.5 million and \$26 million, respectively.

The claims-paying ability of the Project Pool Insurance Account and the Single Family Pool Insurance Account of the MIF are rated "AA-" and "AA+", respectively by Fitch Inc. ("Fitch"). Fitch affirmed its ratings on the Single Family Pool Insurance Account and the Project Pool Insurance Account, with a stable outlook on July 21, 2016.

On November 8, 2016, Moody's affirmed the "Aa1" rating on the Project Pool Insurance Account with a stable outlook and its "Aa1" rating on the Single Family Pool Insurance Account with a negative outlook.

Condensed Financial Information

Net Position Summary Schedules

Condensed Statement of Net Position

| | October 31, | | | % Change | |
|---|---------------------|---------------------|---------------------|---------------|---------------|
| | 2018 | 2017 | 2016 | 2018- 2017 | 2017- 2016 |
| | (in thousands) | | | | |
| Assets | | | | | |
| Cash | \$ 13,004 | \$ 15,967 | \$ 13,873 | (19%) | 15% |
| Investments | 2,375,565 | 2,364,584 | 2,401,691 | "- | (2%) |
| Mortgage and student loans receivables | 2,879,431 | 2,794,636 | 2,710,011 | 3% | 3% |
| Interest receivable due on loans | 20,809 | 19,748 | 19,806 | 5% | "- |
| Other assets | 24,521 | 24,029 | 17,732 | 2% | 36% |
| Total assets | 5,313,330 | 5,218,964 | 5,163,113 | | |
| Deferred outflows of resources | | | | | |
| Accumulated decrease in fair value of hedging derivatives | — | 2,990 | 14,021 | (100%) | (79%) |
| Deferred loss on refunding | 4,704 | 4,982 | 5,258 | (6%) | (5%) |
| Deferred outflows relating to pension and other post retirement benefits | 5,991 | 4,781 | 4,771 | 25% | 0% |
| Total deferred outflows of resources | 10,695 | 12,753 | 24,050 | | |
| Liabilities | | | | | |
| Bonds payable | 2,611,334 | 2,552,343 | 2,524,109 | 2% | 1% |
| Derivative instruments - interest rate swaps | 9,891 | 16,057 | 27,088 | (38%) | (41%) |
| Interest payable | 6,856 | 6,422 | 6,942 | 7% | (7%) |
| Allowance for anticipated claims | 15,745 | 17,164 | 17,164 | (8%) | "- |
| Unearned income, accounts payable and other liabilities | 39,909 | 156,466 | 168,783 | (74%) | (7%) |
| Other postemployment retirement benefits | 43,712 | 44,370 | 49,145 | (1%) | (10%) |
| Total liabilities | 2,727,447 | 2,792,822 | 2,793,231 | | |
| Deferred inflows of resources | | | | | |
| Deferred increase in fair value of hedging derivatives | 3,176 | — | — | 100% | "- |
| Deferred inflows relating to pension and other post retirement benefits | 7,081 | 535 | 595 | 1,224% | (10%) |
| Total deferred outflows of resources | 10,257 | 535 | 595 | | |
| Net position | | | | | |
| Restricted for bond obligations | 667,339 | 657,498 | 630,765 | | |
| Restricted by enabling legislation | 1,938,269 | 1,795,027 | 1,785,332 | | |
| Unrestricted (deficit) | (19,287) | (14,166) | (22,760) | | |
| Total net position | \$ 2,586,321 | \$ 2,438,359 | \$ 2,393,337 | | |

N/A - Not applicable

"-" Indicates a % < 1%

Assets

Investments

Investments held by the Agency vary throughout the year as funds are received or disbursed. Investments remained relatively unchanged with a balance of \$2.38 billion as of October 31, 2018 and \$2.36 billion as of October 31, 2017. This compares with a decrease from \$2.40 billion at October 31, 2016 to \$2.36 billion at October 31, 2017, a decrease of approximately \$37.1 million or 2%.

Mortgage and Student Loans Receivable

Mortgage and student loans receivable are the primary assets of the Agency's Single Family operation and the Student Loan Program constituting 54% of the Agencies total assets at October 31, 2018, 54% as of October 31, 2017 and 52% as of October 31, 2016.

Mortgage and student loans receivable increased from \$2.79 billion at October 31, 2017 to \$2.88 billion at October 31, 2018, an increase of approximately \$84.8 million or 3%. This compares to a similar increase from \$2.71 billion at October 31, 2016 to \$2.79 billion at October 31, 2017, an increase of approximately \$84.6 million or 3%. The increases in mortgage loans during both periods was due to the continued uptick in loans purchased as a result of new incentive programs.

Interest Receivable

Interest receivable due on mortgage loans increased as a result of the rise in interest rates and loans outstanding from \$19.7 million to \$20.8 million at October 31, 2018, an increase in the amount of \$1.1 million or 5%. This compares with \$19.8 million in fiscal 2016.

Other Assets

Other assets are primarily comprised of Owned Real Estate held by the Agency's Single Family operations and the CRF program which has invested \$10.5 million initially into a non-profit partnership to assist with foreclosure and abandoned home mitigation. This program was funded from settlement fees from the Attorney General's office during fiscal 2016.

Other assets decreased from \$24.0 million at October 31, 2017 to \$22.2 million at October 31, 2018 a decrease of \$1.8 million or 8%. This compares to an increase from \$17.7 million at October 31, 2016 to \$24.0 million at October 31, 2017, an increase of approximately \$6.3 million or 36%.

Liabilities

Bonds Payable

At approximately 96% of total liabilities at October 31, 2018 (91% at October 31, 2017 and 90% at October 31, 2016), bonds payable comprise the largest component of liabilities. Funds generated by the sale of bonds are used to purchase mortgage loans or to economically refund outstanding bonds. Mortgage loan payments together with interest earnings thereon, are the sources of funds used to pay scheduled principal and interest due on bonds payable.

Bonds payable increased from \$2.55 billion at October 31, 2017, to \$2.61 billion at October 31, 2018, an increase of approximately \$58.9 million or 2%. This compares with an increase from \$2.52 billion at October 31, 2016, to \$2.55 billion at October 31, 2017, an increase of approximately \$28.2 million or 1%. The change in bonds payable during both periods is the net result of bonds issued, redeemed and amortized.

Derivative Instruments - Interest Rate Swaps and Deferred Outflows of Resources

The Agency has entered into various interest rate swap contracts in order to manage risk associated with interest on its variable rate bond portfolio. The Agency recognizes the fair value of all derivative instruments as either an asset or liability on its statements of net position with the offsetting gains or losses recognized in earnings or as either deferred inflows or outflows of resources if deemed an effective hedge (see note 9). For fiscal 2018, 2017 and 2016, all of the Agency's interest rate swaps were determined to be effective hedges. Therefore, the Agency recorded the amount of the fair values of these interest rate swaps along with a corresponding deferred outflow of resources.

Due to the expiration of several swap contracts throughout the year there was a decline in fair value from \$16.1 million at October 31, 2017 to \$9.9 million at October 31, 2018, a decrease of \$6.2 million or 38%. This compares to a decline from \$27.1 million at October 31, 2016 to \$16.1 million at October 31, 2017, a decline of 11 million or 41%. However, new swaps were put in place in October 2018.

Interest Payable

As a result of higher interest rates due on bonds and a higher balance in bonds payable, interest payable increased from \$6.4 million at October 31, 2017 to \$6.9 million at October 31, 2018, an increase of approximately \$400 thousand, or 7%. This compares with a decrease from \$6.9 million at October 31, 2016 to \$6.4 million at October 31, 2017, a decrease of approximately \$500 thousand, or 7%.

Allowance for Anticipated Claims

Allowance for anticipated claims decreased from \$17.2 million for October 31, 2017 to \$15.7 million at October 31, 2018 a decrease of approximately \$1.5 million or 9%. Allowances for anticipated claims remained unchanged with a balance on \$17.2 million at October 31, 2017 and October 31, 2016. The MIF establishes provisions for potential insurance claims on its policies that are non-performing. The balance fluctuates as projects are moved to and from performing status or as periodic claims are paid.

During fiscal 2018, 2017 and 2016 the MIF made claim payments in the amounts of \$11 million, \$13.1 million and \$9.9 million respectively.

Unearned Income, Accounts Payable and Other Liabilities

Unearned income, accounts payable and other liabilities decreased from \$156.5 million at October 31, 2017 to \$37.5 million at October 31, 2018, a decrease of \$119.0 million or 76%. This compares to a decrease from \$168.8 million at October 31, 2016 to \$156.5 million at October 31, 2017, a decrease of approximately \$12.3 million or 7%. The continued fluctuation year to year is primarily due to MIF transfer requirements and changes in insurance requirements and mortgage record surtax received. In fiscal 2018, the MIF was not required to transfer funds to State Agencies therefore an accrual was not required. The decrease was primarily a result of the commitment by the MIF to transfer an additional \$100 million to the State and its Agencies in fiscal 2017 with no corresponding transfer requirement in fiscal 2018.

Other Postemployment Benefits ("OPEB")

The Agency provides certain group health care benefits to eligible retirees (and for eligible dependents and survivors of such retirees). The balance in other postemployment benefits represents the accumulated unfunded actuarial liability required to pay the cost of retiree health care benefits. An actuarial calculation is performed on a bi-annual basis and is rolled forward to the next fiscal year. The accumulated amount of other postemployment benefits decreased from \$44.4 million in fiscal 2017 to \$43.7 million in fiscal 2018, a decrease of approximately \$700 thousand, or 1%. The decline was a result of the change in the discount rate of 3.65% per annum as of October 31, 2017, 3.32% per annum as of October 31, 2016 and 3.66% per annum as of October 31, 2015. Additionally, the balance was affected by the implementation of GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* ("GASB No. 75") effective in fiscal 2017.

Summary of Revenues, Expenses and Changes in Net Position

| | October 31, | | | % Change | |
|---|---------------------|---------------------|---------------------|---------------|---------------|
| | 2018 | 2017 | 2016 | 2018- 2017 | 2017- 2016 |
| | (in thousands) | | | | |
| Operating Revenues | | | | | |
| Interest on loans | \$ 128,822 | \$ 131,632 | \$ 130,697 | 2% | 1% |
| Recoveries | 11,775 | 5,236 | 5,709 | (125%) | (8%) |
| Investment Income | 51,816 | 37,507 | 32,896 | (38%) | 14% |
| Other operating revenues | 18,558 | 18,701 | 17,030 | 1% | 10% |
| Total operating revenues | <u>210,971</u> | <u>193,076</u> | <u>186,332</u> | | |
| Operating Expenses | | | | | |
| Interest expense and amortization of discount on debt | 80,350 | 79,859 | 82,170 | 1% | (3%) |
| Provision for estimated claims | 11,845 | 13,087 | 10,371 | (9%) | 26% |
| Pool insurance | 761 | 547 | 530 | 39% | 3% |
| Expenditures related to federal grants | — | 602 | 763 | (100%) | (21%) |
| Net change in fair value of investments | 53,227 | 36,968 | 10,407 | (44%) | 255% |
| Other operating expenses | 50,569 | 51,198 | 45,973 | (1%) | 11% |
| Total operating expenses | <u>196,752</u> | <u>182,261</u> | <u>150,214</u> | | |
| Net operating revenue | 14,219 | 10,815 | 56,932 | 31% | (81%) |
| Non-operating revenues (expenses) | | | | | |
| Mortgage insurance reserves retained | 122,439 | 111,419 | 117,076 | 10% | (5%) |
| Federal grants | — | 602 | 763 | (100%) | (21%) |
| Transfers from/to New York State and its Agencies | 11,304 | (90,298) | (110,865) | 113% | 19% |
| Total non-operating revenues (expenses) | <u>133,743</u> | <u>21,723</u> | <u>6,974</u> | | |
| Increase in net position | 147,962 | 32,538 | 63,906 | | |
| Total net position - beginning of fiscal year (as previously reported) | 2,438,359 | 2,395,599 | 2,329,431 | | |
| Effect of implementing GASB No. 75 | — | 10,222 | — | | |
| Net position, beginning of fiscal year (as restated) | <u>2,438,359</u> | <u>2,405,821</u> | <u>2,329,431</u> | | |
| Total net position- end of fiscal year | <u>\$ 2,586,321</u> | <u>\$ 2,438,359</u> | <u>\$ 2,393,337</u> | | |

N/A - Not applicable

Operating Revenues

Interest on Loans

Interest on Single Family mortgage loans receivable represents the primary source of funds available for the Agency to pay scheduled interest due on the Agencies' outstanding bonds payable. Interest on loans decreased from \$131.6 million in fiscal 2017 to \$128.8 million in fiscal 2018, a decrease of approximately \$2.8 million or 2%. This compares to an increase from \$130.7 million in fiscal 2016 to \$131.6 million in fiscal 2017, an increase of approximately \$900 thousand or 1%. The variances are primarily due to fluctuations in the duration of mortgages loans outstanding and interest rates on loans held by the Agency during these periods. The prior year's increase in interest income during fiscal 2017 was directly related to an increase in mortgage loans outstanding.

Recoveries

Recoveries result from the reclassification of certain loans insured by the MIF from non-performing status to performing status. Recoveries also include payments made to the MIF after a final claim payment was made. Recoveries increased from \$5.2 million at October 31, 2017 to \$11.7 million at October 31, 2018 an increase of \$6.5 million or 56%. This compares to a decline from \$5.7 million in fiscal year 2016 to \$5.2 million in fiscal year 2017, a decrease of approximately \$500 thousand, or 8%. During fiscal 2018 one mortgage was sold totaling \$10.8 million.

Other Operating Revenues

Other operating revenues primarily consist of commitment fees, insurance premiums and application fees earned by the MIF. Other operating revenues decreased from \$18.7 million at October 31, 2017 to \$18.6 million at October 31, 2018, a decrease of approximately \$100 thousand or 1%. This compares to an increase from \$17 million at October 31, 2016 to \$18.7 million at October 31, 2017, an increase of approximately \$1.7 million or 10%. The variances are primarily due to fluctuations in the level of insurance commitments issued by the MIF during fiscal years 2018, 2017 and 2016.

Expenses

Interest Expense and Amortization of Discount on Debt

Interest expense and amortization of discount on debt increased from \$79.8 million in fiscal 2017 to \$80.3 million in fiscal 2018, an increase of approximately \$500 thousand or 1%. This compares with a decline from \$82.1 million in fiscal 2016 to \$79.8 million in fiscal 2017, a decline of approximately \$2.3 million or 3%. The fluctuation in interest was due to variations in debt and steady increases in interest rates.

Provision for Estimated Claims

The MIF sets aside provisions for potential insurance claims on the MIF insured multi-family loans and the special needs facilities that are non-performing. This account fluctuates as loans are moved to and from performing status or as periodic claims are paid. The provision for estimated claims decreased from approximately \$13.1 million in fiscal year 2017 to \$11.8 million in fiscal year 2018, a decrease of approximately \$1.3 million, or 9%. This compares to an increase from approximately \$10.4 million in fiscal year 2016 to \$13.1 million in fiscal year 2017, an increase of approximately \$2.7 million, or 26%.

In fiscal 2018, 2017 and 2016, provisions were set aside for multi-family loans insured by the MIF. For the MIF's claim activity, including provisions for estimated claims established and the balance of total reserves for the fiscal years ended 2018 and 2017, see Note 8 to the financial statements.

Investment Income and Net Change in Fair Value of Investments

During fiscal 2018, the Agency recognized \$51.8 million in net investment income from maturities, sales and investments amortization (compared with \$37.5 million and \$32.9 million during fiscal years 2017 and 2016, respectively). The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments that had been held in more than one fiscal year and sold in the current fiscal year may have been recognized as an increase or decrease in the fair value of investments reported in prior years. The Agency recorded mark to market adjustments as follows (\$53) million, (\$37) million, and \$10.4 million, for fiscal years 2018, 2017, and 2016 respectively. These amounts take into account all changes in fair value (including purchases, maturities and sales) that occurred during the year.

Other Operating Expenses

Other operating expenses primarily consist of bond issuance costs, retiree healthcare expenses, general expenses and the cost recovery fee charged by the State. Other operating expenses decreased from \$51.2 million at October 31, 2017 to \$50.6 million at October 31, 2018, a decrease of approximately \$600 thousand or 1%. This compares to an increase from \$46 million at October 31, 2016 to \$51.2 million at October 31, 2017, an increase of approximately \$5.2 million or 11%. The variations were primarily the result of fluctuations in legal expenses, information technology expenses and other general operating expenses.

Non-Operating Revenues (Expenses)

Mortgage Insurance Reserves Retained

Mortgage insurance reserves retained totaled \$122.4 million during fiscal 2018 as compared to \$111.4 million during fiscal 2017 and \$117.1 million during fiscal 2016. Such reserves are funded by mortgage recording surtax receipts. Mortgage surtax receipts for fiscal years 2018, 2017 and 2016 were received in the amounts of \$152.0 million, \$160.5 million and \$180.8 million. The change in reserves retained was due to the varying levels of commitments to insure policies originated by the MIF.

Transfers to/from New York State and its Agencies, net

During fiscal 2018, 2017 and 2016 the MIF was directed by the State to make transfers from the Project Pool Account to the General Fund, municipalities and authorities in the approximate amount of \$100 million in fiscal 2016 and 2017 and approximately \$3 million in fiscal 2018.

State of New York Mortgage Agency

(A Component Unit of the State of New York)

Statements of Net Position

| | October 31, | |
|---|---------------------|---------------------|
| | 2018 | (Restated) 2017 |
| (in thousands) | | |
| Assets | | |
| Current assets: | | |
| Cash-demand deposits unrestricted | \$ 2,366 | \$ 2,660 |
| Cash-demand deposits restricted | 8,741 | 9,936 |
| Cash-custodian deposits | 1,897 | 3,371 |
| Investments unrestricted | 21,769 | 24,862 |
| Investments restricted | 655,622 | 828,036 |
| Total cash and investments | 690,395 | 868,865 |
| Mortgage loans receivable | 164,234 | 165,067 |
| Accrued interest receivable: | | |
| Mortgage and student loans | 8,225 | 8,224 |
| Investments | 12,584 | 11,524 |
| Other assets | 23,420 | 22,859 |
| Total current assets | 898,858 | 1,076,539 |
| Non-current assets: | | |
| Investments restricted | 1,698,174 | 1,511,686 |
| Mortgage loans receivable | 2,710,757 | 2,623,653 |
| Student loans receivable | 4,440 | 5,916 |
| Capital assets - internal use software | 1,101 | 1,170 |
| Total non-current assets | 4,414,472 | 4,142,425 |
| Total assets | 5,313,330 | 5,218,964 |
| Deferred outflows of resources | | |
| Accumulated decrease in fair value of hedging derivatives | — | 2,990 |
| Deferred loss on refunding | 4,704 | 4,982 |
| Pension | 3,564 | 2,025 |
| Other post retirement benefits | 2,427 | 2,756 |
| Total deferred outflows of resources | 10,695 | 12,753 |
| Liabilities | | |
| Current liabilities: | | |
| Bonds payable, net | 319,878 | 275,560 |
| Interest payable | 6,856 | 6,422 |
| Allowance for anticipated claims | 15,745 | 17,164 |
| Unearned income, accounts payable and other | 36,351 | 53,632 |
| Amounts due to New York State and its Agencies | 2,376 | 100,000 |
| Total current liabilities | 381,206 | 452,778 |
| Non-current liabilities: | | |
| Bonds payable, net | 2,291,456 | 2,276,783 |
| Derivative instruments - interest rate swaps | 9,891 | 16,057 |
| Other postemployment benefits payable | 43,712 | 44,370 |
| Net pension liability | 1,182 | 2,834 |
| Total non-current liabilities | 2,346,241 | 2,340,044 |
| Total liabilities | 2,727,447 | 2,792,822 |
| Deferred inflows of resources | | |
| Pension | 3,764 | 69 |
| Accumulated increase in fair value of hedging derivatives | 3,176 | — |
| Other postemployment retirement benefits | 3,317 | 466 |
| Total deferred inflows of resources | 10,257 | 535 |
| Net position | | |
| Restricted for bond obligations | 667,339 | 657,498 |
| Restricted by enabling legislation | 1,938,269 | 1,795,027 |
| Unrestricted deficit | (19,287) | (14,166) |
| Total net position | \$ 2,586,321 | \$ 2,438,359 |

See notes to financial statements.

State of New York Mortgage Agency

(A Component Unit of the State of New York)

Statements of Revenues, Expenses and Changes in Net Position

| | Fiscal Year Ended October 31, | |
|---|-------------------------------|---------------------|
| | 2018 | (Restated) 2017 |
| | (in thousands) | |
| Operating revenues | | |
| Interest earned on loans | \$ 128,822 | \$ 131,632 |
| Recoveries | 11,775 | 5,236 |
| Investment income | 51,816 | 37,507 |
| Commitment fees, insurance premiums and application fees earned | 17,425 | 16,545 |
| Other income | 1,133 | 2,156 |
| Total operating revenues | 210,971 | 193,076 |
| Operating expenses | | |
| Interest and amortization of discount on debt | 80,350 | 79,859 |
| Bond issuance costs | 3,015 | 2,814 |
| Postemployment retirement benefits expense | 2,919 | 5,023 |
| General expenses | 24,923 | 22,410 |
| Overhead assessment by State of New York | 4,556 | 4,556 |
| Pool insurance | 761 | 547 |
| Provision for estimated claims | 11,845 | 13,087 |
| Expenses related to federal grants | — | 602 |
| Net change in fair value of investments | 53,227 | 36,968 |
| Other | 15,156 | 16,395 |
| Total operating expenses | 196,752 | 182,261 |
| Operating income | 14,219 | 10,815 |
| Non-operating revenues (expenses) | | |
| Mortgage insurance reserves retained | 122,439 | 111,419 |
| Federal grants | — | 602 |
| Transfers to/from New York State and its Agencies (net) | 11,304 | (90,298) |
| Total non-operating revenues | 133,743 | 21,723 |
| Increase in net position | 147,962 | 32,538 |
| Total net position | 2,438,359 | 2,405,821 |
| Total net position, end of fiscal year | \$ 2,586,321 | \$ 2,438,359 |

See notes to financial statements.

State of New York Mortgage Agency

(A Component Unit of the State of New York)

Statements of Cash Flows

| | Fiscal Year Ended October 31, | |
|--|--------------------------------------|----------------------------|
| | 2018 | (Restated) 2017 |
| | (in thousands) | |
| Cash flows from operating activities | | |
| Interest received on loans | \$ 128,821 | \$ 131,815 |
| Principal payment on loans | 548,174 | 285,085 |
| Purchase of loans | (702,322) | (369,692) |
| Commitment fees, insurance premium and application fees earned | 30,015 | 22,121 |
| General expenses | (48,378) | (28,120) |
| Expenditures related to federal and state grants | — | (602) |
| Transfers | 21,257 | 11,100 |
| Other | (18,897) | (40,892) |
| Net cash provided by operating activities | (41,330) | 10,815 |
| Cash flows from non-capital financing activities | | |
| Interest paid on bonds | (80,980) | (80,056) |
| Mortgage recording surtax receipts | 152,015 | 160,510 |
| Payments to New York State and its Agencies | (148,000) | (154,743) |
| Federal grants | — | 602 |
| Bond proceeds | 575,056 | 336,135 |
| Retirement and redemption of bonds | (445,370) | (307,889) |
| Net cash used in non-capital financing activities | 52,721 | (45,441) |
| Cash flows from investing activities | | |
| Purchase of internal software | — | (152) |
| Earnings on investments | 50,868 | 45,276 |
| Proceeds from the sale or maturities of investments | 5,190,207 | 3,981,940 |
| Purchase of investments | (5,255,428) | (3,989,639) |
| Net cash provided by investing activities | (14,353) | 37,425 |
| Net change in cash | (2,962) | 2,799 |
| Cash at beginning of fiscal year | 15,966 | 13,873 |
| Cash at end of fiscal year | \$ 13,004 | \$ 16,672 |
| Reconciliation of operating revenues to net cash provided by operating activities: | | |
| Operating income | \$ 14,219 | \$ 10,815 |
| Adjustment to reconcile operating income to net cash provided by (used in) operating activities: | | |
| Investment income | (51,816) | (37,486) |
| Interest payments and amortization | 80,350 | 79,856 |
| Net change in fair market value | 53,227 | 36,969 |
| Other | (6,490) | 4,512 |
| Transfers | 11,160 | 11,100 |
| Changes in assets and liabilities | | |
| Mortgage loans and other loans, net | (154,148) | (86,329) |
| Interest, fees and other receivables | (2,630) | (5,861) |
| Student loans | 28 | 1,705 |
| Unearned income, accounts payable and other | 17,080 | (5,046) |
| Postemployment retirement benefits payable | (658) | (2,181) |
| Net pension liability | (1,652) | 2,761 |
| Net cash provided by operating activities | \$ (41,330) | \$ 10,815 |
| Non-cash investing activities | | |
| Net increase (decrease) in fair value of investments | \$ (53,227) | \$ (36,969) |

See notes to financial statements.

State of New York Mortgage Agency

(A Component Unit of the State of New York)

Notes to Financial Statements

October 31, 2018 and 2017

1. Organization and Basis of Presentation

The State of New York Mortgage Agency (the "Agency") is a public benefit corporation of the State of New York (the "State") created by statute in 1970 and for financial reporting purposes is a component unit of the State. The purpose of the Agency is to make mortgages available to low and moderate income first-time homebuyers and to other qualifying homebuyers through its various mortgage programs. The Agency provides mortgage insurance for qualifying real property loans. In addition, credit support is provided for obligations of the Convention Center Development Corporation through its Mortgage Insurance Program, in exchange for a one-time fee received by the Agency in fiscal year 2006. Under State statutes, the Agency's operating provisions are subject to periodic legislative renewal. The Agency is exempt from Federal, State and local income taxes. In April 2009, the Agency's statutory authority to purchase education loans was updated and expanded in order to permit the Agency to work with the New York State Higher Education Services Corporation ("HESC") in developing a new program to offer education loans to eligible students attending colleges and universities in New York State ("Student Loan Program"). The financial statements of the Agency include the accounts of the respective bondholder funds as well as the Mortgage Insurance Fund, Student Loan Program and the General Operating Fund.

In 2016, legislation was adopted at the State level to authorize the creation of a program to assist homeowners affected by the national mortgage crisis who are either delinquent on their mortgage payments or in danger of going into default. The legislation created the New York State Community Restoration Fund as a new fund to be held by SONYMA and to be managed by a newly-created subsidiary of SONYMA called the SONYMA Community Restoration Fund ("CRF"). Monies in this fund are not to be commingled with any other monies of SONYMA.

Pursuant to the general resolutions for the Agency's bond issues and in accordance with the Mortgage Insurance Program legislation, separate funds have been established to record all transactions relating to each of the bond resolutions, the CRF and for the Mortgage Insurance Program. Generally, the Mortgage Insurance Fund and each bond fund's assets are available only for the purposes specified under the respective bond resolutions and/or pursuant to the Agency's enabling legislation.

a. Bondholder Funds

Prior to 1983, the Agency issued tax-exempt mortgage revenue bonds and applied the proceeds to the purchase of existing residential mortgage loans from financial institutions operating in the State, on the condition that the purchase proceeds be made available for new residential mortgage loans within the State. In 1982, the enabling legislation was amended to permit application of bond proceeds for direct issuance of forward commitments for new mortgage loans through participating originators. The newly originated loans are approved and acquired by the Agency and are serviced by eligible servicers doing business in the State. Mortgages originated through the Agency's mortgage programs are subject to certain Federal and/or State regulations and

1. Organization and Basis of Presentation (continued)

limitations. The Agency is authorized, however, and has issued obligations, the interest on which is federally taxable.

All acquired mortgage loans are collateralized by first liens. If required, the mortgages are insured with primary mortgage insurance. In addition, pool insurance coverage is provided in amounts ranging from 4%-10% of the original mortgage pool amount of a bond series. The assets of the Agency's bondholder funds are restricted as to purpose under the respective bond resolutions.

