

DRAFT SUBJECT TO REVIEW AND REVISION

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a Empire State Development**

**BOND FINANCE COMMITTEE MEETING
November 19, 2013**

MINUTES

New York State Urban Development Corporation, d/b/a Empire State Development (“ESD”), held a Bond Finance Committee Meeting at ESD’s Office at 633 Third Avenue, New York, New York 10017.

Members Present: Kenneth Adams
Anthony Albanese (via video conference), designee for Superintendent,
Department of Financial Services
Derrick Cephas

Present for ESD: Jonathan Beyer, Senior Counsel
Robert Godley, Treasurer
Peter Heilbrunn, Senior Director, Debt Management
Eileen McEvoy, Corporate Secretary
Frances Walton, Chief Administrative and Financial Officer

The meeting was called to order at 2:40pm.

Mr. Godley explained that the purpose for the meeting was to request authorization to submit an application to the Public Authorities Control Board, and to approve the appointment of bond counsel and of a financial advisor in connection with the issuance of State Personal Income Tax Revenue Bonds, Series 2013E&F.

Mr. Godley further explained that the bonds would be issued on a competitive basis as fixed rate debt in an amount not to exceed \$1.4 billion. They would finance project and issuance costs.

With respect to the appointment of bond counsel, the Committee was requested to approve the appointment of Orrick, Herrington and Sutcliffe, and the Hardwick Law Firm LLC as co-bond counsel for the proposed transaction. The appointment would represent an equitable distribution of work among the Corporation’s rotating slate of senior tier law firms to handle the Corporation’s appropriation debt. In addition, the Hardwick Law Firm LLC is a certified MWBE.

With respect to the appointment of a financial advisor, the Committee was requested to approve the appointment of Public Financial Management. Mr. Godley explained that a financial advisor would be needed to assist the Corporation in structuring the transaction and in overseeing the bid process.

Mr. Adams noted that because the Division of Budget directed the Corporation to issue bonds on a competitive basis, the Corporation's ability to engage small and MWBE firms in the underwriting activities would be diminished. Similarly, Mr. Beyer pointed out that in negotiated transactions, underwriter's counsel is necessary, and the Corporation has historically requested that an MWBE serve as underwriter's counsel. Without the need for underwriter's counsel in a competitive transaction, such as the one being considered, there is one less opportunity to engage an MWBE.

Finally, the Committee discussed the timing of the issuance and whether price could be affected by other bonds going to market at the same time. Ms. Walton confirmed that staff has worked to coordinate timing with other potential issuers.

There being no further comments or questions, and upon motion duly made and seconded, the resolution regarding the items discussed was unanimously adopted.

The meeting was adjourned at 2:51pm.