Mortgage escrow balances are maintained by each financial institution servicing the mortgages for the credit of the mortgagors. The servicers are responsible for the collections and disbursements made to and from the mortgagors' escrow accounts. Mortgage servicers annually receive a credit equal to 2.93% of actual mortgage payments collected less prepayments and curtailments which they apply as a credit to their applicable New York State tax liability.

b. Mortgage Insurance Fund

The Agency operates its Mortgage Insurance Fund (the "Program" or the "MIF") pursuant to a statute enacted in 1978 to encourage the investment by approved lenders in communities where mortgage capital is found to be insufficient for the preservation and rehabilitation of affordable housing. Under the Program, qualifying mortgages granted by approved lenders within the State may be insured, up to 50% of the principal balance, but up to 75% with respect to rehabilitation loans under certain conditions, and 100% of the principal balance for loans made by public pension funds and specified public benefit corporations of the State. The net position of the program are restricted by statutory provisions.

In 1989, the MIF was enhanced by State legislation that expanded the Program's authority to issue mortgage insurance for loans in specified economic development zones and to projects providing affordable housing or are financed by government entities. In addition, the Program was granted authorization to underwrite mortgage pool insurance for the Agency's mortgage programs. The 1989 enhancements to the statute are subject to periodic renewal by the legislature.

Moody's Investors Service rates the claims paying ability of the MIF's Project Pool Insurance Account and the Single Family Pool Insurance Account each rated "Aa1"; Fitch Ratings rates the claims paying ability of the Project Pool Insurance Account and the Single Family Pool Insurance Account "AA-" and "AA+", respectively.

As of October 31, 2018 and 2017, the MIF has outstanding mortgage insurance policies of approximately \$3.9 billion and \$3.6 billion, respectively, of which at least 20% has been provided and reported as restricted for insurance requirements and is a component of restricted net position. Insurance reserves for performing mortgage loans are established at 20% of the original principal amount except for special needs facilities where the insurance reserve is established at 40% of the original principal amount. When an insured mortgage is in default, the insured amount is immediately reserved as a liability reserve at 100% of the original principal amount of the insured mortgage loan. By statute, all costs of providing mortgage insurance, including claims, are chargeable against a State mortgage recording tax surcharge. The State mortgage recording tax surcharge is a dedicated tax revenue stream received directly by the Agency and recorded in the MIF's Special Account (the "Special Account"). Surcharge tax receipts and application fees in excess of expenses and reserve requirements are held in the Special Account. Annually, the excess amount on deposit in the Special Account amount as of March 31, is remitted to the State by June 18 of that year.

1. Organization and Basis of Presentation (continued)

b. Mortgage Insurance Fund

Legislation adopted in 2004 added an account to the Agency's MIF, the Development Corporation Credit Support Account, and expanded the powers of the MIF to permit the Agency to provide credit support for the bonds and ancillary bond facilities of the Convention Center Development Corporation, a subsidiary of the New York State Urban Development Corporation. The legislation further limits the aggregate annual amount to be transferred from the Special Account to the Development Corporation Credit Support Account within the MIF during any twelve month period ending on March 31st to the lesser of \$50 million or the aggregate of the amounts required under such contracts. The Agency had set aside \$34.4 million for this purpose. Approximately \$37 million and \$36.8 million remains on deposit for this purpose as of October 31, 2018 and 2017 respectively.

c. State of New York Mortgage Agency Community Restoration Fund

The Agency operates the CRF pursuant to amendments to the Agency statute in 2016 to authorize the creation of a program to assist homeowners affected by the national mortgage crises who are either delinquent on their mortgage payments or in danger of going into default. The legislation authorized the Agency to deposit monies received from grants, gifts or from other sources in the Fund.

The monies in the Fund are eligible to be used by the Agency under program guidelines established by the board of directors of the Agency, in consultation with an advisory council to be created by the Agency comprised of a minimum of seven members, where a majority of the membership of the council will be comprised of representatives from non-profit members of the community with knowledge of foreclosures, housing, or community development needs in communities hard hit by foreclosures. The guidelines include, among other things, requirements to ensure that fund monies are expended based upon demonstrable community needs, for the purposes set forth in the legislation.

c. General Operating Fund

The expenses of administrative services provided for the Agency are accounted for within the General Operating Fund. Services provided for the MIF are accounted for separately within the MIF.

2. Significant Accounting Policies

a. Basis of Accounting

The Agency utilizes the accrual basis of accounting wherein revenues are recognized when earned and expenses when incurred. The financial statements are prepared in accordance with generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board ("GASB"). The Agency's operating revenues consist of interest earned on loans, investment income, insurance premiums, application fees and commitment fees. All other revenue, consisting primarily of mortgage insurance reserves retained, are considered non-operating. Operating expenses include interest and amortization of discount on debt, general expenses, the provision for estimated claims and bond issuance costs. All other expenses are considered non-operating.

2. Significant Accounting Policies (continued)

b. Cash

Cash demand deposit accounts are used for the collection of funds received from the servicing banks throughout the month.

Cash custodian deposits represent mortgage payments in-transit held by the servicing financial institutions and not yet remitted to the Agency.

c. Investments

Investments other than collateralized investment agreements are recorded at fair value, which is based on quoted market prices. Collateralized investment agreements are reported at amortized cost. For the purpose of financial statement presentation, the Agency does not consider any of its investments to be cash equivalents.

d. Mortgage Loans Receivable

Mortgage loans on real estate are stated at their unpaid principal balance where appropriate.

The Agency does not provide a reserve against uninsured mortgage loans receivable because all loans have at least 20 percent equity at origination. Further, most of these loans (70%) were originated in 2004 or earlier and all mortgages are covered by a pool insurance policy.

e. Bonds Payable

Serial and term bonds are stated at their principal amounts outstanding, net of unamortized bond discount or premium. Serial and term bonds are maintained at their accreted values for purposes of financial reporting to the date of the respective Statement of Net Position.

In accordance with the respective bond resolutions, funds are available to the trustee to pay debt service on bonds when due, principally April 1 and October 1.

f. Unamortized Bond Discount and Premium

Bond discount and premium are amortized using the bonds-outstanding method which yields a level rate of income / expense over the respective lives of each bond series. The remaining unamortized portions of such costs relating to bonds which are retired prior to maturity by the Agency in the open market are included as a deduction in the computation of gain or loss on early extinguishment of debt. The Agency's redemptions using proceeds of refunding bonds resulted in losses that were deferred and amortized over the original life of the refunded bonds or the life of the refunding bonds, whichever was shorter.

g. Bond Issuance Costs

Bond issuance costs are recognized as an expense in the period incurred.

h. Interest on Loans

Interest on loans is accrued and recognized as revenue when earned.

2. Significant Accounting Policies (continued)

i. Use of Estimates

The preparation of the financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts and disclosures included in the Agency's financial statements during the reporting periods. Actual amounts could differ from these estimates.

j. Derivative Instruments

The Agency has entered into various interest rate swaps contracts in order to manage risks associated with interest on its bond portfolio. The Agency recognizes the fair value of all derivative instruments as either an asset or liability on its statements of net position with the offsetting gains or losses recognized in earnings or as either deferred inflows or outflows, if deemed an effective hedge.

k. Capital Assets – Internal Use Software

Expenditures for the purchase, development or licensing of computer software having a cost greater than \$500 thousand are capitalized and amortized on a straight-line basis, generally over the license term (if applicable) or the estimated useful life of the software.

l. Recently Adopted Accounting Pronouncements

In June 2015, GASB issued Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* ("GASB No. 75"). The objective of this Statement is to improve accounting and financial reporting by state and local governments for OPEB. It also improves information provided by state and local governmental employers about financial support for OPEB that is provided by other entities. The provisions of this statement are effective for fiscal years beginning after June 15, 2017. Refer to Note 3 "Impact of the Adoption of GASB No. 75" for further information regarding the impact of the adoption of GASB No. 75 on the financial statements.

In March 2017, GASB issued Statement No. 85, *Omnibus 2017* ("GASB No. 85"). The objective of this Statement is to address practice issues that have been identified during implementation and application of certain GASB Statements. This Statement addresses a variety of topics including issues related to blending component units, goodwill, fair value measurement and application, and postemployment benefits (pensions and other postemployment benefits ("OPEB")). The provisions of this statement are effective for fiscal years beginning after June 15, 2017. The adoption of this standard did not have a significant impact on the Agency's financial statements.

In May 2017, GASB issued Statement No. 86, *Certain Debt Extinguishment Issues* ("GASB No. 86"). The primary objective of this Statement is to improve consistency in accounting and financial reporting for in-substance defeasance of debt by providing guidance for transactions in which cash and other monetary assets acquired with only existing resources—resources other than the proceeds of refunding debt—are placed in an irrevocable trust for the sole purpose of extinguishing debt. This Statement also improves accounting and financial reporting for prepaid insurance on debt that is extinguished and notes to financial statements for debt that is defeased in substance. The provisions of this statement are effective for fiscal years beginning after June 15, 2017. The adoption of this standard did not have an impact on the Agency's financial statements.

2. Significant Accounting Policies (continued)

m. Accounting Pronouncements Issued But Not Yet Adopted

In March 2016, GASB issued Statement No. 83, *Certain Asset Retirement Obligations* ("GASB No. 83"). The primary objective of this statement is to provide financial statement users with information about asset retirement obligations (ARO's) that were not addressed in GASB standards by establishing uniform accounting and financial reporting requirements for those obligations. The requirements of this statement apply to financial statements of all state and local governments. For purposes of applying this statement, an ARO is a legally enforceable liability associated with the retirement of a tangible capital asset (that is, the tangible capital asset is permanently removed from service). The retirement of a tangible capital asset encompasses its sale, abandonment, recycling, or disposal in some other manner; however, it does not encompass the temporary idling of a tangible capital asset. This statement also applies to legally enforceable liabilities of a lessor in connection with the retirement of its leased property if those liabilities meet the definition of an ARO. The provisions of this statement are effective for fiscal years beginning after June 15, 2018. The Agency is currently evaluating the impact this standard will have on its financial statements.

In January 2017, GASB issued Statement No. 84, *Fiduciary Activities* ("GASB No. 84"). The primary objective of this statement is to improve guidance regarding the identification of fiduciary activities for accounting and financial reporting purposes and how those activities should be reported. This statement establishes criteria for identifying fiduciary activities of all state and local governments. The focus of the criteria generally is on (1) whether a government is controlling the assets of the fiduciary activity and (2) the beneficiaries with whom a fiduciary relationship exists. Separate criteria are included to identify fiduciary component units and postemployment benefit arrangements that are fiduciary activities. The provisions of this statement are effective for fiscal years beginning after December 15, 2018. The Agency is currently evaluating the impact this standard will have on its financial statements.

In June 2017, GASB issued Statement No. 87, *Leases* ("GASB No. 87"). The objective of this statement is to better meet the information needs of financial statement users by improving accounting and financial reporting for leases by governments. This statement increases the usefulness of governments' financial statements by requiring recognition of certain lease assets and liabilities for leases that previously were classified as operating leases and recognized as inflows of resources or outflows of resources based on the payment provisions of the contract. It establishes a single model for lease accounting based on the foundational principle that leases are financings of the right to use an underlying asset. Under this Statement, a lessee is required to recognize a lease liability and an intangible right-to-use lease asset, and a lessor is required to recognize a lease receivable and a deferred inflow of resources, thereby enhancing the relevance and consistency of information about governments' leasing activities. The provisions of this statement are effective for fiscal years beginning after December 15, 2019. The Agency is currently evaluating the impact this standard will have on its financial statements.

In March 2018, GASB issued Statement No. 88, *Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements* ("GASB No. 88"). The primary objective of this Statement is to improve the information that is disclosed in notes to government financial statements related to debt, including direct borrowings and direct placements. It also clarifies which liabilities governments should include when disclosing information related to debt. This Statement defines debt for purposes of disclosure in notes to financial statements as a liability that arises from a contractual obligation to pay cash (or other assets that may be used in lieu of cash) in one or more payments to settle an amount that is fixed at the date the contractual obligation is established. This Statement requires that additional essential information related to debt be disclosed in notes to financial statements, including unused lines of credit; assets pledged as collateral for the debt; and terms specified in debt agreements related to significant events of default with finance-

2. Significant Accounting Policies (continued)

related consequences, significant termination events with finance-related consequences, and significant subjective acceleration clauses. For notes to financial statements related to debt, this Statement also requires that existing and additional information be provided for direct borrowings and direct placements of debt separately from other debt. The provisions of this statement are effective for fiscal years beginning after June 15, 2018. The Agency is currently evaluating the impact this standard will have on its financial statements.

In June 2018, GASB issued Statement No. 89, *Accounting for Interest Cost Incurred before the End of a Construction Period* ("GASB No. 89"). The objectives of this Statement are (1) to enhance the relevance and comparability of information about capital assets and the cost of borrowing for a reporting period and (2) to simplify accounting for interest cost incurred before the end of a construction period. This Statement establishes accounting requirements for interest cost incurred before the end of a construction period. Such interest cost includes all interest that previously was accounted for in accordance with the requirements of paragraphs 5–22 of Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements* ("GASB No. 62"), which are superseded by this Statement. This Statement requires that interest cost incurred before the end of a construction period be recognized as an expense in the period in which the cost is incurred for financial statements prepared using the economic resources measurement focus. As a result, interest cost incurred before the end of a construction period will not be included in the historical cost of a capital asset reported in a business-type activity or enterprise fund. This Statement also reiterates that in financial statements prepared using the current financial resources measurement focus, interest cost incurred before the end of a construction period should be recognized as an expenditure on a basis consistent with governmental fund accounting principles. The provisions of this statement are effective for fiscal years beginning after December 15, 2019. The Agency is currently evaluating the impact this standard will have on its financial statements.

In August 2018, GASB issued Statement No. 90, *Majority Equity Interests* ("GASB No. 90"). The primary objectives of this Statement are to improve the consistency and comparability of reporting a government's majority equity interest in a legally separate organization and to improve the relevance of financial statement information for certain component units. It defines a majority equity interest and specifies that a majority equity interest in a legally separate organization should be reported as an investment if a government's holding of the equity interest meets the definition of an investment. A majority equity interest that meets the definition of an investment should be measured using the equity method, unless it is held by a special-purpose government engaged only in fiduciary activities, a fiduciary fund, or an endowment (including permanent and term endowments) or permanent fund. Those governments and funds should measure the majority equity interest at fair value. For all other holdings of a majority equity interest in a legally separate organization, a government should report the legally separate organization as a component unit, and the government or fund that holds the equity interest should report an asset related to the majority equity interest using the equity method. This Statement establishes that ownership of a majority equity interest in a legally separate organization results in the government being financially accountable for the legally separate organization and, therefore, the government should report that organization as a component unit. This Statement also requires that a component unit in which a government has a 100 percent equity interest account for its assets, deferred outflows of resources, liabilities, and deferred inflows of resources at acquisition value at the date the government acquired a 100 percent equity

2. Significant Accounting Policies (continued)

interest in the component unit. Transactions presented in flows statements of the component unit in that circumstance should include only transactions that occurred subsequent to the acquisition. The provisions of this statement are effective for fiscal years beginning after December 15, 2018. The Agency is currently evaluating the impact this standard will have on its financial statements.

n. Reclassifications: Certain reclassifications have been made to prior year balances in order to conform to current year presentation.

3. Impact of the Adoption of GASB No. 75

On November 1, 2017, the Agency adopted GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* ("GASB No. 75"). The objective of this Statement is to improve accounting and financial reporting by state and local governments for OPEB. It also improves information provided by state and local governmental employers about financial support for OPEB that is provided by other entities. The provisions of this statement are effective for fiscal years beginning after June 15, 2017.

As a result of adopting this pronouncement, the Agency's Net Position as of November 1, 2016, Statement of Net Position as of October 31, 2017 and the Statement of Revenues, Expenses and Changes in Net Position for the year ended October 31, 2017 have been restated to reflect the required adjustments:

| | As Previously Reported | Adjustment | Restated |
|---|------------------------------|------------|--------------|
| | (in thousands) | | |
| As of November 1, 2016 | | | |
| Net Position | \$ 2,393,337 | \$ 12,484 | \$ 2,405,821 |
| For the year ended October 31, 2017 | | | |
| Other postemployment benefits | 2,761 | 2,262 | 5,023 |
| Operating Income | 13,077 | (2,262) | 10,815 |
| Increase in net position | 34,800 | (2,262) | 32,538 |
| As of October 31, 2017 | | | |
| Deferred outflow of resources related to OPEB | — | 2,756 | 2,756 |
| Other postemployment benefits | 51,906 | (7,536) | 44,370 |
| Deferred inflow of resources related to OPEB | — | 69 | 69 |
| Net position - unrestricted | (24,389) | 10,222 | (14,167) |
| Total net position | 2,428,137 | 10,222 | 2,438,359 |

4. Investments

The Agency's investments at October 31, 2018 and October 31, 2017, excluding accrued interest, consisted of the following:

| October 31, 2018: | Collateralized investment agreements, | | | Total |
|---|---|---------------------------------|------------------------|---------------|
| Category | Money Market and Trust Accounts/CDs | U.S. Treasury Obligations | Government Agencies | Fair Value |
| (in thousands) | | | | |
| Invested revenues | \$ 3,475 | \$ 270,998 | \$ 992 | \$ 275,465 |
| Mortgage insurance reserves | — | 1,396,146 | 554,266 | 1,950,412 |
| Mortgage acquisition and other bond proceeds | — | 11,900 | — | 11,900 |
| Bondholder reserves | 39,734 | 98,054 | — | 137,788 |
| Total | \$ 43,209 | \$ 1,777,098 | \$ 555,258 | \$ 2,375,565 |

| October 31, 2017: | Collateralized investment agreements, | | | Total |
|---|---|---------------------------------|------------------------|---------------|
| Category | Money Market and Trust Accounts/CDs | U.S. Treasury Obligations | Government Agencies | Fair Value |
| (in thousands) | | | | |
| Invested revenues | \$ 4,006 | \$ 245,078 | \$ 929 | \$ 250,013 |
| Mortgage insurance reserves | — | 1,633,378 | 313,335 | 1,946,713 |
| Mortgage acquisition and other bond proceeds | — | 3,582 | — | 3,582 |
| Bondholder reserves | 46,592 | 117,684 | — | 164,276 |
| Total | \$ 50,598 | \$ 1,999,722 | \$ 314,264 | \$ 2,364,584 |

Agency funds are invested in accordance with the investment guidelines approved annually by the Agency's board, which are in compliance with the New York State Comptroller's Investment Guidelines.

All of the above investments that are securities are in registered form, and are held by agents of the Agency or by the trustee under the applicable bond resolution, in the Agency's name. The agents or their custodians take possession of the securities.

4. Investments (continued)

Permitted Investments

All bond proceeds and revenues can only be invested in Securities [defined as (i) obligations the principal of and interest on which are guaranteed by the United States of America; (ii) obligations of the United States of America; (iii) obligations the principal of and interest on which are guaranteed by the State; (iv) obligations of the State; (v) obligations of any agency of the United States of America; (vi) obligations of any agency of the State; (vii) obligations the principal of and interest on which are guaranteed by an agency or instrumentally of the United States of America; (viii) obligations of the Federal National Mortgage Association (“FNMA”)], Time Deposits and Certificates of Deposit. Securities are purchased from Primary and approved Dealers, and Securities are delivered to the applicable Custodian/Trustee who records the investment.

Collateralized Time Deposit Agreements and Certificates of Deposit may only be entered into with banks or trustees rated at least within the second highest rating category without regard to gradations within such category by Moody’s Investors Service or Standard & Poor’s. Collateralized Time Deposit Agreements and certificates of deposit are collateralized at a minimum of 103% of the principal amount of the agreement and marked to market weekly.

The collateral consists of United States government obligations, other securities the principal of and interest on which are guaranteed by the United States, Government National Mortgage Association obligations and obligations of agencies and instrumentalities of the Congress of the United States and obligations of FNMA. The collateral is delivered to the Custodian and held in the Agency’s name.

Investment Maturities in Years at October 31, 2018 are as follows:

| | Fair Value | Less Than 1 | 1 to 5 | 6 to 10 | More Than 10 |
|---------------------------|---------------------|-------------------|-------------------|-------------------|-------------------|
| | (in thousands) | | | | |
| Collateralized investment | | | | | |
| Agreements | \$ 39,734 | \$ — | \$ 5,685 | \$ — | \$ 34,049 |
| Trust Accounts/CDs | 3,475 | 3,475 | — | — | — |
| Municipal Bonds | 33,879 | 33,879 | — | — | — |
| U.S. Treasury Bills | 316,630 | 316,630 | — | — | — |
| U.S. Treasury Notes | 1,426,589 | 323,407 | 772,731 | 287,672 | 42,779 |
| U.S. Government Agencies | 555,258 | — | 4,646 | 517,700 | 32,912 |
| Total | <u>\$ 2,375,565</u> | <u>\$ 677,391</u> | <u>\$ 783,062</u> | <u>\$ 805,372</u> | <u>\$ 109,740</u> |

Interest Rate Risk

The Agency’s exposure to fair value losses arising from rising interest rates is limited by the short term duration of 29% and 36% of the Agency’s investments for fiscal years ended 2018 and 2017, respectively.

Custodial Credit Risk

Custodial credit risk may arise from a bank failure resulting in deposits not being immediately available for Agency use. Through its guidelines and policies, the Agency has established minimum capitalization requirements for banks at \$50 million and trustees at \$250 million and ratings requirements of at least within the second highest ratings category without regards to gradations by Moody’s Investor Services or Standard & Poor’s for banks, and at least the third highest ratings category without regards to gradations by Moody’s Investor Services or Standard & Poor’s for trustees.

5 – Fair Value Measurement

The Agency categorizes its fair value measurements within the fair value hierarchy established by GAAP. The hierarchy is based on the evaluation inputs used to measure the fair value of the asset or liability. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. The Agency had the following recurring fair value measurements as of October 31, 2018 and October 31, 2017.

| Investment and Derivative Instruments Measured at Fair Value | October 31, 2018 | | October 31, 2017 | |
|--|---------------------|-------|---------------------|-------|
| | Amount | Level | Amount | Level |
| | (in thousands) | | (in thousands) | |
| Investments (debt securities): | | | | |
| U.S. Treasury Notes | \$ 1,426,589 | 2 | \$ 1,624,498 | 2 |
| U.S. Treasury Bills | 316,630 | 2 | 375,223 | 2 |
| Government Agencies | 555,258 | 2 | 313,335 | 2 |
| Municipal Bonds | 33,879 | 2 | 929 | 2 |
| Total | \$ <u>2,332,356</u> | | \$ <u>2,313,985</u> | |
| Interest rate swaps | \$ <u>(9,891)</u> | 2 | \$ <u>(16,057)</u> | 2 |

Debt securities classified in Level 2 of the fair value hierarchy are valued using a matrix pricing technique. Derivative instruments classified in Level 2 of the fair value hierarchy are valued using a market approach that considers benchmark interest rates.

6. Mortgage and Student Loans Receivables

The principal balances of mortgage and student loans receivables for the years ended October 31, 2018 and October 31, 2017 were as follows:

October 31, 2018:

| | Balance at October 31, 2017 | Scheduled Principal Payments | Prepayments, Transfers and Other Credits | Purchase of New Loans | Balance at October 31, 2018 |
|--|-----------------------------------|------------------------------------|--|--------------------------|-----------------------------------|
| (in thousands) | | | | | |
| Homeowner Mortgage | | | | | |
| Revenue | \$ 2,018,050 | \$ (83,531) | \$ (109,027) | \$ 339,285 | \$ 2,164,777 |
| Mortgage Revenue | 768,468 | (24,149) | (35,914) | — | 708,405 |
| Homeownership | | | | | |
| Program | 2,202 | (207) | (186) | — | 1,809 |
| Student Loan | 5,916 | — | (1,476) | — | 4,440 |
| Total Mortgage and Student Receivable | <u>\$ 2,794,636</u> | <u>\$ (107,887)</u> | <u>\$ (146,603)</u> | <u>\$ 339,285</u> | <u>\$ 2,879,431</u> |

October 31, 2017:

| | Balance at October 31, 2016 | Scheduled Principal Payments | Prepayments, Transfers and Other Credits | Purchase of New Loans | Balance at October 31, 2017 |
|--|-----------------------------------|------------------------------------|--|--------------------------|-----------------------------------|
| (in thousands) | | | | | |
| Homeowner Mortgage | | | | | |
| Revenue | \$ 1,965,990 | \$ (78,317) | \$ (133,551) | \$ 263,928 | \$ 2,018,050 |
| Mortgage Revenue | 734,374 | (23,065) | (48,007) | 105,166 | 768,468 |
| Homeownership | | | | | |
| Program | 2,026 | (167) | (255) | 598 | 2,202 |
| Student Loan | 7,621 | — | (1,705) | — | \$ 5,916 |
| Total Mortgage and Student Receivable | <u>\$ 2,710,011</u> | <u>\$ (101,549)</u> | <u>\$ (183,518)</u> | <u>\$ 369,692</u> | <u>\$ 2,794,636</u> |

6. Mortgage and Student Loans Receivables (continued)

Mortgage loans outstanding were as follows at October 31, 2018 and October 31, 2017:

| October 31, 2018: | Number of Mortgage Loans | Outstanding Principal Balance (in thousands) |
|-----------------------------|--------------------------------|---|
| Homeowner Mortgage Revenue: | | |
| Uninsured | 16,729 | \$ 1,295,354 |
| F.H.A. (insured) | 2 | 301 |
| Private mortgage insurance | 4,958 | 854,915 |
| Deferred Participation | — | 14,207 |
| | <u>21,689</u> | <u>2,164,777</u> |
| Mortgage Revenue: | | |
| Uninsured | 3,856 | 454,692 |
| Private mortgage insurance | 1,631 | 267,920 |
| Participation | — | (14,207) |
| | <u>5,487</u> | <u>708,405</u> |
| Homeownership Program: | | |
| Uninsured | 35 | 1,809 |
| | <u>35</u> | <u>1,809</u> |
| Total | <u><u>27,211</u></u> | <u><u>\$ 2,874,991</u></u> |
| | | |
| October 31, 2017: | Number of Mortgage Loans | Outstanding Principal Balance (in thousands) |
| Homeowner Mortgage Revenue: | | |
| Uninsured | 17,127 | \$ 1,270,247 |
| Private mortgage insurance | 4,601 | 733,153 |
| Deferred Participation | — | 14,650 |
| | <u>21,728</u> | <u>2,018,050</u> |
| Mortgage Revenue: | | |
| Uninsured | 3,934 | 455,412 |
| F.H.A. (insured) | 1 | 1 |
| Private mortgage insurance | 1,994 | 327,705 |
| Participation | — | (14,650) |
| | <u>5,929</u> | <u>768,468</u> |
| Homeownership Program: | | |
| Uninsured | 43 | 2,202 |
| | <u>43</u> | <u>2,202</u> |
| Total | <u><u>27,700</u></u> | <u><u>\$ 2,788,720</u></u> |

6. Mortgage and Student Loans Receivables (continued)

The principal balances of mortgage loans receivables in arrears for the years ended October 31, 2018 and October 31, 2017 were as follows:

October 31, 2018:

| Days in Arrears | Number of Loans in Arrears | Principal (in thousands) | Percent of Principal Outstanding of Loans in Arrears to Total Loans |
|-----------------------------|----------------------------------|---------------------------------|---|
| Homeowner Mortgage Revenue: | | | |
| 60 | 134 | \$ 10,979 | 0.51% |
| 90 plus | 435 | 47,761 | 2.22% |
| | 569 | 58,740 | 2.73% |
| Mortgage Revenue: | | | |
| 60 | 34 | 4,757 | 0.66% |
| 90 plus | 105 | 13,344 | 1.84% |
| | 139 | 18,101 | 2.50% |
| Homeownership Program: | | | |
| 90 plus | 1 | 70 | 3.84% |
| | 1 | 70 | 3.84% |
| Combined: | | | |
| 60 | 168 | 15,736 | 0.55% |
| 90 plus | 541 | 61,175 | 2.13% |
| | 709 | \$ 76,911 | 2.68% |

October 31, 2017:

| Days in Arrears | Number of Loans in Arrears | Principal (in thousands) | Percent of Principal Outstanding of Loans in Arrears to Total Loans |
|-----------------------------|----------------------------------|---------------------------------|---|
| Homeowner Mortgage Revenue: | | | |
| 60 | 164 | \$ 14,422 | 0.72% |
| 90 plus | 537 | 60,518 | 3.02% |
| | 701 | 74,940 | 3.74% |
| Mortgage Revenue: | | | |
| 60 | 36 | 4,389 | 0.56% |
| 90 plus | 140 | 17,441 | 2.23% |
| | 176 | 21,830 | 2.79% |
| Homeownership Program: | | | |
| 60 | 3 | 139 | 6.32% |
| 90 plus | 3 | 95 | 4.30% |
| | 6 | 234 | 10.62% |
| Combined: | | | |
| 60 | 203 | 18,950 | 0.68% |
| 90 plus | 680 | 78,054 | 2.80% |
| | 883 | \$ 97,004 | 3.48% |

7. Bonds Payable

Changes in bonds payable, net for the year ended October 31, 2018 and October 31, 2017 were as follows:

October 31, 2018:

| | Bonds Outstanding at October 31, 2017 | Matured/ Called/ Redeemed | Issued | Changes in Bond Premium and Discount (net) | Bonds Outstanding at October 31, 2018 |
|--------------------------------|--|---------------------------------|-------------------|--|--|
| (in thousands) | | | | | |
| Homeowner Mortgage Revenue | \$ 1,858,771 | \$ (310,165) | \$ 437,355 | \$ 4,185 | \$ 1,990,146 |
| Mortgage Revenue | 686,332 | (69,355) | — | (1,063) | 615,914 |
| NYHELPS (Student Loan program) | 7,240 | (1,965) | — | — | 5,275 |
| Total Bonds Outstanding | <u>\$ 2,552,343</u> | <u>\$ (381,485)</u> | <u>\$ 437,355</u> | <u>\$ 3,122</u> | <u>\$ 2,611,335</u> |

October 31, 2017:

| | Bonds Outstanding at October 31, 2016 | Matured/ Called/ Redeemed | Issued | Changes in Bond Premium and Discount (net) | Bonds Outstanding at October 31, 2017 |
|--------------------------------|--|---------------------------------|-------------------|--|--|
| (in thousands) | | | | | |
| Homeowner Mortgage Revenue | \$ 1,853,552 | \$ (231,355) | \$ 233,690 | \$ 2,884 | \$ 1,858,771 |
| Mortgage Revenue | 660,960 | (78,845) | 102,445 | 1,772 | 686,332 |
| NYHELPS (Student Loan program) | 9,597 | (2,357) | — | — | 7,240 |
| Total Bonds Outstanding | <u>\$ 2,524,109</u> | <u>\$ (312,557)</u> | <u>\$ 336,135</u> | <u>\$ 4,656</u> | <u>\$ 2,552,343</u> |

7. Bonds Payable (continued)

Homeowner Mortgage Revenue Bonds

Homeowner Mortgage Revenue Bonds have been issued between 1988 and 2018 in a total original amount of \$11,540,203,000. At October 31, 2018, the interest rates for the fixed rate bonds outstanding ranged from 1.25% to 5% and the interest on the variable rate debt ranged from 1.41% to 1.73%.

The below table assumes the variable rate bonds at the October 31, 2018 rate for the calculation of future debt service costs.

The schedule of Total Annual Maturities as of October 31, 2018 was as follows:

| Fiscal Year Ending Oct 31, | Interest Payable | Bonds Outstanding | Debt Service |
|-----------------------------------|---------------------|----------------------|-----------------|
| (in thousands) | | | |
| 2019 | \$ 59,106 | \$ 276,495 | \$ 335,601 |
| 2020 | 56,838 | 96,755 | 153,593 |
| 2021 | 53,760 | 101,215 | 154,975 |
| 2022 | 50,561 | 96,205 | 146,766 |
| 2023 | 47,713 | 89,455 | 137,168 |
| 2024-2028 | 194,215 | 421,515 | 615,730 |
| 2029-2033 | 138,083 | 358,260 | 496,343 |
| 2034-2038 | 84,275 | 206,470 | 290,745 |
| 2039-2043 | 46,111 | 176,510 | 222,621 |
| 2044-2048 | 12,283 | 149,200 | 161,483 |
| Total Debt Service Requirement | 742,945 | 1,972,080 | 2,715,025 |
| Unamortized bond premium | — | 18,066 | — |
| Total | \$ 742,945 | \$ 1,990,146 | \$ 2,715,025 |

7. Bonds Payable (continued)

Outstanding Homeowner Mortgage Revenue Bonds

At October 31, 2018, the interest rate for fixed rate Homeowner Mortgage Revenue Bonds outstanding ranged from 1.25% to 5%.

The schedule of Homeowner Mortgage Revenue Bonds outstanding by series as of October 31, 2018 was as follows:

| Series | Originally Issued | Currently Outstanding | Range of Interest Rates | Last Remaining Maturity |
|--------|-------------------|-----------------------|-------------------------|-------------------------|
| | (in thousands) | | | |
| 129 | \$ 34,000 | \$ 19,790 | Reset Weekly | 2035 |
| 132 | 34,000 | 21,825 | Reset Daily | 2037 |
| 135 | 34,000 | 11,990 | Reset Daily | 2037 |
| 139 | 34,000 | 27,630 | Reset Daily | 2037 |
| 142 | 34,000 | 25,095 | Reset Daily | 2037 |
| 144 | 30,000 | 21,085 | Reset Daily | 2037 |
| 159 | 60,000 | 60,000 | Reset Weekly | 2038 |
| 162 | 25,000 | 23,705 | Reset Weekly | 2039 |
| 163 | 66,825 | 24,830 | 2.9% - 4.0% | 2026 |
| 165 | 50,000 | 195 | 4.75% | 2042 |
| 166 | 107,585 | 52,315 | 3.499% - 3.999% | 2021 |
| 167 | 10,695 | 550 | 3.75% - 3.9% | 2021 |
| 168 | 50,065 | 35,670 | 2.10% - 5% | 2036 |
| 169 | 43,060 | 2,415 | 2.05% - 2.6% | 2021 |
| 170 | 19,940 | 13,345 | 2.7% - 3.9% | 2027 |
| 171 | 12,000 | 12,000 | 3.40% | 2022 |
| 172 | 150,000 | 113,155 | 2.28% - 4.203% | 2027 |
| 175 | 82,660 | 68,210 | 2.664% - 4.116% | 2028 |
| 176 | 66,835 | 60,210 | 1.75% - 3.75% | 2042 |
| 177 | 33,200 | 5,460 | 2.5% - 3.05% | 2027 |
| 178 | 79,370 | 8,195 | 3.50% | 2043 |
| 180 | 33,405 | 15,825 | 3.05% - 3.95% | 2022 |
| 182 | 25,385 | 3,555 | 4.40% | 2034 |
| 183 | 96,480 | 62,605 | 2.2% - 4.45% | 2029 |
| 184 | 18,960 | 2,780 | 2.1% - 2.685% | 2020 |
| 185 | 12,000 | 3,650 | 3.95% | 2029 |
| 186 | 80,190 | 58,610 | 2.0% - 3.95% | 2025 |
| 188 | 27,920 | 25,520 | 3.6% - 3.85% | 2044 |
| 189 | 88,850 | 66,160 | 1.75% - 3.85% | 2034 |

7. Bonds Payable (continued)

Outstanding Homeowner Mortgage Revenue Bonds (continued)

| Series | | Originally Issued | | Currently Outstanding | Range of Interest Rates | Last Remaining Maturity |
|-----------------------------|----|----------------------|----|--------------------------|----------------------------|-------------------------------|
| | | (in thousands) | | | | |
| 190 | \$ | 60,000 | \$ | 58,650 | 3.45% - 3.85% | 2045 |
| 191 | | 72,935 | | 41,920 | 1.9% - 3.5% | 2034 |
| 192 | | 45,410 | | 43,585 | 3.8% - 4.0% | 2035 |
| 193 | | 20,640 | | 11,760 | 4.10% | 2040 |
| 194 | | 85,020 | | 68,725 | 1.7% - 3.8% | 2035 |
| 195 | | 66,185 | | 60,200 | 3.0% - 4.0% | 2046 |
| 196 | | 38,595 | | 33,735 | 1.25% - 3.7% | 2037 |
| 197 | | 100,715 | | 93,655 | 1.4% - 3.5% | 2044 |
| 198 | | 23,095 | | 14,470 | 1.25% - 1.75% | 2022 |
| 199 | | 50,000 | | 50,000 | Reset Weekly | 2037 |
| 200 | | 64,025 | | 57,665 | 3.5% - 3.9% | 2045 |
| 201 | | 18,945 | | 16,000 | 1.65% - 3.85% | 2031 |
| 202 | | 29,345 | | 29,345 | Reset Daily | 2034 |
| 203 | | 102,190 | | 101,300 | 2.0% - 3.5% | 2047 |
| 204 | | 19,185 | | 16,625 | 1.3% - 2.40% | 2025 |
| 205 | | 51,590 | | 50,055 | 1.85% - 4.0% | 2040 |
| 206 | | 53,050 | | 48,850 | 1.35% - 4.0% | 2037 |
| 207 | | 40,000 | | 40,000 | Reset Weekly | 2047 |
| 208 | | 85,135 | | 85,135 | 3.1% - 4.0% | 2048 |
| 209 | | 41,990 | | 40,090 | 1.55% - 3.35% | 2029 |
| 210 | | 40,590 | | 40,590 | Reset Weekly | 2039 |
| 211 | | 82,750 | | 82,750 | 3.625% - 3.8% | 2048 |
| 212 | | 42,250 | | 40,600 | 1.8% - 3.7% | 2033 |
| Unamortized bond premium | | — | | 18,066 | | |
| Total | \$ | 2,674,065 | \$ | 1,990,146 | | |

7. Bonds Payable (continued)

Outstanding Homeowner Mortgage Revenue Bonds (continued)

As of October 31, 2018, the additional debt service requirements of the Agency's hedged variable rate debt on associated derivative instruments for the period hedged are as follows:

| Fiscal Year Ending Oct 31, | Swap Nominal Amount | Fixed Interest Payments | Swap Offset Payments | Net Swap Interest |
|-------------------------------|------------------------|-------------------------------|-------------------------|----------------------|
| (in thousands) | | | | |
| 2019 | \$ 1,440 | \$ 7,581 | \$ (5,021) | \$ 2,560 |
| 2020 | 1,520 | 7,530 | (4,996) | 2,534 |
| 2021 | 1,600 | 7,475 | (4,970) | 2,505 |
| 2022 | 1,450 | 7,422 | (4,944) | 2,478 |
| 2023 | 1,775 | 7,365 | (4,917) | 2,448 |
| 2024-2028 | 100,155 | 35,952 | (24,167) | 11,785 |
| 2029-2033 | 140,715 | 13,779 | (9,734) | 4,045 |
| 2034-2038 | 17,980 | 962 | (466) | 496 |
| Total | \$ 266,635 | \$ 88,066 | \$ (59,215) | \$ 28,851 |

The above amounts assume that current interest rates on October 31, 2018 and the variable-rate offset to the fixed rates of the hedging derivative instruments will remain the same for the term of the respective swaps.

7. Bonds Payable (continued)

Mortgage Revenue Bonds

Mortgage Revenue Bonds have been issued between 1984 and 2017 in a total original amount of \$4,617,539,000. At October 31, 2018, the interest rates for the fixed rate bonds outstanding ranged from 1.5% to 5.0%.

The Schedule of Total Annual Maturities at October 31, 2018 was as follows:

| Fiscal Year Ending Oct 31, | Interest Payable | Bonds Outstanding | Debt Service |
|--------------------------------|---------------------|----------------------|-----------------|
| (in thousands) | | | |
| 2019 | \$ 20,568 | \$ 21,520 | \$ 42,088 |
| 2020 | 20,458 | 20,510 | 40,968 |
| 2021 | 19,819 | 18,655 | 38,474 |
| 2022 | 19,126 | 12,985 | 32,111 |
| 2023 | 18,738 | 10,570 | 29,308 |
| 2024-2028 | 88,130 | 76,810 | 164,940 |
| 2029-2033 | 70,142 | 138,605 | 208,747 |
| 2034-2038 | 43,515 | 160,010 | 203,525 |
| 2039-2043 | 15,432 | 132,060 | 147,492 |
| 2044-2048 | 1,511 | 20,445 | 21,956 |
| Total Debt Service Requirement | 317,439 | 612,170 | 929,609 |
| Unamortized bond premium | — | 4,042 | — |
| discount | — | (298) | — |
| Total | \$ 317,439 | \$ 615,914 | \$ 929,609 |

7. Bonds Payable (continued)

Outstanding Mortgage Revenue Bonds

At October 31, 2018, the interest rate for fixed rate Mortgage Revenue Bonds outstanding ranged from 1.5% to 5%.

The schedule of Mortgage Revenue Bonds outstanding by series as of October 31, 2018 as follows:

| Series | Originally Issued | Currently Outstanding | Range of Interest Rates | Remaining Maturity |
|-----------------------------|----------------------|--------------------------|----------------------------|-----------------------|
| | (in thousands) | | | |
| 38B | \$ 30,000 | \$ 24,700 | 3.07% | 2041 |
| 38C | 66,000 | 47,070 | 3.01% | 2041 |
| 38D | 138,110 | 93,900 | 3.55% | 2041 |
| 38E | 35,000 | 23,750 | 3.55% | 2035 |
| 39 | 57,385 | 13,440 | 3.45% - 5.0% | 2028 |
| 41 | 14,820 | 10,095 | 2.95% - 4.0% | 2028 |
| 44 | 38,555 | 7,130 | 3.65% - 4.0% | 2021 |
| 45 | 44,000 | 7,975 | 3.15% - 4.5% | 2029 |
| 46 | 97,855 | 14,425 | 3.95% - 5.0% | 2029 |
| 48 | 110,905 | 99,500 | 2.625% - 3.75% | 2041 |
| 49 | 54,755 | 52,255 | 2.45% - 4% | 2043 |
| 50 | 33,165 | 5,455 | 2.35% - 3.15% | 2027 |
| 51 | 75,180 | 73,815 | 2.25% - 4.0% | 2045 |
| 52 | 40,220 | 29,920 | 1.50% - 3.50% | 2030 |
| 53 | 20,135 | 12,160 | 2.188% - 3.069% | 2023 |
| 54 | 80,070 | 77,650 | 2.45% - 4.0% | 2047 |
| 55 | 22,375 | 18,930 | 1.5% - 2.8% | 2024 |
| Unamortized bond premium | — | 4,042 | | |
| discount | — | (298) | | |
| Total | \$ 958,530 | \$ 615,914 | | |

7. Bonds Payable (continued)

Student Loan Program

The Agency, doing business as The State of New York Higher Education Finance Authority issued the NYHELPS Educational Loan Revenue Bond, 2009 Series A in a total original amount of \$97,795,000. At October 31, 2018, the amount of \$5,275,000 remained outstanding with the interest rates ranging from 4.3% to 5.25%.

The schedule of Total Annual Maturities as of October 31, 2018 was as follows:

| Fiscal Year Ending Oct 31, | Interest Payable | Bonds Payable | Total Debt Sevice |
|-----------------------------------|---------------------|------------------|-------------------------|
| (in thousands) | | | |
| 2019 | \$ 223 | \$ 1,295 | \$ 1,518 |
| 2020 | 162 | 1,275 | 1,437 |
| 2021 | 102 | 1,210 | 1,312 |
| 2022 | 73 | - | 73 |
| 2023 | 73 | - | 73 |
| 2024-2027 | 232 | 1,495 | 1,727 |
| Total Debt Service Requirement | \$ 865 | \$ 5,275 | \$ 6,140 |

8. Other Assets

At October 31, 2018 and October 31, 2017 other assets consisted primarily of Owned Real Estate and CRF for which the balances were as follows:

October 31, 2018:

| Bondholder Funds | Number of Loans | Book Value | Appraised Value |
|----------------------------|--------------------|-------------------|--------------------|
| | | (\$ in thousands) | |
| Homeowner Mortgage Revenue | 156 | \$ 10,629 | \$ 19,691 |
| Mortgage Revenue | 29 | 1,670 | 3,749 |
| Homeownership | 1 | 30 | 110 |
| Prepaid Mortgage Insurance | — | 548 | — |
| Sub Total bondholder funds | 186 | \$ 12,877 | \$ 23,550 |
| Community Restoration Fund | | 10,543 | |
| Total Other Assets | | \$ 23,420 | |

October 31, 2017:

| Bondholder Funds | Number of Loans | Book Value | Appraised Value |
|----------------------------|--------------------|-------------------|--------------------|
| | | (\$ in thousands) | |
| Homeowner Mortgage Revenue | 185 | \$ 12,507 | \$ 19,750 |
| Mortgage Revenue | 29 | 2,327 | 4,527 |
| Prepaid Mortgage Insurance | — | 483 | — |
| Sub Total bondholder funds | 214 | \$ 15,317 | \$ 24,277 |
| Community Restoration Fund | | 7,542 | |
| Total Other Assets | | \$ 22,859 | |

9. Allowance for Anticipated Claims

The Mortgage Insurance Fund claim activity for the fiscal years ended October 31, 2015 and October 31, 2014 was as follows:

October 31, 2018:

| | Project Insurance | Pool Insurance | Primary Insurance | Total Insurance |
|--|----------------------|-------------------|----------------------|--------------------|
| (in thousands) | | | | |
| Allowance, beginning of year | \$ 17,164 | \$ — | \$ — | \$ 17,164 |
| Current year provision for estimated claims | — | 10,969 | 189 | 11,158 |
| Current year adjustment to claims status | (11,774) | — | — | (11,774) |
| Claims paid and recoveries, net | 10,355 | (10,969) | (189) | (803) |
| Allowance, end of year | \$ 15,745 | \$ — | \$ — | \$ 15,745 |

October 31, 2017:

| | Project Insurance | Pool Insurance | Primary Insurance | Total Insurance |
|--|----------------------|-------------------|----------------------|--------------------|
| (in thousands) | | | | |
| Allowance, beginning of year | \$ 17,164 | \$ — | \$ — | \$ 17,164 |
| Current year provision for estimated claims | 2,190 | 10,816 | 81 | 13,087 |
| Current year adjustment to claims status | (5,236) | — | — | (5,236) |
| Claims paid and recoveries, net | 3,046 | (10,816) | (81) | (7,851) |
| Allowance, end of year | \$ 17,164 | \$ — | \$ — | \$ 17,164 |

10. Synthetic Fixed Rate Swaps

As of October 31, 2018, the Agency has entered into three negotiated and two competitive swaps as part of its risk management program, serving to increase financial flexibility and reduce interest costs. These swaps were entered into with four financial institutions (the "Counterparties") for a current total notional principal of \$266,635,000. These synthetic fixed-rate swaps correspond to the State of New York Mortgage Agency Homeowner Mortgage Revenue ("HMB") variable-rate bond series listed below.

The fair value balances and notional amounts of derivative instruments outstanding at October 31, 2018 are within level 2 category of the fair value hierarchy. The changes in fair value of such derivative instruments from the year then ended as reported in the 2018 financial statements are as follows:

| | Changes in fair value | | Fair value at October 31, 2018 | | Notional |
|-----------------|-----------------------|-------------|--------------------------------|---------------|---------------|
| | Classification | Amount | Classification | Amount | |
| Cash flow hedge | Deferred outflow | \$6,166,727 | Debt | (\$9,890,509) | \$266,635,000 |
| | | | | | |

The fair value of the interest rate swaps were estimated using the zero-coupon method. This method calculates the future net settlement payments required by the swap, assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement on the swaps.

Objective and Terms of Hedging Derivative Instruments

The following table displays terms of the Agency's hedging derivative instruments outstanding at October 31, 2018, along with the credit rating of the associated counterparty. The objective of all of the swaps entered into was to hedge changes in cash flows in the associated bond series:

| Associated Bond Series (Note 1) | Synthetic Fixed Rate Swaps Terms | | | | Fair Value | Counterparty |
|------------------------------------|-------------------------------------|----------------|---------------|-----------------|---------------|-----------------------------|
| | Notional Amount (000s) | Effective Date | Maturity Date | Fixed rate paid | | |
| HMB Series 129/162/199/207* | \$32,635 | 11/17/05 | 10/01/35 | 3.5870% | (\$3,870,305) | Wells Fargo Bank NA |
| HMB Series 139/162/199/202/207* | \$34,000 | 03/09/06 | 04/01/37 | 3.4783% | (\$4,687,505) | JPMorgan Chase Bank NA |
| HMB Series 142/159** | \$70,000 | 10/01/18 | 10/01/33 | 2.5025% | (\$359,135) | The Bank of New York Mellon |
| HMB Series 139/207** | \$40,000 | 10/01/18 | 10/01/33 | 2.4890% | (\$205,220) | Wells Fargo Bank NA |
| HMB Series 144/199/210*** | \$90,000 | 10/12/18 | 10/01/28 | 2.7855% | (\$768,344) | Royal Bank of Canada |

* Variable rate payment received from counterparties is 63% of 1 month LIBOR plus 0.25%.

** Variable rate payment received from counterparties is 75% of 1 month LIBOR with a 10 year Optional Termination

*** Variable rate payment received from counterparties SIFMA with a 5 year Optional Termination

10. Synthetic Fixed Rate Swaps (Continued)

COUNTERPARTY RATINGS

| <u>Counterparty Name</u> | <u>Moody's/S&P/Fitch</u> |
|-----------------------------|------------------------------|
| JPMorgan Chase Bank N.A. | Aa2/A+/AA |
| The Bank of New York Mellon | Aa2/AA-/AA |
| Royal Bank of Canada | Aa2/AA-/AA |
| Wells Fargo Bank, NA | Aa2/A+/AA- |

Risks

Credit risk. The Agency is exposed to credit risk on hedging derivative instruments that are in asset positions. To minimize its exposure to loss related to credit risk, it is the Agency's policy to require counterparty collateral posting provisions in its non-exchange-traded hedging derivative instruments. These terms require full collateralization of the fair value of hedging derivative instruments in asset positions (net of the effect of applicable netting arrangements) should the counterparty's credit rating not be within the two highest investment grade categories by at least one nationally recognized statistical rating agency or the rating by any nationally recognized statistical rating agency fall below the three highest investment grade rating categories. The Agency has never been required to access collateral.

It is the Agency's policy to enter into netting arrangements whenever it has entered into more than one derivative instrument transaction with a counterparty. Under the terms of these arrangements, should one party become insolvent or otherwise default on its obligations, close-out netting provisions permit the non-defaulting party to accelerate and terminate all outstanding transactions and net the transactions' fair values so that a single sum will be owed by, or owed to, the non-defaulting party.

Interest rate risk. The Agency is exposed to interest rate risk on its interest rate swaps. On its pay-fixed, receive-variable interest rate swap, as LIBOR or SIFMA decreases, the Agency's net payment on the swap increases.

Basis risk. The Agency is exposed to basis risk on its pay-fixed interest rate swap hedging derivative instruments because the variable-rate payments received by the Agency on these hedging derivative instruments are based on a rate other than interest rates the Agency pays on its hedged variable-rate debt, which is remarketed on either weekly or daily basis. As of October 31, 2018, the weighted-average interest rate on the Agency's hedged variable-rate debt is 1.653%, while the applicable 63% of one month LIBOR plus 0.25%, 75% of one month LIBOR, and SIFMA were 1.70%, 1.73 and 1.60%, respectively.

Termination risk. The Agency or its counterparty may terminate a derivative instrument if the other party fails to perform under the terms of the contract. If at the time of termination, a hedging derivative instrument is in a liability position, the Agency would be liable to the counterparty for a payment equal to the liability, subject to netting arrangements.

Rollover risk. The Agency is exposed to rollover risk on hedging derivative instruments should a termination event occur prior to the maturity of the hedged debt.

10. Synthetic Fixed Rate Swaps (Continued)

Contingencies

Four of the Agency's counterparties have derivative instruments that include provisions that require the Agency to post collateral in the event its credit rating falls below certain levels. The collateral posted is to be in the form of U.S. Treasury securities in the amount of the fair value of the hedging derivative in a liability position net of the effect of applicable netting arrangements. If the Agency does not post collateral, the hedging derivative instrument may be terminated by the counterparty.

Three of the four counterparties requiring collateral posting have collateral posting provisions if the Agency's rating falls to Baa1 or below or not rated by Moody's or BBB+ or below or not rated by Standard & Poor's. If the collateral posting requirements were triggered at October 31, 2018, the Agency would be required to post \$4,687,505 in collateral to these counterparties (\$7,670,920 at October 31, 2017).

Three of the four counterparties requiring collateral posting have collateral posting thresholds relating to various rating levels.

- The threshold amount is \$10,000,000 if the Agency's rating falls to Baa1 as rated by Moody's and BBB+ as rated by Standard and Poor's. At these ratings, if collateral posting requirements were triggered at October 31, 2018, the Agency would have been required to post \$0 in collateral to these counterparties.
- The threshold amount is \$5,000,000 if the Agency's rating falls to Baa2 as rated by Moody's and BBB as rated by Standard and Poor's. At these ratings, if collateral posting requirements were triggered at October 31, 2018, the Agency would have been required to post \$0 in collateral to these counterparties.
- The threshold amount is \$1,000,000 if the Agency's rating falls to Baa3 as rated by Moody's and BBB- as rated by Standard and Poor's. At these ratings, if collateral posting requirements were triggered at October 31, 2018, the Agency would have been required to post \$3,075,525 in collateral to these counterparties.
- The threshold amount is zero if the Agency's ratings fall to below Baa3 as rated by Moody's and below BBB- as rated by Standard and Poor's. At those ratings, if collateral posting requirements were triggered at October 31, 2018, the Agency would have been required to post \$5,203,004 in collateral to these counterparties.

NOTE 11 – OTHER POSTEMPLOYMENT BENEFITS

PLAN DESCRIPTION AND BENEFITS PROVIDED

The Agency provides postemployment healthcare benefits (including Medicare Part B reimbursement) and prescription drug coverage through participation in the New York State Health Insurance Program (“NYSHIP”), as sponsored and administered by the State of New York to eligible retirees and eligible dependents and survivors of retirees. The State has the authority to establish the amend the benefit provisions offered and contribution requirements. The plan is considered a single employee defined benefit plan for financial reporting purposes. The Agency has elected to fund postretirement health benefits on a pay-as-you-go basis. Therefore, no plan assets exist in a trust that meets the specified criteria in paragraph 4 of GASB No. 75.

Under the plan, eligible retired employees receive health care benefits with employees paying 25% of dependent coverage costs and 10% of individual employee costs. The Agency’s plan complies with the NYSHIP benefit provisions. In addition, as provided for in Civil Service Law Section 167, the Agency applies the value of accrued sick leave of employees who retire out of service to the retiree’s share of costs for health benefits.

Contributions towards part of the costs of these benefits are required of the retirees.

EMPLOYEES COVERED BY BENEFIT TERMS

At October 31, 2017 and 2015, the following employees were covered by the benefit terms:

| | 2017 | 2015 |
|---------------------|------|------|
| Actives | 138 | 118 |
| Retirees | 50 | 48 |
| Vestees | 2 | 2 |
| Beneficiaries | 7 | 6 |
| Spouses of Retirees | 21 | 20 |
| Total | 218 | 194 |

TOTAL OPEB LIABILITY

The Agency’s reported total OPEB liability of \$43.7 million and \$51.9 million as of October 31, 2018 and 2017, respectively. The liability amounts measured as of October 31, 2017 and 2016 was determined by an actuarial valuation as of October 31, 2017 and 2015, respectively.

ACTUARIAL ASSUMPTIONS AND OTHER INPUTS

The total OPEB liability in the October 31, 2017 and 2016 actuarial valuations were determined using the following actuarial assumptions and other inputs, applied to all periods included in the measurement, unless otherwise specified.

Discount Rate: 3.65% per annum as of October 31, 2017, 3.32% per annum as of October 31, 2016 and 3.66% per annum as of October 31, 2015 (The discount rate was based on the Bond Buyer General Obligation 20-Bond Municipal Bond Index).

NOTE 11 – OTHER POSTEMPLOYMENT BENEFITS (continued)

Inflation: 2.3% per annum, compounded annually.

Salary Scale: 3.5% per annum, compounded annually.

Other Key Actuarial Assumptions: The plan has not had a formal actuarial experience study performed.

| | | |
|-----------------------|------------------|------------------|
| Valuation date | October 31, 2015 | October 31, 2017 |
| Measurement date | October 31, 2016 | October 31, 2017 |
| Actuarial cost method | Entry Age Normal | Entry Age Normal |

Health Cost Trend: The healthcare trend assumption is based on the Society of Actuaries-Getzen Model version 2017 utilizing the baseline assumptions included in the model. Further adjustments are made for changes due to the Affordable Care Act (“ACA”), aging, percentage of costs associated with administrative expenses, inflation on administrative costs and potential excise tax due to ACA. Excise taxes are estimated based on 2018 premium rates, 2018 adjusted thresholds of \$11,850 for individual coverage and \$30,950 for family coverage and increases in those threshold at assumed inflation (plus 1% for 2018). The trend assumption for the Medicare Part B reimbursement is base on the lessor of 4.5% and the rates (without excise tax) contained in the table below beginning in 2018. For determining retiree contributions, the less than age 65 trend (with Excise Tax) are applied to all ages since the premium rate does not vary by age. The health cost trend assumption at sample years is as follows:

| <u>< Age 65</u> | | | | | <u>>= Age 65</u> | | | | |
|--------------------|--------------|-------------------|--------------|-------------------|---------------------|--------------|-------------------|--------------|-------------------|
| <u>Calendar</u> | | <u>With</u> | | | <u>Calendar</u> | | <u>With</u> | | |
| <u>Year</u> | <u>Trend</u> | <u>Excise Tax</u> | <u>Trend</u> | <u>Excise Tax</u> | <u>Year</u> | <u>Trend</u> | <u>Excise Tax</u> | <u>Trend</u> | <u>Excise Tax</u> |
| 2016 | 11.9% | 11.9% | 0.0% | 0.0% | 2026 | 4.9 | 5.7 | 4.9 | 4.9 |
| 2017 | 8.5 | 8.5 | 8.2 | 8.2 | 2031 | 4.9 | 5.7 | 4.9 | 4.9 |
| 2018 | 6.2 | 6.2 | 5.5 | 5.5 | 2036 | 5 | 5.6 | 5 | 5 |
| 2019 | 5.6 | 6.2 | 5.3 | 5.3 | 2046 | 4.8 | 5.3 | 4.8 | 5.7 |
| 2020 | 5.1 | 5.3 | 5.1 | 5.1 | 2056 | 4.7 | 5 | 4.7 | 5.3 |
| 2021 | 5.1 | 5.9 | 5.1 | 5.1 | | | | | |

For purposes of applying the Entry Age Normal cost method, the healthcare trend prior to the first calendar year shown in the table above is based on the ultimate rate, which is 4.0% for costs prior to age 65 and 4.1% of costs at age 65 and later.

Retiree’s Share of Benefit-Related Costs: 25% of dependent coverage costs and 10% of individual employee costs.

Mortality Rates: Healthy Lives: RPH-2006 Healthy Mortality Tables with White Collar adjustments adjusted to reflect Mortality Improvement Scale MP-2017 and projected forward on a generational basis, with employee rates before benefit commencement and healthy annuitant rates after benefit commencement and reflecting mortality improvements both before and after the valuation date. Disabled Lives: RPH-2006 Disability Mortality Tables adjusted to reflect Mortality Improvement Scale MP-2017 and projected forward on a generational basis reflecting mortality improvements both before and after the valuation date.

NOTE 11 – OTHER POSTEMPLOYMENT BENEFITS (continued)

For purposes of applying the Entry Age Normal cost method, the healthcare trend prior to the first calendar year shown in the table above is based on the ultimate rate, which is 4.0% for costs prior to age 65 and 4.1% of costs at age 65 and later.

CHANGES IN THE TOTAL OPEB LIABILITY

| | Total OPEB Liability | |
|--|-----------------------------|-----------------|
| | Fiscal Year Ended | |
| | 2018 | 2017 |
| Balance as of the beginning of the year | \$ 44,370,000 | \$ 39,183,278 |
| Changes for the year: | | |
| Service cost | 2,321,523 | 2,049,816 |
| Interest on total OPEB liability | 1,537,835 | 1,495,693 |
| Effect of economic/demographic gains or losses | (504,754) | (80,839) |
| Effect of assumptions changes or inputs | (3,264,435) | 2,463,000 |
| Benefit payments | (650,492) | (643,948) |
| Implicit rate subsidy payments | <u>(98,000)</u> | <u>(97,000)</u> |
| Balance as of the end of the year | \$ 43,711,677 | \$ 44,370,000 |

SENSITIVITY OF THE OPEB LIABILITY TO CHANGES IN THE DISCOUNT RATE

The following presents the total OPEB liability of the Agency, calculated using the discount rate of 3.65%, as well as what the Agency’s total OPEB liability would be if it were calculated using a discount rate that is one percentage point lower (2.65%) or one percentage point higher (4.65%) than the current rate.

| | 1% Decrease | Discount Rate | 1% Increase |
|----------------------|--------------------|----------------------|--------------------|
| | 2.65% | 3.65% | 4.65% |
| Total OPEB liability | \$51,921,912 | \$43,711,677 | \$37,242,467 |

SENSITIVITY OF THE TOTAL OPEB LIABILITY TO CHANGES IN THE HEALTHCARE COST TREND RATES

The following presents the total OPEB liability of the Agencies, calculated using the current healthcare cost trend rates as well as what the Agency’s total OPEB liability would be if it were calculated using trend rates that are one percentage point lower or one percentage point higher than the current trend rates.

| | Healthcare Cost | | |
|----------------------|------------------------|-------------------------|--------------------|
| | 1% Decrease | Trend Assumption | 1% Increase |
| Total OPEB liability | \$36,696,088 | \$43,711,677 | \$52,887,616 |

NOTE 11 – OTHER POSTEMPLOYMENT BENEFITS (continued)

OPEB EXPENSE AND DEFERRED OUTFLOWS OF RESOURCES AND DEFERRED INFLOWS OF RESOURCES RELATED TO OPEB

For the years ended October 31, 2018 and 2017, the Agency recognized OPEB expense of \$2.9 million and \$3.8 million, respectively.

At October 31, 2018 and 2017, the Agency reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

| | <u>Deferred Inflows of Resources</u> | <u>Deferred Outflows of Resources</u> |
|--|--|---|
| Payments subsequent to measurement date | \$— | \$678,234 |
| Differences between expected and actual experience | (\$493,951) | \$— |
| Changes of assumptions | <u>(\$2,823,295)</u> | <u>\$1,749,086</u> |
| Total | (\$3,317,246) | \$2,427,320 |

In accordance with GASB No. 75, the Agency reported \$678,234 as deferred outflows of resources related to the Agency’s OPEB contribution subsequent to the measurement date and will be recognized as a reduction of the total OPEB liability in the year ending October 31, 2019. Amounts reported as deferred outflows of resources and deferred inflows of resources related to other postemployment benefits will be recognized in OPEB expense as follows:

| Year ended October 31: | |
|------------------------|-------------|
| 2019 | (\$164,109) |
| 2020 | (164,109) |
| 2021 | (164,069) |
| 2022 | (164,069) |
| 2023 | (198,635) |
| Thereafter* | (713,089) |

*Note that additional future deferred inflows and outflows of resources may impact these numbers.

12. Commitments and Contingencies

Office Leases

The Agency is obligated under leases for office locations in the City of New York and Buffalo.

The Agency and the New York State Housing Finance Agency (“HFA”) entered into an operating lease for office space which commenced in fiscal year 1994 for a term of fifteen years. The lease was renewed on January 1, 2009 for a term of ten years expiring January 31, 2019. During fiscal 2019, the Agency will make its final payments on the city office lease, totaling \$591 thousand.

The leases obligate the Agency to pay for escalations in excess of the minimum annual rental (ranging from \$2.4 million to \$4.7 million) based on operating expenses and real estate taxes. The Agency bears approximately 50% of the minimum annual lease payments under this lease with the balance paid by HFA, with whom the Agency shares the leased space.

Rental expense for all office locations for both fiscal years ended October 31, 2018 and October 31, 2017 was \$2.9 million, net of allocations to certain State-related agencies.

Subsequent to the end of fiscal 2018, the Agency entered into a new lease agreement.

Litigation

In the course of business, the Agency is party to various administrative and legal proceedings. Although the ultimate outcome of these actions cannot be ascertained at this time and the results of legal proceedings cannot be predicted with certainty, it is the opinion of management that the resolution of these matters will not have a material adverse effect on the financial position, changes in financial position or cash flows of the State of New York Mortgage Agency as set forth in the Financial Statements.

Risk Management

The Agency is subject to normal risks associated with its operations, including property damage, general liability and crime. Such risks are managed through the purchase of commercial insurance. There have been no decreases in coverage in the last three years.

13. Net Position

The Agency's Net Position represents the excess of assets and deferred outflows over liabilities and deferred inflows and largely consists of mortgage loans and investments. The Agency's net position is categorized as follows:

a. Restricted for Bond Obligations

Such amount represents earned commitment fees and net investment earnings accumulated to date. These amounts are invested in mortgage receivables and reserve investments. The revenues from the investments are necessary to meet scheduled payments of interest and principal on bonds, amortization of bond issuance costs and, if available, used to redeem bonds in advance of scheduled maturities as provided under the various bond resolutions.

b. Restricted for Insurance Requirements

As of October 31, 2018 and 2017, the Mortgage Insurance Fund's net position represents the reserve for policies in force of \$3.90 billion and \$3.66 billion, respectively. Included within policies in force are single family mortgage primary and pool policies (total aggregate loss limit) totaling \$541 million and \$519 million in 2018 and 2017, respectively. Commitments outstanding as of fiscal years ended 2018 and 2017 were \$1.63 billion and \$1.47 billion, respectively. The Agency provided \$14.0 million and \$13.1 million during fiscal 2018 and 2017 for potential claims on mortgages insured by the Mortgage Insurance Fund.

In December 2017, the Agency sold the mortgage on a nursing home in Kingston, NY for \$10.8 million.

The Agency has determined the excess tax collections received during fiscal 2018 to have been \$8.1 million. The excess amount collected during fiscal 2017 was \$28.4 million. The Agency was instructed to transfer to the State, Municipalities and Agencies from the project insurance account \$55 million for fiscal year 2018 and \$100 million for fiscal 2017.

14. New York State and Local Employees' Retirement System Pension Plans

Plan Description & Benefits Provided

The Agency participates in the New York State and Local Employees' Retirement System (ERS) which together with the New York State and Local Police and Fire Retirement System (PFRS) is collectively referred to as New York State and Local Retirement System (NYSLRS). These are cost-sharing multiple-employer retirement systems. The NYSLRS provides retirement benefits as well as death and disability benefits. The net position of the NYSLRS is held in the New York State Common Retirement Fund (the "Fund"), which was established to hold all net assets and record changes in plan net position allocated to the NYSLRS. The Comptroller of the State of New York serves as the trustee of the Fund and is the administrative head of the System. The Comptroller is an elected official determined in a direct statewide election and serves a four year term. Thomas P. DiNapoli has served as Comptroller since February 7, 2007. In November, 2018, he was elected for a new term commencing January 1, 2019. NYSLRS benefits are established under the provisions of the New York State Retirement and Social Security Law (RSSL). Once a public employer elects to participate in the NYSLRS, the election is irrevocable. The New York State Constitution provides that pension membership is a contractual relationship and plan benefits cannot be diminished or impaired. Benefits can be changed for future members only by enactment of a State statute. The Agency also participates in the Public Employees' Group Life Insurance Plan (GLIP), which provides death benefits in the form of life insurance. The NYSLRS is included in the State's financial report as a pension trust fund. That report, including information with regard to benefits provided, may be found at www.osc.state.ny.us/retire/publications/index.php or obtained by writing to the New York State and Local Retirement System, 110 State Street, Albany, NY 12244.

Employee Contributions

Pension legislation enacted in 1973, 1976, 1983, 2009 and 2012 established distinct classes of membership. For convenience, the system uses a tier concept, ranging from Tier 1 to 6, to distinguish these groups. Generally, Tier 3, 4, and 5 members must contribute 3% of their salary to the System. As a result of Article 19 of the RSSL, eligible Tier 3 and 4 employees, with a membership date on or after July 27, 1976, who have ten or more years of membership or credited service with the System, are not required to contribute. Members cannot be required to begin making contributions or to make increased contributions beyond what was required when membership began. For Tier 6 members, the contribution rate varies from 3% to 6% depending on salary. Generally, Tier 5 and 6 members are required to contribute for all years of service.

Employee contributions for employees of the Agency and AHC for the current year and two preceding years were equal to 100 percent of the contributions required, and were as follows:

| | |
|-----------|-----------|
| Year 2018 | \$297,563 |
| Year 2017 | \$231,563 |
| Year 2016 | \$153,327 |

14. New York State and Local Employees' Retirement System Pension Plans (Continued)

- Chapter 260 of the Laws of 2004 of the State of New York allows local employers to bond or amortize a portion of their retirement bill for up to 10 years in accordance with the following schedule:
- For State fiscal year (SFY) 2004-05, the amount in excess of 7 percent of employees' covered pensionable salaries, with the first payment of those pension costs not due until the fiscal year succeeding that fiscal year in which the bonding/amortization was instituted.
- For SFY 2005-06, the amount in excess of 9.5 percent of employees' covered pensionable salaries.
- For SFY 2007-08, the amount in excess of 10.5 percent of employees' covered pensionable salaries

This law requires participating employers to make payments on a current basis, while bonding or amortizing existing unpaid amounts relating to the System's fiscal years ending March 31, 2005 through 2008. The Agency has made all required payments on a current basis.

Pension Liabilities, Pension Expense, Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

At October 31, 2018 and 2017, the Agency reported a liability of \$1,182,101 and \$2,833,944 respectively, for its proportionate share of the net pension liability. The net pension liability was measured as of October 31, 2018 and 2017 respectively and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of that date. The Agency's proportion of the net pension liability was based on a projection of the Agency's long-term share of contributions to the pension plan relative to the projected contributions of all participating members, actuarially determined.

At March 31, 2018 and 2017, the Agency's proportion was 0.0366265% and 0.0301605% respectively.

For the years ended October 31, 2018 and 2017, the Agency recognized pension expense of \$1,654,456 and \$1,756,887 respectively. At October 31, 2018, the Agency reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

| | Deferred Outflows of Resources | Deferred Inflows of Resources |
|---|--------------------------------------|-------------------------------------|
| Differences between expected and actual experience | \$421,617 | \$348,409 |
| Changes of Assumptions | 783,831 | — |
| Net difference between projected and actual earnings on pension plan investments | 1,716,908 | 3,389,005 |
| Changes in proportion and differences between Agency contributions and proportionate share of contributions | 642,126 | 26,503 |
| Total | \$3,564,482 | \$3,763,917 |

14. New York State and Local Employees' Retirement System Pension Plans (Continued)

There were no amounts reported as deferred outflows of resources related to pensions resulting from the Agency contributions subsequent to the measurement date. The cumulative net amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

Year ended October 31:

| | |
|------|-------------|
| 2019 | \$478,409 |
| 2020 | \$379,980 |
| 2021 | (\$751,385) |
| 2022 | (\$306,438) |

Actuarial Assumptions

The total pension liability at March 31, 2018 was determined by using an actuarial valuation as of April 1, 2016, with update procedures used to roll forward the total pension liability to March 31, 2018. The actuarial valuations for NYSLRS used the following actuarial assumptions:

| | |
|---|---|
| Actuarial cost method | Entry age normal |
| Inflation rate | 2.5% |
| Salary scale | 3.8% in ERS, 4.5% in PFRS, indexed by service |
| Investment rate of return, including inflation | 7.0% compounded annually, net of investment expenses |
| Cost of living adjustments | 1.3% annually |
| Decrements | Developed from the Plan's 2015 experience study of the period April 1, 2010 – March 31, 2015 |
| Mortality improvement | Society of Actuaries Scale MP-2014 |

14. New York State and Local Employees' Retirement System Pension Plans (Continued)

The long term expected rate of return on pension plan investments was determined using a building block method in which best estimate ranges of expected future real rates of return (expected returns net of investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic real rates of return for each major asset class included in the target asset allocation as of March 31, 2018 and 2017 are summarized below.

| <u>Asset Class</u> | <u>Target Allocation</u> | <u>Long-Term Expected Real Rate of Return</u> |
|-----------------------------|--------------------------|---|
| Domestic Equity | 36% | 4.55% |
| International Equity | 14 | 6.35 |
| Private Equity | 10 | 7.50 |
| Real Estate | 10 | 5.55 |
| Absolute Return Strategies* | 2 | 3.75 |
| Opportunistic Portfolio | 3 | 5.68 |
| Real Asset | 3 | 5.29 |
| Bonds and Mortgages | 17 | 1.31 |
| Cash | 1 | (0.25) |
| Inflation Indexed Bonds | 4 | 1.25 |
| | 100% | |

The real rate of return is net of the long-term inflation assumption of 2.50%

* Excludes equity-oriented and long-only funds. For investment management purposes, these funds are included in domestic equity and international equity, respectively.

Discount Rate

The discount rate used to calculate the total pension liability as of March 31, 2018 and 2017 was 7.0%. The projection of cash flows used to determine the discount rate assumes that contributions from plan members will be made at the current contribution rates and that contributions from employers will be made at statutorily required rates, actuarially. Based upon the assumptions, the NYSLRS's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore the long term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

14. New York State and Local Employees' Retirement System Pension Plans (Continued)

Sensitivity of the Proportionate Share of the Net Pension Liability to the Discount Rate Assumption (EPS)

The following presents the collective net pension liability of participating employers calculated using a discount rate assumption of 7.0%, as well as what the collective net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.0%) or 1-percentage-point higher (8.0%) than the current rate (in thousands):

| | <u>1% Decrease</u> | <u>Current Assumption</u> | <u>1% Increase</u> |
|-------------------------|------------------------|-------------------------------|--------------------|
| | | (in thousands) | |
| October 31, 2018 | 6.0% | 7.0% | 8.0% |
| EPS pension liability | \$8,944 | \$1,182 | (\$5,384) |
| October 31, 2017 | 6.0% | 7.0% | 8.0% |
| EPS pension liability | \$9,051 | \$2,834 | (\$2,423) |

Deferred Compensation

Some employees of the Agency have elected to participate in the State's deferred compensation plan in accordance with Internal Revenue Code Section 457. Agency employees contributed \$642 thousand and \$550 thousand during fiscal 2018 and fiscal 2017, respectively.

14. New York State and Local Employees' Retirement System Pension Plans (Continued)

New York State Voluntary Defined Contribution Program

In March 2012, Chapter 18 of the Laws of 2012 was signed into law and allows Agency employees that meet certain requirements, to participate in the State University of New York ("SUNY") optional retirement plan called the NYS Voluntary Defined Contribution Plan ("VDC Program").

Beginning July 1, 2013, all non-union employees hired on or after July 1, 2013 with an annual salary of \$75,000 or more were given the option of joining the VDC program. The VDC Program provides benefits that are based on contributions made by both the Agency and the participant. Employee contribution rates range from 4.5% to 6%, dependent upon annual salary. The employer contribution rate is 8% of gross income. All contributions and any subsequent earnings are to be held by the Agency in a segregated account and credited to the individual accounts for each plan participant. Employees vest after one year of service, at which time their entire account balance is transferred to an investment firm of their choosing within the VDC Program. The amount owed to participants upon retirement is based solely on the account balance at the time of withdrawal. Employees may choose either the New York State and Local Employees' Retirement System or the VDC Program, but not both. As of October 31, 2017, there were seven Agency employees enrolled in the VDC Program.

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Required Supplementary Information

State of New York Mortgage Agency

(A Component Unit of the State of New York)

REQUIRED SUPPLEMENTARY INFORMATION SCHEDULE OF CHANGES IN TOTAL OPEB LIABILITY AND RELATED RATIOS

| | Year Ending October 31 | |
|--|------------------------|---------------|
| | 2018 | 2017 |
| Total OPEB Liability | | |
| Service cost | \$ 2,321,523 | \$ 2,049,816 |
| Interest on total OPEB liability | 1,537,835 | 1,495,693 |
| Effect of economic/demographic (gains) or losses | (504,754) | (80,839) |
| Effect of assumption changes or inputs | (3,264,435) | 2,463,000 |
| Benefit payments | (748,492) | (740,948) |
| Net change in total OPEB liability | (658,323) | 5,186,722 |
| Total OPEB liability - beginning of year | 44,370,000 | 39,183,278 |
| Total OPEB liability - end of year | \$ 43,711,677 | \$ 44,370,000 |
| Covered payroll | 12,336,391 | 9,619,848 |
| Total OPEB liability as a % of covered payroll | 354.33% | 461.23% |

This schedule is presented to illustrate the requirement to show information for 10 years. Additional years will be displayed as they become available.

NOTES TO SCHEDULE

Changes in Benefit Terms: None.

Changes in Assumptions: The changes listed below reflect differences in actuarial assumptions used in measuring the liability as of October 31, 2017 versus the measurement as of October 31, 2016:

- A change in the discount rate from 3.32% as of October 31, 2016 to 3.65% as of October 31, 2017.
- The per capita claim cost assumption and health cost trend assumption have been updated since the prior valuation.

No assets are accumulated in a trust that meets the criteria in paragraph 4 of GASB No. 75 to pay related benefits.

State of New York Mortgage Agency

(a component unit of the State of New York)

REQUIRED SUPPLEMENTARY INFORMATION SCHEDULE OF CONTRIBUTIONS TO THE NYSLRS PENSION PLAN LAST 10 FISCAL YEARS

| October 31, | 2018 | 2017 | 2016 | 2015 | 2014 |
|--|-----------|----------|----------|----------|----------|
| (\$ in thousands) | | | | | |
| Contractually required contribution | \$ 1,548 | \$ 1,321 | \$ 1,656 | \$ 1,500 | \$ 1,300 |
| Contributions in relation to the contractually required contribution | 1,548 | 1,321 | 1,656 | 1,500 | 1,300 |
| Contribution deficiency (excess) | \$ — | \$ — | \$ — | \$ — | \$ — |
| Covered payroll | \$ 10,923 | \$ 9,104 | \$ 9,614 | \$ 9,000 | \$ 8,300 |
| Contributions as a percentage of covered payroll | 14% | 15% | 17% | 17% | 16% |

| October 31, | 2013 | 2012 | 2011 | 2010 | 2009 |
|--|----------|----------|--------|--------|--------|
| (\$ in thousands) | | | | | |
| Contractually required contribution | \$ 1,300 | \$ 1,600 | \$ 992 | \$ 610 | \$ 678 |
| Contributions in relation to the contractually required contribution | 1,300 | 1,600 | 992 | 610 | 678 |
| Contribution deficiency (excess) | \$ — | \$ — | \$ — | \$ — | \$ — |
| Covered payroll | \$ 7,400 | \$ 7,400 | \$ 7.9 | \$ 8.6 | \$ 8.4 |
| Contributions as a percentage of covered payroll | 18% | 0% | 13% | 7% | 8% |

NOTES TO SCHEDULE

Valuation Date: Actuarially determined contribution rates are calculated as of April 1, one year prior to the end of the fiscal year in which the contributions are reported.

Methods and assumptions used to determine to actuarially determined employer contributions are as follows:

| | |
|--|--|
| Actuarial cost method | Entry age normal |
| Inflation rate | 2.50% |
| Salary scale | 3.8% in ERS, 4.5% in PFRS, indexed by service |
| Investment rate of return, including inflation | 7.0% compounded annually, net of investment expenses |
| Cost of living adjustments | 1.3% annually |
| Decrements | Developed from the Plan's 2015 experience study of the period April 1, 2010 — March 31, 2015 |
| Mortality improvement | Society of Actuaries Scale MP-2014 |

State of New York Mortgage Agency

(a component unit of the State of New York)

REQUIRED SUPPLEMENTARY INFORMATION SCHEDULE OF THE STATE OF NEW YORK MORTGAGE AGENCY'S PROPORTIONATE SHARE OF THE NYSLRS NET PENSION LIABILITY

October 31,2018

| | 2018 | 2017 | 2016 | 2015 |
|---|---------------|--------------|--------------|--------------|
| The Agency's portion of the net pension liability | 0.0301605% | 0.0301605% | 0.0312458% | 0.0270301% |
| The Agency's proportionate share of the net pension liability | \$ 1,548,000 | \$ 2,833,944 | \$ 5,015,000 | \$ 928,000 |
| The Agency's covered payroll | \$ 10,923,000 | \$ 9,104,000 | \$ 9,614,000 | \$ 9,030,000 |
| The Agency's proportionate Share of the net pension liability as a percentage of its covered payroll | 14.2% | 31.1% | 52.2% | 10.3% |
| Plan fiduciary net position as a percentage of the total pension liability | 94.7% | 94.7% | 90.7% | 97.9% |

This schedule is intended to show information for ten years. Additional years will be displayed as they become available.

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Supplementary Section

State of New York Mortgage Agency

(A Component Unit of the State of New York)

Schedules of Net Position

October 31, 2018

with comparative totals for 2017

| | General Operating Fund | Homeowner Mortgage Revenue | Mortgage Revenue |
|---|------------------------------|----------------------------------|---------------------|
| | (in thousands) | | |
| Assets | | | |
| Current assets: | | | |
| Cash-demand deposits restricted | \$ — | \$ 3,134 | \$ 571 |
| Cash-demand deposits unrestricted | 2,366 | — | — |
| Cash-custodian deposits | — | 1,406 | 491 |
| Investments unrestricted | 21,769 | — | — |
| Investments restricted | — | 188,576 | 86,902 |
| Total cash and investments | <u>24,135</u> | <u>193,116</u> | <u>87,964</u> |
| Mortgage loans receivable | — | 102,788 | 61,309 |
| Accrued interest receivable: | | | |
| Mortgage and student loans | — | 6,146 | 1,948 |
| Investments | 8 | 1,172 | 393 |
| Other assets | — | 11,002 | 1,845 |
| Total current assets | <u>24,143</u> | <u>314,224</u> | <u>153,459</u> |
| Non-current assets: | | | |
| Investments restricted | — | 83,150 | 21,445 |
| Mortgage loans receivable | — | 2,061,989 | 647,096 |
| Student loans receivable | — | — | — |
| Capital assets- internal use software | 1,101 | — | — |
| Total non-current assets | <u>1,101</u> | <u>2,145,139</u> | <u>668,541</u> |
| Total assets | <u>25,244</u> | <u>2,459,363</u> | <u>822,000</u> |
| Deferred outflows of resources | | | |
| Accumulated decrease in fair value of hedging derivatives | — | — | — |
| Deferred loss on refunding | — | 4,704 | — |
| Deffered outflows Other postemployment benefits | 2,427 | — | — |
| Deferred outflows related to pension | 3,565 | — | — |
| Total deferred outflows of resources | <u>5,992</u> | <u>4,704</u> | <u>—</u> |
| Liabilities | | | |
| Current liabilities: | | | |
| Bonds payable, net | — | 276,495 | 42,088 |
| Interest payable | — | 4,974 | 1,755 |
| Allowance for anticipated claims | — | — | — |
| Unearned income, accounts payable and other | 3,060 | 8,265 | 471 |
| Amounts due to New York State and its Agencies | 2,376 | — | — |
| Interfund payables | (6,888) | 2,781 | (145) |
| Total current liabilities | <u>(1,452)</u> | <u>292,515</u> | <u>44,169</u> |
| Non-current Liabilities: | | | |
| Bonds payable, net | — | 1,713,650 | 573,826 |
| Derivative instruments - interest rate swaps | — | 9,891 | — |
| Other postemployment benefits payable | 43,712 | — | — |
| Net pension liability | 1,182 | — | — |
| Total non-current liabilities | <u>44,894</u> | <u>1,723,541</u> | <u>573,826</u> |
| Total liabilities | <u>43,442</u> | <u>2,016,056</u> | <u>617,995</u> |
| Deferred inflows of resources | | | |
| Deffered inflows Other postemployment benefits | 3,317 | — | — |
| Accumulated increase in fair value of hedging derivatives | — | 3,176 | — |
| Deferred inflows relating to pensions | 3,764 | — | — |
| Total deferred inflows of resources | <u>7,081</u> | <u>3,176</u> | <u>—</u> |
| Net position | | | |
| Restricted for bond obligations | — | 444,835 | 204,005 |
| Restricted by legislation | — | — | — |
| Unrestricted (deficit) | (19,287) | — | — |
| Total net position | <u>\$ (19,287)</u> | <u>\$ 444,835</u> | <u>\$ 204,005</u> |

| Homeownership Program | Single Family Programs Total | Community Restoration Fund | Student Loan Program | Mortgage Insurance Fund | Total All Funds October 31, | |
|--------------------------|------------------------------------|----------------------------------|----------------------------|-------------------------------|--------------------------------|--------------|
| | | | | | 2018 | 2017 |
| (in thousands) | | | | | | |
| \$ — | \$ 3,705 | \$ 46 | 3,031 | \$ 1,959 | \$ 8,741 | \$ 9,936 |
| — | 2,366 | — | — | — | 2,366 | 2,660 |
| — | 1,897 | — | — | — | 1,897 | 3,371 |
| — | 21,769 | — | — | — | 21,769 | 24,862 |
| — | 275,478 | 11,900 | 14,421 | 353,823 | 655,622 | 828,036 |
| — | 305,215 | 11,946 | 17,452 | 355,782 | 690,395 | 868,865 |
| 137 | 164,234 | — | — | — | 164,234 | 165,067 |
| 10 | 8,104 | — | 121 | — | 8,225 | 8,224 |
| — | 1,573 | 35 | 76 | 10,900 | 12,584 | 11,524 |
| 30 | 12,877 | 10,543 | — | — | 23,420 | 22,859 |
| 177 | 492,003 | 22,524 | 17,649 | 366,682 | 898,858 | 1,076,539 |
| — | 104,595 | — | — | 1,593,579 | 1,698,174 | 1,511,686 |
| 1,672 | 2,710,757 | — | — | — | 2,710,757 | 2,623,653 |
| — | — | — | 4,440 | — | 4,440 | 5,916 |
| — | 1,101 | — | — | — | 1,101 | 1,170 |
| 1,672 | 2,816,453 | — | 4,440 | 1,593,579 | 4,414,472 | 4,142,425 |
| 1,849 | 3,308,456 | 22,524 | 22,089 | 1,960,261 | 5,313,330 | 5,218,964 |
| — | — | — | — | — | — | 2,990 |
| — | 4,704 | — | — | — | 4,704 | 4,982 |
| — | 2,427 | — | — | — | 2,427 | 2,756 |
| — | 3,565 | — | — | — | 3,565 | 2,025 |
| — | 10,696 | — | — | — | 10,696 | 12,753 |
| — | 318,583 | — | 1,295 | — | 319,878 | 275,560 |
| — | 6,729 | — | 127 | — | 6,856 | 6,422 |
| — | — | — | — | 15,745 | 15,745 | 17,164 |
| 7 | 11,803 | — | 21 | 24,527 | 36,351 | 53,632 |
| — | 2,376 | — | — | — | 2,376 | 100,000 |
| — | (4,252) | 1 | 9 | 4,242 | — | — |
| 7 | 335,239 | 1 | 1,452 | 44,514 | 381,206 | 452,778 |
| — | 2,287,476 | — | 3,980 | — | 2,291,456 | 2,276,783 |
| — | 9,891 | — | — | — | 9,891 | 16,057 |
| — | 43,712 | — | — | — | 43,712 | 44,370 |
| — | 1,182 | — | — | — | 1,182 | 2,834 |
| — | 2,342,261 | — | 3,980 | — | 2,346,241 | 2,340,044 |
| 7 | 2,677,500 | 1 | 5,432 | 44,514 | 2,727,447 | 2,792,822 |
| — | 3,317 | — | — | — | 3,317 | 69 |
| — | 3,176 | — | — | — | 3,176 | — |
| — | 3,764 | — | — | — | 3,764 | 466 |
| — | 10,257 | — | — | — | 10,257 | 535 |
| 1,842 | 650,682 | — | 16,657 | — | 667,339 | 657,498 |
| — | — | 22,522 | — | 1,915,747 | 1,938,269 | 1,795,027 |
| — | (19,287) | — | — | — | (19,287) | (14,166) |
| \$ 1,842 | \$ 631,395 | \$ 22,522 | 16,657 | \$ 1,915,747 | \$ 2,586,321 | \$ 2,438,359 |

State of New York Mortgage Agency

(A Component Unit of the State of New York)

Schedules of Revenues, Expenses and Changes in Net Position Fiscal Year Ended October 31, 2018 with comparative totals for 2017

| | General Operating Fund | Homeowner Mortgage Revenue | Mortgage Revenue |
|---|------------------------------|----------------------------------|---------------------|
| | (in thousands) | | |
| Operating revenues | | | |
| Interest earned on loans | \$ — | \$ 96,470 | \$ 31,750 |
| Recoveries | — | — | — |
| Investment Income | 333 | 11,419 | 2,026 |
| | | | |
| Commitment fees, insurance premiums and application fees earned | — | — | — |
| Other income | 325 | 791 | — |
| Total operating revenues | 658 | 108,680 | 33,776 |
| | | | |
| Operating expenses | | | |
| Interest and amortization of discount on debt | — | 58,863 | 21,225 |
| Bond issuance costs | — | 3,015 | — |
| Postemployment retirement benefits expense | 2,919 | — | — |
| General expenses | 15,388 | 3,774 | 475 |
| Overhead assessment by State of New York | 3,417 | — | — |
| Pool insurance | — | 526 | 96 |
| Provision for estimated claims | — | — | — |
| Expenditures related to federal grants | — | — | — |
| Net change in fair market value of investments | (2) | 2,744 | 183 |
| Other | 548 | 14,625 | (151) |
| Total operating expenses | 22,270 | 83,547 | 21,828 |
| | | | |
| Operating (loss) income | (21,612) | 25,133 | 11,948 |
| | | | |
| Non-operating revenues (expenses) | | | |
| Mortgage insurance reserves retained | — | — | — |
| Federal grants | — | — | — |
| Transfers to/from New York State and its Agencies (net) | — | — | — |
| Interfund transfers | 16,492 | (16,000) | — |
| Total non-operating revenues (expenses) | 16,492 | (16,000) | — |
| | | | |
| (Decrease) Increase in net position | (5,120) | 9,133 | 11,948 |
| | | | |
| Net position, beginning of fiscal year | (14,166) | 435,702 | 192,056 |
| Total net position, end of fiscal year | \$ (19,286) | \$ 444,835 | \$ 204,004 |

Supplemental Schedule II

| Homeownership Program | Single Family Programs Total | Community Restoration Fund | Student Loan Program | Mortgage Insurance Fund | Total All Funds | |
|--------------------------|------------------------------------|----------------------------------|----------------------------|-------------------------------|-------------------------------|---------------------|
| | | | | | Fiscal year ended October 31, | |
| | | | | | 2018 | 2017 |
| (in thousands) | | | | | | |
| \$ 133 | \$ 128,353 | \$ — | 469 | \$ — | \$ 128,822 | \$ 131,632 |
| — | — | — | — | 11,775 | 11,775 | 5,236 |
| — | 13,778 | 122 | 210 | 37,706 | 51,816 | 37,507 |
| — | — | — | — | 17,425 | 17,425 | 16,545 |
| — | 1,116 | — | 17 | — | 1,133 | 2,156 |
| 133 | 143,247 | 122 | 696 | 66,906 | 210,971 | 193,076 |
| — | 80,088 | — | 262 | — | 80,350 | 79,859 |
| — | 3,015 | — | — | — | 3,015 | 2,814 |
| — | 2,919 | — | — | — | 2,919 | 5,023 |
| — | 19,637 | 12 | 76 | 5,198 | 24,923 | 22,410 |
| — | 3,417 | — | — | 1,139 | 4,556 | 4,556 |
| 2 | 624 | — | — | 137 | 761 | 547 |
| — | — | — | — | 11,845 | 11,845 | 13,087 |
| — | — | — | — | — | — | 602 |
| — | 2,925 | (1) | (3) | 50,306 | 53,227 | 36,968 |
| 11 | 15,033 | — | 123 | — | 15,156 | 16,395 |
| 13 | 127,658 | 11 | 458 | 68,625 | 196,752 | 182,261 |
| 120 | 15,589 | 111 | 238 | (1,719) | 14,219 | 10,815 |
| — | — | — | — | 122,439 | 122,439 | 111,419 |
| — | — | — | — | — | — | 602 |
| — | — | 11,304 | — | — | 11,304 | (90,298) |
| (492) | — | — | — | — | — | — |
| (492) | — | 11,304 | — | 122,439 | 133,743 | 21,723 |
| (372) | 15,589 | 11,415 | 238 | 120,720 | 147,962 | 45,022 |
| 2,214 | 615,806 | 11,108 | 16,419 | 1,795,027 | 2,438,359 | 2,393,337 |
| \$ 1,842 | \$ 631,395 | \$ 22,523 | \$ 16,657 | \$ 1,915,747 | \$ 2,586,321 | \$ 2,438,359 |

State of New York Mortgage Agency

(A Component Unit of the State of New York)

Schedules of Cash Flows

Fiscal Year Ended October 31, 2018 with comparative totals for 2017

| | General Operating Fund | Homeowner Mortgage Revenue | Mortgage Revenue |
|--|------------------------------|----------------------------------|---------------------|
| (in thousands) | | | |
| Cash flows from operating activities | | | |
| Interest received on loans | \$ — | \$ 96,270 | \$ 31,920 |
| Principal payment on loans | — | 486,241 | 60,064 |
| Purchase of mortgage loans | — | (632,967) | (69,355) |
| Commitment fees, insurance premium and application fees earned | — | — | — |
| Operating expenses | (25,777) | (21,941) | (572) |
| Expenditures related to federal grants | — | — | — |
| Transfers | 24,859 | (16,000) | 1,238 |
| Other | 30 | 3,237 | — |
| Net cash provided by (used in) operating activities | (888) | (85,160) | 23,295 |
| Cash flows from non-capital financing activities | | | |
| Interest paid on bonds | — | (58,180) | (22,494) |
| Mortgage recording surtax receipts | — | — | — |
| Payments to New York State and its Agencies | — | — | — |
| Federal grants | — | — | — |
| Bond proceeds | — | 575,056 | — |
| Retirement and redemption of bonds | — | (443,405) | — |
| Net cash provided by (used in) non-capital financing activities | — | 73,471 | (22,494) |
| Cash flows from investing activities | | | |
| Purchase of internal software | — | — | — |
| Earnings on investments | (2,500) | 10,899 | 1,595 |
| Proceeds from the sale or maturities of investments | 76,570 | 3,338,636 | 355,123 |
| Purchase of investments | (73,476) | (3,341,687) | (357,782) |
| Net cash (used in) provided by investing activities | 594 | 7,848 | (1,064) |
| Net (decrease) increase in cash | (294) | (3,841) | (263) |
| Cash, beginning of fiscal year | 2,660 | 8,381 | 1,325 |
| Cash, end of fiscal year | \$ 2,366 | \$ 4,540 | \$ 1,062 |
| Reconciliation of operating revenues (expenses) to net cash (used in) provided by operating activities: | | | |
| Net operating revenues (expenses) | \$ (21,612) | \$ 25,133 | \$ 11,948 |
| Adjustment to reconcile operating income to net cash provided by (used in) operating activities: | | | |
| Investment income | (333) | (11,419) | (2,026) |
| Interest payments and amortization | — | 58,863 | 21,225 |
| Net change in fair market value | (2) | 2,744 | 183 |
| Other | 8,072 | 2,044 | 1,087 |
| Transfers | 16,492 | (16,000) | — |
| Changes in assets and liabilities | | | |
| Mortgage loans and other loans, net | — | (146,726) | (9,291) |
| Interest, fees and other receivables | — | 201 | 169 |
| Student loans | — | — | — |
| Unearned income, accounts payable and other | (1,195) | — | — |
| Postemployment retirement benefits payable | (658) | — | — |
| Net pension liability | (1,652) | — | — |
| Net cash provided by (used in) operating activities | \$ (888) | \$ (85,160) | \$ 23,295 |
| Non-cash investing activities | | | |
| Net increase (decrease) in fair value of investments | \$ 2 | \$ (2,744) | \$ (183) |

Supplemental Schedule III

| Program | Single Family Programs Total | Community Restoration Fund | Student Loan Program | Mortgage Insurance Fund | Total All Funds | |
|----------------|------------------------------|----------------------------|----------------------|-------------------------|------------------------------------|--------------------|
| | | | | | Fiscal year ended October 31, 2018 | 2017 |
| (in thousands) | | | | | | |
| \$ 134 | \$ 128,324 | \$ — | 497 | \$ — | \$ 128,821 | \$ 131,815 |
| 393 | 546,698 | — | 1,476 | — | 548,174 | 285,085 |
| — | (702,322) | — | — | — | (702,322) | (369,692) |
| — | — | — | — | 30,015 | 30,015 | 22,121 |
| — | (48,290) | (12) | (76) | — | (48,378) | (28,120) |
| — | — | — | — | — | — | (602) |
| — | 10,097 | 11,270 | (110) | — | 21,257 | 11,100 |
| (527) | 2,740 | (3,000) | — | (18,637) | (18,897) | (40,892) |
| — | (62,753) | 8,258 | 1,787 | 11,378 | (41,330) | 10,815 |
| — | (80,674) | — | (306) | — | (80,980) | (80,056) |
| — | — | — | — | 152,015 | 152,015 | 160,510 |
| — | — | — | — | (148,000) | (148,000) | (154,743) |
| — | — | — | — | — | — | 602 |
| — | 575,056 | — | — | — | 575,056 | 336,135 |
| — | (443,405) | — | (1,965) | — | (445,370) | (307,889) |
| — | 50,977 | — | (2,271) | 4,015 | 52,721 | (45,441) |
| — | — | — | — | — | — | (152) |
| — | 9,994 | 92 | 190 | 40,592 | 50,868 | 45,276 |
| — | 3,770,329 | 71,352 | 33,412 | 1,315,114 | 5,190,207 | 3,981,940 |
| — | (3,772,945) | (79,669) | (32,951) | (1,369,863) | (5,255,428) | (3,989,639) |
| — | 7,378 | (8,225) | 651 | (14,157) | (14,353) | 37,425 |
| — | (4,398) | 33 | 167 | 1,236 | (2,962) | 2,799 |
| — | 12,366 | 13 | 2,864 | 723 | 15,966 | 13,873 |
| \$ — | \$ 7,968 | \$ 46 | \$ 3,031 | \$ 1,959 | \$ 13,004 | \$ 16,672 |
| \$ 120 | \$ 15,589 | \$ 111 | \$ 238 | \$ (1,719) | \$ 14,219 | \$ 10,815 |
| — | (13,778) | (122) | (210) | (37,706) | (51,816) | (37,486) |
| — | 80,088 | — | 262 | — | 80,350 | 79,856 |
| — | 2,925 | (1) | (3) | 50,306 | 53,227 | 36,969 |
| (21) | 11,182 | — | 150 | (17,822) | (6,490) | 4,512 |
| (492) | — | 11,270 | (110) | — | 11,160 | 11,100 |
| 393 | (155,624) | — | 1,476 | — | (154,148) | (86,329) |
| — | 370 | (3,000) | — | — | (2,630) | (5,861) |
| — | — | — | 28 | — | 28 | 1,705 |
| — | (1,195) | — | (44) | 18,319 | 17,080 | (5,046) |
| — | (658) | — | — | — | (658) | (2,181) |
| — | (1,652) | — | — | — | (1,652) | 2,761 |
| \$ — | \$ (62,753) | \$ 8,258 | \$ 1,787 | \$ 11,378 | \$ (41,330) | \$ 10,815 |
| \$ — | \$ (2,925) | \$ 1 | \$ 3 | \$ (50,306) | \$ (53,227) | \$ (36,969) |



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Report of Independent Auditors on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

Management and the Directors of the Board
State of New York Mortgage Agency
New York, New York

We have audited, in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the State of New York Mortgage Agency (the Agency), a component unit of the State of New York, which comprise the statement of net position as of October 31, 2018, and the related statements of revenues and expenses and changes in net position, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated January 28, 2019.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Agency's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Agency's internal control. Accordingly, we do not express an opinion on the effectiveness of the Agency's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.



Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Agency's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the result of that testing, and not to provide an opinion on the effectiveness of the Agency's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Agency's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Ernst + Young LLP

January 28, 2019

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MORTGAGE INSURANCE AND NEW YORK FORECLOSURE PROCEDURES

Mortgage Pool Insurance Policies

General

Each Mortgage Loan (*other than* Mortgage Loans insured by FHA or guaranteed by the VA or the RD) is covered or expected to be covered by a mortgage pool insurance policy (each, including the Genworth Policy (defined below), a “Policy”) with terms generally as described below, provided by a private qualified mortgage pool insurer or the MIF (the “Mortgage Pool Insurer”). Subject to certain limitations, each such Policy will provide coverage of 100% of the loss of the Agency by reason of a default on any Mortgage Loan covered by such Policy up to an aggregate limit equal to 4% (in the case of each Policy covering Mortgage Loans financed with proceeds attributable to Bonds issued prior to the Series 45 Bonds, 5.5%) of the aggregate original principal amount of the Mortgage Loans covered by such Policy. Some of the Policies provide that, under certain circumstances, the Agency may cancel the Policy and may provide for alternative coverage (subject to limitations established in the applicable Series Resolution). The balance of the Policies have more limited cancellation rights.

For information regarding each Policy covering Mortgage Loans, see “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — Mortgage Pool Insurance Coverage.”

The Agency can amend Series Resolutions’ provisions regarding Series Program Determinations (such as requirements for mortgage loan insurance or guaranty) and Supplemental Mortgage Coverage (such as the Policies), as described under “Sources of Payment and Security for the Bonds – Mortgage Loans – Requirements of the Series Resolutions.”

MIF Policies

Each Mortgage Pool Insurance Policy provided by the MIF (each, an “MIF Policy” and, collectively, the “MIF Policies”) provides that no claim may validly be presented thereunder unless (i) coverage from mortgage insurance or guaranty on the amount of the Mortgage Loan which exceeds 72% of the value of the property has been kept in force for at least so long as the remaining principal balance of the Mortgage Loan exceeds 80% of the value of the property (or, in one of the MIF Policies with respect to the Fourth Series Bonds, unless such coverage has been in effect for 10 years from its inception date, whichever occurs first), (ii) premiums on hazard insurance on the property securing the defaulted Mortgage Loan have been paid, and (iii) if there has been physical loss or damage to the mortgaged property, it has been restored to the condition it was in at the time the Mortgage Loan became subject to the coverage of the MIF Policy, subject to reasonable wear and tear. Assuming the satisfaction of these conditions, the MIF generally has the option, after expiration of any applicable redemption period, to either (a) purchase the property securing the defaulted Mortgage Loan at a price equal to the principal balance thereof plus accrued and unpaid interest at the Mortgage Loan rate to the date of purchase and certain expenses on condition that the MIF must be provided with good and merchantable title to the mortgaged property or (b) pay the amount by which the sum of the principal balance of the defaulted Mortgage Loan plus accrued and unpaid interest, at the Mortgage Loan rate, to the date of the payment of the claim, plus certain expenses, exceeds such proceeds received from the sale of the property which the MIF has approved. In both (a) and (b), the amount of payment is reduced by the proceeds from any applicable PMI policy, and any unreimbursed advance claim payments made under such MIF Policy. The MIF considers the amount of each claim payment due to be paid under each MIF Policy to be reduced by the amount payable under the applicable PMI policy, whether or not payment is received from the provider of the PMI policy.

A claim under each MIF Policy must be filed within 60 days after the Agency has conveyed title to the property pursuant to an approved sale.

None of the MIF Policies provide coverage against casualty losses.

The amount of coverage under each MIF Policy will be reduced over the life of the respective Series of Bonds by the dollar amount of claims paid less amounts realized by the MIF upon disposition of mortgaged properties. The amount of claims payable includes certain expenses incurred by the Mortgage Lenders as well as the accrued interest on delinquent Mortgage Loans, including interest accrued through 60 days following an approved sale. Accordingly, if aggregate recoveries under any one or more of the MIF Policies reach the applicable MIF Policy limit, coverage under such MIF Policy will be exhausted (unless the aggregate recoveries are subsequently reduced to an amount below the MIF Policy limit) and any further losses will be borne by Bondowners to the extent remaining moneys held under the Resolution are inadequate to pay principal of and interest on the Bonds.

Notwithstanding the description in the following two paragraphs and in the fourth and fifth paragraphs under “Private Insurer Policies and Private Mortgage Pool Insurers” below, the Agency does not currently request advance claims under any of the Policies, including those provided by the MIF. In addition, under its current operating policies, the Agency will not request advances under the MIF Policies. The Agency may decide at a future date to request advance claims under one or more Policies.

The following two paragraphs include descriptions of certain advance claim payments under the MIF Policies, that the Agency has not enforced or collected for over a decade.

Each MIF Policy (other than the Series VV MIF Policy, as defined below under “Additional Information Concerning Series VV Policies,” which does not provide for advance claim payments) provides that monthly advances will be made to the Agency in an amount equal to the monthly principal and interest payments on each Mortgage Loan subject to such MIF Policy which has become two or more payments past due. The payments will be in an amount equal to all sums delinquent, and will be paid by the MIF to the Agency after notification of such delinquency, provided that foreclosure proceedings will be initiated when monthly payments of principal and interest are 120 days (90 days in certain MIF Policies) past due. Such advance claims payments are not for the benefit of the mortgagor, but are advances against any MIF Policy claim which may be filed. The Agency is obligated to commence foreclosure action at 120 days’ (90 days’ in certain MIF Policies) delinquency or obtain title through deed in lieu of foreclosure or other means. Foreclosure must be pursued during the period in which advances are made. Claim settlements are reduced by the sum of the advances and the advances must be repaid if the Mortgage Loan becomes current, delinquent for fewer months than those for which advances were made or if a claim is not filed under the respective MIF Policy. Advances must be repaid after payments on the Mortgage Loan have been received (either from the mortgagor or insurer or through foreclosure) for which advances were previously made. If the Agency elects to sell the property itself, and not file a claim, the MIF must be reimbursed for all advances made. For additional information concerning the Series VV MIF Policy, see “Additional Information Concerning Series VV Policies” below.

The coverage available under the advance claims procedure equals the limit of coverage provided under the applicable MIF Policy. Advances for which the MIF is ultimately reimbursed are not charged against the limit of coverage under the applicable MIF Policy. To the extent foreclosure or other disposition of the property subject to a Mortgage Loan does not result in sufficient liquidation proceeds to pay principal of, delinquent interest on, and foreclosure costs with respect to a defaulted Mortgage Loan, and to reimburse the MIF for all advances made, aggregate coverage under the applicable MIF Policy will be reduced by the amount of such shortfall. Consequently, when coverage under any of the MIF Policies has been exhausted, whether through losses on advances or foreclosure losses with respect to Mortgage Loans financed with the proceeds of the applicable Series of Bonds, coverage under the applicable advance claims procedure will also be exhausted.

For information regarding the MIF, see “MIF” below.

Private Insurer Policies and Private Mortgage Pool Insurers

Private Insurer Policies. Each Policy provided by a Mortgage Pool Insurer other than the MIF (each a “Private Insurer Policy” and, collectively, the “Private Insurer Policies”) provides that no claim may validly be presented thereunder unless (i) with respect to a Mortgage Loan with an initial LTV in excess of 80%, PMI coverage on the amount of such Mortgage Loan which exceeds 75% (in the case of each Private Insurer Policy issued by Commonwealth Mortgage Assurance Company (“CMAC”), now known as Radian Guaranty Inc. (“Radian”), commencing with the Series VV CMAC Policy (defined below), 72%) of the value of the property (at the time of origination) has been kept in force from the time of origination until the remaining principal balance of the Mortgage Loan is less than or equal to 80% of such value of the property or, solely with respect to Private Insurer Policies issued by Radian prior to the Series VV CMAC Policy (as defined below), 10 years from the date of origination, if earlier, (ii) premiums for PMI or for hazard insurance on the property securing the defaulted Mortgage Loan (the “Mortgaged Property”), real property taxes, property sale, preservation and protection expenses and foreclosure expenses have been advanced by the Agency or otherwise have been paid, and (iii) if there has been physical loss or damage to the Mortgaged Property, it has been restored to the condition it was in at the time the Mortgage Loan became subject to the coverage of the Private Insurer Policy, subject to reasonable wear and tear (the Private Insurer Policies do not provide coverage against casualty losses). Assuming the satisfaction of these conditions, the Mortgage Pool Insurer will have the option, after expiration of any applicable redemption period, either (a) to purchase the Mortgaged Property securing the defaulted Mortgage Loan at a price equal to the unpaid principal balance thereof plus accrued and unpaid interest at the Mortgage Loan rate to the date of purchase and certain expenses on the condition the Mortgage Pool Insurer must be provided with good and merchantable title to the Mortgaged Property or (b) to pay the amount by which the sum of the unpaid principal balance of the defaulted Mortgage Loan plus accrued and unpaid interest, at the Mortgage Loan rate, to the date of the payment of the claim, plus certain expenses, exceeds such proceeds received from the Mortgage Pool Insurer-approved sale of the Mortgaged Property. In both (a) and (b), the amount of payment is reduced by the amount of loss required to be paid under any applicable primary mortgage insurance policy, and any unreimbursed advance claim payments made under the applicable Private Insurer Policy.

A claim under a Private Insurer Policy must be filed within 60 days after the Agency has conveyed title to the Mortgaged Property pursuant to a Mortgage Pool Insurer-approved sale.

The amount of coverage under each Private Insurer Policy will be reduced over its life by the dollar amount of claims paid under such Private Insurer Policy less amounts realized by the Mortgage Pool Insurer upon disposition of mortgaged properties. The amount of claims payable includes certain expenses incurred by the Mortgage Lenders or the Agency as well as the accrued interest on delinquent Mortgage Loans, including interest accrued through completion of foreclosure proceedings. Accordingly, if aggregate recoveries under a Private Insurer Policy reach the Private Insurer Policy limit, coverage under a Private Insurer Policy will be exhausted, and any further losses will be borne by Bondowners to the extent remaining moneys held under the General Resolution are inadequate to pay principal of and interest on the Bonds.

See the fifth paragraph under “MIF Policies” above for information regarding the two succeeding paragraphs.

A special endorsement to each Private Insurer Policy (the “Advance Claims Endorsement”) provides that, if foreclosure proceedings have been instituted and are being diligently pursued (*except* in the case of each Private Insurer Policy (each, a “Genworth Policy”) provided by Genworth Mortgage Insurance Corporation (formerly GEMICO) or Genworth Residential Mortgage Insurance Corporation of North Carolina (collectively, “Genworth”), which permits advances on a delinquent Mortgage Loan prior to commencement of foreclosure proceedings for no longer than 4 months after and including the month during which such Mortgage Loan became delinquent), advances will be made to the Agency, at the request of the Agency, in an amount equal to

the monthly principal and interest payments on each Mortgage Loan subject to such Private Insurer Policy which is 60 days or more past due. Although available, the Agency does not currently request advance claims under any of the Private Insurer Policies. See “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — Mortgage Pool Insurance Coverage.” If payments are requested, they are required to be in an amount equal to delinquent payments of principal and interest, and are required under the terms of the Advance Claims Endorsement to be paid by the Mortgage Pool Insurer to the Agency within 15 days (in the case of a Genworth Policy, 5 days) of receipt of the request for payment, provided that foreclosure proceedings have been initiated and are being diligently pursued (*except* in the case of a Genworth Policy, which permits advances on a delinquent Mortgage Loan prior to commencement of foreclosure proceedings for no longer than 4 months after and including the month during which such Mortgage Loan became delinquent). Such payments are not for the benefit of the mortgagor, but are advances against the Private Insurer Policy claim which may be filed for losses incurred as a result of the mortgagor’s default. Advances must be repaid within 15 days (in the case of a Genworth Policy, 5 days) after payments have been received (either from the mortgagor or insurer or through foreclosure) on the Mortgage Loan for which advances were previously made.

The coverage available under the advance claims procedure as set forth in the Advance Claims Endorsement equals the limit of coverage provided under a Private Insurer Policy. Advances for which the Mortgage Pool Insurer is ultimately reimbursed are not charged against the limit of coverage under the Private Insurer Policy. To the extent foreclosure or other disposition of the property subject to a Mortgage Loan does not result in sufficient liquidation proceeds to pay principal of, delinquent interest on, and foreclosure costs with respect to a defaulted Mortgage Loan, and to reimburse the Mortgage Pool Insurer for all advances made, aggregate coverage under a Private Insurer Policy will be reduced by the amount of such shortfall. Consequently, when coverage under a Private Insurer Policy has been exhausted, whether through losses on advances or foreclosure losses with respect to covered Mortgage Loans, coverage under the applicable Advance Claims Endorsement will also be exhausted.

See “Ratings Disclosure” below for additional information regarding Radian and Genworth.

Additional Information Concerning Series VV Policies

The Mortgage Loans purchased with proceeds attributable to the Series VV Bonds are covered by mortgage pool insurance policies provided by Radian Guaranty Inc. (formerly CMAC) (the “Series VV CMAC Policy”) and the MIF (the “Series VV MIF Policy”; together with the Series VV CMAC Policy, the “Series VV Policies”). The Series VV Policies have terms substantially the same as the Policies described under the subheadings “General” and “Private Insurer Policies and Private Mortgage Pool Insurers — Private Insurer Policies” above, *except* that (a) the Series VV CMAC Policy will provide coverage of the loss to the Agency by reason of a default on a Series VV Mortgage Loan (after receipt of any amount from primary mortgage insurance, if any, applicable to such Series VV Mortgage Loan) equal to 25% of the sum of the principal balance of the defaulted Series VV Mortgage Loan plus accrued and unpaid interest, at the Series VV Mortgage Loan rate, to the date of payment of the claim, plus certain expenses, up to an aggregate limit equal to 5½% of the aggregate original principal amount of the Series VV Mortgage Loans and (b) the Series VV MIF Policy will provide coverage of 100% of the loss to the Agency by reason of a default on a Series VV Mortgage Loan (after receipt of any amount from the Series VV CMAC Policy) up to an aggregate limit equal to 1% of the aggregate original principal amount of the Series VV Mortgage Loans.

PMI Programs

The Agency can amend Series Resolutions’ provisions regarding Series Program Determinations (such as requirements for mortgage loan insurance or guaranty) and Supplemental Mortgage Coverage (such as the Policies), as described under “Sources of Payment and Security for the Bonds – Mortgage Loans – Requirements of the Series Resolutions.”

The Agency makes no representations regarding the financial condition of any private PMI provider or its ability to make full and any timely payment of claims made by the Agency for the Mortgage Loans such provider insures. If such claims are not paid on a timely basis, the Agency may experience losses on Mortgage Loans on default or in foreclosure. For information regarding private PMI, see “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — PMI Coverage.”

Private PMI

The Agency generally requires that, with respect to Mortgage Loans to be the subject of private PMI, each private PMI provider insuring such loans must be qualified to insure mortgages purchased by Freddie Mac or, if there are no entities so qualified, by entities whose financial conditions, in and of themselves, would not adversely affect the then existing rating assigned to the Bonds by Moody’s. While there is no requirement that a particular private PMI provider is to be utilized, based upon the Agency’s experience with its programs, it expects that a substantial portion of the PMI with respect to particular Mortgage Loans will be provided by the entity that provides or underwrites the mortgage pool insurance with respect to such Mortgage Loans. Since Radian Guaranty Inc. (formerly CMAC) provided underwriting services for many MIF Policies, Radian Guaranty Inc. is the PMI provider for a significant portion of the Mortgage Loans financed by the Agency with Bonds issued prior to the Series 123 Bonds. Genworth has been providing underwriting services with respect to the MIF Policies for most of the Mortgage Loans financed by the Series 123 Bonds and all Mortgage Loans financed since then. The Agency expects that Genworth will continue providing such services for Mortgage Loans financed by, as applicable, the Offered Bonds, future Bond issuances and other moneys available under the General Resolution. The Agency can substitute another provider or add additional providers of such underwriting services. For additional information regarding PMI providers with respect to all outstanding Mortgage Loans, see “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — PMI Coverage.” See “Mortgage Pool Insurance Policies — Private Insurer Policies and Private Mortgage Pool Insurers — Private Mortgage Pool Insurers” above for rating information with respect to Radian and Genworth, the principal private PMI providers.

PMI policies currently being issued by such private PMI providers contain provisions substantially as follows: (a) the private PMI providers must pay a claim, including unpaid principal, accrued interest, and certain expenses, within a prescribed number of days of presentation of the claim by the insured; (b) in order for the insured to present a claim the insured must have acquired, and tendered to the provider, title to the property, free and clear of all liens and encumbrances including any right of redemption by the mortgagor; (c) when a claim is presented, the provider will have the option of paying the claim in full and taking title to the property and arranging for its sale or of paying the insured percentage of the claim and allowing the insured to retain title to the property; and (d) claims may also be settled by the provider at the option of the insured for actual losses where such losses are less than the insured percentage of the claim.

The private PMI policies generally do not insure against a loss sustained by reason of a default arising from or involving certain matters including (a) fraud or negligence in origination or servicing of the Mortgage Loans, including misrepresentation by the Mortgage Lender, borrower, or other persons involved in the origination of a Mortgage Loan; (b) failure to construct a property subject to a Mortgage Loan in accordance with specified plans; (c) physical damage to a property; and (d) a Mortgage Lender’s not being approved as a servicer by the provider. Such private PMI policy will provide that no payment for a loss will be made unless the property financed by the defaulted Mortgage Loan is in the same physical condition as when the Mortgage Loan was originally insured, subject to reasonable wear and tear. If the provider elects to pay the claim in full, the Mortgage Lender, on behalf of the Agency, must convey good and merchantable title to the property to the provider upon payment of the claim for benefits, among other conditions.

MIF PMI

PMI provided by the MIF has terms substantially the same as those described in the second and third paragraphs under the heading “Private PMI.” The MIF currently provides, and expects to continue to provide,

PMI only with respect to Mortgage Loans that private PMI providers have declined to insure. For further information regarding MIF PMI with respect to Mortgage Loans for which a commitment was entered into on or after November 1, 1990, see “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — PMI Coverage.” See “MIF” in this Appendix D for a discussion of the source of and procedures for funding the MIF. Reserves for MIF PMI are established in the Single Family Pool Insurance Account of the MIF. See “Ratings Disclosure” below for certain information regarding the Single Family Pool Insurance Account.

MIF

Part II of the Act, authorizing the establishment of the MIF by the Agency, was adopted by the State Legislature in 1978 to encourage financial institutions to make mortgage loans in neighborhoods suffering from disinvestment by providing mortgage insurance to minimize the investment risk. See “Other Agency Programs—Mortgage Insurance Fund.” In 1989, the Act was amended to authorize the Agency to issue commitments to provide mortgage pool insurance on any loan or aggregate of loans if (a) the project is located within an empire zone designated pursuant to Article 18-B of the General Municipal Law, (b) the project will provide affordable housing, (c) the entity providing the project’s mortgage financing was or is created by local, state, or Federal legislation, and certifies to the Agency that the project meets the program criteria applicable to such entity, or (d) the project will provide a retail or community service facility that would not otherwise be provided. The 1989 amendments also enabled the Agency to provide mortgage pool insurance for mortgages on one-to-four family homes and on multi-family projects where the loans are made by lenders meeting certain criteria. The policies provided by the MIF (including the MIF Policies and MIF PMI) were issued pursuant to such authorization.

In December 2004, the Act was amended to authorize the Agency to facilitate the financial activities of the Convention Center Development Corporation (the “CCDC”), a subsidiary of the New York State Urban Development Corporation, by entering into agreements with CCDC to provide a source or potential source of financial support to bonds of the CCDC and, to the extent not otherwise provided in respect of the support of bonds, for CCDC’s ancillary bond facilities.

The MIF is authorized to issue commitments to provide pool insurance in an amount not in excess of 25% of the initial outstanding principal indebtedness of any aggregate of mortgage loans. The Act authorizes the creation of the MIF, among other things, (i) to issue commitments to insure mortgages and to enter into contracts of mortgage insurance; (ii) to issue commitments to provide and to provide pool insurance for (a) one or more aggregates of mortgage loans that the Agency finances pursuant to its single-family program; (b) one or more aggregates of mortgage loans on single family or multi-family residential buildings made by a domestic not-for-profit corporation whose public purposes include combating community deterioration, that is approved as a mortgage lender by the Federal Housing Administration for purposes of insurance issued by such administration, and that is a qualified seller-servicer for Fannie Mae and the Freddie Mac; or (c) one or more aggregates of preservation loans made by a financial institution with respect to a building owned by a cooperative housing corporation; and (iii) to fulfill its obligations and enforce its rights under any insurance so furnished.

The MIF is used as a revolving fund for carrying out the provisions of Part II of the Act with respect to mortgages insured thereunder and with respect to providing credit support for the CCDC bonds or ancillary bond facilities. The Act establishes within the MIF a special account (the “Special Account”), a single family pool insurance account with respect to insurance related to one-to-four dwelling units (the “Single Family Pool Insurance Account”), a project pool insurance account with respect to all other properties (the “Project Pool Insurance Account”) and a development corporation credit support account with respect to providing credit support for the bonds or ancillary bond facilities of the CCDC (the “Development Corporation Credit Support Account”). The Development Corporation Credit Support Account is a source or potential source of payment of the sum of the respective amounts (or percentages) of required or permissive funding by the CCDC of each reserve and financial support fund established by the CCDC for its bonds and, to the extent not otherwise provided in respect of the support of bonds, for its ancillary bond facilities for which the Agency has determined

that the Development Corporation Credit Support Account is or will be a source or potential source of funding. The MIF Policies are payable from amounts in the Single Family Pool Insurance Account. The Act provides that assets of the Special Account, the Single Family Pool Insurance Account, the Project Pool Insurance Account, and the Development Corporation Credit Support Account shall be kept separate and shall not be commingled with each other or with any other accounts which may be established from time to time, except as authorized by the Act.

As of February 27, 2019, the claims-paying ability of the Single Family Pool Insurance Account and the Project Pool Insurance Account of the MIF are rated “Aa1” and “Aa1,” with stable outlooks, respectively, by Moody’s and “AA+” and “AA-,” with stable outlooks, respectively, by Fitch, Inc. (“Fitch”). See “Ratings Disclosure” below. The claims-paying ability of the Development Corporation Credit Support Account has not been rated. The Act provides that the Agency may not execute a contract to provide credit support to the bonds or ancillary bond facilities of the CCDC if, at the time such contract is executed, such execution would impair any then existing credit rating of the Single Family Pool Insurance Account or the Project Pool Insurance Account. The payment of principal of and interest on the Bonds is not secured by or payable from moneys held in the MIF. The Act provides that all moneys held in the Single Family Pool Insurance Account, with certain exceptions, shall be used solely for the payment of its liabilities arising from mortgages for one-to-four dwelling units insured by the MIF pursuant to the Act.

The MIF is funded primarily by a surtax on the State mortgage recording tax. Section 253(1-a) of the State Tax Law (the “State Tax Law”) imposes a surtax (the “Tax”) on recording mortgages of real property situated within the State. Excluded from the Tax are, among others, recordings of mortgages executed by voluntary nonprofit hospital corporations, mortgages executed by or granted to the Dormitory Authority of the State of New York and mortgages, wherein the mortgagee is a natural person, on mortgaged premises consisting of real property improved by a structure containing six or fewer residential dwelling units, each with separate cooking facilities. The Tax is equal to \$0.25 for each \$100 (and each remaining major fraction thereof) of principal debt which is secured by the mortgage.

Section 261 of the State Tax Law requires the respective recording officers of each county of the State, on or before the tenth day of each month, after deducting certain administrative expenses incident to the maintenance of their respective recording offices, to pay the Agency for deposit to the credit of the MIF the portion of the Tax collected by such counties during the preceding month, except that: (i) with respect to mortgages recorded on and after May 1, 1987, the balance of the Tax paid during each month to the recording officers of the counties comprising the Metropolitan Commuter Transportation District on mortgages of any real property improved by a structure containing six residential dwelling units or less with separate cooking facilities, shall be paid over to the Metropolitan Transportation Authority; (ii) with respect to mortgages recorded on and after May 1, 1987, the balance of the Tax paid during each month to the recording officers of the County of Erie on mortgages of any real property improved by a structure containing six residential dwelling units or less with separate cooking facilities, shall be paid over to the State Comptroller for deposit into the Niagara Frontier Transportation Authority light rail rapid transit special assistance fund; and (iii) Taxes paid upon mortgages covering real property situated in two or more counties shall be apportioned by the State Tax Commission among the Agency, the Metropolitan Transportation Authority and the Niagara Frontier Transportation Authority, as appropriate.

Mortgage recording taxes have been collected in the State for more than 75 years. The Agency has been entitled to receive Tax receipts since December 1978. Under existing law, no further action on the part of the State Legislature is necessary for the MIF to continue to receive such moneys. However, imposition or application of the mortgage recording taxes described herein as currently provided in the Act is subject to change in the future. The MIF’s receipt of Tax receipts is dependent upon the performance by the county recording officers of their collection and remittance obligations; the State Tax Commission has general supervisory power over such officers. Tax receipts payable to the MIF in calendar years 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017 and 2018 were approximately \$140 million, \$73 million, \$64 million, \$79 million, \$99 million, \$140 million, \$156 million, \$188 million, \$179 million, \$161 million and \$154 million, respectively. Tax

receipts have fluctuated over the period they have been payable to the MIF, due to changing conditions in the State's real estate market.

The Act requires the Agency to credit the amount of money received from the recording officer of each county to the Special Account within the MIF. The Act provides that, as each mortgage loan, or each pool of mortgage loans, becomes the object of an insurance commitment or policy, and as the Agency enters into agreements with the CCDC to provide credit support for the CCDC's bonds or ancillary bond facilities, the Agency shall credit from the Special Account to, as applicable, the Single Family Pool Insurance Account, the Project Pool Insurance Account or the Development Corporation Credit Support Account such moneys as are needed to satisfy the mortgage insurance fund requirement (described below) of the Single Family Pool Insurance Account, the Project Pool Insurance Account, or the Development Corporation Credit Support Account, respectively, except that during any twelve month period ending on March thirty-first the aggregate amount credited to the Development Corporation Credit Support Account (excluding investment earnings thereon) shall not exceed the lesser of (i) fifty million dollars or (ii) the aggregate of the amounts required under the contracts executed by the Agency to provide credit support to the CCDC's bonds or ancillary bond facilities. The Act allows, but does not require, the Agency to transfer moneys from the Special Account to the Single Family Pool Insurance Account, the Project Pool Insurance Account, and the Development Corporation Credit Support Account if and to the extent the amount on deposit in any such account is less than its mortgage insurance fund requirement (including the funding commitment requirement of the Development Corporation Credit Support Account), provided that moneys transferred to the Development Corporation Credit Support Account are subject to the limitation described in the preceding sentence. Provisions of the Act also provide that assets of the Special Account, the Single Family Pool Insurance Account, the Project Pool Insurance Account, and the Development Corporation Credit Support Account shall be kept separate and shall not be commingled with each other or with any other accounts that may be established from time to time, except as otherwise authorized by the Act. Such provisions also provide that if at any time the moneys, investments, and cash equivalents (valued as determined by the Agency) of the Single Family Pool Insurance Account, the Project Pool Insurance Account, or the Development Corporation Credit Support Account exceed the amount necessary to attain and maintain the credit rating or, with respect to credit support for the CCDC's bonds or ancillary bond facilities, credit worthiness (as determined by the Agency), required to accomplish the purposes of such account, the Agency shall transfer such excess to the Special Account. Any amount on deposit in the Special Account in excess of certain required reserves, insurance claims paid, and Agency operating expenses is required to be remitted to the State annually. The Act provides that no moneys shall be withdrawn from the MIF at any time in such amount as would reduce the amount in such fund to less than the mortgage insurance fund requirement, except for the purpose of paying liabilities as they become due and for the payment of which other moneys are not available.

The Act provides that the Single Family Pool Insurance Account will be available to pay the claims made on all of the primary mortgage insurance policies and mortgage pool insurance policies issued by the MIF with respect to single family mortgage loans, which are not limited to policies with respect to Mortgage Loans, but may include policies on single family mortgage loans financed by the Agency with moneys other than Bond proceeds and on single family mortgage loans financed by entities other than the Agency. The Act provides that the Project Pool Insurance Account will be available to pay the claims made on all the insurance policies issued by the MIF with respect to mortgage loans other than single family mortgage loans. The Act also provides that the Development Corporation Credit Support Account will be available to pay amounts due pursuant to agreements entered into by the Agency to provide credit support for the CCDC's bonds and ancillary bond facilities. There can be no assurance that the amounts on deposit in the Special Account, the Single Family Pool Insurance Account, or the Project Pool Insurance Account will not be depleted through payment of liabilities arising with respect to insured pools of Mortgage Loans, insured pools of mortgage loans other than Mortgage Loans, insured individual mortgage loans, or that the Development Corporation Credit Support Account will not be depleted through payment of liabilities arising with respect to providing credit support for the CCDC's bonds or ancillary bond facilities. To date, the MIF has provided pool insurance only with respect to single family mortgage loans financed by the Agency, although it has provided primary mortgage insurance with respect to single family mortgage loans financed by the Agency and other entities.

The Act provides that the mortgage insurance fund requirement with respect to each of the Single Family Pool Insurance Account and the Project Pool Insurance Account as of any particular date of computation is equal to (i) the aggregate of (a) the principal amount of such insured mortgage loans as the Agency has determined to be due and payable as of such date pursuant to its contracts to insure mortgages with respect to such Account plus (b) an amount equal to 20 per centum of the principal amounts of the mortgage loans insured under the Agency's insurance contracts with respect to such Account plus 20 per centum of the principal amounts to be insured under the Agency's commitments to insure less the amounts payable pursuant to clause (a) above (*provided, however*, that if the board of directors of the Agency shall have established a different per centum for a category of loans pursuant to the Act, such per centum shall be substituted for 20 per centum in this paragraph as, for example, the March 2001 determination that the per centum for special needs facilities was 40 per centum) less (ii) the aggregate of the amount of each reinsurance contract procured in connection with obligations of the Agency determined by the Agency to be a reduction pursuant to this paragraph in calculating the mortgage insurance fund requirement applicable to such account. The mortgage insurance fund requirement with respect to the Development Corporation Credit Support Account as of any particular date of computation is equal to (i) the aggregate of (a) such amount of credit support for the CCDC's bonds or ancillary bond facilities that the Agency has determined to be due and payable as of such date pursuant to its contracts to provide credit support for the CCDC's bonds or ancillary bond facilities plus (b) an amount equal to the respective amounts established by contracts under which the Agency has determined that the Development Corporation Credit Support Account will provide credit support for CCDC's bonds or ancillary bond facilities, less the amounts payable with respect to credit support for CCDC's bonds or ancillary bond facilities pursuant to subparagraph (a) above less (ii) the aggregate of the amount of each reinsurance contract procured in connection with obligations of the Agency determined by the Agency to be a reduction pursuant to this paragraph in calculating the mortgage insurance fund requirement applicable to such account. There can be no assurance that such mortgage insurance fund requirement will not be reduced.

As of October 31, 2018, the MIF had total reserves, exclusive of credit support reserves, with a book value of approximately \$1,889,712,067, including single family pool reserves with a book value as of such date of approximately \$279,953,442. See the first, second and third paragraphs under "Proposed State Fiscal Year 2019-2020 Executive Budget Provisions" below for information concerning transfers from the MIF's Project Pool Insurance Account and Special Account set forth in the Proposed State Fiscal Year 2019-2020 Executive Budget Provisions and previous transfers effectuated from the Project Pool Insurance Account and the Special Account in Fiscal Year 2018-2019, Fiscal Year 2017-2018, Fiscal Year 2016-2017 and Fiscal Year 2015-2016 and from the Project Pool Insurance Account in Fiscal Year 2014-2015, Fiscal Year 2013-2014, Fiscal Year 2012-2013 and Fiscal Year 2008-2009.

As of October 31, 2018, the MIF's total liability against commitments and against policies in force was \$5,539,158,881 of which \$4,998,132,604 was against project mortgage insurance commitments and policies in force, the balance of \$541,026,277 being against single family primary and pool insurance commitments and policies in force. As of October 31, 2018, the MIF had a total loan amount on outstanding commitments and policies in force of \$8,488,917,072 of which \$5,426,770,608 represented the total loan amount on outstanding project mortgage insurance commitments and policies in force, the balance of \$3,062,146,464 being the total loan amount on outstanding single family primary and pool insurance commitments and policies in force. The Agency currently intends to continue and expand its mortgage insurance programs.

As of October 31, 2018, the Single Family Pool Insurance Account had paid 2,457 claims for loss in the aggregate amount of \$73,287,294. As of October 31, 2018, the Project Pool Insurance Account had paid 92 project mortgage insurance claims for loss in the aggregate amount of \$123,687,414 and had 7 insurance policies in force on which claims for loss had been submitted. The Agency estimates that its total liability thereon is \$18,016,129.

In 2005, SONYMA entered into a credit support agreement with CCDC (the "Original CSA") to provide credit support for bonds issued in 2005 by CCDC (the "2005 Bonds"). In 2015, SONYMA and CCDC entered into a first amendment to the Original CSA which amended the Original CSA (as amended, the "Amended

CSA”) in order to provide credit support for refunding bonds issued by CCDC in 2015 (the “2015 Bonds”). Following the issuance of the 2015 Bonds, the 2005 Bonds were no longer outstanding. On September 22, 2016, SONYMA, with the authorization of its board of directors, entered into two separate credit support agreements with CCDC as follows: (i) an amendment and restatement of the Amended CSA (the “Amended and Restated Senior Lien CSA”) to provide credit support for both the 2015 Bonds and bonds issued by CCDC in 2016 on a parity with the 2015 Bonds (the “Senior Lien Bonds”, together with the 2015 Bonds, the “Senior Lien Bonds”) and possible future series of CCDC senior lien bonds, and (ii) a new credit support agreement (the “Subordinated CSA”) to provide credit support for bonds issued by CCDC in 2016 which are subordinated to the Senior Lien Bonds (the “2016 Subordinated Lien Bonds”) and possible future series of CCDC subordinated lien bonds. Pursuant to the Amended and Restated Senior Lien CSA, SONYMA will be obligated to maintain a minimum balance of \$25 million in the Development Corporation Credit Support Account which moneys will be used to support, in each bond year, the payment of an amount equal to up to one-third of the scheduled principal and interest due in such bond year on the Senior Lien Bonds. Pursuant to the Subordinated CSA, SONYMA will be obligated to maintain a minimum balance of \$8.2 million in a subaccount of the Development Corporation Credit Support Account which will be used to support the payment in each year of an amount equal to up to one-third of the scheduled principal and interest due in such year on the 2016 Subordinated Lien Bonds.

Additional information regarding the MIF may be found in Appendix B to this Official Statement.

In accordance with the authority granted to the Agency pursuant to the provisions of Section 2411 of the Act, the Agency on behalf of the State has pledged to and agreed with the holders of mortgage pool insurance contracts issued by the MIF that the State will not limit or alter rights vested by the Act in the Agency to fulfill the terms of any agreements made with the holders of such contracts, or in any way impair the rights and remedies of such holders until such contracts, and all costs and expenses in connection with any action or proceedings by or on behalf of such holders, are fully met and discharged.

Proposed State Fiscal Year 2019-2020 Executive Budget Provisions

The Education, Labor and Family Assistance portion of the 2019-2020 Proposed Budget, submitted by the Governor to the State Legislature on January 15, 2019, would require certain transfers of moneys in the aggregate amount of \$12.018 million, subject to the approval of Director of the Budget of the State of New York, from (a) the Special Account in an amount up to the available excess balance in the Special Account, as calculated in accordance with the Act for the State Fiscal Year 2018-2019 (the “Excess Balance Funds”), and/or (b) the Project Pool Insurance Account, provided that, at the time of each transfer from the Project Pool Insurance Account the reserves remaining in the Project Pool Insurance Account are sufficient to attain and maintain the credit rating required to accomplish the purposes of the Project Pool Insurance Account (as determined by the Agency) (the “Project Pool Funds”). There can be no assurances as to what effect, if any, any such transfer may have on the then-current rating of the Project Pool Insurance Account by any rating agency.

Assuming satisfaction of the above referenced conditions precedent, two transfers of Excess Balance Funds and/or Project Pool Funds in the aggregate amount of up to \$12.018 million will be made to the Housing Trust Fund Corporation prior to June 30, 2018. The Housing Trust Fund Corporation is a subsidiary of the New York State Housing Finance Agency, one of the public authorities integrated with the Agency.

Provisions similar to the transfer provisions were enacted as part of the Enacted Budget for State Fiscal Year 2018-2019 resulting in transfers to the Housing Trust Fund Corporation, the Homeless Housing and Assistance Corporation and the Municipal Bond Bank Agency from (a) the Project Pool Insurance Account in the aggregate amount of \$3,032,511, and (b) the Special Account in the aggregate amount of \$51,967,489 from available Excess Balance Funds for State Fiscal Year 2017-2018. Similar provisions enacted as part of prior State Enacted Budgets resulted in transfers (i) in State Fiscal Year 2017-2018 from the Project Pool Account in the aggregate amount of \$99,397,781 and the Special Account in the aggregate amount of \$53,602,219 to the

Housing Trust Fund Corporation, the Housing Finance Agency, the Homeless Housing and Assistance Corporation, the Community Restoration Fund and the Municipal Bond Bank Agency, (ii) in State Fiscal Year 2016-2017 from the Project Pool Account in the aggregate amount of \$100 million and the Special Account in the Homeless Housing and Assistance Corporation, (iii) in State Fiscal Year 2015-2016 from the Project Pool Insurance Account in the aggregate amount of \$75 million and the Special Account in the aggregate amount of \$50 million to the Housing Finance Agency, the Housing Trust Fund Corporation and the Homeless Housing and Assistance Corporation, (iv) in State Fiscal Year 2014-2015 from the Project Pool Insurance Account in the aggregate amount of \$75.418 million to the Housing Trust Fund Corporation and the Housing Finance Agency, (v) in State Fiscal Year 2013-2014 from the Project Pool Insurance Account in the aggregate amount of \$135.952 million to the State General Fund, the Housing Finance Agency and the Housing Trust Fund Corporation, and (vi) in State Fiscal Years 2012-2013 and 2008-2009 from the Project Pool Insurance Account to the State General Fund, each in the amount of \$100 million. Pursuant to separately enacted legislation, in State Fiscal Year 2016-2017 transfers from the Special Account in the aggregate amount of \$25 million were made to the Municipal Bond Bank Agency.

Neither the Project Pool Insurance Account nor the Special Account provide primary or pool insurance for any Mortgage Loans.

Under the provisions of the Act with respect to the MIF, no amounts can be withdrawn from any account in the MIF, including the Single Family Pool Insurance Account, that would cause the amount on deposit in such account to fall below its statutorily required reserves. The Agency is authorized to withdraw moneys from the General Resolution only as described in the third paragraph under “Sources of Payment and Security for the Bonds — Pledge of the Resolution.”

Ratings Disclosure

Based upon the information available on S&P’s, Moody’s, and Fitch’s respective websites, as of February 19, 2019, the ratings of the providers of mortgage pool insurance and PMI are:

| Mortgage Pool Insurance/ PMI Provider⁽¹⁾ | Moody’s⁽²⁾ | S&P⁽³⁾ | Fitch |
|--|------------------------------|------------------------------|--------------|
| MIF Single Family Pool Insurance Account ⁽⁴⁾ | Aa1 ⁽⁵⁾ | N.A. | AA+ |
| Genworth ⁽⁶⁾ | Ba1 ⁽¹⁰⁾ | BB+ ⁽⁸⁾ | N.A. |
| Radian ⁽⁷⁾ | Baa2 ⁽⁹⁾ | BBB+ ⁽⁹⁾ | N.A. |

(1) Reflects only those PMI providers that insure in excess of 0.04% of the total current principal amount of Mortgage Loans as of October 31, 2018. For information concerning all PMI providers, see “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — PMI Coverage.”

(2) Moody’s Investors Service, Inc.

(3) S&P Global Ratings, a division of S&P Global.

(4) SONYMA Mortgage Insurance Fund. See the fifth paragraph under the heading “MIF” for additional information.

(5) Stable Outlook.

(6) Genworth Mortgage Insurance Corporation.

(7) Radian Guaranty Inc.

(8) On Watch, Developing.

(9) Stable Outlook.

(10) Positive Outlook.

Many private insurers that provide PMI, including those set forth in the table above and in the table under the subheading “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — PMI Coverage,” have experienced, and are continuing to experience, financial difficulties and have had their credit ratings downgraded or placed on watch for a future downgrade. The Agency makes no representations about the financial condition of any of the private PMI providers or their ability to make full and timely payment to the Agency of claims on the Mortgage Loans on which the Agency may experience losses.

The Agency does not undertake any responsibility to directly notify investors of any change in, proposed change in or withdrawal of any rating assigned by S&P, Moody's or Fitch. Such ratings reflect only the views of the respective rating agency at the time such ratings were given and the Agency makes no representation as to the appropriateness of the ratings. An explanation of the significance of such ratings can only be obtained from the rating agency furnishing the same. There is no assurance that a particular rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by such rating agency if, in the judgment of the respective rating agency, as the case may be, circumstances so warrant. Any such downward revision or withdrawal of such rating may have an adverse effect on the market price of the Offered Bonds. The Agency undertakes no responsibility for updating the rating information included in this Official Statement. Unless otherwise specified herein, all ratings are as of February 27, 2019.

New York Foreclosure Procedures and Federal Bankruptcy Law

New York Foreclosure Procedures

In order to recover the debt due on a defaulted mortgage loan, the holder of the mortgage loan may sue on the mortgage note or foreclose the mortgage. Under State law, a default mortgage on real property improved by a single family residence can only be foreclosed by an action to foreclose and sell. Where final judgment has been rendered in a separate action on the note to recover any part of the mortgage debt, an action may not be commenced to foreclose and sell unless the sheriff has been issued an execution against the property of the mortgagor, which has been returned wholly or partly unsatisfied. The complaint must state whether any other action has been brought to recover any part of the mortgage debt and if so, whether any part has been collected. While a foreclosure action is pending or after final judgment for the mortgagee, no other action on the mortgage debt (*i.e.*, an action on the note or a guaranty) may be commenced to recover any part of the mortgage debt without leave of court.

On December 15, 2009, the State laws governing foreclosure actions were amended to require (a) a mortgagee to provide notice to a mortgagor in default at least 90 days prior to the commencement of a foreclosure action, (b) a mandatory settlement conference between the litigants in a foreclosure action, and (c) that during such conference, the mortgagee and the mortgagor negotiate in good faith to reach a mutually agreeable resolution such as, but not limited to, a modification of the terms of the mortgage. Chief Judge of the State Jonathan Lippman in his State of Judiciary 2012 address, delivered on February 15, 2012, announced that such settlement conferences will be overseen by newly established special State courts and that mortgagors will be given legal representation during the conferences. Under such court procedures, settlement conferences are to be scheduled so that a specified period of time will be dedicated solely to a specific mortgagee's cases. In addition, on July 31, 2013, legislation was enacted that requires that the mortgagee deliver certain documents to the court simultaneously with the complaint that initiates a residential foreclosure proceeding. The goal of this legislation is to minimize delays between the period from the filing of the complaint and the settlement conference.

The requirements set forth in (a) will be amended, effective on January 14, 2020, and the requirements set forth in (b) and (c) will be amended, effective on February 13, 2020. These three foreclosure requirements currently apply to all home loans, regardless of when the applicant for the mortgage loan executed the promissory note and mortgage. Once amended, (a), (b), and (c) will only apply to "high-cost", "subprime", and non-traditional" home loans where the applicant executed the promissory note and mortgage between January 1, 2003 and September 1, 2008.

Where a foreclosure action is brought, every person having an estate or interest in possession in the property whose interest is claimed to be subject and subordinate to the mortgagee's lien, must be made a party defendant to the action. At least 20 days before a final judgment directing a sale is rendered, the mortgagee must file, in the clerk's office for the county where the mortgaged property is located, a notice of the pendency of the action in order to protect against conveyances, liens, and encumbrances that arise subsequent to the filing of the notice of pendency. If during the pendency of the action, the mortgagor pays into court the amount due for

principal and interest and the costs of the action together with the expenses of the proceedings to sell, if any, the court will (i) dismiss the complaint without costs against the mortgagee if the payment is made before judgment directing the sale or (ii) stay all proceedings upon judgment if the payment is made after judgment directing sale but before sale. Where the mortgagee remains partly unsatisfied after the sale of the property, the court, upon application, may award the mortgagee a deficiency judgment for the unsatisfied portion of the mortgage debt, or as much thereof as the court may deem just and equitable, against a mortgagor who has appeared or has been personally served in the action.

The Agency's mortgage servicing contractors are or will be instructed to negotiate with the delinquent mortgagor to offer a deed in lieu of foreclosure to the Agency. In this manner, the Agency reduces the cost of acquiring the property which in turn makes the property saleable at a lower price with purchase money mortgage financing available through the Agency.

From time to time bills are introduced in the State Legislature that would affect foreclosure proceedings. The Agency cannot predict what effect the legislation described under this sub-heading, or any other legislation affecting mortgage foreclosure actions, would have on the amount or timing of payments to be received with respect to Mortgage Loans that became subject to the particular provisions of such legislation.

Federal Bankruptcy Law

A mortgagor may seek protection under the United States Bankruptcy Code, which provides a debtor with an opportunity to adjust his debts without losing control of his assets. Chapters 11 and 13 of the Bankruptcy Code allow a debtor to formulate a plan under which his or her creditors will be paid varying percentages of their debts. Under such a plan a debtor may modify the rights of holders of secured claims or unsecured claims, but the debtor may not modify a claim secured only by a security interest in real property that is the debtor's principal residence; *except, however*, that a chapter 13 plan may provide for modification of the debtor's principal residential mortgage loan if it has matured or will mature within 3 or 5 years (depending on the debtor's income), so long as all chapter 13 plan payments are to be made within such 3- or 5-year period. Absent court-ordered relief (which is only available under limited circumstances), the automatic stay under Section 362 of the Bankruptcy Code will apply to any case commenced under the Bankruptcy Code, and the mortgagee will be stayed from any action to satisfy its claim, including foreclosure on the real property.

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MORTGAGE LOAN UNDERWRITING AND SERVICING

Mortgage Loan Underwriting

Set forth below is a description of the Agency's current Low Interest Rate Mortgage Program. The Low Interest Rate Mortgage Program is subject to change at the discretion of the Agency, and all other SONYMA programs described herein are Low Interest Rate Program mortgages, with slight variations to meet the needs of a specific underserved population.

Methodology. Each Mortgagor must be an individual with a credit standing that satisfies the Agency's underwriting criteria and, if any mortgage insurance is provided, the underwriting criteria of the company or entity providing such insurance. The Agency has implemented its SONYMA Express® automated underwriting and compliance system (the "System") with 44 of its participating lenders. New loan reservations taken by these lenders will include a findings report from SONYMA Express® indicating the loan is eligible for SONYMA financing and meets the credit approval criteria. The System is designed to evaluate the credit, financial resources and payment ability of a potential mortgagor using the Agency's existing underwriting guidelines. It will also evaluate the tax return data of the mortgagor, property data and other information to determine compliance with the Code. Manual underwriting is permitted under the terms of the SONYMA Seller's Guide (and subsequent lender announcements) in the event a loan is not approved by SONYMA Express®.

For Mortgage Lenders not yet using SONYMA Express®, the Agency allows the Mortgage Lender to use the automated underwriting system of either Fannie Mae or the Federal Home Loan Mortgage Corporation ("Freddie Mac"). While the respective automated underwriting systems are independent systems, developed separately by Fannie Mae and Freddie Mac, both Fannie Mae and Freddie Mac have described their respective system as providing statistically-based evaluations of mortgage loan applications which produce respective credit risk assessments after analyzing the mortgage loan collateral, the borrower's credit history, and the borrower's financial resources. According to the respective descriptions by both Fannie Mae and Freddie Mac, their systems weigh the various factors and can recommend approvals of mortgage loans with different levels of borrowers' ratios of monthly housing debt payments to gross monthly income and borrower's ratios of total monthly debt payments to gross monthly income. While the automated underwriting system can determine the borrower's credit qualification for these loans, SONYMA independently reviews the borrower's tax returns, the subject property appraisal and other documentation to verify the borrower's eligibility for SONYMA financing.

Term. Each Mortgage Loan will have a term of thirty years. Borrowers who submitted a Mortgage Loan reservation between April 2007 and August 30, 2012 had the option of selecting a Mortgage Loan with a term of either 30 or 40 years. Prior to April 2007, the Agency offered Mortgage Loans with a term of 20, 25 or 30 years. Each Mortgage Loan is fully amortizing. The Agency reserves the right to offer, at any time, Mortgage Loans with terms other than those reflected under this subheading. See "Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — Mortgage Loan Terms" for the approximate current unpaid principal balance of Mortgage Loans based upon their term to maturity at the time of origination.

Income to Debt Ratios. In the Low Interest Rate Mortgage Program, the maximum ratio of a Borrower's monthly housing debt payments to gross monthly income and total monthly debt payments to gross monthly income can be, respectively, 40% and 45%, although lower ratios apply to Mortgage Loans with loan-to-value ratios above 97%.

Minimum Downpayment and LTVs. Except for the Home of Your Own Program, which does not require a contribution from the Borrowers, Borrowers are required to contribute at least 1% of the purchase price (3% for cooperatives and 3- and 4-family homes) of the home being financed by their Mortgage Loans from their own verifiable funds. The maximum LTV for all programs included in the Low Interest Rate Mortgage Program, except the Home of Your Own Program and the Habitat for Humanity Mortgage Program, is 97%. The

maximum financing for the Home of Your Own Program and the Habitat for Humanity Program is 100% and 99%, respectively.

Interest Rates. The Agency periodically adjusts the interest rates at which it offers new Mortgage Loans. All interest rates are expected to be fixed-interest rates.

Mortgage Insurance. Each Mortgage Loan with an LTV above 80% must have PMI or insurance or guaranty from FHA or VA. PMI must be provided in an amount that reduces the Agency's exposure to 72%. PMI is not required for Mortgage Loans with LTVs below 80%. Mortgage Loans are also the subject of SMC, if any. SMC for new Mortgage Loans is currently provided by a mortgage pool insurance policy from the MIF. See "Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — Mortgage Pool Insurance Coverage."

Mortgagor Education. The Agency requires Mortgagors seeking Mortgage Loans with high LTVs to complete face-to-face homebuyer counseling from a HUD-approved not-for-profit counseling service. Further, any Mortgagor opting for a DPA Loan or whose Mortgage Loan is financed under the Achieving the Dream Program, the RemodelNY Program, the Home of Your Own Program or the Habitat for Humanity Mortgage Program, must complete a homebuyer education course.

Mortgagor Occupancy Requirement. A Mortgagor must intend to use the mortgaged property as the Mortgagor's principal residence and have no present intention to rent the property (except for additional units in a two-to-four-family dwelling) during the term of the Mortgage Loan.

Eligible Properties, Limits on Refinancing and Required Hazard Insurance. In order to be eligible for a Mortgage Loan, the property must be a one-to-four-family residence or a residential condominium or cooperative unit, located within the State. Such Mortgage Loans will not be permitted to be used to refinance existing loans other than construction period loans, bridge loans, or similar temporary initial financing having a term of 24 months or less. Title insurance, hazard insurance, and (if applicable) flood insurance will be required with respect to each such Mortgage Loan and subject property. The obligation to make payments under any such Mortgage Loan may be made assumable subject to the consent of the Agency, and the Agency must be given the right to accelerate the due date of such Mortgage Loans upon transfer of ownership of the subject property.

Mortgage Lender Fees. At Mortgage Loan purchase, the Mortgage Lender will receive 2% (the "Mortgage Lender Fee") from the Agency using available Agency funds and an additional 0.5% for each loan originated with a DPA Loan and/or an additional 0.5% for each loan originated under the RemodelNY Program. See "Sources of Payment and Security for the Bonds — The Program — Targeted Agency Initiatives" for information regarding Mortgage Lenders fees under the Agency's other programs.

Mortgage Loan Servicing

The Agency enters into Servicing Agreements under which eligible Mortgage Lenders will service Mortgage Loans that they originate. In some instances, the Agency assigns the servicing of Mortgage Loans to Servicers other than the Mortgage Lender that originates such Mortgage Loan. A Servicer must be legally authorized to engage in the business of servicing loans of the general character of the Mortgage Loans, and must meet certain specified qualifications. At present, *except* with respect to Servicers who purchase the right to service Mortgage Loans, the Servicing Agreement provides for termination by the Agency without cause after 120 days. Termination without cause within five years of the date of commencement of servicing by the Servicer entitles the Servicer to a fee equal to \$100. In lieu of entering into, or upon termination of, any Servicing Agreement, the Agency retains the right to select another Servicer.

The Servicer is responsible for collecting all payments due the Agency under the Mortgage Loans, and, if applicable, DPA Loans. The Servicer agrees to remit promptly to the Agency the principal and interest

payments collected on the Mortgage Loans, and if applicable, DPA Loans. The Servicer is responsible for accounting for and managing escrows for payment of rents, real estate taxes, mortgage and hazard insurance premiums, and other expenses. Instead of a cash payment as its fee for servicing each Mortgage Loan, the Servicer is entitled to a credit against certain State taxes payable by the Servicer.

The Servicer is required to comply with all requirements of the private primary mortgage insurance providers, FHA, the VA, or the Rural Development, formerly the Farmers Home Administration of the United States Department of Agriculture (the “RD”), if applicable, with respect to Mortgage Loans serviced for the Agency and to maintain in effect at all times and at the Servicer’s expense a fidelity bond of an incorporated surety company authorized to do business in the State satisfactory to the Agency as to form, company, and amount.

Currently, less than one-tenth of one percent of the Mortgage Loans are insured by FHA or guaranteed by the VA. No Mortgage Loans are guaranteed by the RD (or its predecessor).

The Servicer is responsible for assuring that the subject property is covered by such fire, hazard, and flood insurance as is customary in the locality where the subject property is located and such additional fire, hazard, and flood insurance as may be required by the Agency.

The Servicer is required to take such appropriate action with respect to delinquencies as may be required by the private primary mortgage insurance provider, FHA, the VA, or the RD, if applicable, or such action as it would take with respect to loans serviced for others or held for its own account. If a foreclosure action is commenced, the Servicer is required to comply with State law governing foreclosure actions. At a settlement conference, the Servicer may, with the consent of the Agency, grant appropriate relief in the form of repayment plans, special forbearance relief, and modifications. A repayment agreement may be entered into that gives the Mortgagor a definite period, generally not to exceed 12 months, in which to bring the Mortgage Loan current by immediately commencing payment in excess of the monthly installments. A special forbearance agreement may be entered into that reduces or suspends monthly installments for a specified period of time, generally not to exceed 12 months. A modification agreement may be formulated that effects modifications of the Mortgage Loan’s repayment provisions; *provided, however*, that such modification, generally, cannot extend the term of the Mortgage Loan beyond 40 years. Servicers have broad discretion to grant such relief prior to an action to foreclosure. Approval by the Agency is required for any repayment plan, special forbearance agreement or modification agreement, regardless of whether the relief is offered at, or prior to, a mandatory settlement conference. For a discussion of State foreclosure procedures, including certain Agency practices and procedures are intended to expedite mortgage loan foreclosures and related loan modifications, see Appendix D — “Mortgage Insurance and New York Foreclosure Procedures — New York Foreclosure Procedures and Federal Bankruptcy Law” to this Official Statement.

The Servicer is required to notify the Agency promptly upon becoming aware that any prior lien has attached or will attach to the property securing a Mortgage Loan, of the death of the Mortgagor, or of any bankruptcy proceeding or the like against the Mortgagor. By the 90th day following the due date of the earliest unpaid installment on the Mortgage Loan, the Servicer is required to recommend appropriate action to the Agency. If foreclosure is necessary, the Servicer is required to notify the Mortgagor in default prior to the commencement of a foreclosure action in accordance with the requirements of State law. The Servicer is required to make a full report to the Agency and undertake all necessary steps to accomplish such foreclosure pursuant to certain specified standards and State law.

After a five year period of significant increases in the elapsed time between an Agency mortgage loan (including Mortgage Loans financed under the Resolution) becoming 90+ days delinquent and the commencement of a foreclosure proceeding, as well as the time elapsed between the commencement and completion of a foreclosure proceeding, there was a slight decrease in these time periods in 2018. With respect to Agency mortgage loans (including Mortgage Loans financed under the Resolution) foreclosed in 2013, 2014, 2015, 2016 and 2017 an average of, respectively, 1,071, 1,171, 1,247, 1,292 and 1,459 days elapsed between the

date of default and the date foreclosure proceedings were completed. With respect to such mortgage loans foreclosed between January 1, 2018 and October 31, 2018 an average of 1,376 days elapsed between the date of default and the date foreclosure proceedings were completed. For a discussion of State foreclosure procedures, including certain Agency practices, see Appendix D — “Mortgage Insurance and New York Foreclosure Procedures — New York Foreclosure Procedures and Federal Bankruptcy Law” to this Official Statement. See “Homeowner Mortgage Revenue Bonds Financial Information — Mortgage Loans — Delinquencies” to this Official Statement for information regarding delinquencies and foreclosures of Mortgage Loans.

M&T Bank is the Servicer for approximately 76.13% of the principal amount of all Mortgage Loans.

Various Federal, State, banking and investor entities, including the Attorney General of the State, have initiated or settled enforcement actions or lawsuits against certain mortgage loan servicers alleging, among other things, irregularities in mortgage servicing and foreclosure activities. HSBC Bank USA, N.A. (“HSBCBANK”) (a former Agency servicer), J.P. Morgan Chase & Co. (“Chase”) and Citigroup, Inc. have been among the targets of such actions and lawsuits. Chase and Citigroup, Inc. each (or its respective affiliates), as of October 31, 2018, serviced, respectively, 0.76% and 8.36% aggregate principal amount of the Mortgage Loans. The Agency is unable to predict what, if any, future effect any enforcement actions, lawsuits, and settlements will have on the operations of participating Servicers and whether other Servicers will be made the subject of such or similar enforcement actions, lawsuits or settlements or if the Servicers described above will be made the subject of additional enforcement actions, lawsuits and settlements.

On January 30, 2017, Citigroup, Inc., a servicer of approximately 8.36% of the aggregate principal amount of Mortgage Loans, announced its intention to sell its mortgage servicing business by the end of 2018. In lieu of selling its mortgage servicing business, effective April 1, 2019, Citigroup, Inc. will be utilizing a dedicated sub-servicer, Central Loan and Administration (Cenlar), to service their Mortgage Loans.

Servicers of Mortgage Loans[†]

| Servicers of Greater Than 3% in Principal Amount of Mortgage Loans as of <u>October 31, 2018</u> | Approximate Principal Amounts of Mortgage Loans Being Serviced as of <u>October 31, 2018 (000s)^{††}</u> | Approximate Percentage of Mortgage Loans Being Serviced as of <u>October 31, 2018^{††}</u> |
|---|---|---|
| M & T Bank | \$1,647,990 | 76.13% |
| Citibank, NA ^{†††} | 180,988 | 8.36 |
| All Other Servicers (22) | <u>335,746</u> | 15.51 |
| Total | <u>\$2,164,724</u> | 100.00% |

[†] Totals may not add due to rounding.

^{††} This table does not reflect any information with respect to Second Lien DPA Loans.

^{†††} On January 30, 2017, Citigroup, Inc., a servicer of approximately 8.36% of the aggregate principal amount of Mortgage Loans, announced its intention to sell its mortgage servicing business by the end of 2018. In lieu of selling its mortgage servicing business, effective April 1, 2019, Citigroup, Inc. will be utilizing a dedicated sub-servicer, Central Loan and Administration (Cenlar), to service their Mortgage Loans.

MASTER CONTINUING DISCLOSURE AGREEMENT

This MASTER CONTINUING DISCLOSURE AGREEMENT, dated February 28, 2019 (the “*Agreement*”), is made by and between the State of New York Mortgage Agency (“*SONYMA*”), and The Bank of New York Mellon, as trustee (the “*Trustee*”) pursuant to the Homeowner Mortgage Revenue Bonds General Resolution adopted by SONYMA on September 10, 1987, as amended and restated on July 28, 2005, and as supplemented to the date hereof (the “*Resolution*”), for the benefit of the Holders (as defined herein) from time to time of any of those Bonds which are expressly made subject to the Agreement in any one of the SONYMA documents authorizing the issuance of such Bonds, in a supplement to any one of the aforementioned documents, or in a certificate of SONYMA delivered to the Trustee (collectively, the “*Bonds*”).

(B) RECITAL

As a condition to the purchase of the Bonds from SONYMA and the sale of Bonds to Holders, the Underwriters are required to reasonably determine that SONYMA has undertaken, in a written agreement for the benefit of Holders, to provide certain information in accordance with the Rule (as defined herein).

NOW, THEREFORE, in accordance with the Resolution, SONYMA covenants and agrees as set forth in this Agreement.

Section 1. Purpose of Agreement. This Agreement is being entered into, signed and delivered for the benefit of the Holders and in order to assist the Underwriters of the Bonds in complying with Rule 15c2-12 promulgated by the Securities and Exchange Commission (the “*SEC*”) pursuant to the Securities Exchange Act of 1934, as amended through the date of this agreement, including any official interpretations thereof promulgated on or prior to the effective date hereof (the “*Rule*”).

Section 2. Definitions. In addition to the definitions set forth above, the following capitalized terms shall have the following meanings in this Agreement, unless the context clearly otherwise requires. Reference to “Sections” shall mean sections of this Agreement.

“*Annual Filing*” means any Annual Information Filing provided by SONYMA pursuant to, and as described in, Sections 3 and 4.

“*Audited Financial Statements*” means the audited basic financial statements of SONYMA, prepared in conformity with generally accepted accounting principles.

“*Counsel*” means a nationally recognized bond counsel or counsel expert in federal securities laws.

“*EMMA*” means the Electronic Municipal Market Access system of the MSRB; information regarding submissions to EMMA is available at <http://emma.msrb.org>.

“*Filing Date*” means the last day of the sixth month following the end of each Fiscal Year (or the next succeeding business day if that day is not a business day), commencing on April 30, 2019.

“*Financial Obligation*” means “financial obligation” as defined in the Rule.

“*Fiscal Year*” means the 12-month period beginning on November 1 of each year or such other 12-month period as SONYMA shall adopt as its fiscal year.

“*Holder*” shall mean any registered owner of Bonds, and, for purposes of Section 8 of this Agreement only, if registered in the name of DTC (or a nominee thereof) or in the name of any other entity (or a nominee thereof) that acts as a “clearing corporation” within the meaning of the New York Uniform Commercial Code and is a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended, any beneficial owner of Bonds.

“*MSRB*” means the Municipal Securities Rulemaking Board.

“*Obligated Person*” means SONYMA in its capacity as the issuer of bonds under the Resolution.

“*Official Statement*” means the Official Statement delivered by SONYMA and dated February 28, 2019.

“*Series 217-219 Bonds*” means SONYMA’s Homeowner Mortgage Revenue Bonds, Series 217, Series 218 and Series 219, issued on March 28, 2019.

“*Series of Bonds*” means one or more series of Bonds issued pursuant to the Resolution.

“*Specified Events*” means any of the events with respect to the Bonds as set forth in Section 5(a).

“*State*” means the State of New York.

“*Unaudited Financial Statements*” means the same as Audited Financial Statements, except that they shall not have been audited.

“*Underwriters*” means, with respect to each Series of Bonds, any of the underwriters of such Bonds required to comply with the Rule in connection with offering of such Bonds.

Section 3. Provision of Annual Information.

(a) SONYMA shall provide (or cause to be provided) not later than the Filing Date to the MSRB an Annual Filing, which is consistent with the requirements of Section 4. The Annual Filing shall be submitted in an electronic format through EMMA, or as otherwise prescribed by the MSRB, and contain such identifying information as is prescribed by the MSRB, and may be submitted as a single document or as separate documents comprising a package, and may cross-reference other

information as provided in Section 4; provided that the Audited Financial Statements of SONYMA may be submitted separately from the balance of the Annual Filing and later than the Filing Date if they are not available by that date. If SONYMA's Fiscal Year changes, it shall give notice of such change in the same manner as for a Specified Event under Section 5.

(b) If SONYMA is unable to provide to the MSRB an Annual Filing by the Filing Date, SONYMA shall, in a timely manner, send a notice to the MSRB in an electronic format through EMMA, or as otherwise prescribed by the MSRB.

Section 4. Content of Annual Filing. SONYMA's Annual Filing shall contain or include by reference the following:

(a) Financial information and operating data of the type included in the Official Statement under the caption "Homeowner Mortgage Revenue Bonds Financial Information" and, with respect to any Series of Bonds other than the Series 217-219 Bonds, any additional or alternative financial information described in a supplement to this Agreement.

(b) The Audited Financial Statements, if available, or Unaudited Financial Statements of SONYMA utilizing generally accepted accounting principles applicable to governmental units as described in the Official Statement, except as may be modified from time to time and described in such financial statements.

(c) The information regarding amendments to this Agreement required pursuant to Sections 6(d) and (e) of this Agreement.

The foregoing shall not obligate SONYMA to prepare or update projections of any financial information or operating data.

The descriptions contained in Section 4(a) hereof of financial information and operating data constituting part of SONYMA's Annual Filing are of general categories of financial information and operating data. When such descriptions include information that no longer can be generated because the operations to which it related have been materially changed or discontinued, a statement to that effect shall be provided in lieu of such information. Any Annual Filing containing modified financial information or operating data shall explain, in narrative form, the reasons for the modification and the impact of the modification on the type of financial information or operating data being provided.

Any or all of the items listed above may be included by specific reference to other documents, including annual informational statements of SONYMA or official statements of debt issues of SONYMA or related public entities, which have been submitted to the MSRB or the SEC. SONYMA shall clearly identify each such other document so included by reference.

Section 5. Reporting Specified Events.

(a) SONYMA shall provide to the MSRB, in an electronic format through EMMA, or as otherwise prescribed by the MSRB, and containing such identifying information as is prescribed by the MSRB and in a timely manner but not later than ten business days after the occurrence of the event, notice of any of the following events with respect to any affected Bonds, as specified by the Rule; and the Trustee shall give Notice to SONYMA upon the occurrence of a Specified Event, promptly upon becoming aware of the occurrence of such Specified Event:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults, if material;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (7) Modifications to rights of Holders, if material;
- (8) Bond calls, if material, and tender offers;
- (9) Defeasances;
- (10) Release, substitution, or sale of property securing repayment of the Bonds, if material;
- (11) Rating changes;
- (12) Bankruptcy, insolvency, receivership or similar event of the Obligated Person;

Note: For the purposes of Specified Event (12), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an Obligated Person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Obligated Person, or if such jurisdiction has been assumed by leaving the existing governmental body and officials or officers in possession but subject to the

supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Obligated Person.

- (13) The consummation of a merger, consolidation, or acquisition involving an Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
- (14) Appointment of a successor or additional trustee or the change of name of a trustee, if material;
- (15) Incurrence of a Financial Obligation of the Obligated Person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the Obligated Person, any of which affect Holders, if material; and
- (16) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the Obligated Person, any of which reflect financial difficulties.

Section 6. Amendment or Modification. (a) This Agreement may be amended, by written agreement of the parties, without the consent of the Holders (except to the extent required under clause (4)(ii) below), if all of the following conditions are satisfied: (1) such amendment is made in connection with a change in circumstances that arises from a change in legal (including regulatory) requirements, a change in law (including rules or regulations) or in interpretations thereof, or a change in the identity, nature or status of SONYMA or the type of business conducted thereby, (2) this Agreement as so amended would have complied with the requirements of the Rule as of the date of this Agreement, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances, (3) SONYMA shall have delivered to the Trustee an opinion of Counsel, addressed to SONYMA and the Trustee, to the same effect as set forth in clause (2) above, (4) either (i) SONYMA shall have delivered to the Trustee an opinion of Counsel or a determination by an entity, in each case unaffiliated with SONYMA (such as bond counsel or the Trustee), addressed to SONYMA and the Trustee, to the effect that the amendment does not materially impair the interests of the Holders or (ii) the Holders consent to the amendment to this Agreement pursuant to the same procedures as are required for amendments to the Resolution with consent of Holders pursuant to the Resolution as in effect at the time of the amendment, and (5) SONYMA shall have delivered copies of such opinion(s) and amendment to the MSRB.

(b) This Agreement may be amended, by written agreement of the parties, without the consent of the Holders, if all of the following conditions are satisfied: (1) an

amendment to the Rule is adopted, or a new or modified official interpretation of the Rule is issued, after the effective date of this Agreement which is applicable to this Agreement, (2) SONYMA shall have delivered to the Trustee an opinion of Counsel, addressed to SONYMA and the Trustee, to the effect that performance by SONYMA and Trustee under this Agreement as so amended will not result in a violation of the Rule and (3) SONYMA shall have delivered copies of such opinion and amendment to the MSRB.

(c) This Agreement may be amended by written agreement of the parties, without the consent of the Holders, if all of the following conditions are satisfied: (1) SONYMA shall have delivered to the Trustee an opinion of Counsel, addressed to SONYMA and the Trustee, to the effect that the amendment is permitted by rule, order or other official pronouncement, or is consistent with any interpretive advice or no-action positions of Staff, of the SEC, and (2) the Trustee shall have delivered copies of such opinion and amendment to the MSRB.

(d) To the extent any amendment to this Agreement results in a change in the type of financial information or operating data provided pursuant to this Agreement, the first Annual Filing provided thereafter shall include a narrative explanation of the reasons for the amendment and the impact of the change in the type of operating data or financial information being provided.

(e) If an amendment is made pursuant to Section 6(a) hereof to the accounting principles to be followed by SONYMA in preparing its financial statements, the Annual Filing for the fiscal year in which the change is made shall present a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. Such comparison shall include a qualitative and, to the extent reasonably feasible, quantitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information.

Section 7. Additional Information. Nothing in this Agreement shall be deemed to prevent SONYMA from disseminating any other information, using the means of dissemination set forth in this Agreement or providing any other means of communication, or including any other information in any Annual Filing or providing notice of the occurrence of an event, in addition to that which is required by this Agreement. If SONYMA chooses to include any information in any document or notice of occurrence of an event in addition to that which is specifically required by this Agreement, SONYMA shall have no obligation under this Agreement to update such information or include it in any future Annual Filing or notice of occurrence of a Specified Event.

Section 8. Remedy for Breach. (a) The provisions of this Agreement shall constitute a contract with and inure solely to the benefit of the Holders from time to time of the Bonds, except that beneficial owners of Bonds shall be third party beneficiaries of this Agreement. The provisions of this Agreement shall create no rights in any person or entity except as provided in this subsection (a) and in subsection (b) of this Section.

(b) The obligations of SONYMA to comply with the provisions of this Agreement shall be enforceable (i) in the case of enforcement of obligations to provide financial statements, financial information, operating data and notices, by any Holders, or by the Trustee on behalf of the Holders, or (ii) in the case of challenges to the adequacy of the financial statements, financial information and operating data so provided, by the Trustee on behalf of the Holders; provided, however, that the Trustee shall not be required to take any enforcement action except at the direction of the Holders of not less than 25% in aggregate principal amount of the Bonds at the time outstanding who shall have provided the Trustee with adequate security and indemnity. The Holders' and Trustee's rights to enforce the provisions of this Agreement shall be limited solely to a right, by action in mandamus or for specific performance, to compel performance of SONYMA's obligations under this Agreement. In consideration of the third party beneficiary status of beneficial owners of Bonds pursuant to subsection (a) of this Section, beneficial owners shall be deemed to be Holders for purposes of this subsection (b).

(c) Any failure by SONYMA or the Trustee to perform in accordance with this Agreement shall not constitute a default or an event of default under the Resolution, and the rights and remedies provided by the Resolution upon the occurrence of a default or an event of default shall not apply to any such failure.

Section 9. Termination. (a) The obligations of SONYMA and the Trustee's obligations under this Agreement shall terminate upon (A) the legal defeasance, prior redemption or payment in full of all of the Bonds.

(b) This Agreement, or any provision hereof, shall be null and void in the event that SONYMA (1) delivers to the Trustee an opinion of Counsel, addressed to SONYMA and the Trustee, to the effect that those portions of the Rule which require this Agreement, or such provision, as the case may be, do not or no longer apply to the Bonds, whether because such portions of the Rule are invalid, have been repealed, or otherwise, as shall be specified in such opinion, and (2) delivers copies of such opinion to the MSRB.

Section 10. The Trustee. (a) Except as otherwise set forth herein, this Agreement shall not create any obligation or duty on the part of the Trustee and the Trustee shall not be subject to any liability hereunder for acting or failing to act as the case may be.

(b) SONYMA shall indemnify and hold harmless the Trustee in connection with this Agreement, to the same extent provided in the Resolution for matters arising thereunder.

Section 11. Dissemination Agent. SONYMA may, from time to time, appoint or engage a dissemination agent to assist it in carrying out its obligations under this Agreement, and may discharge any such agent, with or without appointing a successor dissemination agent.

Section 12. Recordkeeping. SONYMA shall maintain records of all Annual Filings and notices of Specified Events and other events including the content of such disclosure, the names of the entities with whom such disclosures were filed and the date of filing such disclosure.

Section 13. Governing Law. This Agreement shall be construed and interpreted in accordance with the laws of the State, and any suits and actions arising out of this Agreement shall be instituted in a court of competent jurisdiction in the State; provided, however, that to the extent this Agreement addresses matters of federal securities laws, including the Rule, this Agreement shall be construed in accordance with such federal securities laws and official interpretations thereof.

Section 14. Counterparts. This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

CERTAIN ADDITIONAL FEDERAL INCOME TAX MATTERS

The Code substantially restricts the use of proceeds of tax-exempt obligations used to finance mortgage loans for single family housing or to refund such obligations. Under the Code, interest on bonds the proceeds of which are used to provide mortgage loans on owner-occupied housing is not excluded from gross income for Federal income tax purposes unless the bonds are part of a “qualified mortgage issue.” An issue of bonds such as the Tax-Exempt Bonds constitutes a “qualified mortgage issue” if the requirements described below under “Loan Eligibility Requirements Imposed by the Code” and the use of funds generated by the issuance of such obligations are met.

Loan Eligibility Requirements Imposed by the Code

The Code contains the following loan eligibility requirements that are applicable to the Offered Bonds Mortgage Loans financed by the Tax-Exempt Bonds and the portions of any Mortgage Loan otherwise attributable to the Tax-Exempt Bonds for Federal income tax purposes (collectively, the “Tax-Exempt Bonds Mortgage Loans”) in order that interest on the Tax-Exempt Bonds not be included in gross income for Federal income tax purposes retroactive to the date of the issuance thereof. These requirements apply to the Tax-Exempt Bonds Mortgage Loans. Certain documents have been adopted by the Agency that establish procedures to be followed in connection with the Tax-Exempt Bonds Mortgage Loans in order to assure that interest paid on the Tax-Exempt Bonds not be included in gross income for Federal income tax purposes under the Code (the “Program Documents”).

Residence Requirement

The Code requires that each of the premises financed with proceeds of qualified mortgage bonds be a one-to-four-family residence, one unit of which can reasonably be expected to become the principal residence of the mortgagor within a reasonable time after the financing is provided. In the case of a two-to-four-family residence (other than two-family residences in targeted areas having borrowers whose family income does not exceed 140% of applicable family median income), the residence must have been occupied as a residence at least five years before the mortgage is executed. Each mortgagor must submit an affidavit stating his intention to occupy the premises as his principal residence within 60 days after closing of the Mortgage Loan. In the case of a two-to-four-family residence (other than two-family residences in targeted areas having borrowers whose family income does not exceed 140% of applicable family median income), the mortgagor is required by the Program Documents to certify that the residence was first occupied as a residence at least five years before the Mortgage Loan was executed.

First-Time Homebuyer Requirement

The Code requires that, subject to certain exceptions, the lendable proceeds of qualified mortgage bonds be used to provide financing to mortgagors who have not had a present ownership interest in their principal residence (other than the residence being financed) during the three-year period prior to execution of the mortgage loan.

New Mortgage Requirement

The Code requires that, with certain limited exceptions, the lendable proceeds of qualified mortgage bonds finance new mortgage loans only and that no proceeds may be used to acquire or replace an existing mortgage loan, which would include the refinancing of a pre-existing mortgage loan.

Purchase Price Limitation

The Code requires that the purchase price of the residence financed with the lendable proceeds of qualified mortgage bonds may not exceed 90% of the average area purchase price applicable to such residence or 110% of the applicable average area purchase price in the case of residences located in targeted areas.

Income Limitation

The Code requires that all mortgage loans made from the lendable proceeds of qualified mortgage bonds be made only to borrowers whose family income does not exceed 115% (for mortgage loans made to families with fewer than three members, 100%) of the applicable median family income. An exception is provided for mortgage loans financed with the lendable proceeds of qualified mortgage bonds made with respect to targeted area residences that permits two-thirds in aggregate amount of such mortgage loans to be made with respect to borrowers whose family income does not exceed 140% (for mortgage loans made to families with fewer than three members, 120%) of the applicable median family income and one-third in aggregate amount of such loans to be made without regard to any income limitation.

Applicable Federal tax law permits higher income limits for persons financing homes located in certain “high housing cost areas.” A high housing cost area is a statistical area for which the ratios of the area’s average purchase price for existing and new single family houses to the area’s median income exceed 120% of the same ratios determined on a national basis. These ratios are determined separately with respect to new and existing single family residences. An area is a high housing cost area only if the ratios for both new and existing houses meet the 120% test. In high housing cost areas, the mortgagor income limits are increased above 115% (or 100%, as applicable) by one percent for each percentage point (1%) by which the new or existing housing price ratio, whichever is smaller, exceeds 120%. *However*, the new limit cannot exceed 140% (or 120%, as applicable) of the income limits otherwise applicable.

Family income includes income of all individuals executing both the note and mortgage and occupying the dwelling as their principal residence.

Requirements as to Assumptions

The Code provides that a mortgage loan may be assumed only if each of the then applicable residence requirement, first-time homebuyer requirement, purchase price limitation, and income limitation is met with respect to such assumption.

General

An issue of bonds is treated as meeting the loan eligibility requirements of the Code if (i) the issuer in good faith attempted to meet all the loan eligibility requirements before the mortgage loans were executed, (ii) any failure to comply with the loan eligibility requirements is corrected within a reasonable period after such failure is first discovered, and (iii) 95% or more of the proceeds of the issue used to make mortgage loans was used to finance residences that met all such requirements at the time the mortgage loans were executed.

Other Requirements Imposed by the Code

General

Failure to comply with the applicable provisions of the Code may result in interest on the applicable issue of bonds being included in gross income for Federal income tax purposes retroactive to the date of issuance thereof. The Code provides that gross income for Federal income tax purposes does not include interest on a

mortgage revenue bond if it is a qualified mortgage bond. A qualified mortgage bond is a part of an issue of a state or political subdivision all the proceeds of which (net of amounts applied to any costs of issuance thereof and to fund a reasonably required reserve) are used to finance owner-occupied residences and that meets certain (i) general requirements, (ii) arbitrage restrictions on the use and investment of proceeds of the issue, and (iii) loan eligibility requirements set forth in the Code and as more fully described above under “Loan Eligibility Requirements Imposed by the Code.”

The first general requirement of the Code applicable to the Agency’s Program is that the aggregate amount of private activity bonds that may be issued by the Agency in any calendar year (or previous years’ carried forward amount) must not exceed the portion of the private activity bond volume limit for the State that is allocated to the Agency. The Tax-Exempt Bonds are either excluded from or within the applicable limits for the Agency. The second general requirement of the Code applicable to the Agency’s Program is that at least 20% of the lendable proceeds of an issue of bonds must be made available (and applied with reasonable diligence) for owner-financing of residences in targeted areas (as defined by the Code) for at least one year after the date on which such funds are first available for such owner-financing (the “targeted area requirement”).

The Code requires the issuer of qualified mortgage bonds to file with the Internal Revenue Service reports on the issuance of its qualified mortgage bonds following such issuance, as well as an annual qualified mortgage loan information report.

The Code requires that the effective interest rate on mortgage loans financed with the lendable proceeds of qualified mortgage bonds may not exceed the yield on the issue by more than 1.125% and that certain investment earnings on non-mortgage investments, calculated based upon the extent such investment earnings exceed the amount that would have been earned on such investments if the investments were invested at a yield equal to the yield on the Tax-Exempt Bonds, be rebated to the United States.

Recapture Provision

For certain mortgage loans made after December 31, 1990 from the proceeds of tax-exempt bonds issued after August 15, 1986, and for assumptions of such mortgage loans, the Code requires a payment to the United States from certain mortgagors upon sale or other disposition of their homes (the “Recapture Provision”). The Recapture Provision requires that an amount determined to be the subsidy provided by a qualified mortgage bond financing to a mortgagor be paid to the United States on disposition of the house (but not in excess of 50% of the gain realized by the mortgagor). The recapture amount would (i) increase over the period of ownership, with full recapture occurring if the house were sold between four and five full years after the closing of the mortgage loan and (ii) decline ratably to zero with respect to sales occurring between five and nine full years after the closing of the mortgage loan. An exception excludes from recapture part or all of the subsidy in the case of certain assisted individuals whose incomes are less than prescribed amounts at the time of the disposition. The Code requires an issuer to inform mortgagors of certain information with respect to the Recapture Provision.

The Code states that an issuer will be treated as meeting the targeted area requirement, the arbitrage restrictions on mortgage loans, and the recapture information requirements if it in good faith attempted to meet all such requirements and any failure to meet such requirements was due to inadvertent error after taking all reasonable steps to comply with such requirements.

Required Redemptions

The Code requires redemption of certain qualified mortgage bonds issued after 1988 from unexpended proceeds required to be used to make mortgage loans that have not been used within 42 months from the date of issuance (or the date of issuance of the original bonds in the case of refundings of unexpended proceeds), except for a \$250,000 de minimis amount. As a result, the Agency may be required by the Code to redeem Bonds from

proceeds attributable to those Bonds not used to make Mortgage Loans. Additionally, for bonds issued after 1988, the Code permits repayments (including prepayments) of principal of mortgage loans financed with the proceeds of an issue of bonds to be used to make additional mortgage loans for only 10 years from the date of issuance of the bonds (or the date of issuance of the original bonds in the case of refundings), after which date such amounts must be used to redeem bonds, except for a \$250,000 de minimis amount (this is the “Ten-Year Rule” described above). As a result, the Agency may be required by the Code to redeem the Tax-Exempt Bonds from repayments (including prepayments) of principal of Offered Bonds Mortgage Loans, Offered Bonds DPA Loans or Mortgage Loans otherwise attributable to the Tax-Exempt Bonds for Federal tax purposes.

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BOOK ENTRY ONLY

The Offered Bonds will be available only as fully-registered bonds in the name of Cede & Co., as nominee of DTC, as registered owner of the Offered Bonds. Purchasers of such Bonds will not receive physical delivery of bond certificates. For purposes of this Official Statement, so long as all of the Offered Bonds of a Series and maturity are immobilized in the custody of DTC, references to Bondowners or Owners (*except* under “Tax Matters”) mean DTC or its nominee.

The information in this section concerning DTC and the DTC book-entry system has been obtained from DTC, and the Agency takes no responsibility for the accuracy or completeness thereof.

DTC will act as securities depository for the Offered Bonds. The Offered Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Offered Bond certificate will be issued for the Offered Bonds of a Series and maturity in the aggregate principal amount of each such maturity, and will be deposited with DTC.

DTC is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Offered Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Offered Bonds on DTC’s records. The ownership interest of each actual purchaser of each Offered Bond (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Offered Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Offered Bonds, except in the event that use of the book-entry system for the Offered Bonds of a Series is discontinued.

To facilitate subsequent transfers, all Offered Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Offered Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no

knowledge of the actual Beneficial Owners of the Offered Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Offered Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Offered Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Offered Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Offered Bonds documents. For example, Beneficial Owners of the Offered Bonds may wish to ascertain that the nominee holding the Offered Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Offered Bonds of a Series and maturity are being redeemed, DTC's practice is to determine by lot the amount of the ownership interest of each Direct Participant in such Bonds of the same Series and maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Offered Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Agency as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Offered Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption, principal, interest, and purchase price payments on the Offered Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts, upon DTC's receipt of funds and corresponding detail information from the Agency or the Trustee, on a payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee, or the Agency, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption, principal, interest and purchase price payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Trustee or the Agency, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

NEITHER THE AGENCY NOR THE TRUSTEE WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO SUCH PARTICIPANTS, TO THE PERSONS FOR WHOM THEY ACT AS NOMINEES WITH RESPECT TO THE OFFERED BONDS, OR TO ANY BENEFICIAL OWNER IN RESPECT OF THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DIRECT OR INDIRECT PARTICIPANT, THE PAYMENT BY DTC OR ANY DIRECT OR INDIRECT PARTICIPANT OF ANY REDEMPTION, PRINCIPAL OR INTEREST PAYMENTS ON THE OFFERED BONDS, ANY NOTICE THAT IS PERMITTED OR REQUIRED TO BE GIVEN TO BONDOWNERS UNDER THE RESOLUTION, THE SELECTION BY DTC OR ANY DIRECT OR INDIRECT PARTICIPANT OF ANY PERSON TO RECEIVE PAYMENT IN THE EVENT OF A PARTIAL REDEMPTION OF THE OFFERED BONDS, OR OTHER ACTION TAKEN BY DTC AS REGISTERED BONDOWNER, OR ANY OTHER ACTION TAKEN BY DTC AS REGISTERED BONDOWNER.

DTC may discontinue providing its services as depository with respect to a Series of the Offered Bonds at any time by giving reasonable notice to the Agency or the Trustee. Under such circumstances, in the event

that a successor depository is not obtained, Offered Bond certificates are required to be printed and delivered as described in the applicable Series Resolution.

The Agency may decide to discontinue use of the system of book-entry only transfers through DTC (or a successor securities depository). In that event, Offered Bond certificates will be required to be printed and delivered as described in the applicable Series Resolution.

The Resolution provides for issuance of bond certificates (the “Replacement Bonds”) directly to registered owners of such Bonds other than DTC or its nominee, but only in the event that (a) DTC determines not to continue to act as securities depository for such Bonds; (b) the Agency has advised DTC of its determination that DTC is incapable of discharging its duties; or (c) the Agency has determined that it is in the best interest of the Agency not to continue the book-entry system of transfer or that interests of the Beneficial Owners of such Bonds might be adversely affected if the book-entry system of transfer is continued. Upon occurrence of the events described in (a) or (b) above, the Agency shall either establish its own book-entry system or attempt to locate another securities depository and, in connection with retaining the services of such replacement securities depository, may amend certain of the procedures described in this Appendix H to the Official Statement. If the Agency does not establish its own book-entry system or fails to locate another securities depository to replace DTC, the Agency shall have authenticated and delivered Replacement Bonds in certificate form. In the event the Agency makes the determination noted in (b) or (c) above (the Agency undertakes no obligations to make any investigation to determine the occurrence of any events that would permit the Agency to make any such determination) and mails an appropriate notice to DTC, the Agency shall cause to be authenticated and delivered Replacement Bonds in certificate form. Interest on the Replacement Bonds will be payable by check mailed to each registered owner of such Replacement Bond at the address of such registered owner as it appears in the bond register maintained by or on behalf of the Agency, and principal, Redemption Price, or purchase price, as applicable, of Replacement Bonds will be payable at the principal corporate trust office of the Trustee. Replacement Bonds will be transferable only by presentation and surrender to the Agency, or an agent of the Agency to be designated in the Replacement Bonds, together with an assignment duly executed by the owner of the Replacement Bond or by such owner’s representative in form satisfactory to the Agency, or any agent of the Agency, and containing information required by the Agency in order to effect such a transfer. For purposes of this Official Statement, at any time after Replacement Bonds have been issued, references to Bondowners mean the registered owners of such Replacement Bonds and references to such Bonds mean such Replacement Bonds.

For every transfer and exchange of such Bonds, the Beneficial Owner may be charged a sum sufficient to cover any tax, fee, or other governmental charge that may be imposed in relation thereto. For every exchange or transfer of a bond certificate, the Agency or the Trustee may make a charge for the expense incurred in every such exchange or registration of transfer, including a charge sufficient to reimburse either the Agency or the Trustee for any tax or other governmental charge required to be paid with respect to such exchange or registration of transfer. The Agency and the Trustee are not required to register any change of ownership during the 15-day period immediately preceding any interest payment date or date of first mailing of notice of redemption or after any Bond shall have been selected for redemption.

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**FORM OF PROPOSED APPROVING AND FEDERAL AND STATE TAX EXEMPTIONS
OPINION OF BOND COUNSEL**

State of New York Mortgage Agency
New York, New York

Dear Directors:

As Bond Counsel to the State of New York Mortgage Agency (the “Agency”), a corporate governmental agency constituting a political subdivision and a public benefit corporation of the State of New York (the “State”) organized and existing under and pursuant to the State of New York Mortgage Agency Act, Chapter 612 of the 1970 Laws of the State, being Title 17 of Article 8 of the Public Authorities Law, as amended (the “Act”), we have examined a record of proceedings relating to the issuance by the Agency, of Homeowner Mortgage Revenue Bonds, Series 217 in the aggregate principal amount of \$68,670,000 (the “Series 217 Bonds”), Homeowner Mortgage Revenue Bonds, Series 218 in the aggregate principal amount of \$24,400,000 (the “Series 218 Bonds”) and Homeowner Mortgage Revenue Bonds, Series 219 in the aggregate principal amount of \$30,000,000 (the “Series 219 Bonds” and, together with the Series 217 Bonds and the Series 218 Bonds, the “Bonds”).

The Bonds are issued under and pursuant to (i) the Act, (ii) the Homeowner Mortgage Revenue Bonds General Resolution, adopted on September 10, 1987, as amended and restated on July 28, 2005 and as supplemented on December 13, 2006 and September 17, 2008 (the “General Resolution”), (iii) the Homeowner Mortgage Revenue Bonds Series Resolution, adopted on January 24, 2019 (the “Series Resolution”), (iv) the Homeowner Mortgage Revenue Bonds Series 217 Series Certificate (the “Series 217 Series Certificate”), dated as of February 28, 2019 and delivered as of March 28, 2019, (v) the Homeowner Mortgage Revenue Bonds Series 218 Series Certificate (the “Series 218 Series Certificate”), dated as of February 28, 2019 and delivered as of March 28, 2019 and (vi) the Homeowner Mortgage Revenue Bonds Series 219 Series Certificate (the “Series 219 Series Certificate”), dated as of February 28, 2019 and delivered as of March 28, 2019 (together with the General Resolution, the Series Resolution, the Series 217 Series Certificate and the Series 218 Series Certificate, the “Resolution”). The Bonds are dated, mature on the dates in the principal amounts, bear interest, if any, and are payable as provided in the Resolution. The Bonds are subject to redemption prior to maturity in whole or in part as set forth in the Resolution.

The Internal Revenue Code of 1986, as amended (the “Code”), establishes certain requirements that must be met subsequent to the issuance of the Series 217 Bonds and the Series 218 Bonds (collectively, the “Tax-Exempt Bonds”) in order that interest on the Tax-Exempt Bonds be and remain excluded from gross income under the Code. These requirements include, but are not limited to, requirements relating to use and expenditures of gross proceeds of the Tax-Exempt Bonds, yield and other restrictions on investment of gross proceeds, and the arbitrage rebate requirement that certain excess earnings on gross proceeds be rebated to the Federal government. Noncompliance with such requirements may cause interest on the Tax-Exempt Bonds to become included in gross income for Federal income tax purposes retroactive to their issue date, irrespective of the date on which such noncompliance occurs or is discovered. The Agency has adopted documents with respect to its program (the “Program Documents”) that establish procedures under which, if followed, such requirements can be met. The Agency has covenanted in the Resolution to at all times perform all acts and things permitted by law and necessary and desirable in order to assure that interest paid on the Tax-Exempt Bonds shall not be included in gross income for Federal income tax purposes under the Code. We have relied upon such covenant and have assumed compliance by the Agency with and enforcement by the Agency of the provisions of the Resolution and the Program Documents. In rendering this opinion, we also have relied on certain representations, certification of fact, and statements made by the Agency and others in connection with the Bonds.

We are of the opinion that:

1. The Agency is duly created and validly existing under the Act.
2. The Resolution has been duly adopted by the Agency and is valid and binding upon the Agency.
3. The Bonds are valid and legally binding special obligations of the Agency secured in the manner and to the extent set forth in the Resolution and are entitled to the benefit, protection, and security of the provisions, covenants, and agreements contained therein.
4. The Bonds do not constitute a debt of the State or of any municipality, and neither the State nor any municipality shall be liable thereon, nor shall the Bonds be payable out of any funds other than those of the Agency pledged therefor.
5. Under existing statutes and court decisions and assuming continuing compliance with certain tax covenants described herein, (i) interest on the Tax-Exempt Bonds is excluded from gross income for Federal income tax purposes pursuant to Section 103 of the Code; (ii) interest on the Series 217 Bonds is not treated as a preference item in calculating the alternative minimum tax under the Code; and (iii) interest on the Series 218 Bonds is treated as a preference item in calculating the alternative minimum tax under the Code.
6. Under existing statutes and court decisions, interest on the Series 219 Bonds is included in gross income for Federal income tax purposes pursuant to the Code.
7. Interest on the Bonds is exempt from personal income taxes imposed by the State and any political subdivision thereof (including The City of New York), and the Bonds are also exempt from all taxation directly imposed thereon by or under the authority of the State except for estate or gift taxes or taxes on transfers.

We express no opinion regarding any other Federal, state or local tax consequences arising with respect to the Bonds, or the ownership or disposition thereof, except as stated above. We render our opinion under existing statutes and court decisions as of the issue date, and assume no obligation to update, revise or supplement this opinion to reflect any action thereafter taken or not taken, any fact or circumstance that may thereafter come to our attention, any change in law or in interpretations thereof that may thereafter occur, or for any other reason. We express no opinion as to the consequence of any of the events described in the preceding sentence or the likelihood of their occurrence. In addition, we express no opinion on the effect of any action taken or not taken in reliance upon an opinion of other counsel regarding Federal, state or local tax matters, including without limitation, exclusion from gross income for Federal income tax purposes of interest on the Tax-Exempt Bonds. We undertake no responsibility for the accuracy, completeness or fairness of any official statement or other offering materials relating to the Bonds and express herein no opinion relating thereto.

In rendering this opinion, we are advising you that the enforceability of the Bonds and the Resolution may be limited by bankruptcy, moratorium, insolvency, or other laws affecting creditors' rights or remedies and is subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

We have examined an executed Series 217 Bond, Series 218 Bond and Series 219 Bond, and, in our opinion, the forms of said Bonds and their execution are regular and proper.

Very truly yours,

